FORM 51-102F3
MATERIAL CHANGE REPORT

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

Superior Mining International Corporation (the "Company")
Suite 1500, 885 W. Georgia Street
Box 1078
Vancouver, BC V6C 3E8

Item 2. **Date of Material Change**

December 6, 2006

Item 3. **News Release**

Press Release was issued at Vancouver, British Columbia on December 6, 2006.

Item 4. **Summary of Material Change**

The Company announced a co-investment with Pamodzi Resources (Proprietary) Limited ("Pamodzi Resources") in Pamodzi Gold Limited.

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

The Company (formerly Superior Mining Corporation) and Pamodzi Resources announced that the South African joint venture company jointly owned by Pamodzi Resources and the Company has changed its name to Middelvlei Gold Investments (Pty) Ltd. ("MGI") (formerly, Pamodzi Gold (Pty) Ltd.). Further, Pamodzi Resources and MGI have invested in a new company called Pamodzi Gold Limited ("Pamodzi Gold") by contributing cash and certain assets and will have a 50.1% combined ownership interest in Pamodzi Gold.

Pamodzi Resources owns 50% plus 1 share of MGI and directly and indirectly owns approximately 34% of Pamodzi Gold. The Company directly owns 50% less 1 share of MGI and indirectly owns approximately 17% of Pamodzi Gold. The other major shareholder at 29.8% is Bema Gold Corporation ("Bema"), a company listed on the TSX and the NYSE (BGO) as well as AIM (BAU). Pamodzi Gold will own and operate the Middelvlei property located on the Witwatersrand Basin of South Africa and will also own and operate the Petrex underground and opencast mining operations on the East Rand.

The transaction provides Pamodzi Gold with sufficient black empowerment credentials to qualify for new order mining rights and sets the stage for completing a significant financing and a listing on the Johannesburg Stock Exchange. Mining companies in South Africa are required by law to have 26% empowerment equity participation by 2014.

The Company and Pamodzi Resources will continue to seek and develop South African gold exploration and mining opportunities through MGI under the terms of its shareholder agreement, as amended.

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

Not Applicable

Item 7. **Omitted Information**

Not Applicable

Item 8. **Executive Officer**

The following executive officer of the Company is available to answer questions regarding this report:

John Proust, President and Chief Executive Officer
Suite 1500, 885 W. Georgia Street
Vancouver, BC V6C 3E8

Telephone: 604.601.2005
Facsimile: 604.488.0319

Item 9. **Date of Report**

December 7, 2006