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)**

July 7, 2016

3. **News Release(s)**

A news release was issued on July 7, 2016 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51–102.

4. **Summaries of Material Changes**

BonTerra Resources closes over-subscribed financing at over 5 million dollars.

5. **Full Description of Material Changes**

News Release July 7, 2016 – 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 July 7, 2016.

SCHEDULE “A”
to the Material Change Report dated July 7, 2016

BonTerra Resources Closes Over-Subscribed Financing at Over 5 Million Dollars

Vancouver, BC – July 7, 2016: **BonTerra Resources Inc. (TSX-V: BTR, US: BONXF, FSE: 9BR1)** (the “**Company**” or “**BonTerra**”) is pleased to announce that, further to its news release dated June 13, 2016 the Company has closed a non-brokered private placement financing (the “Private Placement”) for total gross proceeds of $5,056,970.

Nav Dhaliwal, President and CEO of BonTerra, stated: *“Once again the market continues to support the vision and strategy of BonTerra, and our goal to develop a significant gold resource at the Gladiator Gold Project. Our technical team is applying their knowledge of the gold system at Gladiator from our 2016 Winter Drill Program as we continue to explore along the eastern extension of our expanded land position in the Urban Barry Camp.”*

The Company has allotted and issued 7,575,000 flow-through shares (the “FT Shares”) at a price of $0.40 per FT Share and 5,791,343 non-flow-through units (the “NFT Units”) at the price of $0.35 per NFT Unit. The total gross flow-through dollars raised is $3,030,000 and the total gross hard dollars is $2,026,970.

The NFT Units are comprised of one common share and one share purchase warrant, with each share purchase warrant entitling the holder to purchase one additional common share of the Company for a period of up to two years at a price of $0.50.

In addition, the Company has paid finder’s fees of an aggregate $228,210 and 782,800 finder’s warrants to arm’s length third parties. Each finder’s warrant is exercisable by the holder to acquire one common share of the Company for a period of two years at a price of $0.40.

The Company intends to use the proceeds from the Private Placement to conduct further exploration on its Gladiator Project, its Larder Gold Project and for general working capital. All securities issued under the Private Placement are subject to a four-month and one-day hold period expiring on November 8, 2016.

ON BEHALF OF THE BOARD OF DIRECTORS,

Nav Dhaliwal, President & CEO

BonTerra Resources Inc.

For additional information, please contact:

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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.