

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Copper Mesa Mining Corporation
Suite 200
405 Urban Blvd.
Lakewood, CO 80228

2. Date of Material Change

April 1, 2009

3. News Release

Date of Issuance: April 1, 2009
Method of Issuance: CNW

4. Summary of Material Change

The Company announced:

- (a) that has been unable to file, on time, its annual financial statements and annual information form pursuant to Parts 4, 5 and 6 of National Instrument 51-102 and pursuant to National Instrument 52-109; and
- (b) it has entered into a binding agreement (the "Agreement") with Nortec Ventures ("Nortec") (TSX-V:NVT) whereby Nortec is to acquire a wholly owned subsidiary of the Company, which subsidiary, through its Ecuadorian entities, holds title to various mineral resource properties including surface rights in Ecuador, for US\$5,500,000.

5. Full Description of Material Change

- (a) The Company has been unable to file its annual financial statements, accompanying management's discussion and analysis, the related CEO and CFO certifications, and the annual information form (collectively, the "2008 Annual Filings") for the financial year ended December 31, 2008 within the 90 day period prescribed for the filing of annual financial statements under Parts 4, 5 and 6 of National Instrument 51-102 and pursuant to National Instrument 52-109. The Company expects to file the 2008 Annual Filings on or before May 31, 2009.

The Company's inability to file the 2008 Annual Filings on time is due to financial constraints which required management of the Company to devote substantially all of its time to pursuing potential strategic alternatives for the Company, including, but not limited to, the sale of certain assets and, alternatively, the potential sale of the Company.

The Company confirms that it intends to satisfy the provisions of the alternative information guidelines found at sections 4.3 and 4.4 of National Policy 12-203 for so long as it remains in default as a result of late filing of its continuous disclosure. During the period of default, the Company will issue bi-weekly default status reports in the form of further press releases which will also be filed on SEDAR. The Company confirms that there are no insolvency proceedings against the Company as of the date of this press release.

The Company has made application to applicable regulatory authorities for a management cease trade order. There is no certainty that such order will be granted. The applicable regulatory authorities may issue cease trade orders against the Company for failure to file the 2008 Annual Filings within the prescribed time period.

The April 1, 2009 news release with respect to the announcement of the Company's inability to file its annual financial statements and annual information form pursuant to Parts 4, 5 and 6 of National Instrument 51-102 and pursuant to National Instrument 52-109, filed on SEDAR on that date, is attached hereto as Schedule "A".

- (b) The Company entered into the Agreement with Nortec to acquire a wholly owned subsidiary the Company, which subsidiary, through its Ecuadorian entities, holds title to various mineral resource properties including surface rights in Ecuador.

Under the terms of the Agreement, Nortec will pay to the Company US\$5,500,000 cash (the "Purchase Price"), in instalments, with the final instalment due January 31, 2010. Alternatively, Nortec may satisfy payment of the Purchase Price by paying to Copper Mesa the aggregate amount of US\$5,000,000 no later than June 30, 2009. The Company has also agreed to reimburse Copper Mesa US\$75,000 for various property and tax payments made in Ecuador.

Closing is subject to a number of conditions, including the completion of a due diligence review by Nortec, acceptance for filing by the TSX Venture Exchange, Nortec's arranging for financing for the funds required to pay the Purchase Price, and receipt of any further required regulatory approvals.

The April 1, 2009 news release with respect to the announcement of the Agreement, filed on SEDAR on that date, is attached hereto as Schedule "B".

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

Not Applicable.

7. Omitted Information

Nil.

8. Executive Officer

Contact: Linda Holmes, Corporate Secretary

Telephone: 1-250-404-0310

9. Date of Report

April 1, 2009

Schedule "A"

COPPER MESA ANNOUNCES LATE FILING OF FINANCIALS

VANCOUVER, B.C. – APRIL 1, 2009 – Copper Mesa Mining Corporation ("Copper Mesa" or the "Company") (TSX:CUX) today announced that it has been unable to file its annual financial statements, accompanying management's discussion and analysis, the related CEO and CFO certifications, and the annual information form (collectively, the "2008 Annual Filings") for the financial year ended December 31, 2008 within the 90 day period prescribed for the filing of annual financial statements under Parts 4, 5 and 6 of National Instrument 51-102 and pursuant to National Instrument 52-109. The Company expects to file the 2008 Annual Filings on or before May 31, 2009.

The Company's inability to file the 2008 Annual Filings on time is due to financial constraints which required management of the Company to devote substantially all of its time to pursuing potential strategic alternatives for the Company, including, but not limited to, the sale of certain assets and, alternatively, the potential sale of the Company.

The Company confirms that it intends to satisfy the provisions of the alternative information guidelines found at sections 4.3 and 4.4 of National Policy 12-203 for so long as it remains in default as a result of late filing of its continuous disclosure. During the period of default, the Company will issue bi-weekly default status reports in the form of further press releases which will also be filed on SEDAR. The Company confirms that there are no insolvency proceedings against the Company as of the date of this press release.

The Company has made application to applicable regulatory authorities for a management cease trade order. There is no certainty that such order will be granted. The applicable regulatory authorities may issue cease trade orders against the Company for failure to file the 2008 Annual Filings within the prescribed time period.

About Copper Mesa Mining Corporation

Copper Mesa is a mineral exploration and development company focused on advancing into production its two key past-producing copper properties, the Zonia and Emerald Isle Mines in Arizona, USA.

This press release may contain forward-looking statements that are based on Copper Mesa's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Therefore, actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements. Statements speak only as of the date on which they are made, and the Company undertakes no obligation to update them publicly to reflect new information or the occurrence of future events or circumstances, unless otherwise required to do so by law.

For further information contact:

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or

Joanna Longo
Investor Relations
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Schedule “B”

COPPER MESA ANNOUNCES AGREEMENT WITH NORTEC VENTURES

VANCOUVER, B.C. – APRIL 1, 2009 – Copper Mesa Mining Corporation (“Copper Mesa” or the “Company”) (TSX:CUX) today announced the Company has entered into a binding agreement (the “Agreement”) with Nortec Ventures (“**Nortec**”) (TSX-V:NVT) to acquire a wholly owned subsidiary (“Subsidiary”) of Copper Mesa. The Subsidiary, through its Ecuadorian entities, holds title to various mineral resource properties including surface rights in Ecuador.

Under the terms of the Agreement, Nortec will pay to Copper Mesa US\$5,500,000 cash (the “Purchase Price”), in instalments, with the final instalment due January 31, 2010. Alternatively, Nortec may satisfy payment of the Purchase Price by paying to Copper Mesa the aggregate amount of US\$5,000,000 no later than June 30, 2009. Nortec has also agreed to reimburse Copper Mesa US\$75,000 for various property and tax payments made in Ecuador.

Closing is subject to a number of conditions, including the completion of a due diligence review by Nortec, acceptance for filing by the TSX Venture Exchange, Nortec's arranging for financing for the funds required to pay the Purchase Price, and receipt of any further required regulatory approvals.

Copper Mesa will continue to own the Zonia and Emerald Isle past producing copper properties located in Arizona, USA.

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Copper Mesa is a mineral exploration and development company focused on advancing into production its two key past-producing copper properties, the Zonia and Emerald Isle Mines in Arizona, USA. www.coppermesacorp.com

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