Form 51-102F3
Material Change Report

1. Name and Address of Company

Bonterra Resources Inc.
PO Box 10325, Pacific Centre
430-609 Granville Street
Vancouver, BC V7Y 1G5

(the "Company")

2. Dates of Material Change(s)

September 24, 2014

3. News Release(s)

A news release was issued on September 24, 2014 and disseminated via Marketwired, Baystreet News and Stockwatch pursuant to section 7.1 of National Instrument 51–102.

4. Summaries of Material Changes

Vancouver, British Columbia, September 24, 2014 – BonTerra Resources Announces financing With Laurentian Bank Securities

5. Full Description of Material Changes

News Release dated September 24, 2014 – See Schedule "A"

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

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Navjit Dhaliwal, President of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 678-5308.

9. Date of Report

This report is dated September 24, 2014.

SCHEDULE "A"
to the Material Change Report dated September 24, 2014

BONTERRA RESOURCES ANNOUNCES FINANCING WITH LAURENTIAN BANK SECURITIES

VANCOUVER, BRITISH COLUMBIA – September 24, 2014 (TSX.V: BTR) BonTerra Resources Ltd. ("**BonTerra**" or the "**Company**") is pleased to announce a best efforts private placement (the "**Financing**") with Laurentian Bank Securities Inc. acting as lead agent (the "**Agent**"). The total gross proceeds under the Financing will be up to C$1.0 million of common share units (the "**Units**") at a price of C$0.15 per Unit and up to C$1.5 million of flow-through units (the "**Flow-Through Units**") at a price of C$0.20 per Flow-Through Unit. Each Unit consists of one common share and one common share purchase warrant; with a full warrant exercisable into one common share at a price of $0.30 for a period of 18 months from closing of the Financing. Each Flow-Through Unit consisting of one flow-through common share and one half of one non-flow through common share purchase warrant; with a full warrant exercisable into one common share at a price of $0.35 for a period of 18 months from closing of the Financing. The Company will grant the Agent an option to sell additional Units and Flow-Through Units to raise additional gross proceeds of up to C$1,000,000 (the "**Over-Allotment Option**") exercisable up to the closing date, anticipated to be October 20, 2014. The Flow-Through Units and Units (the "**Offered Securities**") will be offered and sold pursuant to private placement exemptions to accredited investors in the Qualifying Jurisdictions.

The Company will pay the Agent a cash fee equal to 8% and broker warrants (the "Broker Warrants") entitling the Agent to purchase that number of Broker Warrants equal to 8% of the aggregate number of Offered Securities issued by the Company with each Broker Warrant exercisable into a Unit as defined in the Financing.

The Financing will be subject to TSX Venture Exchange approval. Proceeds of the Financing will be used for further exploration and development of the Company's Eastern Extension Property in Quebec.

About BonTerra Resources

BonTerra is a Canadian gold exploration company based in Vancouver, BC focused on continuing to expand its NI 43-101 compliant gold resource 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.
For further information, please contact Nav Dhaliwal, President, at nav@bonterraresources.com.
ON BEHALF OF THE BOARD OF DIRECTORS
"Brad Kitchen"

Brad Kitchen, C.E.O.
604.506.7555

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.

This press release contains "forward-looking information" that is based on Bonterra''s current expectations, estimates, forecasts and projections. This forward-looking information includes, among other things, statements with respect to Bonterra's exploration and development plans. The words "will", "anticipated", "plans" or other similar words and phrases are intended to identify forward-looking information. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause Bonterra's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: uncertainties related exploration and development; the ability to raise sufficient capital to fund exploration and development; changes in economic conditions or financial markets; increases in input costs; litigation, legislative,

environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties or inability to obtain permits encountered in connection with exploration activities; and labour relations matters. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. Bonterra disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise.