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 18, 2006

Item 3. **News Release**

Press Release was issued at Vancouver, British Columbia on December 18, 2006.

Item 4. **Summary of Material Change**

The Company announced the listing the shares of Pamodzi Gold Limited on the Johannesburg Stock Exchange.

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

The Company announced that Pamodzi Gold Limited ("Pamodzi Gold") has listed on the Johannesburg Stock Exchange ("JSE"). Pamodzi Gold currently has 41,020,000 shares outstanding and the closing price on December 15, 2006 was 18.7 ZAR (South African Rand), or CDN$3.12, giving Pamodzi Gold a market capitalization of $127,845,666. The Company owns indirectly 17% of Pamodzi Gold through its interest in joint venture company Middelvlei Gold Investments (Pty) Ltd. The Company's interest in Pamodzi Gold translates into approximately $21,700,000, based upon the Pamodzi Gold market capitalization, or approximately $0.71 per share for each of the 30,587,994 issued shares of the Company.

Pamodzi Gold is a member of Pamodzi Investment Holdings, one of South Africa's premier black empowerment groups. The listing provides South African investors with exposure to a producing junior gold mining company with exciting and tangible growth prospects.

Pamodzi Gold owns and operates the Middelvlei property located on the Witwatersrand Basin of South Africa and also owns and operates Bema Gold Corporation's Petrex underground and opencast mining operations on the East Rand.

The Company and Pamodzi Gold will continue to seek and develop South African gold exploration and mining opportunities through Middelvlei Gold Investments (Pty) Ltd 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 19, 2006