

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)

February 6, 2015

3. News Release(s)

A news release was issued on February 9, 2015 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

Vancouver, British Columbia, February 9, 2015 – BonTerra Resources receives additional results from 2012 drilling; extends continuity of high-grade zone Eastern Extension Property, Quebec

5. Full Description of Material Changes

News Release dated February 9, 2015 – 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 February 9, 2015.

SCHEDULE “A”
to the Material Change Report dated February 9, 2015

**BONTERRA RECIEVES ADDITIONAL RESULTS FROM 2012 DRILLING; EXTENDS CONTINUITY OF
HIGH-GRADE ZONE
EASTERN EXTENSION PROPERTY, QUEBEC**

Vancouver, BC – February 9, 2015: BonTerra Resources Inc. (TSXV: BTR; FSE: 9BR) (the “Company” or “BonTerra”) has submitted samples from three drill holes to ALS Laboratories (“ALS”) in Val d’Or, Quebec from the Company’s flagship Eastern Extension Property (the “Property”). Two of these three holes were drilled into the Peninsula Zone to extend continuity of mineral resources, while the final hole was drilled at the newly emerging Rivage Trend (see press release dated June 12, 2013).

Of the three holes, only hole BA12-07 is reported in this press release. Results for holes BA12-09 and BA12-11 are still pending as reassaying of its existing core is needed to comply with QA/QC protocols. The Company expects to receive the results soon and will issue a press release once it does.

One of the key targets for both holes BA12-07 and BA12-09 is a high-grade quartz vein/structure. BA12-07 returned values of 3.07 g/t Au over 5.0 m (101.0 to 106.0 m), which included 10.75 g/t Au over 1.0 m. The hole intersected the main NE-SW gold bearing structure identified by Bonterra during previous drilling campaigns, as expected. This hole is 120.0 meters along strike from BA11-23 (42.60 g/t over 1.30 metres) and BA11-26 (10.19 g/t over 2.60 metres), which returned similar values. This intercept is associated with a sheared felsic intrusives with numerous quartz-pyrite-tourmaline veinlets.

Mineral resource estimates are reported in the 2011 Snowden 43-101 Technical Report. The Technical Report can be viewed on BonTerra’s website. Tonnes and grade have been reported above a range of gold cut-off grades:

Cut off Grade Au g/t	Tonnes	Au g/t	Au Total grams	Au Total ounces
1	4,337,000	3.53	15,314,000	492,000
2	2,266,000	5.29	11,976,000	385,000
3	1,170,000	7.97	9,328,000	300,000
4	905,000	9.37	8,479,000	273,000
5	863,000	9.50	8,200,000	264,000
6	778,000	9.94	7,735,000	249,000
7	673,000	10.46	7,036,00	226,000
8	513,000	11.44	5,870,000	189,000
9	409,000	12.27	5,018,000	161,000

Nav Dhaliwal, President & Director states: “It is exciting that BonTerra continues to be successful in extending the strike length of the mineralization. Now that BontTerra is restructured we are reinvigorated to push this project forward to achieve our previously stated goals. We are excited to continue adding additional resources to this developing gold deposit.”

The sample results disclosed above are taken from mineralized intervals of the drill holes. Depths and lengths are core lengths and are not true widths and possibly down dip at times or otherwise non perpendicular. Samples of these mineralized intervals were clearly marked, normally one metre in length. Assay samples are taken from drill core, sawed in half along the core axis. One half is sent to ALS and the other half retained by the Company for future reference. BonTerra retains coarse rejects and pulps in a secure facility. The Company applies a full quality assurance and quality control program (QAQC) system for every batch of samples submitted to the lab (gold standard, field

sample duplicate and blank). Samples were sawed in the field at the Bonterra exploration camp, labeled and put in clearly marked sample bags. Once this was complete the samples were submitted to ALS for crushing, and pulverizing. ALS is independent of the Company and is certified by the Standards Council of Canada. The samples crushed to 70% passing 2 mm and split to 1 kg. The crushed sample is then pulverized to 85% passing 75 mm. Fifty gram samples are fire assayed with an AAS finish. All samples assaying greater than 10 g/t gold are then re-assayed with a gravimetric finish and by metallic screen with a fire assay finish.

Qualified Person

This technical content of this press release has been reviewed and accepted by Robert Gagnon P.Geo, a Director of BonTerra. Mr. Gagnon is a Qualified Person under NI 43-101. Sample preparation and analysis is discussed above.

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.

ON BEHALF OF THE BOARD
BONTERRA RESOURCES INC.

/s/Nav Dhaliwal

Nav Dhaliwal
President & Director
(604) 678-5308

For further information contact:

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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. 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) delays with respect to drill results; (ii) historical results, drill results and assays may not be representative of future results on the Property or of the extent of mineralization on other parts of the Property or of the continuity of mineralization, 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.

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.