

FORM 51-102F3
SECURITIES ACT
MATERIAL CHANGE REPORT

Item 1 Name and address of Company

TEARLACH RESOURCES LIMITED
Suite 610 - 700 W. Pender Street
Vancouver, BC
V6C 1G8

Item 2 Date of Material Change:

February 21, 2023

Item 3 News Release

News Release dated February 21, 2023, 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 Executive Officer

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, February 21, 2023

“Charles Ross”
Director and CFO



Tearlach Resources Recognized as a Top 10 Ranked Company in the Mining Sector by the TSX Venture 50 for 2022

VANCOUVER, BRITISH COLUMBIA, February 21st, 2023, Tearlach Resources Limited (TSXV: TEA) (OTC: TELHF) (FRANKFURT: V44) (“Tearlach” or the “Company”) is pleased to report that it has been ranked in the top 10 performing mining stocks by the 2023 TSX Venture 50. The TSX Venture Exchange selected Tearlach from over 1,700 companies. The selected Venture 50 companies have seen tremendous growth over 2022, offered excellent returns to their shareholders, and are actively traded in the market.

“We are honored to receive this award as we have quickly transformed and developed. Not only have we added world-class team members, acquisitions, and joint ventures, we have accelerated through multiple business phases in a very short time,” commented Tearlach CEO, Morgan Lekstrom. “We are fully committed to executing our business plan by keeping to a steady growth curve to become a leading lithium mining company. Other lithium companies such as American Lithium (\$1B market cap) have been recognized by the TSX Venture Top 50 for such growth.”

Continue to learn more about Tearlach at www.Tearlach.ca and follow our continued growth.

About Tearlach

Tearlach is a Canadian exploration company engaged in the acquisition, exploration, and development of lithium projects. Tearlach holds an interest in the Final Frontier Project, which includes the Pakwan, Pakwan Extension, and Margot Lake Claim block, which is in close proximity to Frontier Lithium’s flagship claims and proximal to the Spark and PAK deposits. Tearlach holds interests in the Wesley, Harth, and Ferland properties, all located in the lithium hub of northwestern Ontario, Canada. The Wesley Property borders Green Energy Metals’ Root Lake Project, where a 24,000 m drill program is currently underway. Pegmatite dykes have - been encountered on the Harth Lithium Project, which is 8 kms west of the Wesley Lithium Project. Prospecting and mapping have confirmed pegmatite dykes on the Ferland Lithium Property, 10 km east of Green Technology Metals’ Seymour Lake Project. Tearlach holds interests in the Flizar, Muscovite Ridge and Rose North Properties in the James Bay area of Quebec, and each property hosts pegmatites. Tearlach intends to explore these assets and develop a portfolio of projects in North America through acquisition. Tearlach’s primary objective is to position itself as the leading lithium exploration and development company in North America. Additional information on the Company is available at the website at www.tearlach.ca.

ON BEHALF OF THE BOARD OF DIRECTORS,
TEARLACH RESOURCES LTD.

Morgan Lekstrom
Chief Executive Officer
Suite 610 - 700 W. Pender Street
Vancouver, BC, Canada V6C 1G8
Tel: 604-688-5007

Forward-looking Statements

Certain statements in this press release are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are, therefore, subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as “may”, “should”, “will”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect,” “believe” or “continue”, or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the use of proceeds of the Offering. Such statements are qualified in their entirety by the inherent risks and uncertainties that the proceeds of the Offering may be used other than as set out in this news release and other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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.