

Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

September 24, 2004

Item 3: News Release

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

Item 4: Summary of Material Change

The Company 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

Jinjishan Gold Mine Additional Information

September 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.

Geologically, the gold mine is located in the south margin of the North China Craton. This margin is the focus of the second-largest gold concentration and production region of China. The gold mine owns all the infrastructure including a 100-ton-per-day capacity ore concentration plant which could be increased to 375 tons/day. The sector has water supply, sewage system, electric services and a good access road.

1) F1 Vein Sampling

This Sampling program focused on previous surface trenches and underground on the six levels, including the areas currently being mined. Channel sampling spacing is 15-20 metre along strike and 30-40 metre down dip. All samples have been prepped at International Plasma Laboratories offices in Kunming, China; assays are being done at IPL in Vancouver, B.C. Assays of the vein material are in the three columns below:

Sample Description	Au g/mt	Ag g/mt	m	Sample Description	Au g/mt	Ag g/mt	m	Sample Description	Au g/mt	Ag g/mt	m
F1A1-2	0.04	1.3	.82	F1B7-2	15.16	499.0	.69	F1C13-2	4.84	47	.62
F1A2-2	0.18	2.0	.50	F1B8-2	32.00	1284.2	.55	F1C14-2	5.38	22	.83
F1A3-2	0.32	3.8	.30	F1B9-2	3.80	40.0	.44	F1C15-2	0.28	30	.95
F1A4-2	6.00	25.0	.43	F1B10-2	5.40	71.1	.48	F1C16-2	4.88	63	.70
F1A5-2	29.20	88.9	.95	F1B11-2	8.00	17.2	.48	F1D1-2	9.82	36	.45
F1A6-2	10.20	14.2	.96	F1B12-2	9.70	121.5	.55	F1D2-2	11.16	49	.40
F1A7-2	10.20	43.0	.68	F1B13-2	8.32	15.1	.33	F1D3-2	9.34	25	.35
F1A8-2	11.12	87.0	.42	F1B14-2	5.62	55	.37	F1D4-2	25.62	100	.25
F1A9-2	7.00	85.3	.62	F1B15-2	64.2	882.4	.51	F1D5-2	13.46	54	.25
F1A10-2	13.10	64.0	.45	F1B16-2	3.1	58	.30	F1D6-2	55.8	23	.70
F1A11-2	60.00	99.5	.35	F1C1-2	99.2	218.9	.46	F1D7-2	5.92	8.3	.30
F1A12-2	16.00	64.0	.31	F1C2-2	34.8	113	.57	F1D8-2	10.72	26	.25
F1A13-2	3.00	27.0	.73	F1C3-2	8.18	37	.46	F1E1-2	3.22	16.5	.37
F1A14-2	4.00	17.4	.55	F1C4-2	12.92	84	.60	F1E2-2	13.14	40	.40
F1A15-2	7.20	3.8	.45	F1C5-2	7.76	76	.48	F1E3-2	10.78	28	.70
F1A16-2	9.70	45.0	.76	F1C6-2	6.38	33	.46	F1E4-2	3.36	14.5	.30
F1B1-2	14.30	36.4	.43	F1C7-2	11.24	50	.35	F1E5-2	2.84	16.1	.70
F1B2-2	2.10	71.0	.60	F1C8-2	7.28	31	.49	F1E6-2	1.3	16.6	.25
F1B3-2	19.20	58.6	.80	F1C9-2	4.54	50	.78	F1E7-2	18.34	33	.40
F1B4-2	11.40	16.6	.93	F1C10-2	19.94	65	.96	F1E8-2	3.38	13.7	.25
F1B5-2	17.80	28.8	.55	F1C11-2	12.94	54	.45				
F1B6-2	13.00	37.0	1.0	F1C12-2	2.58	17.7	.53				
								Average	13.46	84.23	.54

Assays are being evaluated in order to calculate a resource estimate. The location and layout of the tunnels and trenches have been remapped and digitized.

2) 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 channel samples were taken in the same areas or proximity of the previous sampling where ever possible. The assays will be checked against the sampling records provided by the local technical staff of Jinjishan Gold Mine.

The company anticipates receiving the mining and exploration license by the end of the month and will then proceed with the expedited filing to obtain TSX Venture exchange approval for the proposed transaction.

Sample Description	Au g/mt	Ag g/mt	m	Sample Description	Au g/mt	Ag g/mt	m	Sample Description	Au g/mt	Ag g/mt	m
F3A2-2	16.44	19.7	.35	F6A1-2	6.22	5.4	.35	F8A3-2	5.18	28	.45
F3A3-2	2.9	8.3	.42	F6A2-2	8.24	86	.42	F8A4-2	19.34	27	.57
F4A1-2	7.44	3.9	.35	F6A3-2	0.98	1	.40	F8A5-2	48.4	229.2	.40
F5A1-2	16.12	125.4	.60	F6A4-2	0.13	0.9	.35	F8A6-2	22.68	175.5	.35
F5A2-2	10.72	123.8	.45	F7A1-2	12.9	93	.15	F8A7-2	21	68	.30
F5A3-2	16.14	3833.3	.53	F7A2-2	5.1	3	.35	F9A1-2	0.69	3.7	grab
F5A4-2	18.04	291.7	.40	F7A3-2	0.77	73	.25	F10A1-2	21.6	259.7	.30
F5A5-2	14.98	197.3	.47	F8A1-2	14.02	87	.25	F10A2-2	21.9	38	.35
F5A6-2	10.08	38	.55	F8A2-2	50.8	179	.35				
								Average	14.34	230.72	.39

China is now the world's fourth-largest producer of gold, increasing its production from 2.5 million troy ounces in 1992 to 13 million troy ounces in 2002, and has now surpassed production in Canada. China is also the fourth-largest consumer of gold, having freed up the ownership of gold by its citizens. China currently has many small gold mines employing over 20 million people. The majority of those mines are low production (less than 150 tonnes per day and using old equipment and technology). Central government policy now favours consolidation of these small holdings into larger, more efficient production units employing modern facilities.

Lateegra is in receipt of a mineral report compliant with national policy 43-101 completed by Peter H. Cowdry BSc MBA a qualified person. Mr. Cowdry has outlined and supervised the due diligence program referenced above. Mr. Cowdry is currently working on the addendum to the 43-101 and the comparisons will be completed within the next 10 days. The existing report is available at www.sedar.com.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

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: Executive Officer

Contact: Michael Townsend, President

Telephone: 604-669-9830

Item 9: Date of Report

September 24, 2004