

This is the form of material change report required under section 67(1) of the Securities Act.

FORM 27

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

Item 1. Reporting Issuer

Trans-Orient Petroleum Ltd.
1200 - 1090 West Pender Street
Vancouver, B.C. V6E 2N7

Item 2. Date of Material Change

One or about May 17, 1999

Item 3. Press Release

May 17, 1999, Vancouver, B.C.

Item 4. Summary of Material Change

Trans-Orient Petroleum Ltd. (OTC Bulletin Board: TEPUF) advises that the Tumuli-1 well in PPL 213, in the western highlands of Papua-New Guinea, is now being plugged and abandoned at a depth of 6,600 feet.

Item 5. Full Description of Material Change

Trans-Orient Petroleum Ltd. (OTC Bulletin Board: TEPUF) advises that the Tumuli-1 well in PPL 213, in the western highlands of Papua-New Guinea, is now being plugged and abandoned at a depth of 6,600 feet. High formation pressures and unstable rock conditions encountered during drilling resulted in the decision to terminate the well several hundred metres above the level at which the seismic data indicated the Toro sandstone objective would be reached. In addition, a deviation of some 30 degrees from vertical built up during drilling, due to the steep dips of the rock strata, and it was considered that given the range of problems encountered, it was unlikely the Toro objective could be reached using this particular drilling operation.

This well has fulfilled the drilling obligation for the first permit year of PPL 213, which was granted in February 1999 for an initial 6 year term. The PPL 213 joint venture will now interpret the results of Tumuli-1 and

review all exploration possibilities in this large and prospective license area, before deciding on the acquisition of seismic data to define sub-surface structure on the preferred exploration targets. There are numerous structures in the license area which are worthy of further exploration, not excluding the Tumuli structure itself.

Item 6. Reliance on Section 67(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

Mr. Mark Katsumata, Corporate Secretary
(604) 682-6496

Item 9. Statement of Senior Officer

The foregoing accurately disclose the material change referred to herein.

May 19, 1999 “Mark Katsumata”

Mr. Mark Katsumata, Corporate Secretary

Place of Declaration: Vancouver, B.C.