

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

February 8, 2008

Item 3. News Release

The press release is dated February 8, 2008 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 the closing of the final tranche of its non-brokered private placement (the "Private Placement") which raised \$1,968,000 by the issuance of 4,920,000 units (each a "Unit") at a purchase price of \$0.40 per Unit.

Item 5. Full Description of Material Change

The Company announced the closing of the final tranche of its' non-brokered private placement which raised an aggregate gross proceeds of \$1,968,000 by the issuance of 4,920,000 Units at a purchase price of \$0.40 per Unit. Each Unit consisted 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.

The Company paid finders' fees to arm's length persons totaling \$121,660 in cash and 304,150 common share purchase warrants (the "Finder's Warrants"). Each Finder's Warrant entitles the holder to acquire one common share of the Company at a price of \$0.60 for a period of 12 months.

Proceeds from the financing will be used to fund the exploration of Mangalisa property (formerly known as Kareebloom) in South Africa, to advance the recently acquired New Zealand properties, and for general working capital.

The Private Placement was approved by the TSX Venture Exchange on February 7, 2008.

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

April 30, 2008.