

**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**

August 31, 2006

**3. Press Release**

The Press Release dated August 31, 2006 was disseminated via Market News Publishing and Canada Stockwatch.

**4. Summary of Material Change**

The Company announced has entered into a financing agreement with Canaccord Capital Corporation (the "Agent") for the private placement, on a commercially reasonable efforts basis, of up to 2,000,000 units at a price of \$0.75 per unit for gross proceeds of C\$1,500,000.

**5. Full Description of Material Change**

See attached press release dated August 31, 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 31 day of August, 2006.

**Lateegra Gold Corp.**

Per: "Michael Townsend"

**August 31 2006, Vancouver, BC:** Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) is pleased to announce that it has entered into a financing agreement with Canaccord Capital Corporation (the "Agent") for the private placement, on a commercially reasonable efforts basis, of up to 2,000,000 units at a price of \$0.75 per unit for gross proceeds of C\$1,500,000. Each unit will consist of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company at a price of \$0.85 for a period of 2 years from closing.

The Company has also granted the Agents an option to increase the offering by up to 600,000 units or C\$450,000, up to 48 hours prior to closing. This placement is subject to regulatory approval.

**ON BEHALF OF THE BOARD OF DIRECTORS  
LATEEGRA GOLD CORP.**

*"Michael Townsend"*  
Michael Townsend  
President

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.

Cautionary note: This report contains forward looking statements, particularly those regarding cash flow, capital expenditures and investment plans. Resource estimates, unless specifically noted, are considered speculative. The company is filing a National Instrument 51-101 Report. By their nature, forward looking statements involve risk and uncertainties because they relate to events and depend on factors that will or may occur in the future. Actual results may vary depending upon exploration activities, industry production, commodity demand and pricing, currency exchange rates, and, but not limited to, general economic factors. Cautionary Note to US investors: The U.S. Securities and Exchange Commission specifically prohibits the use of certain terms, such as "reserves" unless such figures are based upon actual production or formation tests and can be shown to be economically and legally producible under existing economic and operating conditions.