FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS

BonTerra Resources Inc. (the "Issuer")
4006 – 1011 West Cordova
Vancouver, British Columbia
V6C 0B2

ITEM 2 DATE OF MATERIAL CHANGE

September 15, 2011

ITEM 3 NEWS RELEASE

Issued September 15, 2011 and distributed through the facilities of Marketwire.

ITEM 4 SUMMARY OF MATERIAL CHANGE:

The Issuer announced that has recently reviewed its portfolio of quality properties which surround the Eastern Extension property in Quebec and provided an update.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See the attached news release for a complete description.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not Applicable.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable. This report is not being filed on a confidential basis.

ITEM 7 OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Mitchell Adam, President
Telephone: (604) 678-5308

ITEM 9. DATE OF REPORT

September 21, 2011

Suite 4006 – 1011 West Cordova Street
Vancouver, B.C. V6C 0B2
Telephone: (604) 678-5308
Fax: (604) 678-5309

TSXV: BTR

FSE: 9BR

BONTERRA TARGETS ALL THREE QUEBEC GOLD PROPERTIES

Vancouver, BC – September 15, 2011: BonTerra Resources Inc. (TSX.V: BTR; FSE: 9BR) (the "Company", "BonTerra") has recently reviewed its portfolio of quality properties which surround the Eastern Extension property in Quebec. As such the company spent this past summer prospecting these properties with the intent to make them drill ready. New zones of mineralized veining have been observed on the Urban-Barry property.

BonTerra's gold properties offer a potential strike length of fifteen kilometres roughly parallel to the regional trend. The exception is one minor gap of 500 metres. This mineralized corridor runs from Metanor Resources' Barry Mine in the west, eastwards to the high grade gold traps of the Eastern Extension property and eastwards still to the Lavoie Gold property. The Company plans to continue its regional exploration program to compliment the ongoing work on the Eastern Extension.

BonTerra completed a ground magnetic survey on the Lavoie Gold property. There is a magnetic signature showing the potential for target generation including a magnetic high of two and a half kilometres in length.

BonTerra is considering conducting an induced polarity ("IP") program on the western segment of the Urban-Barry property bordering Metanor Resources and localities on the Lavoie Gold property this winter. The original IP survey completed on the Eastern Extension will also be expanded.

Mitchell Adam, President states, "BonTerra believes now is the time to start tying together all of our key Quebec gold assets and continue focusing the company on gold in Quebec. We are optimistic of the potential of the entire belt and continue to consolidate our land position to demonstrate this. Work programs have been conducted on our other properties in the area, the Urban-Barry and Lavoie Gold properties. We hope a well-focused winter IP program will aid in target generation for these two properties as well as our flagship property, the Eastern Extension."

Qualified Person

This technical content of this press release has been reviewed and accepted by Thomas Clarke, Pr.Sci.Nat., and a Director of BonTerra. Mr. Clarke is a Qualified Person under National Instrument 43-101.

About BonTerra Resources

BonTerra is a Canadian gold exploration company focused continuing to expand the known gold zone on its 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.

Other Companies Exploring in the Urban-Barry Gold Camp

Neighboring companies in the region are Metanor, Eagle Hill, Amseco, Beaufield, Glen Eagle, Urbana, Freewest and Key Gold. The Company has an option to earn 100% of the Eastern Extension property from Abitex Resources subject to a 2% NSR.

ON BEHALF OF THE BOARD
BONTERRA RESOURCES INC.
/s/ Mitchell Adam
Mitchell Adam
President, Director

For further information contact:

info@bonterraresources.com
www.bonterraresources.com
Tel: (604) 678-5308
Fax: (604) 678-5309
Toll Free: 1-855-678-5308