

This is the form of material change report required under section 85(1) of the Securities Act and section 151 of the *Securities Rules*.

FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1 Reporting Issuer

TEARLACH RESOURCES LIMITED
2110 – 1177 W. Hastings Street,
Vancouver, BC
V6E 2K3

Item 2 Date of Material Change

April 28, 2003

Item 3 Press Release

News Release issued April 28, 2003

Item 4 Summary of Material Change

See attached copy of the April 28, 2003, News Release.

Item 5 Full Description of Material Change

See attached copy of the April 28, 2003, News Release.

Item 6 Reliance on Section 85(2) of the Act

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Senior Officers

Charles Ross, Secretary of the Issuer, is knowledgeable about the material change and this report. His business telephone no. is (604) 688-5007.

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, B.C., the 28th day of April 2003.

"Charles Ross"
Secretary



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NEWS RELEASE

Tearlach completes Quantech Geosciences Survey – Results to be released about May 7th, 2003

Dateline, Monday, April 28th, 2003, Vancouver, BC, Canada: Tearlach Resources (TSX.V: TEA) wishes to advise that the in-depth interpretation of the TITAN 24 Resistivity – AMT geophysical survey conducted by Quantech Geoscience Ltd. completed on March 29th, 2003 will be completed and ready for release about the Seventh (7th) of May, 2003. Officials of Titan have advised that the information gathered was very complete and of surprisingly good quality, notwithstanding the “cultural” interference from an active railroad line, gas pipeline with electrical cathodic protection, a road and a high voltage power line all in close proximity to the sensing arrays.

The TITAN 24 Distributed Array System maps tensor-magnetotelluric DCIP resistivity and induced polarization in lithologies down to a depth of 2,000 meters (6,600 feet) below surface and provides smooth body inversions of the survey data.

The TITAN 24 Survey was conducted over the entire 1,100 meter (3,300 foot) length of the MOD mineralized showing, using three survey lines of approximately equal length (2,500 meters or 8,200 feet). Two lines were parallel at 250 meter spacing normal to the MOD strike, at the center of the showing with the third line parallel to the strike of the MOD and 600 meters distant from the surface expression on the down dip side. This positioning will enable three dimensional (3D) modeling of the subsurface of the MOD and should permit accurate identification of zones of mineralization for drilling follow-up.

The Company continues to review additional properties of merit and has identified several of particular interest that are subject to current due diligence investigation. Tearlach’s web site can be accessed at www.tearlach.ca. Questions should be directed to Mr. Jay Friesen, Investor Relations, at 1-888-955-5656, or by e-mail to jay@tearlach.ca.

On behalf of the Board of Directors

Tearlach Resources Limited

Malcolm Fraser, President

The TSX Venture Exchange has neither approved nor disapproved of the contents of this News Release. Responsibility for the contents of this News Release is solely that of the Company