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

January 13, 2012

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Issuer announced that it had been notified by Equity Exploration Consultants Ltd. that the 2011 drill program completed 1405m diamond drilling in 9 holes, targeting showings along multiple parallel structures of the Mt Haldane vein system.

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

January 16, 2012

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

January 13, 2012

Trading Symbol:

HAO: TSX Venture Exchange
HBNRF—USA
HRJ—Germany

Yukon Update

Habanero Resources Inc. ("Habanero" or the "Company") (TSX VENTURE: HAO.V) wishes to announce that it has been notified by Equity Exploration Consultants Ltd. that the 2011 drill program completed 1405m diamond drilling in 9 holes, targeting showings along multiple parallel structures of the Mt Haldane vein system. Drilling consisted of widely spaced exploratory holes drilled on four sections over one kilometre of strike. The drilling intersected mineralization characteristic of the Keno Hill Mining district, including galena-sphalerite-siderite mineralization and massive manganese-iron oxides.

Main Zone:
A total of six holes were drilled around the Main Zone (3.6 m true width chip sample returned 223 g/t Ag. 0.12 g/t Au, 0.62% Pb and 1.17% Zn, announced Aug. 23, 2011), located on Section 8075N, however only three holes were completed to proposed depth due to difficult drilling conditions. The highlight hole, HLD11-09, intersected 6.22m drilled width (4.6m estimated true width) at 139.4 g/t Ag, 0.452% Zn, 0.294% Pb and 0.482 g/t Au, including 2.2 m (drilled width) at 320.0 g/t Ag, 0.856% Zn, 0.666% Pb and 1.118 g/t Au occurring in highly oxidized mineralization associated with faults. Hole HLD11-06 returned similar alteration and metal values 275m along strike but very poor recovery (calculated at 19%) hinders exact determination of grade in this zone. Hole HLD11-04, drilled on the same section as HLD11-06, also had poor recovery (48%) and lower results.

Middlecoff Zone:
Two holes were drilled along strike to the north of the Middlecoff underground working to test for continuity of the mineralized structures. Hole HLD11-11 encountered a mineralized fault zone with short intervals of massive sphalerite and local galena mineralization, about 250m north of the Middlecoff workings. Best results were 4.10m (drilled width) averaging 36.7 g/t Ag, 6.107% Zn and 0.943% Pb. This includes a very broken section that returned 123 g/t Ag, 3.07% Pb and 20.3% Zn, estimated at 1.1 metres drilled width.

Murray Jones, the qualified person and head geologist for the Haldane property stated, “The results from the 2011 Haldane property drill program are very encouraging. As the first major drill program on the property it has shown that the numerous surface showings long known on the property have significant down dip potential. The drilling intersected mineralization along strike at least 200 metres to the north and down dip 210 metres from the Main Zone surface showing. Drilling also intersected mineralization along strike north of the underground workings at the Middlecoff Zone. Given the wide spaced, exploratory nature of the 2011 drilling, the potential for follow up success on the property is high.”

Quality Assurance/Quality Control

A QA/QC program was conducted on the samples from this drill program that included standard, blank and duplicate samples. Standards and blanks were inserted into the sample stream at regular intervals but particularly in the vicinity mineralized zones. Duplicate samples of the core were taken at regular intervals throughout the drill program. All assays were conducted by ALS Minerals at their Vancouver lab using Au-AA23 and ME-ICP41 with overlimits for Ag, Pb and Zn using the respective OG46 methods, except for the overlimit values for Ag in holes HLD11-06 and HLD11-11, which were assayed by Ag-GRA21.

Table 1: Mt. Haldane Vein System, 2011 Significant Drill Results

Showing	Hole	Drill Width m	Au (ppm)	Ag (g/t)	Pb(%)	Zn(%)	% Core Recovery
Main Zone							
Sec 8275N	**HLD11-09**	6.22	0.482	139.4	0.294	0.456	78
	Including	**2.20**	**1.118**	**320.0**	**0.666**	**0.874**	**85**
Sec 8000N	**HLD11-06**	3.04	0.472	190.8	4.333	2.605	19
Sec 8000N	**HLD11-04**	3.05	0.033	31.5	0.085	0.528	48
Johnson Adit							
Sec 7500N	**HLD11-08**	9.35	0.111	11.7	0.074	0.193	42
	Including	2.69	0.274	19.9	0.073	0.448	35
Middlecoff							
Sec 7200N	**HLD11-011**	4.10	0.028	36.7	0.943	6.107	92
	Including	1.10	0.087	123.0	3.070	20.300	??

The technical information in this news release was provided by, 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.

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; the Lezai Multi-Element Prospect comprising of approximately 55,100 contiguous acres in Quebec; holdings in the Alberta Oilsands; and the Grande-Vallée North Aluminous Clay Prospect near Murdochville Quebec, bordering Orbite Aluminae Inc.'s deposit.

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.
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"Jason Gigliotti"
Jason Gigliotti, President