

51-102F3 Material Change Report [F]

Published December 29, 2006

Effective December 29, 2006

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

May 29, 2008

Item 3 News Release

The news release dated May 29, 2008 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

May 29, 2008



May 29, 2008

News Release

TSX-V Symbol: BCU

Bell Copper Restructures Stock Option Program and Clarifies Amendments to Joint Venture Agreement

Vancouver, B.C.: Bell Copper Corporation ("Bell Copper" or the "Company") (TSX-V Symbol: BCU) reports that in conjunction with the Company's recent business combination, the Board of Directors of the Company has restructured the Company's stock option program in order to rationalize the outstanding number of options. Accordingly, the Company has cancelled a total of 3,065,000 stock options granted to Directors, Officers and consultants of the Company and re-granted 2,152,500 stock options to the Directors, Officers and Consultants of the Company. These new options will have an exercise price of \$1.00 until May 29, 2013.

Further to the Company's news release of May 28, 2008, the Company wishes to clarify the terms of the amended agreement with Callinan Mines Limited ("Callinan") on its Fox River joint venture property (the "Property") in which the Company to date has earned a 30% interest; (i) going forward, as Callinan expends funds on the Property, the Company's interest in the Property will be diluted based on the dilution provisions in the underlying agreement between Callinan and the underlying owner W. Bruce Dunlop; (ii) Callinan will keep the Company apprised of results of exploration on the Property and funds expended on the Property; (iii) Callinan as the Property's operator, will outline exploration budgets for each season. Following the submission of each budget, the Company will have 30 days to reaffirm its participation, taking into account the dilution which has taken place as of that date; (iv) once the Company's interest in the Property drops below 5%, there will be no residual interest in the Property; (v) the Company has the right to sell its interest, if any, subject to Callinan's right of first refusal.

Bell Copper – Value through Production & Discovery

Bell Copper is focused on the development to production of the La Balsa copper mine in Michoacan, Mexico & the Granduc copper mine in British Columbia, Canada while continuing exploration and development of its pipeline of copper projects in some of the world's premier copper producing regions.

More information on Bell Copper: www.bellcopper.net

**On behalf of the Board of Directors of
Bell Copper Corporation**

"W. Glen Zinn"

W. Glen Zinn, President and CEO

For further information please contact the Company
Tel: 604 669-1484 or email: info@bellcopper.net



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