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

October 22, 2013 and October 23, 2013

Item 3 News Releases

The October 22, 2013 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 and the October 23, 2013 news release was disseminated through Stockwatch and Market News

Item 4 Summary of Material Change

On October 22, 2013, the Issuer announced that it had been notified by the Province of Alberta that the Issuer had property that fell within the Fort McMurray Urban Development Subregion and that this acreage would be cancelled. On October 23, 2013, the Issuer announced that it had been notified by Equity Exploration Consultants Ltd. that the 2013 drill program at the Haldane Silver Prospect had been completed.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news releases.

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

October 31, 2013

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

October 22, 2013

Trading Symbol:

HAO: TSX Venture Exchange
HBNRF—USA
HRJ—Germany

Habanero's Oilsand Acreage to be Cancelled with Compensation by the Alberta Government

Habanero Resources Inc. ("Habanero" or the "Company") (TSX VENTURE: HAO.V) wishes to announce that the Company has been notified by the Province of Alberta that Habanero has property that falls within the Fort McMurray Urban Development Subregion ("UDSR") and that this acreage will be cancelled. These lands have been requested to be 100% cancelled for compensation under the UDSR terms of the Alberta Government.

According to the Mineral Rights Compensation Regulation (MRCR), compensation payable to the Company is calculated as the sum of the following:

- the amount of money paid to the Crown such as bonus bid, rental amount, application fees;
- a development allowance;
- a reclamation allowance; and
- an interest allowance.

Habanero is in the process of submitting all information requested under the UDSR terms and hopes to have financial compensation in place before yearend.

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 b ordering 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 near Murdochville Quebec, bordering Orbite Aluminae Inc.'s deposit.

If you would like more information please email ir@habaneroresources.com or call 604 646 6900.

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

HABANERO RESOURCES INC.
("Habanero")
1470-701 West Georgia Street
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Haldane Sliver Prospect Drill Results

Habanero Resources Inc. ("Habanero" or the "Company") (TSX VENTURE: HAO.V) wishes to announce that the Company has been notified by Equity Exploration Consultants Ltd. that the 2013 drill program at the Haldane Silver Prospect has been completed. This diamond drill program targeted mineralization at the Main Zone and West Fault showings, within the multiple mineralized structures of the Mt Haldane vein system. The drilling intersected mineralization characteristic of the Keno Hill Mining district, primarily massive manganese-iron oxides.

Main Zone:

Drill hole HLD13-12 was drilled at the Main Zone (3.6 m true width chip sample in 2011 returned 223 g/t Ag. 0.12 g/t Au, 0.62% Pb and 1.17% Zn, news release, Aug. 23, 2011). **HLD13-12 intersected 3.08 m drilled width at 83.8 g/t Ag, 1.39% Zn, 0.14% Pb and 0.122 g/t Au (49% recovery), including 0.65 m (drilled width) at 217.0 g/t Ag, 1.51% Zn, 0..06% Pb and 0.197 g/t Au** occurring in highly oxidized mineralization associated with faults.

West Fault:

Drill hole HLD13-13 was drilled on the West Fault along strike from a mineralized intersection in 2011 (HLD11-06) that had very poor recovery. HLD13-13 intersected oxidized, fault hosted mineralization in several intervals., including a **0.58 m drilled width at 136.0 g/t Ag, 0.04% Zn, 0.11% Pb and 0.010 g/t Au (57% recovery)**.

Quality Assurance/Quality Control

Habanero Resources Inc. conducted a QA/QC program 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 samples were prepared by ALS Minerals at their Whitehorse facility and analysed in North Vancouver, BC using multi-element ME-ICP41 analysis with overlimits for Ag, Pb and Zn using the respective OG46 methods, both methods combining aqua regia digestion and ICP-AES finish. Gold was analyzed using Au-AA23 analysis combining fire assay (30 gram nominal sample weight) and atomic absorption spectroscopy.

Murray Jones, M.Sc., P.Geo. and QP for the Haldane Prospect, has provided, reviewed and approved the technical information regarding the Haldane Silver Prospect.

If you would like more information please email ir@habaneroresources.com or call 604 646 6900.

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Tel: 604 646 6900
"Jason Gigliotti"
Jason Gigliotti, President