

BC FORM 51-102F3
Securities Act
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Bell Copper Corporation
Suite 401 – 353 Water Street
Vancouver, B.C., V6B 1B8

Item 2: Date of Material Change

June 9, 2021

Item 3: News Release

June 9, 2021, Vancouver, B.C.

Item 4: Summary of Material Change

The Company announces that further to its news releases of June 9 and June 11, 2021, the Company has now closed the second and final tranche (“Second Tranche”) of its non-brokered private placement to raise gross proceeds of CDN \$2,000,000.00 (the “Financing”).

In the Second Tranche, the Company issued 6,586,667 units (“Units”) at a price of \$0.15 for total gross proceeds of \$988,000.00. Each Unit consists of one common share and one common share purchase warrant (a “Warrant”). Each Warrant will be exercisable into one additional common share at a price of \$0.25 per share for a period of two years from the date of closing of the Financing (“Closing”). At the discretion of the Company, Warrants will be subject to an accelerated expiry upon the occurrence of a Trigger Event as described in its June 9, 2021 news release.

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 21st day of June, 2021.

“Dr. Timothy Marsh”

Signature

Dr. Timothy Marsh

Name - please print

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June 21, 2021

News Release

Bell Copper Corporation - TSX.V Symbol: BCU

Bell Copper Announces Closing of Second and Final Tranche of its Non-Brokered Private Placement

VANCOUVER, B.C. - Bell Copper Corporation (TSX-V: BCU) (“Bell Copper” or the “Company”) announces that further to its news releases of June 9 and June 11, 2021, the Company has now closed the second and final tranche (“Second Tranche”) of its non-brokered private placement to raise gross proceeds of CDN \$2,000,000.00 (the “Financing”).

In the Second Tranche, the Company issued 6,586,667 units (“Units”) at a price of \$0.15 for total gross proceeds of \$988,000.00. Each Unit consists of one common share and one common share purchase warrant (a “Warrant”). Each Warrant will be exercisable into one additional common share at a price of \$0.25 per share for a period of two years from the date of closing of the Financing (“Closing”). At the discretion of the Company, Warrants will be subject to an accelerated expiry upon the occurrence of a Trigger Event as described in its June 9, 2021 news release.

The securities issued by the Company in this Second Tranche of the Financing are subject to a statutory hold period which expires on October 18, 2021. The Company paid cash finder’s fees of \$12,000 incidental to the financing, as permitted by the policies of the TSX Venture Exchange. The funds raised from the Financing will be used for the ongoing drilling and exploration program at the Company’s 100% owned Big Sandy Porphyry Copper Project and for general working capital.

Tim Marsh, Bell’s President and CEO, and a Qualified Person as defined by NI43-101 said, *“I want to thank the participants in this current funding along with Bell’s shareholders for the strong financial endorsement that their investments in Bell represent. Our ongoing drill program at Big Sandy now has the funding to complete drilling of the first four holes into this new copper-molybdenum porphyry discovery. We look forward to delivering results from this Big Sandy drilling as well as from future drilling at Perseverance by our joint venture partner”*.

About Bell Copper

Bell Copper is a mineral exploration company focused on the identification, exploration and discovery of large copper deposits located in Arizona. Bell Copper is exploring its 100% owned Big Sandy Porphyry Copper Project and the Perseverance Porphyry Copper Project which is under a Joint Venture - Earn In.

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

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.

Forward Looking Statements

This news release includes “forward-looking statements” and “forward-looking information” within the meaning of Canadian securities legislation. All statements included in this news release, other than statements of historical fact, are forward-looking statements. Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as “anticipate”, “believe”, “plan”, “estimate”, “expect”, “potential”, “target”, “budget” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions and includes the negatives thereof.

Forward-looking statements in this news release include, but are not limited to, statements with respect to the expectations of management regarding the use of proceeds of the Financing, closing conditions for the Financing, the expiry of hold periods for securities distributed pursuant to the Financing, use of proceeds of the Financing and TSX-V Final approval of the Financing. Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which Bell Copper operates, are inherently subject to significant operational, economic, and competitive uncertainties, risks and contingencies. There can be no assurance that such statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include: that the TSX-V may not approve the Financing; that the proceeds of the Financing may not be used as stated in this news release; actual exploration results, interpretation of metallurgical characteristics of the mineralization, changes in project parameters as plans continue to be refined, future metal prices, availability of capital and financing on acceptable terms, general economic, market or business conditions, uninsured risks, regulatory changes, delays or inability to receive required approvals, and other exploration or other risks detailed herein and from time to time in the filings made by the Company with securities regulators, including those described in the Company's most recently filed MD&A. The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable law.