

**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
Suite 545 – 999 Canada Place
Vancouver, BC V6C 3E1

Item 2 Date of Material Change

August 15, 2018

Item 3 News Release

The Company filed a New Release dated August 15, 2018 with the TSX Venture Exchange, the British Columbia and Alberta Securities Commission through SEDAR. The Company disseminated the news release via Canada Stockwatch.

Item 4 Summary of Material Change

Superior Mining International Corporation (“Superior” or the “Company”) announced that it has issued in the aggregate 41,152,680 common shares to certain creditors in settlement of outstanding debts totaling \$2,057,634 at a deemed price of \$0.05 per share.

Item 5 Full Description of Material Change

Superior Mining International Corporation (the “Company”) announces that, further to its news release dated May 31, 2018, the Company has issued in the aggregate 41,152,680 common shares to certain creditors in settlement of outstanding debts totaling \$2,057,634 at a deemed price of \$0.05 per share. Certain related parties received in the aggregate, 10,000,000 shares in settlement of debt owing to them. The securities issued pursuant to this transaction are subject to a regulatory hold period ending December 16, 2018.

Due to the participation of the related parties in the debt settlement, a portion of the debt settlement is a related party transaction pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the participation of the aforementioned directors and officers in the debt settlement under sections 5.5(b) and 5.7(1)(b) of MI 61-101. The debt settlement was unanimously approved by the board of directors of the Company, with interested directors, having declared and abstained from voting on the resolutions with respect to their interests.

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

Cyrus Driver, CFO/Director
Tel. No. (604) 687-0947

Item 9 Date of Report

August 16, 2018.