

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

1. Name and Address of Company:

Triton Energy Corp. ("Triton")
600, 734 - 7th Avenue S.W.
Calgary, AB T2P 3P8

2. Date of Material Change:

September 24, 2007

3. News Release:

Press release issued on September 24, 2007 by, or on behalf of, Triton and disseminated through Marketwire.

4. Summary of Material Change:

Triton Energy Corp. ("Triton" or the "Corporation") announced that it has 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 and CIBC World Markets Inc. Under the terms of the agreement, Triton will issue by way of a private placement 5,555,556 common shares on a flow-through basis at \$0.72 per flow-through share for gross proceeds of approximately \$4 million. The private placement is expected to close on or about October 16, 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:

As above.

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

N/A

7. Omitted Information:

N/A

8. Executive Officer:

For further information, please contact

Dean J. Schultz
Vice-President, Finance and Chief Financial Officer
Telephone: (403) 266-5541 ext. 229
Fax: (403) 266-5579

9. Date of Report:

September 24, 2007