51-102F3 Material Change Report [F]
Published December 29, 2006
Effective December 29, 2006

Item 1 Name and Address of Company

Bell Resources Corporation
1780 – 400 Burrard Street
Vancouver, B.C., V6C 3A6

Item 2 Date of Material Change

December 6, 2007

Item 3 News Release

The news release dated December 6, 2007 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

W. Glen Zinn, President, Chief Executive Officer and Director, (604) 669-1484.

Item 9 Date of Report

December 6, 2007

BELL RESOURCES CORPORATION
TSXV:BL

December 6, 2007 **NEWS RELEASE** TSX-V Symbol: BL

SECOND TRANCHE CLOSING OF FLOW THROUGH PRIVATE PLACEMENT

Vancouver, B.C.: Bell Resources Corporation (the “Company”) (TSX-V Symbol: BL) announces that it has closed the second tranche of its non-brokered private placement announced on November 23, 2007. On December 4, 2007 the Company issued 2,000,000 flow-through units (the “FT Units”) at a price of $0.50 per FT Unit. Each FT Unit consists of one flow-through common share plus one half of one share purchase warrant (a “Warrant”), each whole Warrant entitling the holder to purchase one common share of the Company at an exercise price of $0.65 for a period of 12 months from closing. The FT Unit Warrant is subject to the right of the Company to accelerate the exercise period for the FT Unit Warrants if the common shares of the Company trade above $0.80 for a period of 10 consecutive trading days. The FT Units are subject to a four month hold period expiring on April 5, 2008.

The Company paid a cash finder’s fee equal to 6.5% of the amount subscribed and such number of warrants (the “Finder’s Warrants”) to purchase common shares of the Company equal to 6.5% of the number of FT Units sold, such Finder’s Warrants being exercisable at a price of $0.50 until December 4, 2008.

The proceeds of the private placement will be used for continuing exploration programs on the Company's Granduc mine. The private placement and finder’s fees are subject to TSX Venture Exchange acceptance.

On September 4, 2007, Bell announced it had entered into a proposed business combination with Rogue River Resources Corp., a non-reporting company (“Rogue River”) and Grandcru Resources Corporation ("Grandcru") (TSXV:GR), whereby the three companies will amalgamate to form one company and collectively benefit from the exploration potential of Bell and Grandcru's copper exploration assets and the near term production potential of Rogue River’s La Balsa project.

Bell Resources is focused on base metal exploration, development and production opportunities in North America. The current assets range from early stage to advanced stage exploration including the past producing Granduc mine. The management team will utilize the personnel, assets and creativity in its focus of working toward commercial production of copper and associated precious metal credits.

On Behalf of the Board of Directors of
Bell Resources Corporation

Brian Leeners

Brian Leeners, CFO & Director

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE. Forward-looking statements in this release are made pursuant to the ‘safe harbor’ provisions of the Private Securities Litigation Reform act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties.