

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

July 26, 2006

3. Press Release

The Press Release dated July 26, 2006 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced it has entered into an acquisition agreement with Tara Gold Resources Corp to acquire up to a 70% interest in the Picacho Gold Mine located within the Northern Sierra Madre Gold Belt, 120 kilometers south of the United States Border, in Sonora State, Republic of Mexico.

5. Full Description of Material Change

See attached press release dated July 26, 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 26 day of July, 2006.

Lateegra Gold Corp

Per: _____

“Michael Townsend”

Schedule "A"

Lateegra Gold Acquires Producing Gold Mine in Sierra Madre Gold Belt Mexico

July 26, 2006 - Lateegra Gold Corp. (the "Company") (LRG-TSX.V) (Frankfurt-LTG) is pleased to announce that it has entered into an acquisition agreement with Tara Gold Resources Corp (OTC: TRGD.PK) (Frankfurt T8N) to acquire up to a 70% interest in the Picacho Gold Mine located within the Northern Sierra Madre Gold Belt, 120 kilometers south of the United States Border, in Sonora State, Republic of Mexico.

The Picacho mine, a 3,236 hectare mining concession, is 24km by haulage road from Bacoachi, a town with a population of approximately 2000 people serviced by the national electrical grid, a 1200m airstrip and a paved highway accessing the nearby mining town of Cananea and the State capital, Hermosillo.

The previous owners have been exploiting an up to 6 meter wide vein structure for the past three years by driving in on a 5 meter by 5 meter ramp declining 8% and extending over 1km in length. Production comes from several working faces averaging 4 - 6 meters in width, dipping at 70°, with very competent hanging wall and roof support conditions. Owner reported, and company verified, ore grades averaged 5 grams gold and 15 grams silver per tonne hosted within a mineralized structure comprising an 85% silica content creating a tailings product that is being sold as a flux agent to the local smelters for US\$35.00/tonne, an amount that is estimated to generate sufficient revenues to cover current mining and milling costs. Management believes the ore body width, dip, and hanging wall competency offer tremendous operational flexibility enabling a variety of mining methodologies to ultimately optimize efficiency while minimizing pillar volumes and dilution.

Lateegra has commissioned three separate site visits to the Picacho property with check samples being taken under the supervision of 43-101 qualified persons Michael Sandidge P.Geo, Jeffrey Reeder P.Geo and James McCrea P.Geo. The samples tabulated below were random, representing both the structure and the wall rock. Results as obtained from samples:

| <u>Sample No.</u> | <u>Au (g/t)</u> | <u>Ag g/t</u> | <u>Site</u> | <u>Sample No.</u> | <u>Au (g/t)</u> | <u>Ag g/t</u> | <u>Site</u> |
|-------------------|-----------------|---------------|-------------|-------------------|-----------------|---------------|-------------|
| 16476 | 1.315 | 9.3 | MP | 0004-06 | 3.86 | 4.5 | UG |
| 16477 | 0.57 | 3.8 | MP | 0005-06 | 0.354 | 6.9 | DAV |
| 16478 | 0.258 | 4.0 | MP | 1 | 0.018 | 1.9 | UG |
| 16479 | 0.451 | 13.9 | MP | 2 | 0.049 | 0.6 | UG |
| 16480 | 5.72 | 31.1 | UG | 3 | 1.31 | 2.9 | UG |
| 16481 | 7.82 | 22.3 | UG | 4 | 0.041 | 1.4 | UG |
| 16482 | 29.9 | 53.2 | GF | 5 | 1.59 | 11.1 | UG |
| 16483 | 2.42 | 12.0 | OP | 6 | 3.66 | 23.9 | UG |
| 16484 | 2.37 | 9.4 | OP | 7 | 0.258 | 1.6 | UG |
| 16485 | 3.93 | 12.0 | OP | 8 | 6.17 | 15.3 | UG |
| 0001-06 | 6.47 | 26.2 | OP | 9 | 5.85 | 11.4 | UG |
| 0002-06 | 2.56 | 7.6 | UG | 10 | 0.135 | 5.4 | UG |
| 0003-06 | 1.565 | 4.4 | UG | 11 | 7.88 | 43.1 | UG |

(Underground, MP- Muck Pile, GF- Gossan Float, OP- Ore Pile, DAV- Dos Amigos Vein)

The samples were collected and transported by independent consultants to ALS Chemex Laboratory (Chemex) in Hermosillo, Sonora, Mexico, (a laboratory certified by ISO 9002).

The purchase of the mine includes an extensive processing facility currently capable of 250 tonnes/per day of ore throughput. The mill includes a 1500 tonnes/day jaw crusher, a 500 tonnes/day cone crusher, 2 ball mills, 2 floatation cells (400 tonnes/day), 2 caterpillar gen-sets and a large shop facility. The rolling stock consists of 3 Wagner ST8 scoop trams, a Gardner Denver 2 boom pneumatic jumbo, a stationary hydraulic exploration drill, 2 compressors, 2 Cat

D8's and a D9 dozer, a Clarke Michigan front end loader, 1 track loader, haul trucks and all ancillary mining equipment. The equipment, being in good serviceable condition, allows the option for an on going mining operation simultaneous to the commissioning of a scoping study to prepare recommendations, around various optimization scenarios, for plant and equipment upgrading.

The Picacho Project, interpreted as a low sulfidation epithermal gold-silver system, is hosted in a Middle-Upper Tertiary "caldera complex" of silicified andesites and andesitic tuffs intruded by nearly contemporaneous rhyodacites, diotites, and andesitic breccias. This "caldera complex" is part of a volcanic regime covering northern Sonora and Chihuahua States of Mexico overprinting a NW-SE trending Lower Tertiary porphyry copper belt host to Mexico's largest copper deposits, Cananea and La Caridad. The property is structurally delineated by NW-SE, N-S and NE-SW fault and fracture trending structures traced for over 5kms and potentially representing a reactivation of older structures, developing an extensive vein system hosting gold and characterized by multiphase banded quartz and sulfide stockwork veining with hydrothermal brecciation within intensely silicified andesitic volcanics.

A new zone of intense alteration comprising a vuggy silica discovered in recent workings, represents a near surface heap leach-able gold target believed to be related to the same structure currently being mined on strike, more than 2 km's away. The new zone will be drill tested as part of a resource definition program.

Low sulfidation systems of this type, under favorable conditions, have formed large bulk tonnage gold deposits including the 42million oz Lihir Deposit in Papua New Guinea, the 16million oz Zhao-Ye deposit in China, the 5million oz Kori-Kollo deposit in Bolivia, and the 18million oz Cadia East Deposit in Australia.

The terms of the option agreement to earn an initial 65% interest in the project is as follows. Lateegra will make staged escalating payments to the vendors totaling \$7,325,000 over a 5 year period plus an additional \$100,000 per year on the anniversary of the agreement for the term of the JV. Lateegra will also commit to spending \$1,000,000 in exploration and \$2,000,000 on mine development and production plant enhancements within 18 months of the signing of the agreement as well as issue Tara Gold 50,000 shares per month for a period of 12 months. Once Lateegra has earned the 65% interest, a Joint Venture will be formed and a standard dilution clause will be in effect. As a basis for the dilution clause, each party will be deemed to have invested the following amount of money in the Picacho Groupings, Lateegra US\$10,325,000 (representing its 65% interest); and Tara: US\$5,600,000 (representing its 35% interest). In the event a participant has been diluted down to a 10% interest, this interest will automatically convert into a 3% N.S.R. and the joint venture agreement will become null and void. For a period of no longer then 1 year, the 3% NSR can be reduced to 1% by any partner in exchange for a US\$2,000,000 payment for each 1% increment. It is also agreed that Lateegra will have an 18 month option to increase its interest in the Picacho Groupings to 70% thereby reducing Tara's interest in the Picacho Groupings to 30%, whereby the price for the 5% will be determined based on a sliding scale of daily production averaged over 3 months. A finders fee in accordance with TSX policies will be payable.

The above proposed transaction is subject to TSX Venture Exchange approval. The technical information in this news release has been reviewed by, Michael Sandidge, P. Geo. a Qualified Person as defined in national policy 43-101 and acknowledges that the property specific data is historical and believed to be accurate but should not be relied on.

The Company has also granted incentive stock options to the officers, consultants and employees, under its Stock Option Plan, for the purchase of up to 130,000 common shares of the Company for a period of 2 years at a price of \$0.80 per share.

About the Company

Lateegra Gold Corp. is a mineral exploration and development company, with a mandate for building a significant portfolio of mineral exploration and development properties in Latin America, with attainable goals for achieving mid-tier gold production.

ON BEHALF OF THE BOARD OF DIRECTORS
“Michael Townsend”
President and CEO

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.

This news release contains certain "Forward-Looking Statements" within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time with the British Columbia Securities Commission and the United States Securities & Exchange Commission.