

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

1. Name and Address of Company:

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

2. Date of Material Change:

December 5, 2008

3. News Release:

Press release issued on December 5, 2008 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 Acumen Capital Finance Partners Limited ("**Acumen**") as underwriter. Under the terms of the agreement, Triton will issue by way of a private placement 6,666,667 common shares on a flow-through basis ("**Flow-Through Shares**") at \$0.375 per share. Triton has also granted to Acumen an option to issue to an additional 3,333,334 Flow-Through Shares on a best-efforts basis at a price of \$0.375 per share, for gross proceeds of approximately \$3,750,000 (provided the option is exercised in full). The private placement is expected to close on or about December 19, 2008, 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:

December 10, 2008