

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”*

Office held: Cyrus Driver
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

-- News Release --

-- Superior Mining Corporation --

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

THIS NEWS RELEASE HAS BEEN PREPARED BY MANAGEMENT OF THE COMPANY WHO TAKES FULL RESPONSIBILITY FOR ITS CONTENTS. THE TSX VENTURE DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY 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 COMPANY'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.