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 20, 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 submitted the work permit in regards to the Grand-Vallée North Aluminous Clay 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

September 20, 2012

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

September 20, 2012

Trading Symbol:

HAO: TSX Venture Exchange
HBNRF—USA
HRJ—Germany

Grand-Vallée North Aluminous Clay Prospect Work Permit Submitted

Habanero Resources Inc. ("Habanero", “HAO” or the "Company") (TSX VENTURE: HAO.V) wishes to announce that it has submitted the work permit in regards to the Grand-Vallée North Aluminous Clay Prospect. The Company expects to have the permits in place within the next 2-4 weeks, with a drill program to commence shortly after. Habanero has narrowed down the drillers to a short list who have experience drilling in clay and anticipate finalizing the decision in the coming days.

On September 12, 2012, HAO initiated operations on its 100% owned ‘White Gold’ Prospect in the Yukon. This work program will follow up on the last few years’ work programs, which uncovered a 2.5 by 1 km multi-element soil anolomy (November 7, 2011). The ‘White Gold’ Prospect is in the Yukon, bordering Kinross’ Golden Saddle discovery.

On August 24, 2012, HAO announced that phase one, which consisted of geologic mapping and soil sampling within the Grand-Vallée North Prospect, had been completed. Exploration crews collected 1,658 soil samples at 50 m intervals along 400 m spaced gridlines within the southern part of Habanero’s claims adjacent to the Orbite Aluminae Inc.’s Grand-Vallée property, and 800 m spaced reconnaissance gridlines with the northern claims. The survey results defined numerous multi-sample and multi-line aluminum in soil anomalies. This program was designed to follow up on the results announced March 1, 2012 that encountered up to 22.99% Al_2O_3.

Jason Gigliotti, President of Habanero stated, “We are pleased to be moving forward towards our planned drill program on the Grand-Vallée North Aluminous Clay Prospect.”

Work on the Grand-Vallée North Prospect is supervised by Kristopher J. Raffle, P.Geo. (BC) Senior Geologist for APEX Geoscience Ltd. of Edmonton, AB, who is the qualified person for the project as defined by National Instrument 43-101. Mr. Raffle has reviewed the portion of the technical content of this news release as it relates to the Grand-Vallée North Prospect.

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 located approximately 100 km north of Chibougamau Quebec; and the Grande-Vallée North Aluminous Clay Prospect consisting of approximately 7,400 hectares (18,285 acres) 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 info@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