

SUPERIOR MINING INTERNATIONAL CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders of **SUPERIOR MINING INTERNATIONAL CORPORATION** (the "Corporation") will be held at Suite 1500 – 885 West Georgia Street, Vancouver, British Columbia, on Thursday, the 26th day of January, 2012, at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended July 31, 2011 together with the report of the Auditors thereon;
2. to appoint MacKay LLP, Chartered Accountants as auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration;
3. to determine the number of directors at seven;
4. to elect directors of the Corporation for the ensuing year;
5. to approve an amendment to the Corporation's Stock Option Plan as more particularly described in the accompanying Management Proxy Circular;
6. to approve the grant of stock options to directors, officers and consultants of the Corporation; and
7. to transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Corporation's Management's Proxy Circular and a form of Proxy and the Corporation's Annual Report which includes financial statements referred to in item 1 above. The accompanying Management Proxy Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services, 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Fax 1-866-249-7775, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting, or deposit it with the Chairman of the Meeting prior to the commencement of the Meeting.

DATED at Vancouver, British Columbia, this 16th day of December, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

"Brent Butler" (signed)

Brent Butler
President and Chief Executive Officer