

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 International Corporation
Suite 1500, Box 1078, 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

Telephone: (604) 601-2005.

Item 2. Date of Material Change

May 10, 2006.

Item 3. News Release

A news release, dated and issued May 10, 2006, 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

John Proust, President, CEO and a Director
Telephone: (604) 601-2005.

Item 9. Date of Report

Dated: at Vancouver, British Columbia, on this 10th day of May, 2006.

Signed: *“John Proust”*

Office held: **John Proust**
President, CEO and a Director