# FORM 51-102F3

## MATERIAL CHANGE REPORT

**Filed pursuant to:** National Instrument 51-102
Section 85 (1) of the *Securities Act* (British Columbia)
Section 146 (1) of the *Securities Act* (Alberta)

**Item 1. Name and Address of Company**

**Superior Mining Corporation**
Suite 1200, 609 Granville Street
Vancouver, British Columbia
V7Y 1G6

Telephone: (604) 687-0947

**Item 2. Date of Material Change**

December 8, 2005.

**Item 3. News Release**

A news release, dated and issued December 8, 2005, at Vancouver, British Columbia, was disseminated through each of Canada Stockwatch, Market News and via SEDAR.

**Item 4. Summary of Material Change**

See the referenced news release, a copy of which is attached hereto.

**Item 5. Full Description of Material Change**

See the referenced news release, a copy of which is attached hereto.

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

Not applicable.

**Item 7.** **Omitted Information**

Not applicable.

**Item 8.** **Executive Officer**

**Cyrus Driver**, Secretary, CFO and a director
Telephone: (604) 687-0947

**Item 9.** **Date of Report**

Dated: at Vancouver, British Columbia, on this 8th day of December, 2005.

Signed: "*Cyrus Driver*"

**Cyrus Driver**

Office held: Secretary, CFO and a director

# SUPERIOR MINING CORPORATION

(the "*Company*")
Suite 1200, 609 Granville Street, Vancouver, British Columbia, Canada, V7Y 1G6
Telephone: (604) 687-0947 and Facsimile: (604) 687-6172

Date: December 8, 2005 Ticker Symbol: "SMP"

# NEWS RELEASE

Mr. J. Harry Atkinson, the Chairman, President, Chief Executive Officer and a director of the Company, reports as follows:

## Superior has commenced drilling at its Middelvlei property

The Board of Directors of the Company is pleased to announce that drilling commenced on November 15th at the Company's Middelvlei property with the first phase of drilling programme targeting one-half of the scheduled 750m. An initial seven holes each averaging 50 metres deep have been laid out along the 550m of outcrop strike zone of the Main Reef horizon ("*Main Reef*").

Middelvlei is a rare example in the Witwatersrand Basin of South Africa where open pit gold mining methods can be employed. The project is owned and operated by Pamodzi Gold, a Black Economic Empowered company in which the Company's South African subsidiary holds a 50% interest.

The six to eight weeks drilling programme is projected to be completed before mid- January 2006 and borehole logging and analysis is currently under way.

The mining startup date has been scheduled for March 2006 with first ore production in April 2006.

The holes presently being drilled are at a 60 degree angle to the horizontal so that a maximum reef channel width intersection can be obtained. It is envisaged that both the Ventersdorp Contact Reef ("*VCR*") and the Main Reef will be intersected.

Results derived from the initial suite of holes will dictate the positions of an additional suite of further boreholes in the interests of geological continuity.

Although the primary focus of Pamodzi Gold is to mine the Black Reef which has been mapped extensively by Goldfields during the 1980s at Middelvlei, this exploration drilling is targeting two additional reef horizons namely the VCR and Main Reef, neither of which have yet been included in the published Mineral Resource Statement.

The Main Reef is at present in the inferred category and cannot yet be restated as a reserve in terms of the SAMREC code. Based on the SAMREC code, the Main Reef is expected to become admissible as significant additional resource within the category of indicated resources. Similarly with the VCR.

Modelling is expected to be completed in February 2006 dependant upon timely completion of the drilling programme..

## Resignation of a director

The Board of Directors of the Company also announces that George Cavey has resigned from his position as a Director of the Company but will continue on as a technical consultant to the Company. We thank him for his services to the Board of Directors and look forward to his ongoing input as a technical consultant.

## About the Company

The Company ("SMP"-TSX:V) is an early stage exploration and near term producer focused on the mining of surface and near surface gold deposits in the central Witwatersrand region of South Africa as well as exploring for platinum group metals on the eastern limb of the Bushveld Igneous Complex also in South Africa.

For further information please visit our website, at "www.superiormining.com", or contact Marc Morin, of Element & Co., at "element_associates@look.ca" (604.687.6820), or Alan Sendzul, the Company's Chief Operating Officer, at "alans@superiormining.com".

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

Per:

"*J. Harry Atkinson*"

**J. Harry Atkinson**

Chairman, President, CEO and a director