

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:

September 6, 2012

Item 3 News Release

News Release dated September 6, 2012 disseminated under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change

See attached News Release.

Item 5 Full Description of Material Change

See attached News Release.

Item 6 Reliance on Section 7.1(2) OR (3) OF National Instrument 51-102

The Company is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

There is no omitted information.

Item 8 Senior Officers

Charles Ross, CFO of the Company, is knowledgeable about the material change and this report. He can be contacted by telephone at (604) 688-5007 or by email at chuck@tearlach.ca.

Item 9 Dated at Vancouver, British Columbia, the September 6, 2012

“Charles Ross”
Director and CFO



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TEA – TSX.V

September 6, 2012

TEA: TSX Venture Exchange

NEWS RELEASE

**TEARLACH RESOURCES LTD. ANNOUNCES
SHARES FOR DEBT AGREEMENT**

VANCOUVER, BC: Tearlach Resources Ltd. (the “Company”) announces that it has entered into an agreement to satisfy outstanding indebtedness of \$108,325 by the issuance of 2,166,500 units at a price of \$0.05 per unit. Each unit is comprised of one common share of the Company, and one transferable common share purchase warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$0.10 for a period expiring five years from the date of issuance. The indebtedness consists of trade payables. The issuance of the units is subject to the approval of the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF DIRECTORS

Charles Ross
Director

TEARLACH RESOURCES LTD.

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Neither the TSX Venture Exchange nor its Regulation Service provided (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.