

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

June 1, 2004

ITEM 3. PRESS RELEASE

Issued June 1, 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

Lateegra Resources Acquires Jinjishan Gold Mine

June 1, 2004, Vancouver, BC: Lateegra Resources Corp. (LEG – TSX Venture, LTG-Frankfurt) announces it has entered into an agreement with an arms length party to acquire an initial 70% interest in the Jinjishan (Golden Pheasant Mountain) mine located in the southern part of the East Yaoshan mountain, in the territory of Louning County of Henan Province, China.

Lateegra is in receipt of a mineral report (the "Report") compliant with National Instrument 43-101 completed by an independent Qualified Person Mr. Peter H. Cowdery, BSc., MBA. His conclusions and recommendations are summarized below. The Report is in the process of being filed on Sedar.

The Jinjishan property consists of 30.8 square kilometers, of which 2.8 square kilometers are under mining development and 28.0 square kilometers are under geological survey and exploration. On the property, there are 6 mineralized zones; Of the 6 mineralized zones, Lateegra will initially focus on the F1 Vein where the primary mineralization is currently under production. The remaining 5 mineralized zones are all within the scope of the gold exploration permit.

History

In the late 1980's the Gold Bureau of Luoning sampled veins that were worked by local miners, and in 1995 the Jinjishan joint venture was formed to develop and mine the F1 vein. To date there are 26 trenches cut for a total length of 522 m, 34 tunnels for a total length of 2,750 m, and 134 samples were taken and assayed for gold. In 1998 the Jinjishan Gold Mine commenced production at a throughput rate of 100 tons of ore per day. Sources of this information were an introductory report prepared by the Jinjishan Gold Mine, a three volume Geological Report published in 2003 by the Henan Geological Bureau, and information acquired at the site in May 2004 (the "References").

There are eight veins that have been identified and sampled with trenches, pits and near-surface tunnels. With the extensive historical sampling data, an inferred mineral resource has been estimated and is summarized as follows:

Vein #	Minimum size of the Resource		Maximum size of the Resources	
	Tonnes	Grade gpt	Tonnes	Grade gpt
F1	312,500	8.00	800,000	8.00
F3	143,000	22.08	190,190	25.98
F4	81,000	7.93	107,730	9.33
F5	199,800	7.63	265,734	8.98
F6	73,000	10.16	97,090	11.94
F7	163,300	8.40	217,189	9.88
F8	153,900	8.40	204,687	9.88
F9	237,600	11.0	316,008	12.95
F10	220,320	4.26	293,025	5.01

In addition to the above noted veins in the table, there appears to be some potentially mineralized structures in three other areas, contained within the exploration license, associated with topographic highs striking the same direction as the known mineralized veins with what appear to be historical workings.

The information contained in the table above is referenced from the Report. The Report states that the material and work contained in the Report relies almost entirely on the References. There was no time to find and inspect the old drill core and similarly there was no attempt made to obtain samples of the mineralization in the mine, the mill or the prospected veins mainly because of the difficulties of obtaining a sufficient number of samples, which could then be considered representative of the mineralization.

A great deal of time needed to complete the Report was spent trying to reconcile the operating information gathered, with the statements made in the References and to attempt to develop realistic parameters and costs for the F1 Vein operation. The various anomalies and unexplained discrepancies have all been pointed out in the body of the Report.

Access, Infrastructure

The 30 km road between the Jinjiashan Gold mine and Louning (the closest town) is mostly paved. Louning hosts machine and repair shops, and there is ample work force available in the area.

Lategra is planning a four week due diligence program in July which will consist of a thorough check sampling campaign, a complete survey of mine workings, exploration tunneling and down-dip drilling in order to establish a quantity of reserves.

Lategra has completed an agreement with the Jinjishan JV to form a Sino-Foreign Cooperative Company. Under this agreement Lategra is to supply funding to the Cooperative Company for;

1. the purpose of further exploration of the license area and the subsequent development of any veins that are found to be economically attractive.
2. the improvement and expansion of the mining operation of the F1 Vein.

US\$1 million is to be funded into the joint venture company by October 31 and a further US\$1 million by December 31 of this year.

Lateegra has agreed to issue 3.7 million shares of its capital stock in two tranches and make a cash payment totaling US\$200,000 subject to TSX-Venture Exchange approval. The property is also subject to a royalty of \$2.00 per ounce of gold produced and a 5% net profits royalty capped at \$500,000 per year. The acquisition is subject to a finders fee of 200,000 common shares.

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 1st day of June, 2004