

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, BC V6C 3A6

Item 2 Date of Material Change

May 15, 2009

Item 3 News Release

The news release dated April 16, 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

Brian Leeners, CFO, Bell Copper Corporation

Item 9 Date of Report

May 15, 2009

May 15, 2009

News Release

TSX-V Symbol: BCU

SHARES FOR DEBT

Vancouver, B.C.: Bell Copper Corporation ("Bell Copper" or the "Company") (TSX-V Symbol: BCU) announces that further to the Company's News Release of March 31, 2009, the Company is settling \$554,147.66 in debt with Common Shares at \$0.10 per Common Share. This debt settlement will be subject to TSX Venture Exchange acceptance.

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
Tel: 604 669-1484 or email: info@bellcopper.net

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