FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Tri Origin Exploration Ltd.
125 Don Hillock Drive, Unit 18
Aurora, ON, L4G 0H8

Item 2 - Date of Material Change:

December 29, 2009

Item 3 – News Release:

The news release attached hereto as Schedule "A" was disseminated over Filing Service Canada's newswire on December 29, 2009.

Item 4 – Summary of Material Change:

Tri Origin Exploration Ltd. (the "Company") announced the closing of a non-brokered private placement financing of approximately $500,000. The Company issued an aggregate of 3,333,332 flow-through units at $0.15 per unit for gross proceeds of approximately $500,000.

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) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

Dr. Robert Valliant, President and CEO
Tel: (905) 727-1779

Item 9 – Date of Report:

January 5, 2010

Schedule “A”

TRI ORIGIN EXPLORATION

FOR IMMEDIATE RELEASE:

December 29, 2009

TRI ORIGIN ANNOUNCES $500,000 FLOW-THROUGH PRIVATE PLACEMENT

Tri Origin Exploration Ltd. (the “Company” or “Tri Origin”) (TSX-V: TOE) is pleased to announce the closing of a non-brokered private placement financing of approximately $500,000. The Company has issued an aggregate of 3,333,332 flow-through units at $0.15 per unit for gross proceeds of approximately $500,000. The units are subject to a hold period expiring on April 30, 2010. Proceeds of this financing will be used to advance exploration at the Company’s Red Lake Extension gold project (RLX) at Red Lake and at other gold exploration programs in Ontario.

Each unit consists of a flow-through common share and a non flow-through half warrant. Each full warrant is convertible into a common share at $0.30 until September 29, 2010 and, if not then exercised, at $0.40 from September 30, 2010 until June 29, 2011. The terms of this financing include 333,333 finder’s fee options and 166,666 finder’s fee units. Each finder’s fee option consists of the option to purchase one unit at $0.15 per unit until June 29, 2011 consisting of a share of Tri Origin on a non flow-through basis and one half non flow-through common share purchase warrant. Each finder’s fee unit consists of one share of Tri Origin on a non flow-through basis and one half non flow-through common share purchase warrant. Each whole warrant is convertible into a non flow-through common share at $0.30 per share until September 29, 2010 and, if not then exercised, at $0.40 per share from September 30, 2010 until June 29, 2011.

For further information, please refer to the Company’s website www.triorigin.com or contact:

Tri Origin Exploration Ltd.
Dr. Robert Valliant, President and CEO
Tel: (905) 727-1779

Web page - www.triorigin.com
E-mail: invest@triorigin.com

Tri Origin Exploration Ltd. is publicly listed on the TSX Venture Exchange under the trading symbol TOE. Tri Origin is a leading Canadian exploration company with gold and base metal projects in Canada. Tri Origin has leveraged exposure to mineral discoveries in Australia through its equity interest in its affiliate, Tri Origin Minerals Ltd.; a publicly traded company listed on the Australian Securities Exchange under the symbol TRO.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.