

**BC FORM 51-102F3**  
*Securities Act*  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

**Bell Copper Corporation**  
14th Floor, 1040 West Georgia Street  
Vancouver, B.C., V6E 4H8

**Item 2: Date of Material Change**

September 22, 2020

**Item 3: News Release**

September 22, 2020, Vancouver, B.C.

**Item 4: Summary of Material Change**

The Company announces that it has now closed its non-brokered private placement, by the issuance of up to 5,687,390 units at a price of \$0.15 per unit, raising gross proceeds of \$853,109.

The Company also reports that at the Annual and Special General Meeting of its shareholders held September 15, 2020, the Company experienced a strong turnout of votes. All resolutions proposed and voted on at the meeting were approved and duly passed with the support of greater than 84% or more of votes.

The Company also reports that at the meeting, Mr. Mario Stifano consented to and was elected as a new member of the Company's board of Directors. Additionally all the other incumbent directors, Dr. Timothy Marsh, Ms. Annie Storey, Mr. Werner Glen Zinn and Mr. Jonathan Godbe were elected to the Company's board, to hold office until the next annual general meeting of the Company.

**Item 5: Full Description of Material Change**

Please see attached news release for further details.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential.

**Item 8: Executive Officer**

Dr. Timothy Marsh, President & CEO. Tel: (480) 570-7077.

**Item 9: Date of Report**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, this 22<sup>nd</sup> day of September, 2020.

"Dr. Timothy Marsh"

Signature

Dr. Timothy Marsh

Name - please print

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**September 22, 2020**

News Release

Bell Copper Corporation - TSX.V Symbol: BCU

## **Bell Copper Announces Closing of its Non Brokered Private Placement, Appointment of New Director and Results of its 2020 Annual and Special General Meeting**

**VANCOUVER, B.C. - Bell Copper Corporation (“Bell Copper” or the “Company”) (TSX-V: BCU)** reports that further to its news releases of August 20, 24 and 28, 2020 the Company has now closed its non-brokered private placement (the “Financing”), by the issuance of up to 5,687,390 units at a price of \$0.15 per unit (the “Units”), raising gross proceeds of \$853,109.

Each Unit consists of one common share and one share purchase warrant (a “Warrant”). Each warrant shall be exercisable into one additional common share at a price of \$0.25 per share for a period of one year from the date of closing of the Financing. The Company paid cash finder’s fees of \$1,800 incidental to the financing, as permitted by the policies of the TSX Venture Exchange.

The securities issued by the Company in the Financing are subject to a statutory hold period which expires on January 17, 2021. Funds raised from this private placement will be used for continued exploration at the Company’s 100% owned Big Sandy Porphyry Copper Project and for general working capital.

### **Results 2020 Annual General Meeting**

The Company also reports that at the Annual and Special General Meeting of its shareholders held September 15, 2020 (the “ASGM”), the Company experienced a strong turnout of votes. All resolutions proposed and voted on at the meeting were approved and duly passed with the support of greater than 84% or more of votes.

The Company is pleased to report that at the meeting, Mr. Mario Stifano consented to and was elected as a new member of the Company’s board of Directors. Additionally all the other incumbent directors, Dr. Timothy Marsh, Ms. Annie Storey, Mr. Werner Glen Zinn and Mr. Jonathan Godbe were elected to the Company’s board, to hold office until the next annual general meeting of the Company.

Mr. Mario Stifano (CPA, CA) is a senior executive with over 15 years mining experience and a proven leader with strong capital markets experience, having raised over \$700 million to explore and build gold and base metal mines.

He is the founder and current Executive Chairman of Dore Copper Mining. He has been at the head of numerous different companies, including CEO of Cordoba Minerals Corporation where he was instrumental in acquiring and consolidating the San Matias copper gold project in Colombia. He is also the CFO of Lake Shore Gold, a company which raised over \$500 million to develop two gold mines in Canada and which are currently producing over 180,000 ounces of gold annually. As former Chief

Financial Officer & Vice President for LeadFX, Inc. and Chief Financial Officer & Vice President of Ivernia West Plc (a subsidiary of LeadFX, Inc.) the company discovered and brought into production, the world's largest lead mine. As the former Executive Chairman of Mega Precious Metals, the company's Monument Bay deposit in Canada was expanded to 3.5 million ounces of gold and was purchased by Yamana Gold.

Subsequent to the ASGM, the directors of the Company re-appointed the following officers of the Company: Dr. Timothy Marsh as President and Chief Executive Officer, Ms. Annie Storey as Chief Financial Officer, and Pamela White as Corporate Secretary.

**About Bell Copper**

Bell Copper is a mineral exploration company focused on the identification, exploration and discovery of large copper deposits located in a region responsible for 10% of the world's copper production: Arizona.

**On behalf of the Board of Directors of  
Bell Copper Corporation**

*"Timothy Marsh"*

**Timothy Marsh, President, CEO & Director**

For further information please contact the Company

Tel: 1 800 418 8250

Email: [info@bellcopper.net](mailto:info@bellcopper.net)

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