

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

May 28, 2004

ITEM 3. PRESS RELEASE

Issued May 28, 2004 and distributed through the facilities of Canada Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Lateegra Resources Corp. (LEG – TSX Venture, LTG Frankfurt) announces that Michael Townsend has appointed James Greig as Business Development Specialist for the Company.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

May 28, 2004, Vancouver, BC: Lateegra Resources Corp. (LEG – TSX Venture, LTG Frankfurt) announces that Michael Townsend has appointed James Greig as Business Development Specialist for the Company.

Mr. Greig, a graduate of the University of Calgary, Alberta as an MBA, brings several years of work experience in project management, finance and strategy with projects in Canada, Denmark and Mexico. Previous appointments include Hunter-Dickinson Group and Breakwater Resources Ltd. Mr. Greig's international experience, financial background and strong mineral knowledge will be an asset to the Company.

The Company announces that certain Directors of the Board will participate in a private placement to raise \$150,000.00, subject to TSX Venture Exchange approval. The 1,000,000 units will consist of one non flow through common share of Lateegra Resources at a price of \$0.15 and one non-transferable non flow through share purchase warrant at a price of \$0.17 for a period of two years.

The Company will also be granting 500,000 incentive stock options at an exercise price of \$0.15 per share.

Further to our news release of May 21, 2004 the Company announced the closing of the Cable Creek agreement in error. However, the Company has closed the transaction on the Lake 1-4 & Sustut 1-6 mineral claims located in the Omineca Mining Division of B.C. As per the TSX Venture Exchange Notice of April 21/04, the Company has issued 100,000 common treasury shares to the vendor and 20,000 shares finders fee at a deemed price of \$0.17 per share. The shares are subject to a four month hold period expiring August 23, 2004.

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 28th day of May, 2004