

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Bonaparte Resources Inc.
5384B Imperial Street
Burnaby, BC V5J 1E6

Item 2 Date of Material Change

May 22, 2014

Item 3 News Release

The news release was issued through Stockwatch and Market News on May 22, 2014.

Item 4 Summary of Material Change

The Company announced that it is proceeding with a transaction announced on May 1, 2014, and will delist its common shares from the TSX Venture Exchange effective June 2, 2014.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

T. Randall Saunders, Chief Executive Officer, 604 484-8750

Item 9 Date of Report

May 22, 2014

**BONAPARTE RESOURCES INC.
5384B IMPERIAL STREET
BURNABY, BC
V5J 1E6**

NEWS RELEASE

May 22, 2014

BONAPARTE RESOURCES INC. ANNOUNCES DE-LISTING FROM TSX VENTURE EXCHANGE

VANCOUVER, BC. May 22, 2014 – Bonaparte Resources Inc. (TSX-V: BON) (“Bonaparte” or the “Company”) announces that it is proceeding with the acquisition of the Black Ice “ERATM and GCDTM source code and risk analysis software and in conjunction with that, it will be de-listed from the TSX Venture Exchange effective as of June 2, 2014.

The Company has submitted a listing application to the Canadian Securities Exchange (“CSE”) for listing of its securities for trading and has received CSE conditional approval. Upon closing of the Black Ice transaction, the CSE listing application will be finalized and submitted.

Trading of Bonaparte shares on the TSX-V remains halted and is not expected to resume.

Completion of the Transaction is subject to a number of conditions. The transaction cannot close until the required conditions are fulfilled. There can be no assurance that the Transaction will be completed as proposed or at all, and there is no assurance that the Company’s shares will be listed on CSE.

Investors are cautioned that, except as disclosed by the Company in its SEDAR filings, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon.

Trading in the securities of Bonaparte should be considered highly speculative. There is no assurance that the Company can complete any of intended actions contemplated in this press release.

For further information please contact T Randall Saunders at (604) 657-0002.

Bonaparte Capital Corp.
“T. RANDALL SAUNDERS”

T. Randall Saunders
CEO

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