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

October 3, 2003

Item 3 Press Release

News Release issued October 3, 2003

Item 4 Summary of Material Change

See attached copy of the October 3, 2003, News Release.

Item 5 Full Description of Material Change

See attached copy of the October 3, 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 3rd day of October 2003.

"Charles Ross"
Secretary

2110–1177 W. Hastings St. Vancouver, B.C. V6E 2K3 Tel: (604) 688-5007 Fax: (604) 681-5259
Toll Free: 1-888-955-5656

Private Placement

Dateline, Friday, October 03, 2003, Vancouver, BC: Tearlach Resources Limited (the "Company") **(TSX.V: TEA)** advises that the Company has negotiated a private placement of 445,000 units at a price of $0.35 per Unit for total proceeds of $155,750. 222,500 Non Flow through Units will be comprised of one Non Flow Through Common share and One Share Purchase Warrant entitling the holder to purchase an additional Common Share at a price of $0.45 for a period of 2 years following the closing date, and 222,500 Flow Through Units will be comprised of one flow through share and one Share Purchase Warrant entitling the holder to purchase one additional non-flow through share at a price of $0.45 for a period of 2 years following the closing date.

Proceeds of the private placement will be used to general working capital.

Finders fees of $1,925.00 and 20,000 Units will be payable.

The private placement is subject to approval of the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF THE DIRECTORS

Charles Ross, Director