

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 11, 2013

Item 3 News Release

The news release September 11, 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 12, 2013

September 11, 2013

News Release

TSX-V Symbol: PHC

Director Resigns

Vancouver, B.C.: Phoenix Copper Corporation ("**Phoenix**" or the "**Company**") (TSX-V Symbol: PHC) announces that Dr. Timothy Marsh has resigned from the Board of Directors and from his position as President of the Company.

The Company also announces that it will be terminating its option on the Kabba project which was announced December 17th, 2012.

**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

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.