

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

The material change took place on January 3, 2014.

Item 3. News Release

The news release attached hereto was released on January 3, 2014.

Item 4. Summary of Material Change

The material change is described in the attached news release.

Item 5. Full Description of Material Change

The material change is described in the attached news release.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

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

Item 8. Executive Officer

Robert Valliant, President
Tri Origin Exploration Ltd.
905-727-1779
rvalliant@triorigin.com

Item 9. Date of Report

January 3, 2014



FOR IMMEDIATE RELEASE:

January 3, 2014

RESIGNATION OF EDWARD THOMPSON AS DIRECTOR

Aurora, Ontario- Tri Origin Exploration Ltd (TSX-V:TOE) ("Tri Origin" or the "Company") announces that Edward Thompson has informed the Company of his resignation from the board of directors effective immediately in order to pursue personal interests. Although he will no longer act as a director, Ed will continue to assist the Company as an independent member of Tri Origin's Geotechnical Committee.

Mr Thompson, with over 50 years of experience in the mining industry, has been a director since 2004. Robert Valliant, CEO of the Company states "Ed has a wealth of knowledge in the junior resource industry and we will miss his insightful advice. He is greatly thanked by all of us at Tri Origin for his guidance and support as a director over the years and we wish him well in his future endeavours."

For more information about Tri Origin, please visit www.triorigin.com or SEDAR www.sedar.com or contact:

Dr. Robert Valliant, President
Tri Origin Exploration Ltd.
Tel: (905) 727-1779
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 TriAusMin Limited which holds gold and base metal resource-based assets in New South Wales.