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

FORM 51-102F3

Securities Act

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

Item 1. **Name and Address of Company**

Trans-Orient Petroleum Ltd.
1407-1050 Burrard Street
Vancouver, B.C. V6Z 2S3

Item 2. **Date of Material Change**

On or about December 9, 2004

Item 3. **News Release**

December 9, 2004, Vancouver, B.C.

Item 4. **Summary of Material Change**

Trans-Orient Exercises Austral Warrants

Trans-Orient Petroleum Ltd., (OTCBB:TOPLF) announced today that it has exercised 836,845 Austral Pacific Energy Ltd. ("Austral") (TSX-V: APX and OTC BB: APXYF) share purchase warrants at an exercise price of US$1.50 per share.

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

Vancouver, BC, December 9, 2004 - Trans-Orient Petroleum Ltd., (OTCBB:TOPLF) announced today that it has exercised 836,845 Austral Pacific Energy Ltd. ("Austral") (TSX-V: APX and OTC BB: APXYF) share purchase warrants at an exercise price of US$1.50 per share. Trans-Orient now holds 1,240,990 shares or approximately 7.59% of Austral's outstanding shares and holds an additional 382,750 share purchase warrants of Austral. Vancouver businessman, Peter Loretto, the controlling shareholder of Trans-Orient now owns, 13.40% of Austral inclusive of his indirect holdings through Trans-Orient. Currently, Trans-Orient Petroleum Ltd. has 2,516,823 shares outstanding. Trans Orient has acquired the shares for investment purposes.

For further Information Contact:
Dan Brown of Trans-Orient Petroleum Ltd. at 604-682-6496

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

None

Item 8. **Executive Officer**

Peter Loretto, President and Chief Executive Officer
(604) 682-6496

Item 9. **Date of Report**

December 9, 2004

"Peter Loretto"

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Peter Loretto, President/Chief Executive Officer

Place of Declaration: Vancouver, British Columbia