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
Fax: 604-488-0319

Item 2: Date of Material Change

November 14, 2011.

Item 3: News Release

The news release was disseminated on November 14, 2011 through Marketwire and filed on SEDAR.

Item 4: Summary of Material Change

The Company appointed Dr. Michael Andrews, FAusIMM as a director of the Company. The Company will also issue shares to settle debts.

Item 5: Full Description of Material Change

The Company appointed Dr. Michael Andrews, FAusIMM as a director of the Company.

Dr. Andrews is a geologist with over 30 years of research and mining industry experience in gold, copper, coal and iron exploration. He has served as a Director of several public mining and exploration companies listed on the Canadian, London and Australian stock exchanges and is currently President and Chief Operating Officer of Southern Arc Minerals Inc.

The Company plans to settle outstanding debt in the amount of $148,098.44 by the issuance of an aggregate of 1,480,984 common shares in the capital of the Company at a deemed price of $0.10 per common share. The debt settlement is subject to the approval of the TSX Venture Exchange.

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, Executive Chairman
Telephone: 604.601.2005

Item 9: Date of Report

November 16, 2011.