Form 51–102F3
Material Change Report

Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1 Name and Address of Company

Superior Mining International Corporation
408 – 837 West Hastings Street
Vancouver, BC
V6C 3N8

Item 2 Dates of Material Change

November 28, 2012.

Item 3 News Release

The Company disseminated a news release through Canada Stockwatch and Market Newswire on November 28, 2012. The Company filed the news release with the TSX Venture Exchange and the British Columbia and Alberta Securities Commission on SEDAR.

Item 4 Summary of Material Change

Superior Mining International Corporation closes private placement of convertible notes.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Brent Butler
Telephone: (604) 601-2005

Item 9 Date of Report

November 28, 2012.

November 28, 2012 TSX-V: SUI

NEWS RELEASE

SUPERIOR CLOSES PRIVATE PLACEMENT OF CONVERTIBLE NOTES

Vancouver, British Columbia: Superior Mining International Corporation, (the "**Company**") wishes to announce that it has completed the previously announced private placement (the "Private Placement") of unsecured convertible notes (the "Notes") raising gross proceeds of $200,000. The lenders may convert all or a portion of the Notes at any time into common shares (the "Conversion Shares") of the Company at $0.10 per share. The principal amount and all accrued and unpaid interest will be payable 12 months from closing, or earlier upon certain stated events. The Notes will accrue interest at 12% per annum. Interest may be paid in cash or shares at the option of the Company. Any shares issued to pay interest ("Interest Shares") will be issued at the market price at the time of payment.

The Company has also issued an aggregate of 2,000,000 detachable common share purchas warrants (the "Warrants"). The Warrants entitle the holders to purchase up to a total of 2,000,000 common shares of the Company (each a "Warrant Share") exercisable at a price of $0.10 per Warrant Share until November 28, 2013.

The Notes and Warrants are subject to a hold period expiring on March 29, 2012. Any Conversion Shares and Interest Shares issued will be subject to the same four month hold period.

The proceeds of the Private Placement funds are to be used for working capital.

On behalf of the Board of Directors of
Superior Mining International Corporation

Brent Butler
President and Chief Executive Officer

For more information please contact:

Superior Mining International Corporation
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