TRI ORIGIN EXPLORATION LTD.

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Tri Origin Exploration Ltd.
3 Centre Street, Suite 206
Markham, Ontario
L3P 3P9

Item 2 Date of Material Change

October 12, 2005

Item 3 News Release

The attached News Release (2nd part applicable) was released through Filing Services Canada on October 12, 2005

Item 4 Summary of Material Change
See attached News Release

Item 5 Full Description of Material Change

Tri Origin Exploration Ltd. announced that subject to TSX Venture Exchange approval, it has completed a non-brokered private placement of 812,500 units on October 12, 2005 for gross proceeds of $ 136,000. The Units comprise of 662,500 Common Share units at a price of $ 0.16 per and 150,000 Flow Through Common Share units at a price of $ 0.20 per unit. These units were distributed on a private placement basis to purchasers resident in the provinces of Ontario and Manitoba.

Each unit consists of one common share of the Company and one half of a Series L common share purchase warrant (each a half of a “Series L Warrant”). Each full Series L Warrrant, upon exercise, entitles the holder to purchase one of a common share of the Company entitled at a price of $ 0.26 at any time prior to 4.00pm (Toronto time) on January 11, 2007.

Proceeds of the placement will be used to continue exploration at the Company’s Red lake Extension (RLX) project at Red lake, Ontario and for general corporate expenses.

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
Robert I Valliant, President
Telephone (905) 294 –9942

Dated the 14th October, 2005.

TRI ORIGIN EXPLROATION LTD.

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Robert I Valliant, President

FOR IMMEDIATE RELEASE:
October 12, 2005

UPDATE ON RED LAKE EXTENSION DRILLING

Tri Origin Exploration Ltd, (TOE:TSX-V): reports an initial phase of diamond drilling at the Red Lake Extension (RLX) gold project located 15 kilometres southeast of Red Lake, Ontario, has been completed. The program, conducted during September, totaled 503 metres of core retrieved from 3 widely spaced holes at the north part of the property. A 10 metre thick sulphide zone was intersected in Hole 2 within a strongly altered sequence of volcanic rocks that resemble the "Balmer" volcanic rocks which host the important gold mines of the Red Lake District. Holes 1 and 3 returned sedimentary rocks similar to those of the overlying Bruce Channel rocks of the Red Lake District. While no significant gold values were returned, Hole 3 did encounter anomalous base metal values.

These initial holes confirm that geological environments previously unexplored for gold and similar to those at the nearby Red Lake District reoccur on the RLX property. These prospective host rocks lie within the "Mine Trend" structural corridor extending southeast from two of Canada's premier gold mines, Goldcorp's Red Lake Mine and Placer Dome's Campbell Mine. These mines comprise the core of the Red Lake Mining District, which has produced in excess of 20 million ounces of gold. Recognition of this extension to the District provides the incentive for Tri Origin's program.

Diamond drilling is planned to recommence in late fall depending on rig availability, to continue to test the extensive target areas outlined to date on this large, overburden-covered property. The next phase of work will focus on evaluation of sulphide-bearing "Balmer" rocks where gold-in-soil geochemical anomalies remain unexplained.

PRIVATE PLACEMENT CLOSED

A non-brokered private placement announced by the Company on September 07, 2005 has closed. A total of 662,500 Common Share units and 150,000 Flow-through Share units were subscribed to at $0.16 and $0.20 per share, respectively, for total proceeds of $136,000. Shares issued as a result of this placement are subject to a 4-month hold period. Each unit contained one half of a common share purchase warrant with each full warrant exercisable into a common share at $0.26 per share over a period of 15 months from closing.

For further information please contact:
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Tri Origin Exploration Ltd. is publicly listed on the TSX Venture Exchange under the trading symbol TOE. Tri Origin has leveraged exposure to mineral discoveries in Australia through its 51% equity interest in its subsidiary, Tri Origin Minerals Ltd.; a publicly traded company listed on the Australian Stock Exchange under the symbol TRO.