

Form 51-102F3
Material Change Report

Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1 Name and Address of Company

Bellhaven Copper & Gold Inc.
Suite 408 – 837 West Hastings Street
Vancouver, BC V6C 3N6

Item 2 Dates of Material Change

May 7, 2010.

Item 3 News Release

The Company filed a news release on May 7, 2010, with the TSX Venture Exchange and the British Columbia and Alberta Securities Commission on SEDAR. The Company disseminated the news release through Canada Stockwatch and Market Newswire.

Item 4 Summary of Material Change

Panama, Rep. of Panama – May 7, 2010. Bellhaven Copper & Gold Inc. (TSX-Venture: BHV) (“Bellhaven” or the “Company”) is pleased to announce the immediate appointment of Dr. Paul Zweng to the position of interim Chief Executive Officer and Director. Dr. Zweng will assume this role during this transition period of the Company’s development and remain until such time as the company has achieved a number of objectives, including: acquire a flagship project, strengthen substantially the company’s balance sheet, build a skilled and motivated exploration team, and hire a permanent CEO.

Mr. Julio Benedetti will step down as CEO, but will remain as the Company’s President, responsible for operations and new business development in Panama and Colombia as well as serve on the board of directors.

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.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Julio Benedetti
Tel. No. (507) 226-3967.

Item 9 Date of Report

May 7, 2010.



BELLHAVEN

COPPER & GOLD INC.

BELLHAVEN APPOINTS DR. PAUL ZWENG AS CEO & DIRECTOR

Mr. Julio Benedetti to Remain as President and Director

Panama, Rep. of Panama – May 7, 2010. Bellhaven Copper & Gold Inc. (TSX-Venture: BHV) (“Bellhaven” or the “Company”) is pleased to announce the immediate appointment of Dr. Paul Zweng to the position of interim Chief Executive Officer and Director. Dr. Zweng will assume this role during this transition period of the Company’s development and remain until such time as the company has achieved a number of objectives, including: acquire a flagship project, strengthen substantially the company’s balance sheet, build a skilled and motivated exploration team, and hire a permanent CEO.

Mr. Julio Benedetti will step down as CEO, but will remain as the Company’s President, responsible for operations and new business development in Panama and Colombia as well as serve on the board of directors.

Mr. Julio Benedetti, President and Director, comments as follows:

“We are delighted to have someone of Paul’s technical, financial, and managerial experience guiding the Company toward its goal of becoming the premier exploration company operating in Panama and Colombia. Considering the Company’s renewed focus on exploration and Paul’s proven track record of success, as well as his contacts within the industry, Bellhaven could not be better served by this appointment. I look forward to working with Paul as he implements the internal disciplines and personnel to drive the company toward its stated objectives”.

Dr. Paul Zweng, CEO and Director, comments as follows:

“I see a tremendous opportunity at Bellhaven with its exploration assets in Panama and Colombia to deliver substantial returns to its shareholders. In Panama, Bellhaven controls a major portion of the belt hosting high-sulphidation epithermal gold and porphyry copper prospects on the Azuero Peninsula. These types of deposits—high sulphidation epithermal gold and porphyry copper—hold the potential to transform a small and unnoticed company like Bellhaven into an exploration dynamo. In Colombia, Bellhaven controls an intriguing, early-stage epithermal gold prospect in the highly prospective San Lucas range.”

“To take advantage of these opportunities, a new management team with a new strategy and new goals is now emerging at Bellhaven. As first illuminated in the March 26th press release, the key elements of the new strategy are to (1) deliver an attractive flagship exploration project, (2) attract first-rate and highly motivated people into both the exploration and senior



management ranks, and (3) disseminate company information and updates in a persistent manner to the investment community.”

“I look forward to working closely with Julio and the other professionals at Bellhaven to make this company a success. Resource Ventures Partners, the investment partnership with which I am associated, is now a significant owner of Bellhaven.”

Dr. Zweng’s work and educational background

Dr. Zweng is currently a managing member of Resource Venture Advisors, LLC, the general partner to Resource Venture Partners, LP, an investment partnership designed to invest in early-stage exploration companies.

He was the COO and later President/CEO of QGX Ltd, a TSX-listed company with mineral projects in Mongolia. During this period, QGX developed the Baruun Naran coking-thermal coal project, southern Mongolia, into a 253 Mt measured and indicated resource with a positive pre-feasibility study [after-tax NPV (10% discount rate) of US\$499 million]. QGX at this time also made an important discovery at Golden Hills, the fourth largest copper deposit ever discovered in Mongolia after Oyu Tolgoi, Erdenet, and Tsagaan Suvarga. In September 2008 QGX was acquired by a consortium comprised of Kerry Holdings Limited, MCS Holding LLC, and Mongolia Holdings Corp. for C\$260 million, delivering substantial returns to shareholders.

He received two B.Sc. degrees with distinction in Geology and Applied Earth Sciences (Mineral Economics) from Stanford University (California) in 1980, a M.Sc. degree in Geology from Queen’s University (Ontario) in 1984, and a Ph.D. in Applied Earth Sciences (Ore Deposits) from Stanford University (California) in 1993. Dr. Zweng has published several articles and abstracts on geology and ore deposits in two languages in scientific journals.

Dr. Zweng is a director and founder of Antares Minerals Inc. (TSX-V: ANM).

About Bellhaven:

Bellhaven Copper & Gold Inc., is a Canadian-listed (TSX-V: BHV) exploration company exploring for gold and copper in Panama and Colombia. The Company’s objective is to become the best gold-copper company operating in Panama and Colombia by discovering, acquiring, and developing high-quality resources in a safe and responsible manner to the benefit of all of its stakeholders.

The Company’s principal assets include high-sulphidation epithermal gold-(copper) and porphyry copper prospects located on the Azuero Peninsula in Panama, and the La Ventura prospect in the San Lucas gold belt in northeastern Colombia. In addition, Bellhaven controls 100% of the Cerro Quema gold-(copper) project also located on the Azuero Peninsula in



Panama. The Company announced a letter of intent (LOI) with Pershimco Resources (TSX-V: PRO) on January 4th, 2010, to develop Cerro Quema, whereby Pershimco can earn up to a 75% equity interest in the project, through payments and project spending of US\$18.5 million, and can acquire an additional 10% interest for US\$5 million.

On behalf of the board of directors,

Paul L. Zweng, CEO & Director
BELLHAVEN COPPER & GOLD INC.

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For more information, please visit the Company's web site at www.bellhavencg.com

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