51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Bell Copper Corporation
700, 1199 West Hastings Street
Vancouver, B.C., V6E 3T5

Item 2 Date of Material Change

August 2, 2013

Item 3 News Release

The news release dated August 2, 2013 was disseminated through CNW Group 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

Timothy Marsh, CEO & Director, 604-669-1484

Item 9 Date of Report

August 6, 2013

August 2, 2013	News Release	TSX-V Symbol: BCU

Bell Completes Sale of the La Balsa Project & SXEW Plant
Proceeds to Eliminate Bank Debt

Vancouver, British Columbia – **Bell Copper Corporation** ("Bell" or the "Company") (TSX-V: BCU) announces that further to its news release dated July 9, 2013, Bell, along with its wholly owned subsidiaries Rogue River Resources Corp. ("Rogue River") and Minera Montoro S.A. de C.V. ("Montoro") which held the La Balsa project in Mexico, have completed the share and asset sale and purchase agreement with Binhai Harbour Group HK Co., Limited ("Binhai") and Mr. Jie Lu ("Lu") (Binhai and Lu collectively the "Purchasers") pursuant to which: (i) the Purchasers purchased 100% of the issued and outstanding shares of Montoro; and (ii) Binhai purchased from Rogue River the SXEW plant owned by Rogue River and which was being stored in Arizona.

The proceeds from the sale of Montoro and the SXEW plant, in the aggregate amount of US$8 million (the "Sale Price") were assigned to Macquarie Bank Limited ("Macquarie") which held security over Rogue River, Montoro, the La Balsa Project and the SXEW plant for an amount exceeding the Sale Price ($9,157,332 as reported in the Company's Interim Financial Statements of March 31, 2013). Accordingly neither Bell nor Rogue River retained any net proceeds from the sale. In addition to discharging its security and releasing Rogue River from all of its debt, Macquarie, as part of the transaction, terminated the 2% NSR royalty on the La Balsa project held by Macquarie and returned to Bell for cancellation 19,036,820 common shares of Bell held by Macquarie.

The sale transaction results in the elimination of all debt owed to Macquarie by Rogue River with a consequential reduction of debt on Bell's consolidated financial statements ($9,157,332 as reported in the Company's Interim Financial Statements of March 31, 2013). The cancellation of 19,036,820 common shares of Bell will reduce the number of shares issued and outstanding to 32,030,132 (on a post-consolidated basis).

Timothy Marsh, CEO commented: "Since we took over the management of Bell Copper in December of 2012 we have been focused on removing the barriers to building shareholder value. This elimination of over $9 million in secured debt from the Company's consolidated balance sheet now positions the Company for financing and for the reflection of value from its ownership of the Kabba project in Arizona, which historically has always been the main catalyst for building market value for the Company."

On behalf of the Board of Directors of
Bell Copper Corporation

"Timothy Marsh"

Timothy Marsh, CEO & Director

For further information please contact the Company
Tel: 604.669-1484

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.