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

August 23, 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 completed the first phase of work on the Haldane Prospect.

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

August 23, 2011

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

August 23, 2011

Trading Symbol:

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

Phase One of Haldane Silver Prospect Completed Resulting in Selected Samples as high as 2520 g/t Silver

Habanero Resources Inc. ("Habanero" or the "Company") (TSX VENTURE: HAO.V) wishes to announce that it has completed the first phase of work on the Haldane Prospect. According to the Qualified Person for the prospect, "Phase 1 of the program on the Haldane property consisted of completing the road access to the property, collecting 42 rock samples and 274 grid soil samples, as well as completing geological mapping to detail structural controls on the mineralization of the extensive vein-fault system.

Rock sampling was done to confirm historic values in the area of trenching, underground workings, and to investigate new areas on the property. At the Johnson Adit, a select sample of strongly oxidized, breccia mineralization from the underground rock dump returned 2,520 g/t Ag 1.6 g/t Au and greater than 20% Pb. A similarly oxidized sample from the Middlecoff Zone rock dump returned 1,220 g/t Ag, 0.97 g/t Au, 6.5% Pb and 0.44%Zn. This sample contained 5-8% remnant galena.

At the Main Zone, 1,100 metres north of the Middlecoff Zone and 550 metres north of the Johnson Zone, there are scattered outcrops of intensely brecciated quartzite cemented by manganese and iron oxides over approximately 200 metres of strike. The zone is not exposed on the hanging wall side but ranges from several metres to 15 metres wide where observed. A grab sample at the footwall contact of this zone returned 633 g/t Ag and a 3.6 metre (true width) chip sample returned 223 g/t Ag. 0.12 g/t Au, 0.62% Pb and 1.17% Zn across an outcrop located several metres structurally above the footwall contact. Significantly, there was no sulphide mineralization in these rocks, only oxides.

The soil sample survey has identified a significant Zn-Pb-Ag-Mn soil anomaly 2 kilometres south of and along strike from the Middlecoff underground workings, covering an area of 200 by 100 metres. This anomaly occurs where the prospective Keno Hill quartzite host rocks are exposed near the base of the mountainside. Elsewhere, soil results confirm the presence of multiple mineralized structures along the trend of the main Mt. Haldane Vein system between the Middlecoff and Main zones.

The upcoming drill program will focus on testing the Main Zone and the Middlecoff Zone at depth below the depth of oxidation and leaching, targeting higher silver grades associated with the presence of sulphides in samples from underground. As well, the drilling will test possible structural controls on mineralization determined by recent geological mapping."

Drilling on the Haldane Prospect is expected to commence in the coming days. Recently, Habanero substantially increased its land position in the Keno Hill Silver Region of the Yukon by staking 289 claims for approximately 14,000 additional acres. This now brings the total acreage for the Haldane Silver Prospect to approximately 21,000 contiguous acres, which borders Alexco Resources Corp.'s Bellekeno Property. The Yukon Government's published Minfile database states that between 1913 and 1989, the Keno Hill Silver District produced more than 217 million ounces of silver (5.37 million tons) with average grades of 40.52 oz/ton silver, 5.62% lead and 3.14% zinc, making it the second-largest historical silver producer in Canada.

The work program on the White Gold Prospect in the Yukon has also just commenced. Equity Exploration Consultants has been contracted to perform the work. The White Gold Prospect is directly bordering the Kinross' Golden Saddle Discovery which was acquired from Underworld Resources Inc. in June 2010.

President Jason Gigliotti stated, "We are pleased about the findings so far from the Haldane Silver Prospect that borders Alexco's Bellekeno property. We have now narrowed down our highest priority drill targets, we anticipate commencing the drill program in the coming days and are optimistic about what we may uncover. We have also now commenced operations on our 'White Gold' Prospect, which borders the Kinross 'Golden Saddle' property and in fact is the closest property to the actual discovery zone. We also anticipate starting operations on the Quebec prospect. When you couple the near all time highs on commodity prices, it is a great time to commence our primary drill program and to work on our other properties."

Habanero is a diversified junior company with the following prospects; the White Gold Prospect in the White Gold Region Yukon, bordering Kinross' Golden Saddle discovery; the Haldane Silver Prospect in the Keno Hill Silver Region of the Yukon bordering Alexco Resources Corp's Bellekeno property; a sizable land holder within land prospective for lithium in Alberta; significant acreage in Quebec bordering Beaufield Resources Inc.; and holdings in the Alberta Oilsands.

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.

The technical information in this news release was provided by and has been reviewed and approved for content by Murray Jones, P.Geo., of Equity Exploration Consultants Ltd., a qualified person as defined under the terms of National Instrument 43-101.

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

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"Jason Gigliotti"
Jason Gigliotti, President