FORM 27
TRI ORIGIN EXPLORATION LTD.
MATERIAL CHANGE REPORT UNDER SECTION 75(2)
OF THE SECURITIES ACT (ONTARIO)

1. **Reporting Issuer**

TRI ORIGIN EXPLORATION LTD., 3 Centre Street, Suite 206, Markham, Ontario, L3P 3P9

2. **Date of Material Change**

May 19, 2004

3. **Publication of Material Change**

The press release was sent on May 19, 2004 via CCN Matthews – Toronto, Ontario.

4. **Summary of Material Change**

For further information attached hereto as **SCHEDULE "A"** copy of the Press Release.

5. **Full Description of Material Change**

No information other than that provided in Item 4 above is presently available.

6. **Reliance on Section 75(3) of the Act**

Confidentiality in not requested.

7. **Omitted Information**

No information has been omitted in respect to the material change.

8. **Senior Officers**

Robert Valliant, President
Tel: 905-294-9942

9. **Statement of Senior Officer**

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario, this 19th day of May , 2004.

TRI ORIGIN EXPLORATION LTD.

"Robert I. Valliant"
PER:______________________________

Robert I. Valliant, President

SCHEDULE "A"

FOR IMMEDIATE RELEASE
May 19, 2004

NEW DIRECTORS APPOINTED
Marking the First Step in Strengthening the Company

Tri Origin Exploration Ltd. (TOE: TSX Venture Exchange) is pleased to announce that it has appointed Messrs. Edward Thompson and J.P. Janson to its Board of Directors. These appointments significantly strengthen the Board and are an important step in building and expanding the Company's corporate identity and exploration capacity in Canada.

Mr. Edward G. Thompson is a professional engineer and geologist with more than 40 years experience in all aspects of management in the North and South American mining industry. Mr. Thompson is president of E. G. Thompson Mining Consultants, Inc. and Consolidated Thompson-Lundmark Gold Mines Limited and is a past President of the Prospectors and Developers Association of Canada. His career began in the late 1950's as a geologist with Teck Corporation followed by increasingly senior positions at Lacana Mining Corporation, a sponsor of the Cordex Syndicate in Nevada, from Vice President in the 1970's to President and CEO in the early 1980's. From 1986 to 1990, Mr. Thompson was president of Mingold Resources in Canada and director of exploration for Westgold Resources in the USA. Both companies were owned by the Anglo American Group and were very active in gold exploration and acquisitions.

Mr. Thompson's expertise includes all phases of exploration, mine development, feasibility studies, acquisitions, project financings and evaluation. Over his career, he has been a director of more than 40 mining and exploration companies. He is currently a director of 6 companies and resides in Toronto.

Mr. J.P. Janson brings extensive senior management and financial leadership to Tri Origin. He recently retired from the position of Managing Director, Eastern Canada with C.I.B.C. Wood Gundy. Mr. Janson began his career in the financial industry as a financial advisor with Midland Walwyn Inc. in 1986. Prior to that he held management positions in the forestry industry. Over the past 17 years he has held increasingly senior management positions with Midland Walwyn, Merrill Lynch then C.I.B.C. Wood Gundy. During this time, he maintained a strong relationship with the resource industry and its involvement with the financial community. Mr. Janson resides in Montreal.

They join a board comprised of Robert Valliant, the Company's co-founder and president, who was previously Vice-President, Exploration, LAC Minerals Ltd., Richard Hutchinson, a leading authority on ore deposits throughout the world and Professor Emeritus at the Colorado School of Mines and Alan Snowden a financial and business management consultant in Vancouver who was previously Manager and Director, Nesbitt Burns, Western Canada.

Mrs. Heather Sheehan has resigned in favor of Messrs. Thompson and Janson and all Board members of Tri Origin express to her their very sincere appreciation for her contribution and support over the past 12 years.

Tri Origin's team of professionals combines diverse exploration, discovery, and mine development expertise with investment and financial knowledge. This strong mix of talent is designed to meet challenges and create opportunities for growth in the junior resource sector.

The Company plans to continue the process of change, diversification of its interests and building of its capacity through further executive additions and project developments.

These appointments follow and compliment a recent corporate restructuring, which involved launching the Company's 51.1%-owned subsidiary, Tri Origin Minerals (TRO) on the Australian Stock Exchange concurrent with a $5.4 million financing. This allows TRO to move ahead independently at its flagship Lewis Ponds and Woodlawn gold and base metal projects in Australia while creating value for Tri Origin's Canadian shareholders.

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For further information, please contact:

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E-mail: explore@triorigin.com
Visit our website at: www.triorigin.com

Tri Origin Exploration Ltd is publicly listed on the TSX Venture Exchange under the trading symbol "TOE".