

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

Northern Superior Resources Inc. ("**Northern Superior**")
1988 Kingsway, Unit G
Sudbury, Ontario, P3B 4J8
Canada

Item 2 Date of Material Change

May 28, 2009

Item 3 News Release

Marketwire. A news release was disseminated on May 28, 2009 through the facilities of

Item 4 Summary of Material Change

Northern Superior is pleased to report that it has entered into an option/joint venture agreement with International Nickel Ventures Corporation on Northern Superior's Thorne Lake gold property.

Item 5 Full Description of Material Change

Please see attached copy of news release.

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 on the basis that it is confidential information.

Item 8 Executive Officer

Thomas F. Morris is knowledgeable about the material change and the Report and may be contacted (416) 703-4830.

Item 9 Date of Report

June 1, 2009

Northern Superior Resources Inc.

**1988 Kingsway, Unit G
Sudbury, Ontario, Canada
P3B 4J8**

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NEWS RELEASE - For Immediate Release

Northern Superior Resources Inc. Signs Option Agreement with INV on the Thorne Lake Gold Property

Sudbury, Ontario (May 28th, 2009): **Northern Superior Resources Inc.** ("Northern Superior" or the "Company") is pleased to report that it has entered into an option / joint venture agreement with International Nickel Ventures Corporation (INV) on Northern Superior's Thorne Lake gold property.

By entering into this option agreement, exploration on Northern's Thorne Lake property can be moved forward aggressively with the intent of initiating a drill program during the third quarter of 2009. To prepare the targets for drilling, overburden sampling, bedrock and overburden mapping and prospecting will be completed prior to the third quarter. Northern will be the operator of these exploration programs.

Dr. T.F. Morris, president and CEO commented: *"We are very excited to have entered into this agreement with INV, allowing INV to earn an interest in a property with three gold grain-in-till dispersal trains while providing Northern the opportunity to continue its exploration program on this highly prospective gold property. INV as a partner brings valuable technical skills and financial resources."*

An overburden sampling program completed by Northern Superior during the fall of 2008 identified three separate gold grain-in-till dispersal trains on the Thorne Lake property. The property is located 15 km west of the past-producing Sachigo River gold mine in the Ellard Lake greenstone belt, Northwestern Ontario. The Sachigo River gold mine produced 52,560 ounces of gold at an average grade of 1.1 ounces of gold per ton (38.8 grams of gold per tonne) between 1938 and 1943.

Of the three gold grain-in-till dispersal trains identified on the property, two are very similar to dispersal trains extending south from the Sachigo River gold mine (see press release January 26th, 2009). Most significantly, one overburden sample, collected from the Property during the 2008 fall exploration program, contained 476 gold grains, 454 of which are pristine from a 10.6 kg sample. The best gold grain result associated with the Sachigo River gold mine contained 69 gold grains, 57 of which were pristine from a 7.7 kg sample collected by the Ontario Geological Survey within 100m of the Sachigo River mine site. The implication of these results is that the Thorne Lake property has a very strong potential to host gold mineralization and we are looking forward to exploring this project further.

Under the terms of the agreement, INV may earn a 50% interest in the Thorne Lake property by funding \$1.5 million in exploration expenditures over four years, with a first year commitment of \$500,000. Upon INV completing its funding obligations, a joint venture will be formed with INV and Northern Superior both holding a 50% interest in the property. During the earn-in period, Northern Superior will remain the

operator of the exploration project. INV may elect to sole-fund additional work programs, after earning its' 50% interest, through to the completion of a pre-feasibility study to earn a maximum 60% interest.

About Northern Superior

Northern Superior Resources Inc. is a junior exploration company whose focus is exploring for gold on the Superior Province of the Canadian Shield. The Company is a reporting issuer in British Columbia, Alberta, Ontario and Quebec, and trades on the TSX Venture Exchange under the symbol SUP. Dr. Tom Morris, President and CEO is the Qualified Person for the Company under NI 43-101, responsible for the technical content of this Press Release.

For further information contact:

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President and CEO

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This news release includes certain "forward-looking statements". All statements other than statements of historical fact included in this release, including, without limitation, statements regarding potential mineralization, exploration results and future plans and objectives of Northern Superior 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. Important factors that could cause actual results to differ materially from Northern Superior's expectations are exploration risks detailed herein and from time to time in the filings made by Northern Superior with securities regulators.

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.