

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 15, 2004

Item 3 Press Release

News Release issued April 15, 2004

Item 4 Summary of Material Change

See attached copy of the April 15, 2004, News Release.

Item 5 Full Description of Material Change

See attached copy of the April 15, 2004, 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., April 15, 2004.

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"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

## MOD UPDATE

**Dateline, Thursday, April 15, 2004, Vancouver, BC, Canada:** Tearlach Resources (TSX.V: TEA) wishes to advise that following the prior announcement of February 6<sup>th</sup>, 2004, exchange of final documentation terminating the Company's option interest in the Mystery Offset Dyke in the Sudbury Basin has been completed. The exchange included a general release in favour of the Company from the vendor, Mr. Tom Poupore and a transfer of title to the Vendor of the Patented mineral claim.

The Company will be providing an update on it Foy Hess properties in the near future.

On behalf of the Board of Directors

Malcolm B. Fraser, President