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
May 3, 2011

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

4. Summary of Material Change
The Company announced it is currently awaiting assays for five (5) deep drill holes on the 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 May 3, 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
May 3, 2011

Schedule A

Vancouver, BC – May 3, 2011: BonTerra Resources Inc. (BTR: TSXV; FSE: 9BR) (the "Company", "BonTerra") is currently awaiting assays for five (5) deep drill holes on the Eastern Extension Gold Project (the "Property"). The Property is located 170km northeast of Val d'Or, Quebec in the Abitibi Greenstone Belt. One of these holes was drilled to deepen the known high grade gold zones as discovered in BA-10-01 which assayed 17.06 grams/tonne ("g/t") over 13.50 metres as disclosed in a news release dated November 9, 2010. BonTerra hopes similar assays can be intercepted in this new drill hole.

The Company is also deepening the high grade gold zones intercepted in BA-10-08 which assayed 14.84 g/t over 7.00 metres as disclosed in a news release dated January 12, 2011. To date, the Company has drilled a total of 32 drill holes totaling nearly 7,000 metres on the Property.

BonTerra intends to drill three holes under the lake from the peninsula with the goal to extend the peninsula zone to the west. This assayed 8.01 g/t over 14.00 metres as disclosed in a news release dated February 17, 2011. BonTerra is working towards establishing a NI 43-101 compliant resource calculation with respect to the Property.

Mitchell Adam, President, states, "BonTerra looks forward to receiving assays as it deepens the known high grade gold zones on the Property and working with Geologica toward developing a resource calculation."

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.

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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This press release contains projections and forward-looking information that involve various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of BonTerra such as the statement that: (i) BonTerra hopes similar assays can be interpreted in the new drill hole; (ii) BonTerra hopes to drill three holes to extend the peninsula zone to the west; and (iii) BonTerra is working towards establishing a NI 43-101 compliant resource calculation with respect to the Property. There are numerous risks and uncertainties that could cause actual results and BonTerra's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) a decrease in demand for and price of gold; (iii) general uncertainties with respect to mineral exploration in general; and (iv) inability to raise required financing. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, BonTerra does not intend to update these forward-looking statements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.