

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Superior Mining International Corporation
Suite 1500, 885 West Georgia Street
Vancouver, BC V6C 3E8
Fax: 604-488-0319

Item 2: Date of Material Change

December 18, 2009.

Item 3: News Release

The news release was disseminated on December 18, 2009 through Marketwire and filed on SEDAR.

Item 4: Summary of Material Change

Superior Mining International Corporation (the “Company”) has entered into a letter agreement with Minco Mineral Holdings (Pty) Limited (“Minco”) of Midrand, South Africa. Pursuant to this agreement, Minco can acquire a portion of Superior’s direct interest in Turquoise Moon Trading 403 (Pty) Limited (“TMT”).

Item 5: Full Description of Material Change

The Company has entered into a letter agreement with Minco Mineral Holdings (Pty) Limited (“Minco”) of Midrand, South Africa. Pursuant to this agreement, Minco can acquire a portion of Superior’s direct interest in Turquoise Moon Trading 403 (Pty) Limited (“TMT”).

TMT holds the exploration rights to the Mangalisa Property located in the eastern part of the Free State Goldfield in South Africa. The agreement with Minco will provide significant funding for Mangalisa which represents one of the last remaining, high potential, gold and uranium properties within the Witwatersrand Welkom Goldfield. Minco will become the project manager for Mangalisa.

Currently:

- Superior owns directly 74% of the issued shares of TMT.
- Middelvlei Gold Investments (Proprietary Limited) (“MGI”) holds the remaining 26% of the issued shares of TMT.
- Superior, in turn, owns 50%, less one share, of MGI, which represents an effective 13% interest in TMT.
- Superior, then, controls directly and indirectly 87% of TMT.

According to the agreement, Minco has the option to acquire 90% of Superior’s directly controlled shares in TMT by spending USD\$10 million on the development of TMT’s Mangalisa Property.

Minco has made a firm commitment to expend USD\$5,000,000 (the “First Expenditure”) on the Mangalisa Property within 18 months from the closing date. After Minco has made the First Expenditure on the property, it must provide Superior with notice, by way of a one-time election, that Minco will make a firm commitment to expend an additional USD\$5,000,000 on Mangalisa or terminate the letter agreement.

If Minco elects not to make the second \$5,000,000 expenditure, Minco will have earned no rights to TMT or the Mangalisa property. Superior's only responsibility, in that event, will be to reimburse Minco for up to \$300,000 of previously approved property expenses (not covered by the First Expenditure).

If Minco expends the full \$10 million on developing the Mangalisa property:

- Minco will be a 66.6% shareholder of TMT.
- Superior will own 7.4% of TMT directly.
- Superior will still have a 13% indirect interest in TMT indirectly by virtue of its shareholdings in MGI.
- Superior, then, will control, directly and indirectly, 20.4% of TMT.

Superior's 180 square-kilometre Mangalisa license area is situated approximately 20 km to the east of the township of Welkom, and less than 10 km north of Harmony Gold's operating Masimong #5 (formerly Erfdeel) gold mine. The contiguous, highly prospective ground was chosen for its potential to host eastward extensions of the Western limb of the Witwatersrand Goldfield in the Welkom District. The lease dimensions contain approximately 18 kilometres of strike potential and approximately 10 kilometres of down-dip potential.

The lease area is underlain by rocks of the Central Rand Group, which hosts a number of quartz pebble placer reefs. These reefs are widespread in their distribution across the goldfield. Many of these individual "reef" horizons are significant gold-producing horizons in their own right throughout the Welkom region as a whole.

The established mines of the Free State Goldfield (which are located to the south and west of Superior's lease) have collectively produced well in excess of 300 million ounces of gold to date. Several of these produce uranium as a bi-product. Much of the historical production has been sourced from the Basal Reef of the Central Rand Group. There are a number of other reefs with more localized distribution which have also contributed to historical production figures, such as the Leader, "A," "B" and Beatrix reefs.

Significant intersections from Superior's 2008/2009 drilling program on the Mangalisa property include:

PG-1 / 13 776.13 – 776.45 (0.32 m) @ 51.1 g/t Au & 4.27 kg/t U

PG-1 / 12 776.32 – 776.77 (0.45 m) @ 45.8 g/t Au & 3.79 kg/t U

Including 776.56 – 776.77 (0.21 m) @ 91.8 g/t Au & 7.24 kg/t U

These results represent an important discovery for Superior, highlighting the presence of significant gold and uranium mineralization at much shallower depths than that found in the majority of mines currently operating within the Witwatersrand Basin. The highest gold and uranium grades are contained within a thin, small pebble conglomerate band and the associated carbon seam at its base. This reef has been named the 'Erferis Reef' and forms part of a reef system that has been intersected at a depth of less than 800 metres (m). In comparison, Harmony Gold's operating Masimong gold mine, located less than 10 km. south of Superior's property, produced 117,575 ounces of gold during the 2008 fiscal year from reefs approximately 2,000 m deep (www.harmony.co.za).

The results of this exploration program indicate the potential for the discovery of new gold and uranium mineralized reefs within the area. The reef, as revealed in PG-1, is a classic 'small-pebble, oligomict, carbon-rich and well sorted conglomerate' reef that is typical of the Free State.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

John Proust, President and CEO
Telephone: 604.601.2005

Item 9: Date of Report

December 21, 2009