**Form 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**
BonTerra Resources Inc.
4006-1011 West Cordova, BC, V6C 0B2

**2. Date of Material Change**
February 17, 2011

**3. News Release**
The Press Release dated February 17, 2011 was disseminated via Market News Publishing and Canada Stockwatch.

**4. Summary of Material Change**
The Company announced receiving assays for the first six holes of the 2011 drill program on its 100% owned Eastern Extension Gold Project. The property is located 170km northeast of Val d'Or, Quebec in the Abitibi Greenstone Belt.

**5. (a) Full Description of Material Change**
See attached press release dated February17, 2011

**(a) Disclosure for Restructuring Transaction**
Not Applicable

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**
Not Applicable

**7. Omitted Information**
Not Applicable

**8. Executive Officer**
Mitch Adam, President & Director (604) 678-5308

**9. Date of Report**
February 17, 2011

## Schedule A

***Vancouver, BC – February 17, 2011:*** BonTerra Resources Inc. (TSX.V: BTR; FSE: 9BR) (the "Company", "BonTerra") has received assays for the first six holes of the 2011 drill program on its 100% owned Eastern Extension Gold Project ("the Property"). The Property is located 170km northeast of Val d'Or, Quebec in the Abitibi Greenstone Belt.

- All of the 6 completed holes intercepted altered smoky quartz-carbonate veins mineralized with sulphides and assayed for gold.
- The highlight of these holes was the discovery of a new gold zone, named the Peninsula Zone. The Peninsula zone is contiguous with previously identified gold zones on the property and therefore extends the strike of the mineralized envelope to the west. Holes BA-11-05 and BA-11-06 intercepted this new zone. As shown in the table below, there is persistent gold in this newly discovered zone.
- BA-11-05 assayed 14.00 metres of 8.01 grams/tonne ("g/t") gold (0.23 Oz/ton) including 3.33 metres of 27.60 g/t (0.81 Oz/ton).
- BA-11-06 assayed 13.00 metres of 7.00 g/t gold (0.20 Oz/ton) including 4.00 metres of 17.02 g/t (0.50 Oz/ton).
- Also of interest was BA-11-01 which assayed 7.00 metres of 10.00 g/t gold (0.29 Oz/ton) including 2.79 metres of 20.79 g/t (0.61 Oz/ton). Gold mineralization in this hole has extended the strike of the mineralized envelope to the east.
- Currently the gold zone on the Eastern Extension is open to the east, the west and down dip. Historical drilling defined the zone as having a strike of 650 metres long to a vertical depth of over 365 metres.
- Significant gold intercepts are outlined in table 1 below.

**Table 1**

| Drill Hole | From (metres) | To (metres) | Length (metres) | Gold (g/t) | Gold (Oz/t) |
|---|---|---|---|---|---|
| BA-11-01 | 53.00 | 60.00 | 7.00 | 10.00 | 0.29 |
| Including | 56.21 | 59.00 | 2.79 | 20.79 | 0.61 |
| Including | 57.00 | 58.00 | 1.00 | 31.20 | 0.91 |
| BA-11-01 | 118.00 | 124.48 | 6.48 | 7.60 | 0.22 |
| Including | 120.00 | 121.00 | 1.00 | 33.50 | 0.98 |
| BA-11-05 | 57.33 | 71.33 | 14.00 | 8.01 | 0.23 |
| Including | 68.00 | 71.33 | 3.33 | 27.60 | 0.81 |
| Including | 68.00 | 69.20 | 1.20 | 42.30 | 1.23 |
| BA-11-06 | 199.50 | 212.50 | 13.00 | 7.00 | 0.20 |
| Including | 205.00 | 212.50 | 7.50 | 10.64 | 0.31 |
| Including | 205.00 | 209.00 | 4.00 | 17.02 | 0.50 |
| Including | 205.00 | 207.40 | 2.40 | 19.49 | 0.57 |
| BA-11-06 | 161.70 | 171.50 | 9.80 | 4.49 | 0.13 |
| Including | 161.70 | 164.00 | 2.30 | 12.10 | 0.35 |
| Including | 163.20 | 164.00 | 0.80 | 25.70 | 0.75 |

President, Mitchell Adam, states, “Discovering the new peninsula zone is a great way to kick off the 2011 drill program. We look forward to receiving assays from many more holes as we continue to aggressively drill the property this winter.”

BonTerra’s current work program has two objectives. The first is to continue expanding the size of the gold zones on the Property through diamond drilling. The second aim of the Company to begin conducting a ground based magnetic survey and induced polarity survey (“IP”) on the Property. The magnetics and IP will better define the known gold zones as well as to discover additional drill targets on the property.

**Qualified Person**

This press release has been reviewed by Thomas Clarke, Pr.Sci.Nat., a Director of BonTerra. Mr. Clarke is a Qualified Person under NI 43-101.

The drill program and sampling is being supervised on behalf of the Company by Geologica Inc. of Val d’Or, Quebec. These are sample results, taken from mineralized zones of the drill hole. Depths and lengths are core lengths and not true widths. Samples were submitted to ALS Chemex of Val d’Or, Quebec for crushing, pulverizing, fire-assay for gold as well as multi element ICPMS. Samples fire-assaying greater than 10 grams per tonne gold are then fire-assayed with a gravimetric finish. Assay samples are taken from drill core, sawed in half along the core axis; one half is sent to ALS Chemex Laboratories and the other half retained for future reference. The Company applies a full quality assurance and quality control (QAQC) system for every batch of samples submitted to the lab. The QAQC samples include a standard, duplicate and blank.

**About BonTerra**

BonTerra is a Canadian gold exploration company focused continuing to expand the known gold zone on its 100% owned Eastern Extension property, part of the world famous Abitibi Greenstone Belt of Quebec. BonTerra has a total of four properties in the Urban-Barry belt, all gold exploration targets. BonTerra’s Eastern Extension, Lavoie, Urban-Barry and Anderson properties are located approximately 170 km NE of Val-d’Or and 125 km SW of Chibougamau in the Urban, Barry and Bailly townships in Québec.

ON BEHALF OF THE BOARD
**BONTERRA RESOURCES INC.**

*/s/ Mitchell Adam*
Mitchell Adam
President, Director

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