

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)

February 23, 2016

3. News Release(s)

A news release was issued on February 24, 2016 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

BonTerra Resources acquires St-Cyr and West Lacroix Lake Properties.

5. Full Description of Material Changes

News Release February 24, 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 February 24, 2016.

SCHEDULE "A"
to the Material Change Report dated February 24, 2016

BonTerra Expands Strategic Land Position East of Gladiator Gold Project

Vancouver, BC – February, 24, 2016: BonTerra Resources Inc. (TSX-V: BTR, US: BONXF, FSE: 9BR1) (the "Company" or "BonTerra") is pleased to announce that it has entered into agreements with arm's length vendors to acquire a 100% interest in the St-Cyr and West Lacroix Lake Properties (the "**Properties**"), located in the Urban Barry Gold Camp, Barry Township, Québec (the "**Acquisition**"). BonTerra continues to evaluate other key strategic properties in the Urban Barry Gold Camp to add to its controlling stake of known geological structures.

The Properties adjoin Bonterra's West and East Arena Properties and one of Oban Mining Corporation's properties. Both are located approximately 90 kilometres east of Lebel sur Quevillon and less than 10 kilometres southwest of, and along the same geological trend, as BonTerra's 100% owned Gladiator Gold Project. The St-Cyr Property consists of 13 minerals claims covering 733.70 hectares and the West Lacroix Lake Property consists of 18 mineral claims covering 1016.34 hectares.

The specific geology of the newly acquired properties is particularly prospective for gold exploration; being characterized by a thick overturned bimodal sequence of basaltic flows intercalated with felsic rhyolitic to mafic andesitic volcanoclastic rocks. The volcanoclastic sequence is intruded by both syn-volcanic post-volcanic intrusions.

Gold mineralization found to date in the area occurs in basalts, rhyolite and the volcano-sedimentary sequence. There are at least two styles of gold mineralization: sulphide replacement (generally pyrite) either as disseminations and stockworks of sulphide-rich fractures and classical native gold in quartz veins.

The Properties also cover a recently discovered alkaline carbonatite complex with interesting but as yet undetermined gold potential. Carbonatite-syenite alkaline complexes make excellent exploration environments, especially when embedded in gold bearing Archean greenstone belts.

Nav Dhaliwal, President and CEO of BonTerra, stated: *"After reviewing key properties in the Urban Barry Gold Camp, these properties are strategically located and believed to potentially host the eastern extension of the known mineralized zones recently identified on the Gladiator Gold Project, as well as offering a new additional gold exploration environment."*

In consideration for the Properties, BonTerra will issue an aggregate 1,200,000 common shares. Both vendors will retain a 2% Net Smelter Royalty of which 1% can be purchased by BonTerra for \$1,000,000. The Acquisition is subject to TSX Venture Exchange approval.

Robert Gagnon, Geo. has approved the information contained in this release. Mr. Gagnon is a Director of BonTerra and is a Qualified Person as defined by NI 43-101.

BonTerra Resources Quick Facts:

- Using a 4 g/t Au cut-off grade, the project currently contains an **inferred resource of 905,000 tonnes, grading 9.37 g/t Au for 273,000 ounces of gold**. Of note, ~90% of the worlds operating mines have an average gold grade less than 8 g/t. Mineral Resource Estimate and technical report filed July 27, 2012, Snowden Mining Consultants.
- **~\$3.5 million in cash as at January 1, 2016**; ~53 million shares outstanding.
- 2016 Exploration Program underway – up to 25,000 meters utilizing minimum of two drill rigs at its 100% owned Gladiator Gold Project to expand current gold resource.
 - *Results to date include 14.1 g/t Au over 6.6m and 7.2 g/t Au over 7.7m*
- Located in the Abitibi Greenstone Belt in mining-friendly Québec.

ON BEHALF OF THE BOARD OF DIRECTORS,

Nav Dhaliwal, President & CEO

BonTerra Resources Inc.

For additional information, please contact:

Todd Hanas
Corporate Development
E: todd@bonterresources.com
T: 866.869.8072

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.