

**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**

August 24, 2004

**ITEM 3. PRESS RELEASE**

Issued August 24, 2004 and distributed through the facilities of Canada Stockwatch.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

Lateegra Resources Corp. announces that an independent engineering team from CNNC, the Nuclear Industry 290 Research Bureau of Guangdong has completed the sampling portion of the due diligence program on the Jinjishan Gold Mine property in Henan Province, China.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

*August 24, 2004, Vancouver, BC:* Lateegra Resources Corp. (LEG – TSX Venture, LTG- Frankfurt) announces that an independent engineering team from CNNC, the Nuclear Industry 290 Research Bureau of Guangdong has completed the sampling portion of the due diligence program on the Jinjishan Gold Mine property in Henan Province, China.

The engineering team has re-sampled, and will assay and evaluate; and formulate a work program for the mine. The re-sampling program is outlined below: (all samples have been prepped at International Plasma Laboratories offices in Kunming, China; assays are being done at IPL in Vancouver, B.C.)

1) Jinjishan Gold Mine Mill Plant Sampling

On a daily basis and every two hours, samples of mill heads, concentrates, and mill tails have been taken. The program took approximately one month. The objective of the Mill Plant Sampling is to ascertain the efficiency of the Mill Plant operation and to determine the areas for improvements.

2) F1 Vein Sampling

This Sampling program focused on previous surface trenches and underground on the six levels, including the areas currently being mined. Samples will be assayed and results will be evaluated in order to calculate a resource estimate. The location and layout of the tunnels and trenches will be remapped and digitized.

3) F3, F4, F5, F6, F7, F8, F9, F10 and Qianhe Veins Sampling:

The Engineering Team surveyed the F3, F4, F5, F6, F7, F8, F9, F10 and Qianhe veins, and samples were taken in the same areas or proximity of the previous sampling. The assays will be checked against the sampling records provided by the local technical staff of Jinjishan Gold Mine. Samples will be assayed for gold, silver and copper mineralization.

Up to 900 samples have been taken and are at various stages of assay. The Company anticipates all data to be compiled and a report available by September 15, 2004. The Company will have then completed the due diligence program and will decide whether or not to proceed with the venture.

The company anticipates receiving the title opinions and Sino foreign Joint Venture documentation by the end of the month and will then proceed with the expedited filing to obtain TSX Venture exchange approval for the proposed transaction.

The Company has granted 600,000 incentive stock options to directors, officers and employees, under its Stock Option Plan for a period of five years at a price of \$0.15 per share.

**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 24<sup>th</sup> day of August, 2004