

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Triton Energy Corp. ("**Triton**")  
Suite 600, 734 – 7<sup>th</sup> Avenue SW  
Calgary, Alberta  
T2P 3P8

2. **Date of Material Change**

February 21, 2007

3. **News Release**

A press release disclosing in detail the material summarised in this material change report was disseminated through the facilities of CCN Matthews on February 21, 2007 and would have been received by the securities commissions where Triton is a "reporting issuer".

4. **Summary of Material Change**

On February 21, 2007 Triton Energy Corp. ("**Triton**" or the "**Corporation**") announced it had entered into a private placement financing agreement, on a bought-deal basis, with a syndicate of underwriters led by Acumen Capital Finance Partners Limited and including Canaccord Capital Corporation, CIBC World Markets Inc. and Blackmont Capital Inc. Under the terms of the agreement, Triton will issue by way of a private placement 2,439,024 common shares on a flow-through basis at \$2.05 per flow-through share for gross proceeds of approximately \$5 million. The private placement is expected to close on or about March 13, 2007, and is subject to receipt of all necessary regulatory approvals and other customary conditions.

Proceeds from the private placement will be used to finance Triton's ongoing exploration activities.

5. **Full Description of Material Change**

Please see Item 4 above.

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

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

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 or by fax at (403) 266-5579.

9. **Date of Report**

February 21, 2007