

**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**

October 1, 2010.

**Item 3            News Release**

The Company filed a News Release October 1, 2010, with the TSX Venture Exchange and the British Columbia and Alberta Securities Commission on SEDAR. The Company disseminated the news release through MarketWire, Canada Stockwatch and Market News Publishing.

**Item 4            Summary of Material Change**

Bellhaven announces increase in private placement for gross proceeds of C\$5,220,000.

**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, President/Director  
Tel. No. (507)226-3967

**Item 9            Date of Report**

October 1, 2010.



## **Bellhaven Announces Increase in Private Placement**

### **Funds to Support Second Drill Program at La Mina, Colombia, and First Drill Program at Pitaloza, Panama**

**Panama, Rep. of Panama – October 1, 2010. Bellhaven Copper & Gold Inc. (TSX-Venture: BHV) (“Bellhaven” or the “Company”).** Further to its earlier news release of October 1, 2010 the Company is pleased to announce that its non-brokered private placement has been increased from 7,500,000 units at \$0.60 per unit to a total of 8,700,000 units, for total gross proceeds of \$5,220,000. All other terms of the placement as disclosed in the prior news release remain the same.

Closing of the private placement remains subject to the acceptance of the TSX Venture Exchange.

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](http://www.bellhavencg.com)

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