

FORM 53-901F
(Previously Form 27)

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT*(BRITISH COLUMBIA)**

1. Reporting Issuer

Lateegra Resources Corp.
Suite 1450, 789 West Pender Street
Vancouver, British Columbia V6C 1H2

2. Date of Material Change

December 18, 2002

3. Press Release

The Press Release dated December 18, 2002 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced that it is proceeding with a joint venture option agreement on the Kinsley Mountain Gold Property and the resignation of Vladimir Horvath from the board of directors.

5. Full Description of Material Change

See attached press release dated December 18, 2002.

6. Reliance on Section 85(2) of the Act

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officers

Michael Townsend, President
Carla Schaber, Secretary
(604) 681-1568

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia on the 18th day of December, 2002.

LATEEGRA RESOURCES CORP.

Per: “Michael Townsend”
Michael Townsend

Lateegra Elects to Proceed with Kinsley Mountain Gold Project

December 18, 2002, Vancouver, BC: Lateegra Resources Corp. (LEG - TSX Venture) announces that it has elected to proceed with its previously announced joint venture option agreement for the Kinsley Mountain Gold property. Lateegra's decision to continue with the project follows its review of historical data, a property site visit and the reprocessing of a prior geophysical survey.

Kinsley Mountain Gold Property

The Kinsley Mountain Gold property consists of 69 unpatented claims, covering approximately 2 Sq. Miles in Elko County, 55 Miles South of Wendover, Nevada. Prior work at the property included the production of 138,151 oz gold from an outlined 245,000 oz reserve of gold as well as extensive exploration which has outlined several potential targets. This previous information will be used to produce a geological report in compliance with National Instrument 43-101. To view further information on the Kinsley Mountain Gold property, including pictures and maps, visit the Lateegra Resources corporate website at <http://www.lateegra.com>.

Lateegra Resources believes the Kinsley Gold project holds significant exploration potential. For instance, historical drilling by Cominco and Alta Gold encountered high-grade carbonaceous material in two different zones approximately 1 mile apart. Lateegra Resources believes these zones require further investigation and exploration. A sample of these highlights are as follows:

SE Zone	Oz/T	Ft.
A-909	0.076	30
A-912	0.232	30
A-915	0.087	50
A-936	0.081	20
A1074	0.245	35

NW Zone	Oz/T	Ft.
A1075	0.111	65
A1130	0.149	40
A1131	0.0788	25
K 135	0.083	15
K 139	0.090	80
Ave.	0.127	39

The above assays were commissioned by Cominco American (denoted by the prefix "K") at Chemex Labs (now ALS Chemex) of Reno, Nevada. Those commissioned by Alta Gold (denoted by the prefix "A") were completed by American Assay Laboratories Inc. of Reno, Nevada.

Historical Exploration

The Kinsley property was first discovered in 1984 by USMX, and later explored by Cominco American Incorporated and Hecla Mining Company. This exploration included extensive drilling (1,132 holes) as well as detailed surface sampling and geophysics.

In April 1994, the property was purchased by Alta Gold Company for \$3.0 Million and, following a positive feasibility study by Kilborn Engineering Pacific Ltd., was soon afterwards put into production. Through the years 1994 to 1999, a total of 138,151 oz Au were produced from the Kinsley property. The production focused on an oxide heap-leach resource detailed as 245,000 oz. Due to cost over-runs at Alta's Olinghouse project in western Nevada, Alta Gold was forced into bankruptcy in 1999, leaving the Kinsley project abandoned. Nevada Sunrise thereafter staked the claims and acquired the historical exploration and production data.

From the 1994 report Kinsley Mountain Project: Geology, Mineralization and Exploration Potential, geologist J.P. Robinson states: "*Carlin style Gold mineralization at the property is contained in both N. West trending structures, and favorable bedding replacement zones of the "Big Horse and Windfall Limestone's, the C - 1, the Parallel and Burrowed Limestone and Dunderberg Shale."*

Furthermore, Lateegra Resources and Nevada Sunrise LLC (optionor), have amended the terms of its previously announced option agreement. The new terms call for lease payments of \$5,000.00 USD per month beginning January 15, 2003 in lieu of the January 5, 2003 payment of \$100,000 USD. Also, the issuance of 300,000 common shares will increased to 500,000 common shares. Lastly, Lateegra has agreed to a \$200,000 USD work commitment per year. The amendments, as are the original terms, are subject to the approval of the TSX Venture Exchange. The remaining terms of the option agreement will remain the same.

In addition, Mr. Vladimir Horvath has resigned from the board of directors. The Board of Lateegra Resources Corp. would like to thank Mr. Horvath for his past service and wish him well in his future endeavors.

**ON BEHALF OF THE BOARD OF DIRECTORS
LATEEGRA RESOURCES CORP.**

"Michael Townsend"

Michael Townsend
President

The TSX Venture Exchange has neither approved nor disapproved the information contained herein.