Form 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTERPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals "CONFIDENTIAL" at the beginning of the Report.

(b) Use of "Company"

Wherever this Form uses the word "company" the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Numbering and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company
Bellevue Capital Corp., Suite 207 – 856 Homer Street, Vancouver, B.C. V6B 2W5

Item 2 Date of Material Change

November 29, 2004.

Item 3 News Release

November 29, 2004

Item 4 Summary of Material Change

See attached news release.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable (not confidential)

Item 7 Omitted Information

Not applicable

Item 8 Executive Officer

Gary Mathieson (604) **685-2391**

Item 9 Date of Report

December 2, 2004

DATED at Vancouver, British Columbia, this 2nd day of December, 2004.

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(Signature of Senior Officer)

Gary Mathiesen_____
(Name)

President___________
(Executive Office)

BELLEVUE CAPITAL CORP.

Suite 207 – 856 Homer Street
Vancouver, B.C. V6B 2W5
PHONE (604) 685-2391

NEWS RELEASE

TSX Venture Exchange Trading Symbol: BVC.H November 29, 2004

PRIVATE PLACEMENT

Vancouver, B.C.: Bellevue Capital Corp. (the "Company") is pleased to announce that it is proceeding with a non-brokered private placement of 3,000,000 units at $0.09 each, with each unit consisting of one common share and one warrant entitling the holder to acquire one further common share for six months at $0.11each. The private placement is subject to regulatory approval.

Brian Leeners has resigned as a director of the Company in order to focus on his other business activities.

The Company is continuing its efforts in order to reactivate as a resource issuer.

"Gary Mathiesen"

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Gary Mathiesen, President
BELLEVUE CAPITAL CORP.