

FORM 53-901F
SECURITIES ACT
MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

ITEM 1. REPORTING ISSUER

Lateegra Resources Corp. (the "Company")
1220 – 789 West Pender Street
Vancouver, BC, V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

February 27, 2004

ITEM 3. PRESS RELEASE

Issued February 27, 2004 and distributed through the facilities of Canada Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Lateegra Resources Corp. announces that it has acquired a 100% undivided interest in the Cable Creek 1-3 mineral claims, located approximately 12 km northeast of Stewart, British Columbia.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

February 27, 2004, Vancouver, B.C.: Lateegra Resources Corp. (LEG – TSX Venture) ("Lateegra") is pleased to announce that it has acquired a 100% undivided interest in the Cable Creek 1-3 mineral claims, located approximately 12 km northeast of Stewart, British Columbia.

The Cable Creek 1-3 claims are host to mesothermal gold deposits with the mineralization being hosted in northwest striking, shear-hosted, quartz-carbonate veins rich in base and precious metals. Several mineralized quartz veins are reported from the property. The largest of these is located parallel to Cable Creek and dips to the west. Prior work has shown the vein to vary from about 1.25 to 3.75 m in width, over a strike length of approximately 180 m. Historic assays include a sample across 1.25 m near the south end of the vein, with 0.62 oz/t Au, 4.0 oz/t Ag and 2.0% Cu; while another sample from near the north end of the vein returned 1.20 oz/t Au, 4.0 oz/t Ag and 2.2% Cu across 3.75 m.

The Cable Creek claims are located approximately 24 km due west of the company's Del Notre Property, where prior exploration drilling has intersected an average grade of .69 oz/t gold equivalent over an average of 6.4 feet. The Cable Creek claims are just northeast of the company's Clone Property where prior drilling intersected 27.8 feet of 2.357 oz/t gold.

The claims encompass approximately 3,750 acres and are generally underlain by north-striking, folded argillaceous siltstone and intercalated sandstone and pebble conglomerate of the Middle Jurassic Salmon River Formation. The Clone Property and Cable Creek claims are similar in that the main gold-bearing structures are proximal to the contact between clastics of the Salmon River Formation and Cenozoic Plutons. In addition, the dimensions of the interpreted mineralized zones at the Cable Creek property are similar in magnitude to the Clone and Del Norte. The Clone is host to a 1 to 5 meter wide shear zone, based on the 2003 drilling the mineralized intercepts at Del Norte ranges from 1 to 3.05 meters wide (LG Vein) with between 0.093 oz/t Au and 0.451 oz/t Au, and the main showing on the Cable Creek claims is between 1 to 4 m in width. Also present throughout the property are other showings with varied widths.

Lateegra is currently reviewing historical information pertaining to the property, and anticipates

conducting an exploration program including detailed mapping and sampling of the known mineral occurrences during the summer of 2004.

In consideration for the option on the Cable Creek 1-3 claims, Lateegra Resources Corp. will pay \$20,000 cash and 120,000 common shares to Commerce Resources Corp. In addition, Lateegra must incur exploration expenditures totaling \$250,000 of which \$25,000 must be incurred on or before August 31, 2004. Pursuant to an underlying agreement, Lateegra must make annual payments of \$5,000 to the original property vendor until all expenditures on the Property total \$250,000. The original property vendor retains a 2% NSR should the property be put into commercial production. The company will pay a finder's fee of 100,000 common shares, which will be subject to a 4 month hold period. The acquisition is subject to the approval of the TSX Venture Exchange.

The company will be granting incentive stock options to directors, officers and employees, subject to the approval of the TSX Venture Exchange Inc. for the purchase of 500,000 common shares of the Company for a period of 5 years at an exercise price of \$0.15 per share.

The company has completed the first phase of exploration on the company's El Tigre and Vibora claims located in Senora State, Mexico. On the advice of the geological team sent to investigate the property the company has elected not to renew its option on the property.

ITEM 6. RELIANCE ON SECTION 85(2) OF THE ACT

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. DIRECTOR/SENIOR OFFICER

Contact: Michael Townsend, President
Telephone: 604-669-9830

ITEM 9. STATEMENT OF SENIOR OFFICER/DIRECTOR

The foregoing accurately discloses the material change referred to herein.

“MICHAEL TOWNSEND”
Michael Townsend, President

DATED this 27th day of February, 2004