

**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**

September 3, 2004

**ITEM 3. PRESS RELEASE**

Issued September 3, 2004 and distributed through the facilities of Canada Stockwatch.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

Lateegra Resources Corp. announces that the financing announced May 28, 2004, to raise \$150,000.00, has been cancelled.

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

*September 3, 2004, Vancouver, BC:* Lateegra Resources Corp. (LEG – TSX Venture, LTG-Frankfurt) announces that the financing announced May 28, 2004, to raise \$150,000.00, has been cancelled.

**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 3<sup>rd</sup> day of September, 2004