

Bonterra Announces Closing of \$11.66 million Private Placement

Val-d'Or, QC – October 21, 2021 – Bonterra Resources Inc. (TSX-V: BTR, OTCQX: BONXF, FSE: 9BR2) (“Bonterra” or the “Company”) is pleased to announce that it has closed the brokered private placement previously announced on September 27, 2021 (the “Offering”).

Pursuant to the Offering, Bonterra issued 7,935,000 common shares (each a “Common Share”) of the Company that qualify as “flow-through shares” (the “FT Shares”) at a price of \$1.47 per FT Share for gross proceeds of \$11,664,450.

Cormark Securities Inc. acted as lead agent on behalf of a syndicate of agents which included Red Cloud Securities Inc. (collectively, the “Agents”). In connection with the Offering, the Agents received a cash fee equal to 6.0% of the gross proceeds from sales of the FT Shares under the Offering to subscribers other than those on the President’s List and a cash fee equal to 2.0% of the gross proceeds from the sale of the FT Shares to subscribers from the President’s List.

The gross proceeds from the issuance of the FT Shares will be used for “Canadian exploration expenses” that qualify as “flow-through mining expenditures”, as both terms are defined in subsection 127(9) of the *Income Tax Act* (Canada) (the “Qualifying Expenditures”), related to the Company’s projects in Québec which will be incurred on or before December 31, 2022 and renounced to the subscribers with an effective date no later than December 31, 2021 in an aggregate amount not less than the gross proceeds raised from the Offering. In addition, with respect to Québec resident subscribers who are eligible individuals under the *Taxation Act* (Québec), the Canadian exploration expenses will also qualify for inclusion in the “exploration base relating to certain Québec exploration expenses” within the meaning of section 726.4.10 of the *Taxation Act* (Québec) and for inclusion in the “exploration base relating to certain Québec surface mining expenses or oil and gas exploration expenses” within the meaning of section 726.4.17.2 of the *Taxation Act* (Québec). If the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each FT Share subscriber for any additional taxes payable by such subscriber as a result of the Company’s failure to renounce the Qualifying Expenditures as agreed.

The FT Shares issued in the Offering are subject to a statutory hold period of four months and one day from the date of issue in accordance with applicable securities laws. The Offering remains subject to final approval by the TSX Venture Exchange.

About Bonterra Resources Inc.

Bonterra is a Canadian gold exploration company with a large portfolio of advanced exploration assets anchored by a central milling facility in Quebec, Canada. The Company has four main assets, Gladiator, Barry, Moroy, and Bachelor that collectively have a total of 1.24 million ounces in Measured and Indicated categories, and 1.78 million ounces in Inferred category. Importantly, the Company owns the only permitted and operational gold mill in the region that is currently estimated at 75% through the permitting process to expand from 800 to 2,400 tonnes-per-day. Bonterra is focused on graduating from advanced exploration to a development company over the next 18-24 months to deliver shareholder value.

FOR ADDITIONAL INFORMATION:

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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.

Cautionary and Forward-Looking Statements

This news release includes certain forward-looking statements concerning the use of proceeds of the Offering, the future performance of our business, its operations and its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties, including the speculative nature of mineral exploration and development, fluctuating commodity prices, the future tax treatment of the FT Shares, use of proceeds of the Offering, competitive risks and the availability of financing, as described in more detail in our recent securities filings available at www.sedar.com. Actual events or results may differ materially from those projected in the forward-looking statements and we caution against placing undue reliance thereon. We assume no obligation to revise or update these forward-looking statements except as required by applicable law.