51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Habanero Resources Inc. (the "Issuer")
PO Box 10112, Pacific Centre
#1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

September 2, 2009

Item 3 News Release

The news release was disseminated through Stockwatch, Market News and Smallcap Centre on September 2, 2009.

Item 4 Summary of Material Change

The Issuer closed a private placement of 10,000,000 units at $0.05 per unit for gross proceeds of $500,000. Each unit is comprised of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at $0.10 per share for five year.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Jason Gigliotti, President and Secretary, 604-646-6900

Item 9 Date of Report

September 16, 2009

HABANERO RESOURCES INC.
("Habanero")
1470-701 West Georgia Street
Vancouver, BC
Canada V7Y 1C6

September 3, 2009

Trading Symbol:

HAO: TSX Venture Exchange

Habanero Closes Financing

Habanero Resources Inc. ("Habanero") has closed a private placement of 10,000,000 units at $0.05 per unit for gross proceeds of $500,000. Each unit is comprised of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at $0.10 per share for five year. The units in this private placement will have a hold period that expires on January 3, 2010. In connection with this private placement, Habanero paid a total of $5,125 and 102,500 common shares in finders' fees to five finders.

If you would like to be added to Habanero's email updates list, please send an email to ir@habaneroresources.com requesting to be added.

Habanero Resources Inc.
Tel: (604) 646-6900

"Jason Gigliotti"

Jason Gigliotti, President