

This is the form of material change report required under section 85(1) of the Securities Act.

FORM 53-901F

Securities Act

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE
ACT**

Item 1. Reporting Issuer

Trans-Orient Petroleum Ltd.
887 Helmcken Street
Vancouver, B.C. V6Z 1B1

Item 2. Date of Material Change

On or about May 12, 2003

Item 3. Press Release

May 12, 2003

Item 4. Summary of Material Change

Trans-Orient Petroleum announces appointment of
new
officer and director.

Item 5. Full Description of Material Change

Mr. Peter Loretto has accepted the position of President, CEO and Director of the Company effective immediately, replacing Mr. Garth Johnson who held the interim President and CEO position. Mr. Johnson will continue to act as the Company's Corporate Secretary, CFO and Director. In addition, long-time Director, Mr. Bernhard Zinkhofer tendered his resignation as a Director to the Company effective immediately. The Company will continue to rely on Mr. Zinkhofer as the Company's legal counsel.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

Garth Johnson, CEO, Corporate Secretary and Chief
Financial Officer
(604) 682-6496

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change
referred to herein.

May 12, 2003

“Garth Johnson”

Garth Johnson, CEO, Corporate Secretary/Chief
Financial Officer

Place of Declaration: Vancouver, B.C.