51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BonTerra Resources Inc. (the "Company")
Suite 4006 – 1011 West Cordova Street
Vancouver, BC V6C 0B2

Item 2 Date of Material Change

December 12, 2011

Item 3 News Release

The news release was disseminated through Marketwire on December 12, 2011.

Item 4 Summary of Material Change

The Company announced that it has received assays for BA-11-34A from the drill program on its Eastern Extension property (the "Property"). Gold was first observed at 82 metres down-hole with the deepest notable mineralization being observed at 657 metres down-hole. This drill hole was drilled on the far eastern section on the Property with future work planned to ascertain an extension of the strike further to the east.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Mitchell Adam, President and Director, (604) 678-5308

Item 9 Date of Report

December 12, 2011

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TSXV: BTR

FSE: 9BR

BONTERRA'S HOLE BA-11-34A ON ITS QUEBEC EASTERN EXTENSION PROPERTY ASSAYS GOLD FROM 82 TO 657 METRES DEPTH

Vancouver, BC – December 12, 2011: BonTerra Resources Inc. (TSX.V: BTR; FSE: 9BR) (the "Company", "BonTerra") has received assays for BA-11-34A from the drill program on its Eastern Extension property (the "Property"). Gold was first observed at 82 metres down-hole with the deepest notable mineralization being observed at 657 metres down-hole. This drill hole was drilled on the far eastern section on the Property with future work planned to ascertain an extension of the strike further to the east.

Significant gold assays are outlined in table 1. Table 2 outlines the collar details of the drill hole disclosed in this news release. These widths are not true widths but down hole lengths.

Table 1: Significant assays for BA-11-34A

DDH Number	From (metres)	To (metres)	Length (metres)	Gold Grade (grams/tonne)
BA-11-34A	82.00	83.00	1.00	5.59
BA-11-34A	208.00	211.00	3.00	0.90
Including	208.00	210.00	2.00	1.16
BA-11-34A	259.00	260.00	1.00	0.91
BA-11-34A	315.00	329.00	14.00	4.31
Including	315.00	316.00	1.00	1.79
Including	319.00	321.80	2.80	18.91
Including	319.00	321.00	2.00	24.78
Including	327.00	329.00	2.00	2.31
BA-11-34A	345.00	346.00	1.00	2.37
BA-11-34A	382.80	384.00	1.20	1.40
BA-11-34A	428.00	429.00	1.00	2.20
BA-11-34A	535.50	536.50	1.00	29.80
BA-11-34A	635.00	636.00	1.00	1.21
BA-11-34A	635.00	639.00	4.00	1.13

BA-11-34A	637.00	637.50	0.50	4.70
BA-11-34A	642.00	646.00	4.00	0.77
BA-11-34A	643.00	644.00	1.00	1.66
BA-11-34A	651.50	652.50	1.00	1.14
BA-11-34A	656.00	657.00	1.00	7.32

Mitchell Adam, President states, “Intercepting gold mineralization to approximately 600 vertical metres of depth in this hole is the latest in a list of drilling successes for BonTerra on our Eastern Extension gold property. Having done a Mag survey and IP survey last season bodes very well for winter ice drilling on this target which may add to the size and scope of the potential of the project.”

Qualified Person

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

These are sample results, taken from mineralized intervals of the drill holes. Depths and lengths are core lengths and not true widths and possibly down dip at times or otherwise non perpendicular. True widths will become clear once the lake freezes allowing the Company to complete a series of drill holes collared on the ice drilling towards the north. Due to geographic limitations, management believes the Company must drill the Property in this way during the summer months. The gold intercepts disclosed in this news release are significant gold intercepts and not all the samples submitted for fire assay. Samples were submitted to ALS Laboratories (“ALS”) of Val d’Or, Quebec and AGAT Laboratories (“AGAT”) in Sudbury, Ontario for crushing, pulverizing and fire-assay for gold. Samples fire-assaying greater than 10 grams per tonne gold are then fire-assayed with a gravimetric finish to establish the gold grade. Assay samples are taken from drill core, sawed in half along the core axis. One half is sent to ALS and AGAT and the other half retained by the Company for future reference. The Company applies a full quality assurance and quality control program (QAQC) system for every batch of samples submitted to the lab (gold standard, sample duplicate and blank).

Table 2: Collar Details for BA-11-34A

DDH ID	East UTM NAD83	North UTM NAD83	Elevation (metres)	Total Depth (metres)	Azimuth (degrees)	Dip (degrees)
BA-11-34A	456259.1	5428288.4	397	663.02	139.84	-67.5

About BonTerra Resources

BonTerra is a Canadian gold exploration company focused on continuing to expand the drill defined gold zones on its Eastern Extension property, part of the world famous

Abitibi Greenstone Belt in mining friendly Quebec. BonTerra has a total of three gold properties in the Urban-Barry belt, the Eastern Extension, Lavoie and Urban-Barry properties which 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.

BonTerra 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

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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 the Company, such as the statement that the Company: (i) This drill hole was drilled on the far eastern section on the Property with future work planned to extend the strike further to the east; (ii) we are awaiting assays for three final deep drill holes. These will be released once they are received; (iii) True widths will become clear once the lake freezes allowing the Company to complete a series of drill holes collared on the ice drilling towards the north. Drilling from the land to the north is not a representative of true width although due to geographic conditions the Company must drill the Property in this way; and (iv) believes that the cumulative total of all drilling will begin to add considerable value for the Company's shareholders . There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) delays with respect to drill results or preparation of a resource calculation; and (iii) general uncertainties with respect to mineral exploration in general. 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, the Company does not intend to update these forward-looking statements.