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

May 22, 2013

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 acquired an additional 32 claims totalling 1,805 hectares in the Gaspe Bay region of Quebec.

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

May 22, 2013

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

May 22, 2013

Trading Symbol:

HAO: TSX Venture Exchange
HBNRF—USA
HRJ—Germany

Habanero Acquires Additional Land in Gaspe Bay, Quebec

Habanero Resources Inc. ("Habanero" or the "Company") (TSX VENTURE: HAO.V) wishes to announce that it has acquired an additional 32 claims totaling 1,805 hectares in the Gaspe Bay region of Quebec. This additional property borders Orbite Aluminae Inc.'s Grand-Vallée deposit.

Work to date on HAO's Grand-Vallée North project has returned rock samples values ranging from 18.93% to 22.99% Al_2O_3 (announced March 1, 2012). The 2012 Grand-Vallée North diamond drill program resulted in the discovery of three new zones of AL_2O_3 mineralization within the Property. The three zones are open in both directions along their inferred east-northeast trend. Importantly, diamond drilling has established a high correlation between aluminum in soil geochemical anomalies and drilled intersected mineralization. Numerous soil geochemical anomalies are present within the Grand-Vallée North claims and in light of the 2012 diamond drill results additional infill soil sampling, ground geophysical surveys, and further diamond drill testing is warranted. The new land was acquired through Gestim.

Jason Gigliotti, President of Habanero states, "We are pleased to have added this additional acreage to our property which borders one of the most highly talked about projects in Quebec. This new land enables HAO to further surround the deposit and provides us with additional targets to focus on. This project has been one of HAO's the primary projects in the past few years and management is excited to get the 2013 work program underway."

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.

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.

If you would like more information regarding this proposed private placement please email ir@habaneroresources.com or call Mr. Jason Gigliotti directly at 604 646 6900.

Habanero Resources Inc.
Tel: 604 646 6900
"Jason Gigliotti"
Jason Gigliotti, President