

**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, BC, V6C 1H2

**2. Date of Material Change**

January 14, 2003

**3. Press Release**

The Press Release dated January 14, 2003 was disseminated via Market News Publishing and Canada Stockwatch.

**4. Summary of Material Change**

See attached press release dated January 14, 2003.

**5. Full Description of Material Change**

Lateegra Resources Corp. announces that it has negotiated a joint venture option agreement with Wolfden Resources Inc. to earn up to a 50% interest in Wolfden's Bonanza Red Lake Property.

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

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Senior Officers**

Shaun Ledding, Director  
Ruben Verzosa, Director  
David Hodge, Director  
Dusan Berka, Director

Tel. 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 14<sup>th</sup> day of January, 2003.

**LATEEGRA RESOURCES CORP.**

Per:

*“Michael Townsend”*  
Michael Townsend, Director

Schedule "A"

**Lateegra Resources Corp. to Joint Venture Bonanza Red Lake Property  
from Wolfden Resources Inc.**

**January 14, 2003, Vancouver, BC: LATEEGRA RESOURCES CORP. (LEG – TSX Venture)** is pleased to announce that it has negotiated a joint venture option agreement with **WOLF DEN RESOURCES INC. (YWO – TSX Venture)** to earn up to a 50% interest in Wolfden's Bonanza Red Lake Property. The Bonanza Property is located in the heart of the Red Lake greenstone belt, and is located between the past producing Howey (Teck-Cominco) and Cochenour (Goldcorp) gold mines.

The Bonanza Red Lake Property consists of 25 claims and is host to the Sanshaw (Bonanza) Gold Prospect that has some limited underground development and is reported to host "reserves of 175,000 tons averaging 0.20 oz/ton gold, above the 375 foot level." Additional surface and underground work in 1974 "indicated some **cut grade material of 0.21 (0.35 uncut) oz/ton Au across an average width of 11.0 feet.**" (Source: National Mineral Inventory – Au10). These calculations may not comply with Policy 43-101.

Exploration at Bonanza Red Lake Property will begin immediately with approximately 3,000 meters of drilling planned for this winter.

Historical Exploration

Previous work on the Bonanza Property concentrated on the area of known mineralization and did not test for potential "D2" structures, which are believed to be important in the emplacement of gold in the high-grade zones at the Campbell (Placer Dome) and Red Lake (Goldcorp) gold mines located approximately 4km to the northeast. Previous drilling on the Property has returned intersections as high as 47.3g/t (1.38 oz/ton) Au across 5.2m (17 feet).

Significant assay results from historical exploration to date include the following:

HOLE NUMBER	FROM (meters)	TO (meters)	INTERVAL (meters/feet)	GOLD VALUES (oz/ton)
<b>NBZ-88-10 including</b>	6.0	32.0	26.0/85.3	0.132
	13.5	19.0	5.5/18.0	0.398
	14.0	17.3	3.3/10.8	0.648
<b>NBZ-88-23 Including</b>	51.3	104.76	53.3/174.9	0.075
	51.3	68.5	17.2/56.4	0.137
	54.0	57.0	3.0/9.8	0.582
	74.3	77.0	2.7/8.9	0.144
	95.3	98.8	3.3/10.8	0.129

In consideration for the option, Lateegra will pay \$35,000 and the issuance of 100,000 common shares upon signing and subject to regulatory approval. Lateegra Resources will also be required to complete \$2 Million in exploration over a 4-year period. In addition, Lateegra has agreed to make future payments of \$129,000 and the issuance of 150,000 shares over a 3 year period. Upon the company earning the 50% interest in the property, Lateegra Resources and Wolfden Resources shall enter into a joint venture agreement under standard industry terms to further fund and develop on a 60/40 basis.

A finder's fee may be payable in accordance with the policies of the TSX Venture Exchange. The option agreement is subject to regulatory approval.

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.*