

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Triton Energy Corp.
600, 734 - 7th Avenue SW
Calgary, AB, T2P 3P8

2. Date of Material Change:

December 14, 2005

3. News Release

A press release disclosing the details outlined in this Material Change Report was issued by Triton Energy Corp. ("Triton") from Calgary, Alberta on December 15, 2005 and disseminated through the facilities of CCN Matthews.

4. Summary of Material Change:

Triton announces that the Company has issued an additional 724,300 common shares of the Company as a result of the exercise of the Over-Allotment Option granted to Acumen Capital Finance Partners Limited, as lead agent in a syndicate of agents including Canaccord Capital Corporation, GMP Securities L.P. and Raymond James Ltd., pursuant to an agency agreement dated October 31, 2005.

5. Full Description of Material Change:

Please see the attached press release.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officers:

For further information, please contact Michael S. Zuber, President and Chief Executive Officer or Dean J. Schultz, Vice President Finance and Chief Financial Officer of Triton, at (403) 266-5541.

DATED December 16, 2005, at Calgary, Alberta.