

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:

January 4, 2013

Item 3 News Release

News Release dated January 4, 2013 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 January 4, 2013

“Charles Ross”
Director and CFO



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TEA – TSX.V

January 4, 2013

TEA: TSX Venture Exchange

NEWS RELEASE

TEARLACH RESOURCES LTD. GRANTS STOCK OPTIONS

Vancouver, British Columbia, January 4, 2013 – Tearlach Resources Ltd. ("Tearlach" or the "Company") announces today that it has granted an aggregate of 300,000 stock options in accordance with the Company's stock option plan to certain directors of the Company which are exercisable at a price of \$0.10 per common share and have a term of five years.

On behalf of the board of the directors,

ON BEHALF OF THE BOARD OF DIRECTORS

Charles Ross

Director

TEARLACH RESOURCES LTD.

Suite 2110 – 1177 W. Hastings Street

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