

**ALHAMBRA RESOURCES LTD.**

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330, 700 - 6<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 0T8

March 26, 2002

**ALBERTA SECURITIES COMMISSION**

4th Floor  
300 -5<sup>th</sup> Avenue S.W.  
Calgary, Alberta  
T2P 3C4

**Attention: Executive Director**

and to

**BRITISH COLUMBIA SECURITIES COMMISSION**

PO Box 10142  
Pacific Centre  
701 West Georgia Street  
Vancouver, BC  
V7Y 1L2

**Attention: Executive Director**

and to

**TSX VENTURE EXCHANGE**

10th floor, 300 - 5 Avenue SW  
Calgary, Alberta  
T2P 3C4

Dear Sirs:

**Re: ALHAMBRA RESOURCES LTD. (the "CORPORATION") MATERIAL CHANGE REPORT UNDER SECTION 146 OF THE *SECURITIES ACT* (ALBERTA), SECTION 85 OF THE *SECURITIES ACT* (BRITISH COLUMBIA)**

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This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 27 of the Securities Act (Alberta) and Form 53-901F of the *Securities Act* (British Columbia). Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

**Item 1 - Reporting Issuer**

Alhambra Resources Ltd.  
330, 700 - 6<sup>th</sup> Avenue S.W.  
Calgary, Alberta T2P 0T8  
Telephone: (403) 228-2855

**Item 2 - Date of Material Changes**

The material changes occurred on or about March 25, 2003.

**Item 3 - Publication of Material Changes**

A press release was issued on March 25, 2003 by CCN Matthews.

**Item 4 - Summary of Material Changes**

Alhambra Resources Ltd. (the "Corporation") provided an update related to corporate activities including a progress report on the acquisition of Saga Creek Gold Company ("Saga Creek") and additional results of Saga Creek's exploration drilling program on Saga Creek's Uzboy gold project located in north central Kazakhstan, as well as financing proposals to fund ongoing exploration and corporate activities.

**Item 5 - Full Description of Material Changes*****Acquisition of Saga Creek - Uzboy Property***

As previously announced on August 8<sup>th</sup>, 2002 and September 20<sup>th</sup>, 2002, the Corporation has entered into a unit purchase agreement, dated March 21, 2002, to purchase, directly or indirectly, all of the issued and outstanding units of Saga Creek in consideration of the issuance of 4,000,000 common shares of the Corporation and the granting of a net smelter return. Upon conclusion of this transaction, the Corporation will acquire the Uzboy mineral properties ("Uzboy Property"), that cover approximately 11,000 square kilometers located in the Akmola Oblast province of northern Kazakhstan, consisting of License MG No. 1029D, dated February 10, 1997, as amended, ("Uzboy License") and License MG No. 719DD, dated February 10, 1997, as amended, ("Sary-Arka License"), which licenses are valid for twenty-five (25) years and can be extended if requested. Although the TSX Venture Exchange has conditionally consented to the transaction, the transaction has not closed and will not be completed until the Corporation has complied with all conditions being imposed or to be imposed by the TSX Venture Exchange, and until the TSX Venture Exchange has provided final approval for the transaction.

***RC and Diamond Drilling Results***

Saga Creek have completed the balance of the 8,000 meter Reverse Circulation ("RC") exploration drilling program and 300 meters of diamond drilling during January and February 2003. The diamond drilling was completed to confirm intervals of higher-grade gold mineralization intersected by the RC drilling. Assay results for these samples are pending.

***2002 Channel Sampling Results***

During the 2002 exploration program it became clear that the surface-trenching program was not capable of penetrating the total thickness of the overburden and upper leached portion of the oxide material due to depth limitations. To comply with regulation in the Republic of Kazakhstan and to facilitate channel sampling of the oxide mineralization, Saga Creek removed the topsoil and upper leached portion of the oxide profile (average depth 4 meters) from a portion of the Uzboy west zone from 1+40W to 3+90W. The width of the stripped zone ranged from 35 meters on section 1+10W to 95 meters on section 3+30W. Channel sampling of the exposed oxide material at 10 meter intervals was completed over the length of the stripped area. The interval between 3+60W and 3+80W was not sampled. The channel samples collected had the following average dimensions; 1 meter long by 10 cm wide by 5 cm deep with an average weight of 7 kilograms per sample. Sample preparation and analytical method used to determine the gold concentration in the samples was described in a press release dated October 7<sup>th</sup>, 2002.

A summary of the weighted average grade using a 0.2 g/t cutoff for the 2002 channel sampling program is set out below.

<b>Section</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Channel Length (m)</b>	<b>Mineralized Interval (m)</b>	<b>Average Grade (g/t)</b>
1+10W	0+57S	0+80S	23.0	11.0	0.35
1+20W	0+53S	0+81S	28.0	28.0	0.47
1+30W	0+48S	0+87S	39.0	34.0	0.51
1+40W	0+50S	0+91S	41.0	22.0	0.46
1+50W	0+48S	0+83S	35.0	11.0	0.62
				11.0	0.63
				5.0	0.42
1+60W	0+42S	0+78S	36.0	12.0	0.39
1+70W	0+42S	0+81S	39.0	21.0	0.40
				10.0	0.42
1+80W	0+37S	0+76S	39.0	26.0	0.52
1+90W	0+37S	0+80S	43.0	26.0	1.18
2+00W	0+35S	0+80S	45.0	42.0	2.64
2+10W	0+33S	0+80S	47.0	49.0	1.54
2+20W	0+35S	0+87S	52.0	51.0	1.48
2+30W	0+24S	0+81S	57.0	55.0	3.03
2+40W	0+23S	0+79S	56.0	56.0	1.13
2+50W	0+21S	0+76S	55.0	55.0	1.59
2+60W	0+19S	0+78S	59.0	59.0	1.42
2+70W	0+13S	0+78S	66.0	66.0	2.09
2+80W	0+10S	0+84S	74.0	74.0	1.11
2+90W	0+05S	0+83S	78.0	78.0	2.41
3+00W	0+06S	0+86S	80.0	80.0	2.37
3+10W	0+06N	0+95S	89.0	89.0	1.87
3+20W	0+08N	0+98S	90.0	90.0	1.31
3+30W	0+07N	0+94S	87.0	82.0	1.34
3+40W	0+35S	0+82S	47.0	19.0	8.03
3+50W	0+36S	0+79S	43.0	5.0	0.25
				4.0	0.38
3+90W	0+25S	0+69S	44.0	24.0	2.43

The zone of oxide gold mineralization remains open along strike to the northeast and southwest.

#### ***Channel Sampling Results:***

In calculating the weighted average grade of the mineralized intervals, high-grade values (greater than 6.0 g/t) were not cut. Thirteen of the sections sampled contain gold value in excess of 6 g/t. The zones of high-grade mineralization are typically narrow ranging from 1 to 6 meters with gold grades ranging from 6 g/t to 58.6 g/t over an interval of one meter. The maximum interval of higher-grade gold mineralization occurs on section 3+40W and averaged 8.03 g/t over 19.0 meters. Section 2+00W contains an interval that averaged 11.76 g/t gold over 6.0 meters. The higher-grade zones of gold mineralization can be traced for distances of up to 50 meters along strike. All mineralized intervals defined by the channel sampling between 2+00W and 3+30W are open to the southeast. The zones of oxide gold mineralization outlined by the channel sampling correlates with the results of the RC drilling completed in 2002.

Where correlation is possible with surface trenching results, the channel sampling in the oxide material revealed wider zones of oxide gold mineralization with similar weighted average grades.

The zone of oxide gold mineralization remains open along strike to the northeast and southwest.

***Future Exploration Plans***

Based on the analytical results from the 2002 trenching, channel sampling and Reverse Circulation drilling program conducted by Saga Creek and any recommendations that may be contained in a Preliminary Assessment report presently being prepared by ACA Howe International Limited (“Howe”), the next phase of exploration contemplated by Saga Creek would include a more extensive diamond drilling program to confirm the analytical results of the 2002 RC exploration drilling program and test the gold potential over the total depth of the oxide profile in the Uzboy west zone. The number of meters of diamond drilling to be completed at Uzboy west in 2003 will be determined after receipt of the preliminary assessment report from Howe and subject to completion of the financing proposals set out in a press release dated February 11<sup>th</sup>, 2003. Completion of the foregoing debt and equity private placements is subject to formal documentation and the Corporation obtaining all regulatory body approvals in connection therewith, including but without limitation, approval of the TSX Venture Exchange Inc.

***Preliminary Assessment***

Alhambra is pleased to announce that A.C.A. Howe International Limited (“Howe”) is working toward completion of the Preliminary Assessment report on the Uzboy gold project pursuant to National Instrument 43-101 announced on February 11<sup>th</sup>, 2003. The Preliminary Assessment report is expected by late-March 2003.

Elmer B. Stewart, MSc. P.Geol is a director of the Corporation and is the nominated Qualified Person responsible for monitoring the supervision and quality control of the exploration programs completed on the Uzboy Property.

**Item 6 - Reliance of Section 118(4) of the Securities Act (Alberta) or Section 85(2) of the Securities Act (British Columbia) or Section 84(2) of the Securities Act (Saskatchewan)**

N/A

**Item 7 - Omitted Information**

N/A

**Item 8 - Senior Officer**

The name of the Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Michael E. Hriskevich  
President  
(403) 228-2855

**Item 9 - Statement of Senior Officer**

The foregoing accurately discloses the material change referred to in this report.

**DATED** at Calgary, Alberta, this 26<sup>th</sup> day of March, 2003.

**ALHAMBRA RESOURCES LTD.**

Per: (signed) "Michael E. Hriskevich"  
**Michael E. Hriskevich**  
**President**