

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

1. Name and Address of Company

Bell Copper Corporation
65 Queen Street West, Suite 815
Toronto, Ontario
M5H 2M5

2. Date of Material Change

July 6, 2012.

3. News Release

A news release was issued on July 9, 2012 through the facilities of Marketwire and subsequently filed on SEDAR.

4. Summary of Material Change

Bell Copper Corporation ("Bell Copper" or the "Company") has signed a purchase agreement (the "Purchase Agreement") with Copper Fox Metals Inc. ("Copper Fox") whereby Copper Fox will acquire 100% of Bell Copper's interests in the Van Dyke property located in Miami, Arizona and the Sombrero Butte property located in Pinal County, Arizona (together, the "Properties").

5. Full Description of Material Change

Bell Copper has signed a Purchase Agreement with Copper Fox whereby Copper Fox will acquire 100% of Bell Copper's interests in the Properties.

Under the terms of the Purchase Agreement, Copper Fox will acquire 100% of the Properties by paying to Bell Copper CDN\$2,000,000 in cash and assuming Bell Copper's continuing obligations in respect of the Properties.

The Purchase Agreement is subject to Bell Copper completing the acquisition of the Van Dyke property pursuant to the terms of the purchase and sale and royalty agreement between Bell Resources (Nevada) Corporation, a wholly-owned subsidiary of Bell Copper, and Bennu Properties, LLC, Albert W. Fritz Jr. and Edith Spencer Fritz (collectively, the "Vendors"), including payment by Bell Copper of US\$500,000 in cash to the Vendors on closing. The Purchase Agreement is also subject to certain other conditions, including completion of due diligence in respect of the Properties by Copper Fox and TSX Venture Exchange approval.

Forward-looking Information

This document contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward looking information includes, but is not limited to, statements regarding the completion of the acquisition of the Properties by Copper Fox. Generally, forward looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would",

"might" or "will be taken", "occur" or "be achieved". Forward looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward looking information, including but not limited to: general business, economic, competitive, political and social uncertainties; acquisition risks, the actual results of current exploration activities; delay or failure to receive board or regulatory approvals; timing and availability of external financing on acceptable terms; the Property not being integrated successfully or such integration proving more difficult, time consuming or costly than expected, not realizing on the potential benefits of the proposed transaction; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of mineral prices; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and shortages and other risks of the mining industry; and, delays in obtaining governmental approvals or required financing or in the completion of activities. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Michael Werner
Chief Executive Officer and Director
(509) 468-6789

9. Date of Report

July 17, 2012.