FORM 51-102F3

MATERIAL CHANGE REPORT

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

Superior Mining International Corporation (the "Company")
Suite 1500 – 885 West Georgia Street
Vancouver, BC
V6C 3E8

Item 2. **Date of Material Change**

December 5, 2007

Item 3. **News Release**

The press release is dated December 5, 2007 and was released through various approved public media and filed via SEDAR with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions.

Item 4. **Summary of Material Change**

The Company announced a non-brokered private placement (the "Private Placement") to raise up to $4,000,000 by the issuance of up to 10,000,000 units (each a "Unit") at a purchase price of $0.40 per Unit.

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

The Company announced a non-brokered private placement to raise up to $4,000,000 by the issuance of up to 10,000,000 Units at a purchase price of $0.40 per Unit. Each Unit will consist of one common share and one-half of a common share purchase warrant. Each whole warrant will entitle the holder to acquire an additional common share at a price of $0.60 for a period of 12 months, subject to acceleration as set out below. If after four months from the closing of the private placement the Company's common shares close on the TSX Venture Exchange at or above $1.00 for 10 consecutive trading days, the Company will have the right to accelerate the expiry date of the warrants to a date that is 30 days from the date the Company gives notice to the holders of such accelerated expiry. Proceeds from the financing will be used to fund the exploration of Mangalisa property (formerly known as Kareeboom) in South Africa, to advance the recently acquired New Zealand properties, and for general working capital.

The Company may pay a finder's fee to certain arm's length parties who introduce subscribers to the Company by a payment in cash equal to 7% of the gross proceeds raised by the Company from subscribers introduced by the respective finder, and the issuance to the finders of such number of common share purchase warrants as is equal to 7% of the number of the Units sold to subscribers introduced by the respective finder. The warrants issued to the finders will have the same terms as the warrants issued to the subscribers.

The Private Placement is subject to TSX Venture Exchange approval.

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 knowledgeable about the material change and may be contacted as follows:

John Proust
President and Chief Executive Officer

Telephone: (604) 601-2005

Item 9. **Date of Report**

December 11, 2007.