FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

ALHAMBRA RESOURCES LTD.(the "Company")
#330, 700 – 6th Avenue SW
Calgary, AB T2P 0T8

Item 2 Date of Material Change

June 14, 2007

Item 3 News Release

Issued June 14, 2007 and distributed through the facilities of Canadian News Wire and SEDAR.

Item 4 Summary of Material Change

CALGARY, Alberta – Alhambra Resources Ltd. ("Alhambra" or the "Corporation") announces the results for preliminary independent metallurgical test work completed by SGS Lakefield Research Europe ("SGS") on two representative samples of sulphide (primary) gold mineralization from the West zone of the Uzboy gold deposit.

Item 5 Full Description of Material Change

See attached news release dated June 14, 2007.

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

Not Applicable

Item 7 Omitted Information

Not Applicable

Item 8 Executive Officer

The following executive officer of the Company is knowledgeable about the material change:
Ihor P. Wasylkiw, Chief Information Officer of Alhambra. Telephone: (403) 508-4953.

Item 9 Date of Report

DATED at Calgary, Alberta, this June 14th, 2007.

NEWS RELEASE

FOR IMMEDIATE RELEASE – June 14, 2007
FOR: Alhambra Resources Ltd.
SUBJECT: 90% Gold Recovery from Sulphide Mineralization at Uzboy

CALGARY, Alberta – Alhambra Resources Ltd. (“Alhambra” or the “Corporation”) announces the results for preliminary independent metallurgical test work completed by SGS Lakefield Research Europe (“SGS”) on two representative samples of sulphide (primary) gold mineralization from the West zone of the Uzboy gold deposit.

Gold recovery rates of 92% and 89% were realized from the tests. Alhambra plans to conduct additional testing on sulphide gold mineralization from the West zone throughout 2007 to optimize the percentage gold recovery. In addition, two representative samples of sulphide gold mineralization from the East zone of the Uzboy gold deposit have been submitted to SGS for similar metallurgical test work.

Based on the encouraging preliminary metallurgical test work and the recent updated resource estimate for the Uzboy gold deposit, Alhambra has retained ACA Howe International Limited (“Howe”) to complete a Preliminary Assessment of the gold resources contained in the sulphide portion of the Uzboy gold deposit. Given positive results, Alhambra would commission the work required to complete a pre-feasibility study on the suphide gold mineralization at the Uzboy gold deposit.

Detailed Metallurgical Test Work

The test work was completed by SGS, a leader in providing mineral processing and analytical services to the mining industry, at their laboratories in Truro, Cornwall, England.

Detailed results of the two tests are summarized below.

		Test #1			Test #2	
Product	**Amount (g/ml)**	**Assay (g/ml)**	**% gold Extraction**	**Amount (g/ml)**	**Assay (g/ml)**	**% gold Extraction**
8 hour solution	1,898.0	3.36	72.6	2,026.0	0.31	42.6
24 hour solution	1,909.0	3.70	81.0	2,061.0	0.49	69.1
48 hour solution	1,936.0	4.08	91.8	2,074.0	0.62	88.6
Final residue	988.9	0.73	8.2	986.7	0.17	11.4
Calculated head grade	n/a	8.77	100.0	n/a	1.47	100.0

After 48 hours of testing, the gold recoveries were 91.8% for Test #1 and 88.6% for Test #2.

Test #1, considered to be representative of the higher grade sulphide gold mineralization in the West zone, had a head assay of 6.3 gold grams per tonne (“g/t”). Test #2, considered to be representative of the lower grade sulphide gold mineralization in the West zone, had a head assay of 2.29 g/t. The head assays are based on a fire assay of a representative sample from each of the samples tested. The calculated head grades are based on the sum of the gold recovered by leaching and the amount of gold remaining in the sample after leaching. The positive variance between the calculated head grade and the head assay in the two tests is interpreted to be due to a “nugget” effect.

A nugget effect generally occurs in gold mineralization when some particles of gold are significantly larger than the majority of the gold particles. The addition or lack of one of these particles in the head assay sample can impact the gold content of the sample tested.

Detailed Metallurgical Test Work Procedures

The representative sample for Test #1 weighed approximately 36 kilograms ("kg") and the representative sample of Test #2 weighed approximately 15 kg. Approximately 1,000 grams from each sample was selected for preparation and testing. Test #1 was ground to 90% passing 45 µm (325 mesh) and Test #2 was ground to 95% passing 45 µm (325 mesh). The ground material for each test was transferred to separate bottles and cyanide solution mixed with lime was added to the ground material to create a slurry that consisted of 35% solids by weight. The cyanide concentration used in each test was 0.5 grams/litre at a pH level of between 10.5 and 11. The samples were continuously leached for 48 hours. Aliquots of solution were collected after 8, 24, and 48 hours and analyzed for gold concentration to determine percentage gold extracted at that time. After 48 hours of testing, the samples (final residue) were filtered, dried, weighed, and assayed to determine the gold content in the sample after leaching. Reagent consumption averaged 0.06 kilograms of cyanide per tonne and 0.25 kilograms of lime per tonne. SGS are registered under the International Standards Organization ("ISO") 9001-2000.

About Alhambra

Alhambra is a Canadian based gold exploration and production corporation engaged in the exploration of and production from its 100% owned Uzboy Project. Alhambra is currently in its sixth year of operations in the Republic of Kazakhstan.

Alhambra common shares trade on The TSX Venture Exchange under the symbol ALH and in Germany on the Frankfurt Open Market under the symbol A4Y. The Corporation's website can be accessed at www.alhambraresources.com.

Elmer B. Stewart, MSc. P. Geol., President of Alhambra, is the Corporation's nominated Qualified Person responsible for monitoring the supervision and quality control of the programs completed within the Uzboy Project. Mr. Stewart has reviewed and verified the technical information contained in this news release.

The TSX Venture Exchange Inc. has neither approved nor disapproved the information contained herein.

For further information please contact:

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This news release contains forward - looking information including but not limited to comments regarding the timing and content of upcoming work programs and potential mineral recovery processes. Forward - looking information includes disclosure regarding possible future events, conditions or results of operations that is based on assumptions and courses of action, and therefore, involves inherent risks and uncertainties. For any forward looking information given, management has assumed that the analytical results it has received are reliable and the metallurgical testing methodologies applied are consistent with industry standards. Although management has a reasonable basis for the conclusions drawn, actual results may differ materially from those currently anticipated in such statements. For such statements, we claim the safe harbor for future.