

**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 25, 2007

3. News Release:

Press release issued on September 25, 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 agreed with the underwriters to increase the size of its previously announced private placement of common shares to be issued on a flow-through basis ("Flow-Through Shares") by \$1 million to approximately \$5 million. Triton has agreed to issue a total of 6,944,500 Flow-Through Shares pursuant to the private placement at a price of \$0.72 each.

6. Full Description of Material Change:

Triton announced that it has agreed with the underwriters to increase the size of its previously announced private placement of common shares to be issued on a flow-through basis ("Flow-Through Shares") by \$1 million to approximately \$5 million. Triton has agreed to issue a total of 6,944,500 Flow-Through Shares pursuant to the private placement at a price of \$0.72 each.

Acumen Capital Finance Partners Limited is leading the underwriting syndicate, which includes Canaccord Capital Corporation and CIBC World Markets Inc. 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.

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

N/A

8. Omitted Information:

N/A

9. 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

10. Date of Report:

September 27, 2007