Form 51-102F3
Material Change Report

1. **Name and Address of Company**

   BonTerra Resources Inc.
   510-744 West Hastings Street
   Vancouver, BC V6C 1A1

   (the "Company")

2. **Dates of Material Change(s)**

   November 4, 2015

3. **News Release(s)**

   A news release was issued on November 4, 2015 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51–102.

4. **Summaries of Material Changes**

   Bonterra Resources Cuts 14 g/t over 6.6m in First Hole at Gladiator Project

5. **Full Description of Material Changes**

   News Release dated November 4, 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. Nav 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 November 4, 2015.

SCHEDULE "A"
to the Material Change Report dated November 4, 2015

Bonterra Resources Cuts 14 g/t over 6.6m in First Hole at Gladiator Project

Vancouver, BC – November 4, 2015: Bonterra Resources Inc. (TSX-V: BTR) (the "**Company**" or "**Bonterra**") is pleased to report that it has received assay results from the first hole of phase 1 drilling at the Company's Gladiator gold project located in the Abitbi Subprovince, north of Val d'Or, Quebec. The first hole encountered the main zone at 175 meters below surface, intersecting 14.0 g/t gold over 6.6 meters. This included a high-grade section of 104.5 g/t over 0.8 meters where numerous flecks of visible gold were observed. Drilling continues to extend the zone down plunge with further results expected in the coming weeks.

Drill Hole	Length (m)	dip	From (m)	To (m)	Width* (m)	Au (oz/t)	Au (g/t)
BA-15-01A	378	-57º	210.6	217.2	6.6	0.41	14.0
including			215.9	216.7	0.8	3.05	104.5

* Width is expressed as core width, true width has not yet been determined.

The zone is described by company geologists as a highly silicified and altered sheared mafic volcanic, locally exhibiting intrusions of syenite and quartz porphyry. Smoky quartz veining also occurs locally containing the bulk of the mineralization and free gold, as well as tourmaline and chlorite occupying fractures. The alteration zone is pervasive between 210 and 220 meters with the mineralized portion occupying 210.6 to 216.7 meters. Mineralization consists of minor (trace to 2%) pyrite, chalcopyrite and yellow sphalerite throughout but especially in and near the contacts with the quartz veining. Please see sections and pictures of the zone and intersection on the Company's website:

http://bonterraresources.com/index.php/en/gladiator-project-3/west-arena-property

Phase 1 drilling is targeting plunge and strike extensions the Company's newly-discovered Gladiator Zone located on the Spartacus Trend within the West Arena Property. The Spartacus Trend has been identified by the Company's geologists as a northeast trending shear zone primarily within mafic volcanic units that host local intrusions of syenite and gabbro. Gold mineralization is predominantly contained within quartz-carbonate veining and associated alteration related to shearing, faults, folds and other typical structural controls. To date, the deposit has been drilled over a 500-meter strike length from surface and consists of a number of parallel, anastomosing and intersecting steeply dipping shear zones. Two additional parallel trends have been identified by geophysical signature and limited drilling, namely the Crixus to the north and the Gannicus to the south, each trend is separated by approximately 500 meters. The Coliseum Property is situated immediately to the west along strike from the Spartacus and Crixus trends. The Barry Deposit and open pit are located along strike immediately to the west of the Coliseum Property.

Bonterra President and CEO, Nav Dhaliwal, commented: "Our team is very pleased having achieved success on the first drill hole from our most recent drill program. This shows strength as we probe the system down plunge. The high-grade intersections are consistent with some of the most successful deposits in the region, a well-established gold district. We look forward to future assay results as we progress with our current exploration program and endeavour to unlock the potential value this asset offers our stakeholders and investors."

Qualified Person

Dale Ginn, P.Geo. has approved the information contained in this release. Mr. Ginn is a Director and Technical Advisor to the Company and is a Qualified Person as defined by NI 43-101.

Drill core is split, with half sent for assay at ALS Canada Ltd. located in Val d'Or, Quebec. The other half is secured and retained on site. A program of blank and standard insertion into the sample stream is also conducted. The samples are processed using fire assay with an aa finish, gravimetrics are performed on samples with assays of 10 g/t or higher.

About BonTerra Resources

BonTerra is a debt-free, Canadian gold exploration company based in Vancouver, BC, with just over 34 million shares outstanding. The Company recently completed a financing for over $2,500,000 pursuant to which Oban Mining Corp. became its largest shareholder at 19% holdings (see news release dated July 7, 2015). The Company continues to expand its inferred gold resource (calculated in accordance with NI 43-101 standards) on its West Arena Property, part of the world famous Abitibi Greenstone Belt in mining-friendly Quebec. BonTerra's Gladiator Project is in the Urban-Barry Greenstone Belt and is comprised of three properties: *West Arena*, *East Arena*, and *Coliseum Properties.* The Gladiator Project is located approximately 170 km northeast of Val-d'Or in the Urban, Barry and Bailly townships in Québec, south of the Windfall Lake gold deposit, and southeast of the Bachelor and Barry gold deposits.

For further information, please contact Nav Dhaliwal, President, at nav@bonterraresources.com.
ON BEHALF OF THE BOARD OF DIRECTORS
"Nav Dhaliwal"

Nav Dhaliwal, President
604.678-5308