

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

November 2, 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 engaged Forages Dibar Inc. of Quebec Canada.

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

November 2, 2012

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

November 2, 2012

Trading Symbol:

HAO: TSX Venture Exchange
HBNRF—USA
HRJ—Germany

Grand-Vallée North Aluminous Clay Prospect Drill Contractor Secured

Habanero Resources Inc. ("Habanero", "HAO" or the "Company") (TSX VENTURE: [HAO.V](#)) wishes to announce that it has engaged Forages Dibar Inc. of Quebec Canada. Drilling is anticipated to commence shortly.

Jason Gigliotti, President of Habanero stated, "We are pleased to have secured a driller that is familiar with the location and technique needed, as they have previously drilled on Orbite's Grand Vallee Deposit. We look forward to finally starting the drill program and the potential impact it may have going forward for Habanero."

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

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