

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**1. Name and Address of the Issuer**

Honey Badger Exploration Inc. (the "Issuer")  
Suite 520 – 141 Adelaide Street West  
Toronto, ON M5H 3L5

**2. Date of Material Change**

May 2, 2011.

**3. News Release**

A news release was disseminated on May 9, 2011 through Marketwire and was filed on SEDAR with the British Columbia and Alberta securities commissions and the TSX Venture Exchange.

**4. Summary of Material Change**

Honey Badger Exploration Announces Sale of Nevada Blackjack Property to Entrée Gold

**5. Full Description of Material Change**

The Issuer has entered into an agreement with a wholly owned subsidiary of Entrée Gold Inc. (TSX: ETG; NYSE AMEX: EGI; Frankfurt: EKA) to sell its remaining 49% interest in the HBE Blackjack property in the state of Nevada, USA. Entrée has previously acquired a 51% interest in the property from the Company.

Under the purchase and sale agreement (the "Agreement"), Entrée will pay the Company cash proceeds totaling U.S.\$650,000 and issue 550,000 of its common shares. The securities will be subject to a restricted period of four months and one day from the date of issuance. Several of the claims are subject to an underlying mining lease and option to purchase with two individuals. The underlying agreement provides for an option to purchase the claims for \$500,000, a 3% net smelter returns royalty (which may be bought down to a 1% net smelter returns royalty in exchange for a payment of US\$2 million) and annual advance minimum royalty payments of US\$27,500 commencing in June 2011.

The Agreement is subject to TSX Venture Exchange approval and acceptance by the Toronto Stock Exchange.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

No significant facts have been omitted from this report.

**8. Executive Officer**

For further information, please contact the Issuer at (416) 364-7029.

**9. Date of Report**

DATED the 9th day of May, 2011.