

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

December 22, 2006

Item 3 Press Release

News Release dated December 22, 2006 disseminated to B.C. Securities Commission, Alberta Securities Commission, Canada News Wire, under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

See attached copy of the December 22, 2006, News Release.

Item 5 Full Description of Material Change

See attached copy of the December 22, 2006, 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

22nd day of December, 2006.

"Charles Ross"
Secretary and Director



Tearlach Announces the Creation of Petroleum Advisory Board

Vancouver, B.C., December 22, 2006 Tearlach Resources Ltd. (TSX.V: TEA) Following the acquisition of a 60% interest in the Kern Front Oil Field near Bakersfield, California, the company has created an Oil and Gas Exploration and Development advisory board, and is pleased to announce the following appointees:

DR. H. M. HELMIG

Dr. Helmig is a geologist who has extensive experience in industry-government relations having to do with oil and gas exploration. He has served as Vice President of International Relations at Huffco Group Inc., as Vice President of International Exploration at Roy M. Huffington, Inc., and as Vice President and General Manager at Huffco Brantas Inc.-Huffco Kahayan Inc. where he developed an especially keen understanding of oil and gas exploration in Indonesia.

Dr. H. M. Helmig was also Managing Director and Chief Executive Office of Lennox Oil Co., Edinburgh, Scotland, and Geologist for American Overseas Petroleum Corp. Dr. H. M. Helmig has a PhD in Geology from the University of Leiden, The Netherlands.

DR. YAKOV BASIN

Dr. Yakov Basin is a geophysical researcher and petroleum physicist, specializing in analyzing the capacity of oil and gas reserves, and in providing solutions for sustainable oil and gas productions. Dr. Yakov Basin was instrumental in the discovery and development of major reserves, and he received the Badge of Honor from the former Soviet Union for the discovery and exploration of the Caspian Sea Reservoir Oil and Gas Field.

Dr. Yakov Basin is a leading researcher of petroleum well logging at the Institute of Geoinform Systems, which is part of the Ministry of Energy in the Russian Federation. He is a senior consultant to Petro Alliance (JV Schlumberger). With over 40 years of oil and gas field development experience, Dr. Yakov Basin has achieved results for well logging in oil and gas fields in Brazil, the former Soviet Union, and the USA. Dr. Basin is an honorary member of the Society of Professional Well Log Analysts (U.S.A.), and he is also an honorary member of the Academy of Natural Science of Russia.

MR. GARY LEDBETTER

Mr. Gary Ledbetter is a certified oil and gas field operator in the State of California. He has worked as an oil field operator at Atlantic Oil Corp., Tenneco Oil Co., Crimson Resources Management Corp., and at Stockdale Oil and Gas Inc. where he also acted as a consultant. Since 2006, Mr. Ledbetter has operated the North Kern Front oil field.

ON BEHALF OF THE BOARD OF DIRECTORS

“Charles Ross”

CFO and Director