

FORM 53-901F
MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT*(BRITISH COLUMBIA)

1. Reporting Issuer

Lateegra Gold Corp.
Suite 1128, 789 West Pender Street
Vancouver, British Columbia V6C 1H2

2. Date of Material Change

June 5, 2006

3. Press Release

The Press Release dated June 5, 2006 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced it has closed a private placement of up to 1,166,000 units at \$0.50 per unit for gross proceeds of C\$583,000 dollars. Each unit will consist of one common share and one share purchase warrant. Each warrant will entitle the holder to purchase one additional share of Lateegra Gold at a price of C\$0.75 for a period of 1 year.

The Company also announced it has entered into an Investor Relations agreement of KCrew Communications of Vancouver British Columbia.

5. Full Description of Material Change

See attached press release dated June 5, 2006

6. Reliance on Section 85(2) of the Act

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officers

Michael Townsend, President

(604) 669-9330

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia on the 5 day of June, 2006.

Lateegra Gold Corp

Per: _____

“Michael Townsend”

Schedule "A"
LATEEGRA CLOSES PRIVATE PLACEMENT

June 5 2006, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG - TSX Venture) announces that Company has closed the private placement announced a private placement of 1,166,000 units at \$0.50 per unit for gross proceeds of C\$583,000 dollars. Each unit will consist of 1 common share and one common share purchase warrant. Each warrant will entitle the holder to purchase one additional share of Lateegra Gold at a price of C\$0.75 for a period of 1 year. The shares and warrants referenced above will be freely tradable October 3, 2006.

The Company also announces it has entered into an Investor Relations agreement of KCrew Communications of Vancouver British Columbia. KCrew will initiate and maintain contact with the financial community and will assist the company in gaining increased exposure to investors through the dissemination of corporate information to a network of on-line venues, brokerage firms and private investors. In addition, KCrew will assist management with strategizing, formulating and implementing the company's communications programs, and it will be instrumental in introducing the company to relevant industry analysts, institutional and retail investors throughout North America and Europe. Subject to regulatory approval, KCrew has been engaged pursuant to a three-month service agreement effective June 1, 2006, which may be renewed or terminated by either party with 30 days advance notice. KCrew will be paid \$7,500 per month (plus GST) and will be granted an option to purchase 100,000 common shares of the Company (one time grant) at a price of \$0.60 per share for a period of two years.

Company has granted incentive stock options to its' directors, officers, consultants and employees, under its Stock Option Plan, for the purchase of up to 150,000 common shares of the Company for a period of 2 years at a price of \$0.50 per share.

ON BEHALF OF THE BOARD OF DIRECTORS
LATEEGRA GOLD CORP.

Michael
Michael
President

Townsend
Townsend

THE TSX VENTURE EXCHANGE HAS NOT YET REVIEWED AND DOES NOT TAKE RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THE CONTENT OF THIS NEWS RELEASE.