

Form 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTERPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals “CONFIDENTIAL” at the beginning of the Report.

(b) Use of “Company”

Wherever this Form uses the word “company” the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Numbering and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

WESTERN COPPER CORPORATION
2050-1111 West Georgia Street
Vancouver, B.C. V6E 4M3
Canada

Item 2 Date of Material Change

The date of material change is September 15, 2006 after market close.

Item 3 News Release

The date of the news release issued pursuant to section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is September 18, 2006.

Item 4 Summary of Material Change

Western Copper Corp. (TSX: WRN) ("Western"), and Lumina Resources Corp. (TSX: LUR) ("Lumina") are pleased to announce that they have entered into an agreement dated September 15, 2006 (the "Agreement"), whereby the parties have agreed to enter into a business combination, such that Lumina will become a wholly-owned subsidiary of Western (the "Merger"). The Merger will occur by way of plan of arrangement and will be subject to receipt of regulatory, court, and Lumina shareholder approvals.

Item 5 Full Description of Material Change

VANCOUVER, BRITISH COLUMBIA - Western Copper Corp. (TSX: WRN) ("Western"), and Lumina Resources Corp. (TSX: LUR) ("Lumina") are pleased to announce that they have entered into an agreement dated September 15, 2006 (the "Agreement"), whereby the parties have agreed to enter into a business combination, such that Lumina will become a wholly-owned subsidiary of Western (the "Merger"). The Merger will occur by way of plan of arrangement and will be subject to receipt of regulatory, court, and Lumina shareholder approvals.

Pursuant to the terms of the Agreement, Western intends to acquire all of the issued and outstanding common shares of Lumina on the basis of 1.00 common share of Western for every 1.00 common share of Lumina which represents a 63% premium over the 20 day trading average of the shares of Lumina which closed at \$0.72 on September 15, 2006.

As a result of the merger, all validly existing warrants, options and other rights to acquire common shares of Western or Lumina will be deemed to represent comparable securities of Western. Subject to obtaining all necessary shareholder, court, and regulatory approvals and acceptances, and the satisfaction of all conditions precedent, the name of the resulting merged company will be Western Copper Corp.

Officers and directors of Lumina, who hold 29.5% of Lumina, have agreed to enter into lockup and support agreements with Western under which they

have agreed to vote in favor of the transaction. The board of directors of Western will consist of the present board and, in addition, will include Mr. Ross Beaty who will serve as co-chairman. Mr. Dale Corman will also serve as co-chairman and will continue in his role as President and CEO of Western. Mr. Beaty is also chairman and director of Pan American Silver (TSX: PAA).

The Merger as outlined in the Agreement comports with Western's strategy for growth through acquisition and development of attractive development stage copper and precious metals properties in geopolitically stable areas into producing mines.

Highlights of the combination of Western and Lumina are as follows;

- A strong management team to develop and acquire promising copper and precious metals properties with a current cash position of approximately C\$39.4 million.
- In addition to Western's Carmacks Yukon development stage project (targeted to enter copper production in 2008) and the Sierra Almoloya Mexican silver belt project currently being explored by optionee Queenston Mining Inc. (TSX: QMI), addition of 3 Canadian properties with NI 43-101 compliant resources containing a combined Measured and Indicated resource of 6.1 billion pounds of copper and 9.7 million oz. of gold and Inferred mineral resource of 3.2 billion pounds of copper and 0.6 million oz. of gold.
- The three properties owned by Lumina are the 91,000 acre Hushamu property in the North Vancouver Island copper belt, the Casino property in Canada's Yukon and Redstone property with 13,990 acres of mining leases and 55 mineral claims totaling 73,000 acres in the Northwest Territories.
- The new discovery at NW Expo in the island copper belt has excellent exploration potential. Lumina encountered 1.00 grams of Au, 0.17% Cu and 0.025% Mo over a 95 m. interval and 0.52 grams of Au, 0.11% Cu, and 0.0046% Mo over a 124.9 m. interval in two drill holes at NW Expo at the end of the 2005 drilling season.

Mr. Corman commented, "We are very pleased with this first acquisition of properties with very substantial metal deposits and excellent exploration potential. This acquisition illustrates our vision for acquiring and developing large strategic and precious metals deposits with excellent exploration potential, abundant low-cost energy, good infrastructure in low geopolitical risk areas. Our view is to sequentially develop a series of projects into producing mines. We are very pleased that Ross Beaty has agreed to join our board and consented to serve as co-chairman."

A resource summary of the Lumina properties is as follows:

PROPERTY	Resource Category	Tonnes (million)	Cu Grade % Cu	Au Grade g/tonne	Other By-product	Cu Equiv. % Cu (*)	Cu lbs Billions	Au oz Millions
Hushamu	Measured + Indicated	231	0.28	0.31	-	0.47	1.4	2.3
	Inferred	53	0.28	0.38	-	0.51	0.3	0.6
Redstone	Inferred	34	3.92	-	9 g/t Ag	3.92	2.9	-
Casino	Measured + Indicated	964	0.22	0.24	0.020% Mo	0.45	4.7	7.4
(*) Cu Equivalent prices Cu: \$0.90 /lb., Au: \$375 /oz., Mo. \$4 /lb				TOTAL MEASURED + INDICATED			6.1	9.7
				TOTAL INFERRED			3.2	0.6

In accordance with NI-43-10, the qualified persons for Lumina Resources are:

Hushamu Q.P. : G.H. Giroux and D.J. Pawliuk
Redstone Q.P: A.W. Gourlay
Casino Q.P.: E.D. Titley

On behalf of the board,

“Dale Corman”

F. Dale Corman

President and C.E.O.

This press release includes certain "Forward-Looking Statements" within the meaning of section 21E of the United States Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, included herein, including without limitation, statements regarding potential mineralization and reserves, exploration results and future plans and objectives of Western Copper Corp. are forward-looking statements that involve various risks and uncertainties. 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.

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

The following senior officer of the Company is knowledgeable about the material change disclosed in this report.

David Jensen, Vice President of Corporate Development, Tel: (604) 684-9497.

Item 9 Date of Report

This Report is dated September 19, 2006.

Item 10 Statement of Senior Officer

The undersigned, Vice-president of Corporate Development of the Company, hereby certifies that the foregoing accurately discloses the material change referred to herein.

Executed at Vancouver, B.C. as of the 19th day of September, 2006.

“David Jensen”