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 October 5, 1999

Item 3. **Press Release**

October 5, 1999, Vancouver, B.C.

Item 4. **Summary of Material Change**

Trans-Orient Petroleum Ltd. (OTCBB: TEPUF) announced that they have awarded the rig contract for drilling the Clematis-1 well in New Zealand's onshore Taranaki Basin.

Item 5. **Full Description of Material Change**

October 5, 1999, San Francisco, Calif.--/PRNewswire/-- Trans-Orient Petroleum Ltd. (OTCBB: TEPUF) and Indo-Pacific Energy Ltd. (OTCBB: INDX) announced today that they have awarded the rig contract for drilling the Clematis-1 well in New Zealand's onshore Taranaki Basin. Indo-Pacific (the operator) holds 50% and Trans-Orient the other 50% of the 6,300-acre Petroleum Exploration Permit (PEP) 38720, where Clematis-1 will be drilled.

The well will be drilled in November 1999 to test the shallow potential of the Waitoriki Structure, which extends from ground level to a depth of at least 15,000 feet. Clematis-1 will be drilled to approximately 5,500 feet (1650m) to test for oil in the Mount Messenger Formation, the same reservoir sandstones where many high-performing producer wells have been established in the nearby Kaimiro and Ngatoro oil fields. Low lifting costs and good flow rates have resulted in high net revenues per barrel in these fields, with flow rates per well in excess of 700 barrels per day and reserves per well of over 1 million barrels being achieved. At some later date, the structure's major gas potential in the deeper play zones will be tested with a deep well.

Following success at Clematis-1, stepout locations for further appraisal and development wells can be readily located using the extensive 2D and 3D seismic coverage of the area. Oil produced by Clematis-1 can be transported by road to the oil tank farm at the port of New Plymouth, less than half an hour away, and sold there to any of several buyers at the world parity export price for premium oils. Both raw and processed gas pipelines pass near the site, and major gas markets are available.

About the Taranaki Basin

This basin lies both offshore and onshore along the west coast of New Zealand. One of the world's largest gas-condensate fields of its time was discovered offshore in 1969, and has been in production for the last 20 years. The onshore portion of the basin is also a prolific oil and gas production area, with eight field pools currently in production, and over 300 million barrels oil-equivalent of proven oil and gas reserves established within an area of less than a million acres. Yet the area remains relatively lightly explored, with good potential for new field discoveries. The excellent infrastructure and good fiscal and political regime ensure potentially high profits on discovery. Both Indo-Pacific and Trans-Orient are significant acreage holders in the basin.

The information included in this news release comprises both historical and forward-looking information or statements as defined by the Private Securities Litigation Reform Act of 1995. The Company relies on the safe harbor of this Act and cautions that there can be no assurance that forward-looking statements will prove to be accurate, given that resource exploration activity is inherently a high-risk business.

Item 6. **<u>Reliance on Section 67(2) of the Act</u>**

N/A

Item 7. **<u>Omitted Information</u>**

None

Item 8. **<u>Senior Officers</u>**

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

Item 9. **Statement of Senior Officer**

The foregoing accurately disclose the material change referred to herein.

"Mark Katsumata"

October 15, 1999 ___________________________

Mr. Mark Katsumata, Corporate Secretary

Place of Declaration: Vancouver, B.C.