This is a form of a material change report required under Section 85(1) of the *Securities Act*.

FORM 27
Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under Section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

HABANERO RESOURCES INC. (the "Issuer")
Suite 910 – 688 West Hastings St.
Vancouver, BC
V6B 1P1

Telephone: (604) 692-3230

Item 2. Date of Material Change

A. December 6, 2000
B. February 19, 2001 and March 2, 2001
C. February 19, 2001

Item 3. Press Release

A. A press release was issued in Vancouver, British Columbia on December 13, 2000.
B. Press releases were issued in Vancouver, British Columbia on February 16, 2001 and March 25, 2001.
C. A press release was issued in Vancouver, British Columbia on February 16, 2001.

Item 4. Summary of Material Change

A. Travis Gas Pospect

The Issuer is party to an agreement made as of December 6, 2000 pursuant to which it has been granted the option to earn a 1.5% working interest in the Travis Gas Prospect located in the San Joaquin Basin, Solano County, California.

B. Coalinga Nose Project

The Issuer is party to an agreement dated February 19, 2001 pursuant to which it had been granted the option to participate in a 10% working interest in wells to be drilled on the Coalinga

Nose Gas Prospect, Fresno County, California. The option subsequently expired before being exercised.

C. Interest in Semitropic Syndicate

The Issuer is a party to an agreement made as of February 19, 2001 pursuant to which it has agreed, subject to regulatory approval, to acquire a 7.7% working interest in oil and gas leasehold acreage located in Kern County, California in which the Semitropic Syndicate has interests.

Item 5. Full Description of Material Change

A. Travis Gas Prospect

The Issuer has entered into an Exploration Conveyance and Assignment Agreement dated December 6, 2000 with Brothers Oil & Gas, Inc. ("Brothers") (the "Agreement") pursuant to which the Issuer has been granted the option to earn a 1.5% working interest (55% of the net revenue interest attributable to a 1.5% working interest) in a gas prospect located in the San Joaquin Basin, Solano County, California and forming part of the Travis Gas Prospect, in consideration for the Issuer paying to Brothers 100% of Brothers' portion of the total well costs attributable to a 1.5% working interest and payment of US$9,675 by the Issuer to Brothers. Because the Issuer is currently deemed inactive by the Canadian Venture Exchange (the "Exchange"), the Agreement is, pursuant to the policies of the Exchange, subject to its acceptance for filing by the Exchange.

B. Coalinga Nose Project

The Issuer entered into a Participation Agreement dated February 19, 2001 with Brothers Oil & Gas, Inc. ("Brothers") pursuant to which the Issuer was granted the option to participate in a 10% working interest (a 7.4% net revenue interest until payout and a 5.625% net revenue interest after payout) in certain wells ("Pool A") and a 5% working interest (3.75% net revenue interest before and after payout) in certain other wells ("Pool B") to be drilled on the Coalinga Nose Gas Prospect, Fresno, California, in consideration for payment of US$5,000 to Brothers. To earn its interests, the Issuer was to pay US$115,000 for due diligence and to fund its share of the estimated dry hole cost of the initial test well. Because the Issuer is currently deemed inactive by the Exchange, the Participation Agreement was, pursuant to the policies of the Exchange, subject to its acceptance for filing by the Exchange. The Issuer was unable to obtain regulatory approval in time to forward the initial option payment to Brothers, therefore on March 2, 2001 the option granted under the Participation Agreement expired without being exercised.

C. Interest in Semitropic Syndicate

The Issuer has entered into an Agreement dated February 19, 2001 with First Goldwater Resources Inc. ("First Goldwater") pursuant to which the Issuer acquired, subject to regulatory approval, 50% of First Goldwater's 15.4% working interest, being a 7.7% working interest, in oil and gas leasehold acreage located in Kern County, California, in which the Semitropic Syndicate has interests. In consideration for this acquisition, the Issuer has agreed to pay US$7,000 to First Goldwater and to pay 50% of First Goldwater's portion of future cash calls to retain its interest in the Semitropic Prospect.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Senior Officers**

The Senior Officer of the Issuer who is knowledgeable about the material change and the report is Michael Sewell, President, (403) 265-1588.

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated this 2nd day of April, 2001.

HABANERO RESOURCES INC.

By: "Michael Sewell"____________________

President
(Official Capacity)

Michael Sewell
(Please print here name of individual whose signature appears above.)