

MATERIAL CHANGE REPORT

FORM 51-102 F3 UNDER NATIONAL INSTRUMENT 51-102 CONTINUOUS DISCLOSURE OBLIGATIONS

1. **Reporting Issuer:**

Northern Superior Resources Inc.
1988 Kingsway, Unit G
Sudbury, Ontario P3B 4J8

Tel: (705) 525- 0992

Fax: (705) 525- 7701

2. **Date of Material Change:** June 21, 2012

3. **News Release:**

A news release regarding the material change was issued on June 21, 2012

4. **Summary of Material Change:**

The issuer reports announcement of \$500,000 private placement from Rainy River Resources Inc.

5. **Full Description of Material Change:**

See press release attached as Schedule "A" hereto

6. **Reliance on Confidentiality Provision:**

N/A

7. **Omitted Information:**

None

8. **Senior Officer:**

The following senior officer of Northern Superior Resources Inc. Is knowledgeable about the material change and may be contacted by any of the Securities Commissions in respect to the change:

Thomas F. Morris
President and CEO
Tel: (705) 525 - 0992
Fax: (705) 525 - 7701
email: info@nsuperior.ca

9. **Date of Report**

June 21, 2012.

Northern Superior Resources Inc.

By: “*Aris Morfopoulos*”
Aris Morfopoulos
Chief Financial Officer

MATERIAL CHANGE REPORT
SCHEDULE "A"

Northern Superior Resources Inc.

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NEWS RELEASE - For Immediate Release

**Rainy River Resources Inc. Indicates Intention to Complete Third and Final Private Placement,
Northern Superior Resources Inc.**

Sudbury, Ontario, June 21, 2012. Northern Superior Resources Inc. (TSXV: SUP) (the "Company") is pleased to announce that Rainy River Resources Ltd. ("Rainy River") (TSX: RR) has indicated its intention to complete the third and final \$500,000 private placement financing required to maintain its option to earn a 51% joint venture interest in the eastern half of the Company's 100%-owned Ti-pa-haa-kaa-ning gold property in Northwestern Ontario in good standing.

Rainy River has agreed to subscribe for 2,631,579 common shares of the Company at a price per common share of \$0.19 for gross proceeds of \$500,000. The price was calculated in accordance with the terms an Option Agreement between the Company and Rainy River dated September 9, 2010 and was based on the volume weighted average trading price of the Company's common shares for the 20 trading days preceding the effective date of the Option Agreement. No commission, dealer or finders fees are payable in connection with the private placement and the transaction is subject to TSX Venture Exchange Approval.

About Northern Superior Resources Inc.

Northern Superior is a junior exploration company focused on exploring for gold in the Superior Province of the Canadian Shield. The Company's primary goal is to advance its Croteau Est gold property in Quebec and the Company is well funded for this endeavor. The Company has a number of 100% owned properties (see Company website, www.nsuperior.com) that were identified and developed from the Company's extensive geoscientific data base, and from which promising gold exploration projects are being generated. The Company is seeking to option-out a number of these properties.

Northern Superior is a reporting issuer in British Columbia, Alberta, Ontario and Quebec, and trades on the TSX Venture Exchange under the symbol SUP. For further information contact:

Thomas F. Morris PGeo., PhD., FGAC
President and CEO
Tel: (705) 525 -0992
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For Investors:

Forward looking statements: This news release includes certain “forward-looking information” within the meaning of Canadian securities legislation and “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, “forward looking statements”). Forward looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as “seek”, “anticipate”, “believe”, “plan”, “estimate”, “forecast”, “expect”, “potential”, “project”, “target”, “schedule”, “budget” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved or other similar expressions and includes the negatives thereof. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding potential mineralization, exploration results, interpretation of results, the timing and success of exploration activities generally, the timing and results of future resource estimates, and future plans and objectives of Northern Superior are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward looking statements are based on a number of material factors and assumptions. Important factors that could cause actual results to differ materially from Northern Superior’s expectations include exploration risks, changes in project parameters as plans continue to be refined, results of future resources estimates, future metal prices, availability of capital and financing on acceptable terms, general economic, market or business conditions, uninsured risks, regulatory changes, defects in title, availability of personnel, materials and equipment on a timely basis, accidents or equipment breakdowns, delays in receiving government approvals, unanticipated environmental impacts on operations and costs to remedy same, and other exploration or other risks detailed herein and from time to time in the filings made by the Company with securities regulators. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ from those described in forward looking statements, there may be other factors that cause such actions, events or results to differ materially from those anticipated. There can be no assurance that forward looking statements will prove to be accurate and accordingly readers are cautioned not to place undue reliance on forward looking statements.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.