

This is the form of a material change report required under Section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under section 85(1) of the *Securities Act* (the "Act") must be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL – SECTION 85", AND PLACE EVERYTHING THAT IS REQUIRED TO BE FILED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

SUPERIOR MINING CORPORATION

Suite 1620, 701 West Georgia Street
Vancouver, British Columbia
V7Y 1C6 (the "Company").

Item 2. Date of Material Change

April 19, 2002

Item 3. Press Release

State the date and place(s) of issuance of the press release issued under Section 85(1) of the Act.

A press release, dated April 19, 2002, was issued on April 19, 2002 through the services of Canada Stockwatch Magazine, Market News and the Canadian Venture Exchange Inc.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

See the referenced press release; a copy of which is attached hereto.

Item 5. Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other materials. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

See the referenced press release; a copy of which is attached hereto.

Item 6. Reliance on Section 85(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

INSTRUCTIONS:

Refer to Section 85(3) of the Act concerning continuing obligations regarding reports filed under this subsection.

Not applicable.

Item 7. Omitted Information

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but Section 85(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be

*disclosed in full detail in the material change report.
State whether any information has been omitted on this basis and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 169(4) of the Act.
The reasons for the omission may be contained in a separate letter filed as provided in Section 151 of the Rules.*

Not applicable.

Item 8. Senior Officers

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer.

Peter G. Fisher, the President, Chief Executive Officer and a director of the Issuer, may be contacted at (011) 612-9418-2541.

Item 9. Statement of Senior Officer

Include a statement in the following form signed by a senior officer of the reporting issuer:

“The foregoing accurately discloses the material change referred to herein”.

Also include date and place of making the statement.

I, Peter G. Fisher, the President, Chief Executive Officer and a director of the Issuer, hereby certify that the foregoing accurately discloses the material change referred to herein:

Dated: at Sydney, Australia, on this 19th day of April, 2002.

Signed: **“Peter G. Fisher”**

Office held: **Peter G. Fisher**
President, CEO and a director

SUPERIOR MINING CORPORATON (the Issuer)

Suite 1602, 701 West Georgia Street
Vancouver, British Columbia V7Y 1C6
Telephone : (604) 689-2919 Facsimile (604) 685-2900

Date: April 19, 2002

Ticker Symbol: "SMP"

NEWS RELEASE

Mr Peter G Fisher, the President, Chief Executive Officer and Director of the Issuer, reports as follows:

DIAMOND RECOVERIES FROM WORK PROGRAM

The Company is pleased to report the following results from a first phase exploration programme on its Goubees property, Bushmanland Alluvial Diamond Project, Namaqualand, North West Cape Province, South Africa. This report has been prepared in accordance with National Instrument 43-101 and all work was completed under the supervision of Alex Clemen BSc (Hons) FAusIMM, Principal Geologist.

Goubees Alluvial Diamond Project

Summary of work programme January to March 2002

Introduction

The Goubees project area is located in the Bushmanland region of South Africa, approximately 80 Kilometres south east of Springbok.

A first phase exploration programme was initiated to examine the diamondiferous nature of basal gravels previously reported from this location.

Work programme completed

A first phase exploration programme was completed in the period January to March 2002, and consisted of the following:

- 1 Mobilization of treatment plant to the Goubees project area.
- 2 Commissioning of the plant to successfully recover all heavy material including diamonds without loss of product.
- 3 Establish the diamondiferous nature of gravel previously reported to be diamondiferous.
- 4 Bulk sampling the palaeochannel gravels away from known diamond bearing points to establish the continuation of diamondiferous gravels.

Geology

All the sample trenches and pits reached bedrock at between 0.3 and 3.0 metres vertical depth. Very little difference exists between the concentrate from diamondiferous and

non-diamondiferous gravel, apart from a slight increase in quartz fragments and heavy minerals in the diamondiferous gravel concentrate.

Similarly, the cross sections from the walls of the excavations show little variation. The diamondiferous section appears to have a harder calcrete duricrust cover, and the basal gravel appears more compact and slightly harder. It is concluded that the diamond bearing gravels are older, possibly of Miocene age, with the non diamond bearing gravel channels representing younger, post Miocene reworked flood channels incised into and in cases down to basement.

Examination of available 1:36,000 scale aerial photos depict these cross cutting younger features as very subtle discolourations

Diamond Distribution

Although test bulk sampling is at a very early stage, the work has suggested that at least two different drainage systems were active in the area.

- 1 A low energy poorly sorted gravel consisting of a sandy clay matrix with occasional sub rounded to rounded pebbles. Cobble and boulder size material is completely absent. It is tentatively suggested that this may represent a younger post Miocene erosional phase incised into older paleochannels
- 2 A higher energy gravel containing rounded to subrounded pebbles cobbles and occasional boulders. Weak sorting is possibly present. This material may represent the older Miocene paleodrainage channels

Diamond recoveries so far have been from the higher energy channels, which may act as a guide to map out and distinguish between diamondiferous, and non-diamondiferous channels.

Diamonds recovered

Location	Diamonds recovered (Cts)	Coordinates	
Block 4	<u>1@0.35</u>	30 ⁰ 0.825'	18 ⁰ 37.343'
	<u>1@1.60</u>		
Block 5	<u>1@0.80</u>	30 ⁰ 0.824'	18 ⁰ 37.293'
Block 6	<u>1@1.15</u>	30 ⁰ 0.830'	18 ⁰ 37.245'
	<u>1@0.35</u>		
EP1	<u>1@0.90</u>	30 ⁰ 0.855'	18 ⁰ 37.340'
EP2	<u>1@0.40</u>	30 ⁰ 1.134'	18 ⁰ 36.667'

EP (Exploration pit)

Conclusions and Recommendations

The work programme described in this report was successful in identifying palaeochannel development over a strike of approximately 1.5 kilometres.

This palaeodrainage system was found to be diamondiferous in three locations with diamonds occurring within basal gravel conglomerates, probably of Miocene age. The gravel horizon varied in thickness between 0.5 and 1.5 metres.

Younger north south trending flood channels were identified at two locations, which dissected the northeast trending older channels. Field inspection of the project area suggests that this phenomenon may be localized and will not affect the potential resource significantly.

This initial work programme has illustrated that one of the Miocene palaeo channels are mineralised over significant strike, and it is recommended that the bulk testing of this central channel continue to establish overall tonnage and grade.

**ON BEHALF OF THE BOARD OF DIRECTORS OF
SUPERIOR MINING CORPORATION**

Per:

“Peter G. Fisher”

Peter G. Fisher
President, CEO and a Director

THIS NEWS RELEASE HAS BEEN PREPARED BY MANAGEMENT OF THE ISSUER WHO TAKES FULL RESPONSIBILITY FOR ITS CONTENTS. THE CANADIAN VENTURE EXCHANGE NEITHER APPROVES NOR DISAPPROVES OF THE CONTENTS OF THIS NEWS RELEASE. THIS NEWS RELEASE MAY INCLUDE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE UNITED STATES *SECURITIES ACT OF 1933*, AS AMENDED, AND SECTION 21E OF THE UNITED STATES *SECURITIES AND EXCHANGE ACT OF 1934*, AS AMENDED, WITH RESPECT TO ACHIEVING CORPORATE OBJECTIVES, DEVELOPING ADDITIONAL PROJECT INTERESTS, THE ISSUER'S ANALYSIS OF OPPORTUNITIES IN THE ACQUISITION AND DEVELOPMENT OF VARIOUS PROJECT INTERESTS AND CERTAIN OTHER MATTERS. THESE STATEMENTS ARE MADE UNDER THE "SAFE HARBOR" PROVISIONS OF THE *PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995* AND INVOLVE RISKS AND UNCERTAINTIES WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN THE FORWARD-LOOKING STATEMENTS CONTAINED HEREIN. THIS NEWS RELEASE SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION.
