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

April 11, 2011

Item 3 News Release

The news release was disseminated through Executive Business Services Inc. on the North American circuit with at least 400,000 recipients with portals such as: Bloomberg, Globe Investor, Yahoo, and Market Wire.

Item 4 Summary of Material Change

The Issuer announced that it had has entered into an option agreement with as arm's length vendor to acquire approximately 8,303 acres in Quebec. This property is contiguous to property already held by Habanero (the "Lezai Gold Prospect" announced on October 1, 2010.)

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

June 16, 2011

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

April 11, 2011

Trading Symbol:

HAO: TSX Venture Exchange
HBNRF—USA
HRJ--Germany

Habanero to Increase Gold Prospect Landholding in Quebec

Habanero Resources Inc. ("Habanero" or the “Company”) (TSX VENTURE: HAO.V) wishes to announce that it has entered into an option agreement with as arm’s length vendor to acquire approximately 8,303 acres in Quebec. This property is contiguous to property already held by Habanero (the “Lezai Gold Prospect” announced on October 1, 2010). This option would now bring Habanero’s contiguous acreage to approximately 55,100 acres bordering Beaufield Resources Inc.’s (“Beaufield”)(BFD—TSX.V) Tortigny Prospect, approximately 125 kilometres northwest of Chibougamou, Quebec. Management is anticipating a work program to commence on this prospect in the coming months. The terms of the option agreement are as follows: $15,000 in cash; three million shares upon TSX Venture Exchange approval; and an additional three million shares within 15 months of approval. Work commitments on this prospect will consist of $100,000 in the first year and an additional $250,000 in the second year. A finder’s fee may be payable on this transaction. All terms are subject to TSX Venture Exchange approval.

Habanero’s president, Jason Gigliotti, will be representing the Company at the Chicago Resource Expo on April 15th and 16th, 2011. The Chicago Resource Expo is one of the oldest natural resource conferences in the United States.

Jason Gigliotti states, “Management believes that this prospect in Quebec holds potential and is optimistic about what may be discovered. Habanero is now one of the largest landholders in this district and is now in a postion to commence operations. With near historic highs on silver and gold clearly this is a positive time of potential corporate growth for Habanero as managment anticpates being active on multiple propects shortly."

Habanero is a diversified junior company with the following prospects: acreage in the Alberta Oilsands; land in the Yukon, bordering Kinross’ Whitegold (Underworld) property; the Haldane Silver Prospect in the Yukon; a sizable land holder within the land prospective for lithium in Alberta; and now significant acreage in Quebec bordering Beaufield Resources Inc.

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.

To view maps of these projects please go to http://www.habaneroresources.com.

Habanero Resources Inc.
Tel: 604 646 6900

"Jason Gigliotti"
Jason Gigliotti, President

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.