

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

August 12, 2009

Item 3 News Release

The news release dated August 12, 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

August 12, 2009

August 12, 2009

News Release

TSX-V Symbol: BCU

Private Placement Closed and Warrant Amendment Approved

Vancouver, B.C.: Bell Copper Corporation ("Bell Copper" or the "Company") (TSX-V Symbol: BCU) announces that the Company has closed the non-brokered private placement for \$600,000 announced July 29, 2009. Each Unit is priced at CDN \$0.15 and consists of one common share and one share purchase warrant (a "Warrant"), with each warrant entitling the holder to acquire one additional common share of the Company at a price of CDN\$0.25 per common share for a period of one year from the closing date. The Unit Warrant is subject to the right of the Company to accelerate to thirty days the exercise period for the Unit Warrants if the common shares of the Company trade above \$0.50 for a period of 10 consecutive trading days. The proceeds of the private placement will be used for continuing the Kabba Drilling Program and general working capital. This private placement has been accepted by the TSX Venture Exchange.

Further to the Company's news release of August 10, the Company has received approval from the TSX to amend the exercise price of outstanding share purchase warrants exercisable for 894,062 common shares issued pursuant to a previously completed Private Placement, the first tranche of which closed on September 10, 2008 (warrants outstanding exercisable into 862,812 common shares), and the second tranche of which closed on September 24, 2008 (warrants outstanding exercisable into 31,250 common shares) to \$0.20 per common share. The warrants were originally exercisable for one year from the date of issuance at \$0.50 per common share.

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

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