FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

Superior Mining International Corporation
#1500 - 885 West Georgia Street
Vancouver, British Columbia V6C 3E8

2. **DATE OF MATERIAL CHANGE**

October 20, 2010

3. **NEWS RELEASE**

News release dated October 20, 2010 was disseminated through the facilities of Marketwire.

4. **SUMMARY OF MATERIAL CHANGE**

Superior Mining International Corporation ("Superior") provides an update on its Mangalisa Project in South Africa.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Superior provides an update on its Mangalisa Project ("Mangalisa" or the "Project") in South Africa. As announced on May 12, 2010, Superior entered into an option/joint venture agreement with Minco Mineral Holdings (Pty) Limited ("Minco") and Goldcorp Incorporated, a private company incorporated under the laws of Guernsey and a wholly owned subsidiary of Minco ("Goldcorp").

Under the terms of the option/joint venture agreement, Goldcorp can acquire 90% of Superior's directly held interest in Turquoise Moon Trading 403 (Pty) Limited ("TMT"), which holds the exploration rights to Mangalisa. If Goldcorp fully exercises its option by spending USD $10 million on the development of Mangalisa, then the Company will retain a 23% direct and indirect interest in the Project.

In May 2010, Goldcorp commenced an eight hole drilling program to a planned depth of approximately 1,000 m per drill hole. The drilling program is being managed by Kernow Exploration of Randburg, South Africa, a subsidiary of Minco.

Phase 1 of the current drilling program consists of four drill holes which will each consist of a mother hole and four or more deflections per hole if warranted. Percussion pilot drilling and diamond core drilling of the four mother holes has been completed. Confirmation of the reef intersection in these holes await stratigraphic and assay laboratory results.

Superior intends to release assay results for all four drill holes and deflections upon completion of the Phase 1 drilling program and receipt of the results from the lab. This will happen once the deflection drilling program has been completed and the results have been verified.

A further four diamond-drill holes are planned to complete Phase 2 of the current exploration. The locations of the four Phase 2 drill holes will be determined once the results of the Phase 1 program have been analyzed.

Qualified Person and Quality Control and Assurance

Rod Tucker, MSc., PrSciNat, Managing Director of Kernow Exploration, is responsible for management and oversight of the drilling, sampling, and assaying, as well as quality assurance and quality control on behalf of Goldcorp. Dr. David Stone, P.Eng. and a director of the Company, is Superior's Qualified Person as that term is defined in NI 43-101. Dr. Stone has reviewed and approved the contents of the news release.

6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

7. OMITTED INFORMATION

N/A

8. EXECUTIVE OFFICER

John G. Proust, President and CEO
Tel: (604) 601-2005

9. DATE OF REPORT

October 20, 2010