MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Phoenix Copper Corporation
1730 – 400 Burrard Street
Vancouver, BC V6C 3A6

Item 2 Date of Material Change

September 9, 2013

Item 3 News Release

The news release September 9, 2013 was disseminated through Canada Stockwatch and Market News 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

Brian Leeners, CEO & Director

Item 9 Date of Report

September 9, 2013

September 9, 2013 **News Release** **TSX-V Symbol: PHC**

Kabba K-11 Drilling Update

Video Version: http://youtu.be/ts9rZ2DluzE

Vancouver, B.C.: Phoenix Copper Corporation ("**Phoenix**" or the "**Company**") (TSX-V Symbol: PHC) announces that the Company has elected to focus on the drilling of the K-11 drill-hole at the Kabba project. The previously announced re-entry drilling of the CJ-1 hole at the Copper Joe project will be postponed until the completion of the Kabba drill program.

The major concern for management is the prudent use of scarce resources where any issue with the re-entry at CJ-1 may result in the cost of that hole exceeding the cost of the K-11 drill-hole at Kabba. Drilling K-11 is now expected to be less than US$500,000. A management analysis of the budgeted cost of both programs versus the risks of each exclusive of the potential outcome favours the drilling of K-11 due to the increased risks involved in a re-entry hole versus a new drill-hole.

Previous drilling at Kabba encountered bedrock at 534 meters in drill-hole K-10 about 800 meters west of where K-11 will be collared and bedrock was also encountered at 394 meters in drill-hole K-8 which is 800 meters to the east of K-11. On this basis, K-11 should hit bedrock at about 1/3 the depth of what is expected on the re-drilling of CJ-1 at Copper Joe. The expectation at K-11 is to intersect the Kabba copper zone at less than 700 meters down-hole.

The Company has the option with Bell Copper (TSXV: BCU) to earn a 51-per-cent interest in the Kabba project by completing $5-million in expenditures over five years. Future drilling efforts by the Company will continue to focus on the Company's Kabba and Copper Joe copper/moly porphyry targets near Kingman, Arizona.

Qualified Person

Dr. Timothy Marsh, Ph.D, P.Eng, President of the company, a qualified person as defined by National Instrument 43-101, has reviewed and approved the scientific and technical content in this press release.

On behalf of the Board of Directors of
Phoenix Copper Corporation

"Brian Leeners"

Brian Leeners, CEO & Director
For further information please contact the Company
Tel: 604.568.1823