FORM 51-102F3

SECURITIES ACT

MATERIAL CHANGE REPORT

Item 1 Name and address of Company

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

Item 2 Date of Material Change

February 3, 2005

Item 3 Press Release

News Release dated February 3 2005 disseminated to B.C. Securities Commission, Alberta Securities Commission, Stockwatch and Market News under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

See attached copy of the February 3 2005, News Release.

Item 5 Full Description of Material Change

See attached copy of the February 3 2005, News Release.

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 Senior Officers

Malcolm Fraser, President of the Issuer, is knowledgeable about the material change and this report. His business telephone no. is (604) 688-5007.

Item 9 Date of Report

3rd. day of February 2005.

"Malcolm Fraser"
President

2110–1177 W. Hastings St. Vancouver, B.C. V6E 2K3 Tel: (604) 688-5007 Fax: (604) 681-5259 Trading Symbol: TEA-V

Toll Free: 1-888-955-5656

Sampling on the Maying Gold Property Main Shear

Dateline, Thursday, February 3, 2005, Vancouver, BC, Canada: Tearlach Resources Limited (TSX.V: TEA) Recent underground development on the Main Shear of the Maying Gold Property in Luoning County has cross cut the shear zone for a continuous distance of 40 meters. With an apparent dip of 65 – 70 degrees, this indicates a true width of approximately 37.5 meters. To test the gold grade of the shear, a continuous chip sample, using one meter increments was taken by Mr. Greg Mosher, independent Qualified Person, consultant with Wardrop Engineering Ltd., Vancouver, during a three day visit to the Property from January 5th to 13th, 2005. Sample assay results are expected within the next week to ten days. This shear zone is the same zone being currently mined on the adjoining Gonshu Gold Mine located approximately 1.8 kilometres to the north east of the sampled intersection.

During the same visit, Mr. Mosher walked the 3.5 kilometre length of the shear zone on the Maying Property, examining several areas of mineralization that occur on or in close proximity to the shear. He was accompanied by Mr. Lin, former geologist with the No. 1 Geological Brigade for Henan Province, which has mapped the shear zone and sample a number of locations along its length. Mr. Mosher noted the shear zone had an apparent width at the southwest end of approximately 200 meters and further noted the presence of several cross shear structures worthy of further investigation.

An additional 4 kilometres of road construction has been completed joining the underground workings area with Maying Village and the main access road. Additional road access is being planned to permit drill access to the full length of the shear zone for exploration drilling planned.

The northern veins and mill have been sublet on a short term lease to local contractors. The will permit the Company to focus on developing reserves in the southern main shear zone while opening up the northern veins for evaluation at no cost to the Company.

On behalf of the Board of Directors

“Malcolm B. Fraser”, President