Form 51-102F3
Material Change Report

Item 1. **Reporting Issuer**

ALMA RESOURCES LTD.
507 – 700 West Pender Street
Vancouver, BC V6C 1G8
Telephone: (604) 669-9788

Item 2. **Date of Material Change**

September 26, 2006

Item 3. **Press Release**

Issued on September 26, at Vancouver, British Columbia, Canada and disseminated through Canada News Wire.

Item 4. **Summary of Material Change**

Alma Resources Ltd. (TSX-V: ALV) ("Alma" or "the Company") is pleased to release new assay results from its Barreteros property in Sinaloa, Mexico. Alma field personnel have conducted a preliminary reconnaissance of the property and collected samples from historic workings, including slag rejects from two former smelting operations, and from outcrops of mineralization exposed during road construction at the site.

Item 5. **Full Description of Material Change**

See attached press release.

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

None

Item 8. **Senior Officers**

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Marc Levy
Director
(604) 669-9788 ext. 105

Item 9. **Date of Report**

September 26, 2006

ALMA RESOURCES LTD.

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NR06-12 **September 26, 2006**

NEWS RELEASE

Alma Resources Releases Results of Preliminary Reconnaissance of Barreteros Property, Mexico

FOR IMMEDIATE RELEASE

Vancouver, B.C. – Alma Resources Ltd. (TSX-V: ALV) ("Alma" or "the Company") is pleased to release new assay results from its Barreteros property in Sinaloa, Mexico. Alma field personnel have conducted a preliminary reconnaissance of the property and collected samples from historic workings, including slag rejects from two former smelting operations, and from outcrops of mineralization exposed during road construction at the site.

"We are pleased to see these encouraging preliminary results from our Barreteros property in Mexico; particularly the road-cut intersections of mineralization," said Lawrence W. Talbot, Chief Executive Officer and a Director of Alma. "These results suggest that there is a good potential for additional discoveries at the property."

Preliminary evaluation of three slag reject tailings composite samples, which represent smelting residue from historic ore production at the property, provided the assay results shown below in Table 1:

Table 1 – Slag Reject Tailings Sample Assay Results

Sample No.	Description	Ag (g/t)	Cu (%)	Pb (%)	Zn (%)
540946	Tailing #1	105	0.36	3.68	1.86
540947	Tailing #1	167	0.19	4.23	3.52
540960	Tailing #2	179	1.63	4.86	4.11

In addition, Alma has commenced construction of an access road to reach historic workings at the Barreteros property. The road will be used to transport equipment, including a diamond drill, and to access and explore existing underground workings. During road construction, two mineralized veins were intersected in road cuts, from which grab samples were collected. The veins are located approximately 300 metres northeast of the historic workings, at an elevation approximately 200 metres lower than the workings. Assay results from the samples are as shown in Table 2, below:

Table 2 – Road-Cut Sample Assay Results

Sample No.	Description	Au (g/t)	Ag (g/t)	Cu (%)	Zn (%)
540974	Vein #1	0.49	370	3.85	0.41
540975	Vein #1	0.67	143	1.87	0.25
540964	Vein #2	0.82	104	9.77	–

The company has also staked 2,844 hectares between Barreteros and the Santo Niño property, 3 km to the west, thereby increasing the size of the Barreteros property to 4,445 hectares. The new mineral claims include, within their bounds, an historic mine adit close to the Barreteros 2 and San Juan properties, and the historic workings of a former, small-scale, mining operation at El Realito. Assay results from four grab samples collected from the old El Realito workings are shown in Table 3, below:

Table 3 – Former Workings Sample Assay Results

Sample No.	Description	Au (g/t)	Ag (g/t)	Cu (%)	Zn (%)
540976	Old Workings	0.15	39	0.45	6.93
540977	Old Workings	0.71	76	1.53	0.17
540978	Outside Old Workings	<0.05	1.0	0.01	0.03
540979	Old Workings	0.10	8.0	0.31	0.64

Qualified Person and Quality Control

Mr. Luc Lamarche, P.Geol, is the Company's qualified person for the Barreteros project. Mr. Lamarche is responsible for the current exploration program and the preparation of all technical information provided in this release.

Samples are shipped to the ALS Chemex preparation laboratory in Hermosillo, Mexico and then sent by air freight to ALS Chemex in Vancouver for assaying. Systematic assaying of standards and blanks was performed for precision and accuracy.

About Alma Resources Ltd.

Alma has recently completed a CAD $4.8 million financing, graduated from the NEX to the TSX Venture Exchange, and acquired Promotora Minera Dialex S.A. de C.V., a private Mexican company that holds, or has rights to acquire, a portfolio of 13 highly prospective silver, gold, base metal (Cu, Zn) and iron mineral properties in Sinaloa State, Mexico. Alma is committed to acquiring and developing proven, undeveloped mineral projects in Latin America and the acquisition of Dialex represents its first acquisition in this region. In addition, Alma personnel in Mexico have identified a number of other prospective mineral property acquisitions, and will pursue the evaluation and possible acquisition of these properties.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "*Lawrence Talbot*"

Lawrence W. Talbot,
Chief Executive Officer and Director

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this Press Release, which has been prepared by management.

All of the Company's public disclosure filings may be accessed via www.sedar.com and readers are urged to review these materials, including the technical report dated May 2, 2006 with respect to the Barreteros mineral property.

This press release is not, and is not to be construed in any way as, an offer to buy or sell securities in the United States.