

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Celeste Copper Corporation (“**Celeste**” or the “**Corporation**”)
497, 1919B – 4th Street S.W.
Calgary, Alberta T2S 1W4

Item 2 Date of Material Change

May 15, 2009

Item 3 News Release

May 15, 2009
Method of dissemination - Marketwire

Item 4 Summary of Material Change

Further to the Corporation's news release of April 23, 2009, Celeste has completed the purchase acquisition of a mining claim in the Republic of Chile (the "**Manto Medio Claim**"). The Manto Medio Claim is held by Manto Medio S.A., a private Chilean company which is owned two-thirds by 1402227 Alberta Ltd. ("**1402227**") a private Alberta-based mining exploration company and one-third by Inversiones Copper Holding Chile Limitada ("**Inversiones**"), a private offshore mining exploration and investment company.

Celeste entered into a share purchase agreement with securityholders of 1402227 to acquire all of the outstanding common shares and options of 1402227. Celeste also entered into a share purchase agreement with Inversiones and Manto Medio S.A. to acquire the remaining one-third of Manto Medio S.A.

Item 5 Full Description of Material Change

See full description in press releases attached as Schedule "A" to this Report.

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

N/A

Item 7 Omitted Information

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

Item 8 Executive Officer

David McQuaig, Chief Financial Officer
(403) 265-1109

Item 9 Date of Report

May 15, 2009

NEWS RELEASE TRANSMITTED BY MARKETWIRE

FOR: Celeste Copper Corporation
TSX VENTURE SYMBOL: C

May 15, 2009

CELESTE COPPER CORPORATION ANNOUNCES COMPLETION OF ACQUISITION OF MINING CLAIM IN THE REPUBLIC OF CHILE

CALGARY, ALBERTA - (Marketwire – May 15, 2009) – Celeste Copper Corporation (TSX VENTURE: C) ("**Celeste**" or the "**Corporation**") is pleased to announce that it has completed the acquisition of a mining claim in the Republic of Chile (the "**Manto Medio Claim**"). The Manto Medio Claim is held by Manto Medio S.A., a private Chilean company which is owned two-thirds by 1402227 Alberta Ltd. ("**1402227**") a private Alberta-based mining exploration company and one-third by Inversiones Copper Holding Chile Limitada ("**Inversiones**") a private offshore mining exploration and investment company.

Celeste entered into a share purchase agreement with the securityholders of 1402227 to acquire all of the issued and outstanding common shares and options of 1402227. The Corporation issued a total of 3,906,281 common shares at a deemed price of \$0.075 per share as consideration for the aggregate purchase price of \$292,971.07 under the share purchase agreement. In addition, as consideration for options outstanding in 1402227 to acquire 700,000 shares, the Corporation issued options to acquire 525,000 common shares of Celeste at an exercise price of \$0.075 per share.

Celeste also entered into a share purchase agreement with Inversiones and Manto Medio S.A. to acquire the remaining one-third of Manto Medio S.A. The Corporation issued 1,993,750 common shares at a deemed price of \$0.075 per share to Inversiones in satisfaction of the purchase price of \$149,531.25 in Canadian Dollars for the one-third interest in Manto Medio S.A.

Elmer Stewart, President, CEO and a director of the Corporation, is also President and a director of 1402227 and David McQuaig, CFO, Secretary and a director of the Corporation, is a director of 1402227. Messrs. Stewart and McQuaig each held options to acquire 250,000 common shares of 1402227 and after the acquisition of 1402227 they were converted to options to each acquire 187,500 options of Celeste. Leede Financial Markets Inc. held an option to acquire to 200,000 common shares of 1402227 and after the acquisition of 1402227 they were converted to options to acquire 150,000 options of Celeste. There was no finder's fee in connection with this transaction.

The transaction has been given final approval by the TSX Venture Exchange.

For more information on Celeste please visit our website at www.celestecopper.com or contact:

Elmer B. Stewart	David McQuaig	Gordon Aldcorn
President & Chief Executive Officer	Chief Financial Officer	Brisco Capital Partners Corp.
Tel: 403-532-6100 or 403-680-9584	Tel: 403-265-1109	Tel: 403-262-9888
Email: elmerbstewart@hotmail.com	Email: info@celestecopper.com	Email: Gordon@briscocapital.com

ON BEHALF OF THE BOARD

Dave McQuaig, Chief Financial Officer

Neither 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. This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.