

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

January 13, 2009

Item 3 News Release

The news release dated January 13, 2009 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

January 13, 2009



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News Release

TSX-V Symbol: BCU

Copper Creek-Sombrero Option Agreement Amendment

Vancouver, B.C.: **Bell Copper Corporation** ("Bell Copper" or the "Company") (TSX-V Symbol: BCU) announces that the Company has amended its option agreement (the "Amended Option Agreement") with Silver Nickel Mining Company ("Silver Nickel") covering two patented claims and seventeen unpatented claims within the Company's Sombrero Butte project in the Copper Creek District in Pinal County, Arizona (the "Property").

Under the Amended Option Agreement, Bell Copper will continue to have the right to earn a 100% interest in the Property by completing cash payments according to the following schedule:

- \$60,000 in year one (\$5,000 per month for 12 months);
- \$60,000 in January 2010;
- \$60,000 in January 2011;
- \$60,000 in January 2012;
- \$60,000 in January 2013; and
- \$600,000 in January 2014.

The Amended Option Agreement eliminates the 2% NSR royalty in favour of Silver Nickel under the original option agreement. The Amended Option Agreement is subject to approval of the TSX Venture Exchange.

Sombrero Butte Project

At Sombrero Butte, Bell has purchased, optioned and staked a large contiguous land position in the southern region of the Copper Creek District. This land package represents the first consolidation of these claims since the area was mined back in 1920.

The Sombrero Butte property contains at least two main clusters of breccia pipes believed to be associated with one or more underlying porphyry copper systems. The breccia pipes in the northern cluster represent relatively small but high-grade copper deposits that are of greatest interest because of their suspected link to an underlying porphyry copper system. At least twenty distinct breccia pipes had been recognized by Bell Copper in the Sombrero Butte area prior to 2008, and 34 diamond drillholes were completed to test mineralization within the pipes and any shallow subjacent porphyry system.

Recent fieldwork has resulted in the discovery of 8 additional breccia pipes in a separate cluster located three kilometers further south. These 8 pipes constitute a distinct cluster covering an area of 1 kilometer by 1.6 kilometers. The newly discovered breccias share a common style of hydrothermal alteration consisting of relatively coarse grained (>100 microns), translucent, blue-green dickite ($\text{Al}_2\text{Si}_2\text{O}_5(\text{OH})_4$) filling open spaces between angular breccia clasts. Wallrock surrounding the breccia pipes is in most places unaltered, or cut by sheeted tourmaline-quartz veinlets. The striking similarity of the alteration in

these widely separated breccia pipes suggests that they shared a common hydrothermal reservoir, like a large porphyry copper system in the subsurface.

Dickite is an aluminosilicate clay that forms at temperatures of 150°-270°C under very acidic conditions. Primary potassium feldspar and secondary muscovite (sericite) in the breccias have been completely replaced by dickite, necessary mineralogical reactions to qualify as advanced argillic alteration. Positive identification of the dickite was made using a Pima infrared spectrometer as well as a microRaman spectrometer at the University of Arizona's RRUFF laboratory.

Hydrothermal alteration in the previously recognized breccia cluster 3 kilometers to the north ranges from chlorite-calcite-specular hematite-quartz-amethyst-adularia-rhodochrosite, to tourmaline-biotite-chlorite, to chlorite-sericite-hematite. Primary sulfide mineralization in the northern breccia cluster includes bornite-chalcopyrite and pyrite variably overprinted by steeply supergene chalcocite. The presence of abundant dickite and gossanous iron oxides including jarosite within the southern breccia cluster adds a new and larger dimension to the footprint of this system.

X-ray fluorescence analyses of iron oxide minerals in the dickite-bearing breccias show anomalous copper, molybdenum, and arsenic concentrations. Multiple young porphyry dikes up to several hundred meters long cut the host rocks surrounding the breccia pipes, and the porphyries are present as angular, rotated clasts within some of the breccias. Abundant copper oxide minerals, including the relatively rare mineral vesignieite ($\text{BaCu}_3(\text{VO}_4)_2(\text{OH})_2$) are present at the surface in two widely separated breccia bodies that do not appear to carry dickite. Tourmaline is locally very abundant outside the breccia pipes as vein fillings and vein envelopes in sheeted, steeply dipping vein sets that do not seem closely linked to the dickite bearing breccias.

The drill Table below outlines all drill holes to date at Sombrero and any significant copper intercepts.

BRECCIA TARGET	DRILL HOLE	FROM	TO	METERS	% CU
Magna & Sunset	SB-01	Leached breccia, no significant intercepts			
Magna	SB-02	286m	334m	48m	1.06%
	incl.	318m	328m	10m	2.04%
Campstool	SB-03	272m	294m	22m	0.58%
	SB-03	470m	492m	22m	1.31%
	incl.	480m	492m	12m	2.06%
Magna	SB-04	Leached breccia, no significant intercepts			
Sunset	SB-05	18m	40m	22m	4.74%
Magna	SB-06	330m	342m	12m	1.34%
Sunset	SB-07	38m	47.56m	9.56m	5.57%
Sunset	SB-08	44m	48m	4m	5.62%

Rattler	SB-09	96m	110m	14m	0.83%
Rattler	SB-10	no significant intercepts, leached breccia			
Rattler	SB-11	312m	342m	30m	0.37%
Audacious	SB-12	12m	26m	14m	2.90%
Audacious	SB-13	22m	24m	2m	5.85%
Audacious	SB-14	20m	86m	66m	1.45%
Audacious	SB-14	34m	46m	12m	2.33%
Audacious	SB-15	16m	36m	20m	3.07%
	including	22m	28m	6m	5.69%
Audacious	SB-16	0m	14m	14m	1.71%
	SB-16	22m	46m	24m	2.12%
	including	22m	26m	4m	4.75%
Audacious	SB-17	0m	8m	8m	3.23%
Audacious	SB-18	0m	12m	12m	2.32%
	SB-18	22m	38m	16m	1.95%
Audacious	SB-19	20m	42m	22m	2.97%
	including	20m	24m	4m	5.91%
	including	34m	38m	4m	4.76%
Sunset	SB-20	4m	16m	12m	2.50%
	including	8m	12m	4m	4.03%
Saguaro	SB-21	no significant intercepts			
Victors	SB-22	no significant intercepts			
Magna	SB-23	282m	354m	72m	0.88%
Magna	SB-23	458m	484m	26m	2.03%
Victor's	SB-24	0m	20m	20m	1.27%
Victor's	SB-25	0m	12m	12m	2.05%
Victor's	SB-26	0m	12m	12m	2.25%
Victor's	SB-27	14m	30m	16m	1.22%
Victor's	SB-28	14m	20m	6m	1.36%
Victor's	SB-29	4m	70m	66m	0.61%
Victor's	SB-30	10m	40m	30m	0.86%
Victor's	SB-31	2.6m	8m	5.4m	2.07%
Victor's	SB-32	2m	8m	6m	2.47%



Victor's	SB-33	6m	24m	18m	1.80%
Victor's	SB-34	8m	24m	16m	1.77%

Future drilling at Sombrero Butte will be focused on the dickite-bearing breccia pipes because of the role that dickite plays in some exceptional porphyry copper deposits in Arizona and elsewhere around the world. Dickite is known in several of Arizona's major, higher grade porphyry copper systems, including Resolution, Bisbee, and San Manuel (19 kilometers west of Sombrero Butte). Dickite is also known at Oyu Tolgoi, Mongolia, Butte, Montana, Cananea, Mexico, and El Salvador, Chile. In these deposits dickite is associated with higher grade copper minerals such as digenite, chalcocite, and bornite.

For the purposes of this news release, the Qualified Person is Timothy Marsh, Ph.D., P.Eng., the Company's Vice President of Exploration.

About Bell Copper

Bell Copper is focused on the exploration and development of copper assets in the Americas through internal efforts and via strategic partnerships.

More information on Bell Copper: www.bellcopper.net

On behalf of the Board of Directors of Bell Copper Corporation

"Brian Leeners"

Brian Leeners, CFO & Director

For further information please contact the Company
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