

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 – Name and Address of Company:**

TEAL Exploration & Mining Incorporated  
161 Bay Street, BCE Place  
27th Floor, Suite 2662  
Toronto, Ontario  
M5J 2S1

**Item 2 - Date of Material Change:**

June 14, 2007

**Item 3 – News Release:**

A news release reporting the material change and attached hereto as Schedule “A” was released by TEAL Exploration & Mining Incorporated (“**TEAL**” or the “**Company**”) and disseminated by Canada Newswire on June 14, 2007.

**Item 4 – Summary of Material Change:**

TEAL announced that it has finalized a Bridge Financing Facility of US\$20 million from Standard Chartered Bank. The unsecured facility is available for one year and is guaranteed by African Rainbow Minerals Limited, TEAL’s major shareholder. Each advance will be a minimum amount of US\$5 million. The rate of interest is LIBOR plus 0.50% and the facility matures on June 4, 2008. The proceeds of the facility will be used to advance the Company’s mining operations.

**Item 5 – Full Description of Material Change:**

**5.1 Full Description of Material Change**

The material change is fully described in the press release attached hereto.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**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 – Executive Officer:**

For further information, please contact:

Julian Gwillim, VP: Investor Relations & Corporate Development  
+27 (0) 82 4524 389

**Item 9 – Date of Report:**

June 14, 2007

Schedule "A"

**TEAL Exploration & Mining Incorporated**

TL (TSX), TEL (JSE)

For Release: June 14, 2007

**TEAL FINALIZES FUNDING OF US\$20 MILLION**

**TEAL Exploration & Mining Incorporated (TSX-"TL") (JSE-"TEL") ("TEAL" or the "Company") has announced that Standard Chartered Bank has made available a one-year 'bridging' facility of US\$20 million to the Company. This facility is being guaranteed by African Rainbow Minerals Limited ("ARM"), TEAL's major shareholder.**

The facility is unsecured, matures on June 4, 2008, and each advance will be a minimum amount of US\$5 million. The rate of interest is LIBOR plus 0.50% (50 basis points).

The proceeds of the facility will be used to:

- Advance mining operations to a full production level of 5,000 tonnes of copper a year on the Lupoto deposit at TEAL's Kalumines Copper-Cobalt Project in the Democratic Republic of Congo ("DRC");
- Fully commission TEAL's 5,000 tonnes per annum copper furnace, during July 2007, in the DRC;
- Finalize the feasibility study on the Konkola North Copper Project in Zambia;
- Continue the exploration drilling campaign that is underway on Area "A" and Area "A" Extension on the Konkola North property;
- Provide the necessary funding to maintain the 12,000 to 15,000 tonnes per annum Mwambashi Copper Project in Zambia prior to a formal release, which is dependent on an acceptable off-take agreement; and
- Continue the exploration drilling program on the Otjikoto Gold Project in Namibia where TEAL is aiming for an increased gold resource.

Capital expenditure requirements, and funding options, for possible new mining operations at Konkola North and Mwambashi are expected to be disclosed during the second half of this calendar year.

Forward-Looking Information: Statements contained in this news release that are not historical facts are forward-looking statements that involve risks, uncertainties and other factors that could cause actual results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking statements. Although TEAL believes that the assumptions inherent in the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this press release. TEAL disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities of TEAL in any jurisdiction.

**TEAL Exploration & Mining Inc.** 161 Bay Street, BCE Place, 27th Floor, Suite 2662 Toronto ON M5J 2S1,

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful. The securities have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

**CONTACT INFORMATION:**

TEAL Exploration & Mining Inc.  
Julian Gwillim  
VP: Investor Relations and Corporate Development  
+27 82 4524 389  
Email: [julian@tealmining.com](mailto:julian@tealmining.com)

**INDUSTRY:** Mineral Development and Exploration