

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

1. Name and Address of Company:

Triton Energy Corp. ("**Triton**" or the "**Corporation**")
600, 734 - 7 Avenue SW
Calgary, Alberta T2P 3P8
Canada

2. Date of Material Change:

March 15, 2010

3. News Release:

A press release was issued on March 16, 2010 by, or on behalf of, Triton and disseminated through Marketwire.

4. Summary of Material Change:

Triton announced that it has entered into a private placement financing agreement with a syndicate of underwriters for a \$7.5 million bought deal financing of flow-through common shares at a price of \$0.22 per share (the "**Financing**").

5. Full Description of Material Change:

Triton announced that it entered into a private placement financing agreement, on a bought-deal basis, with National Bank Financial Inc. and a syndicate including FirstEnergy Capital Corp., Macquarie Capital Markets Canada Ltd., Desjardins Securities Inc. and Raymond James Ltd (the "**Underwriters**"). Under the terms of the agreement, Triton will issue by way of a private placement 34,100,000 common shares on a flow-through basis at \$0.22 per flow-through common share for gross proceeds of \$7.5 million. The private placement is expected to close on or about March 31, 2010 and is subject to approval of the TSX Venture Exchange, receipt of all necessary regulatory approvals and other customary conditions. Proceeds from the private placement will be used to partly finance its capital expenditures program for this year and next.

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

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9. Date of Report:

March 25, 2010

Note Regarding Forward Looking and Cautionary Statements

This material change report contains forward-looking statements relating to the Corporation's plans and other aspects of the Corporation's anticipated future operations, strategies, financial and operating results and business opportunities. These forward-looking statements may include opinions, assumptions, estimates, management's assessment of future plans and operations, and, more particularly, statements concerning the completion of the Financing and the use of proceeds of the Financing.

Forward-looking statements typically use words such as "will," "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "should," "plan," "intend," and similar expressions suggesting future outcomes, and statements that actions, events or conditions "may," "would," "could," or "will" be taken or occur in the future. Specifically, this material change report contains forward-looking statements relating to the completion of the Financing and the use of proceeds of the Financing. The forward-looking statements are based on various assumptions including expectations regarding the timing of regulatory approvals and the satisfaction of closing conditions of the Financing; the state of the economy and the exploration and production business; results of operations; performance; business prospects and opportunities; future exchange and interest rates; the Corporation's ability to obtain equipment in a timely manner to carry out development activities; and the ability of the Corporation to access capital. While the Corporation considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Forward-looking statements are subject to a wide range of assumptions, known and unknown risks and uncertainties and other factors that contribute to the possibility that the predicted outcome will not occur, including, without limitation: risks associated with oil and gas exploration, development, exploitation, production, marketing and transportation; loss of markets; volatility of commodities prices; currency fluctuations; imprecision of reserves estimates; environmental risks; competition from other producers; inability to retain drilling rigs and other services; incorrect assessment of the value of acquisitions; failure to realize the anticipated benefits of acquisitions; general economic conditions; delays resulting from or inability to obtain required regulatory approvals and to satisfy various closing conditions; and ability to access sufficient capital from internal and external sources. Readers are cautioned that the foregoing list of factors is not exhaustive.

Although Triton believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized. As a consequence, actual results may differ materially from those anticipated in the forward-looking statements and you should not rely unduly on forward-looking statements. The forward-looking statements contained in this material change report are made as of the date of this material change report. Except as required by applicable law, Triton does not undertake any obligation to publicly update or revise any forward-looking statements.

Neither the TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.