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**

December 8, 2006

3. **Press Release**

The Press Release dated December 8, 2006 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced a formal Option Agreement through a wholly-owned subsidiary Lateegra Ecuador S.A., with MPH Ventures Corp. ,for the acquisition by MPH Ventures of a 50% interest in the Company's wholly owned mining concession called the M10.

5. **Full Description of Material Change**

See attached press release dated December 8 2006

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Senior Officers**

Michael Townsend, Director

(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 8 day of December, 2006.

Lateegra Gold Corp.

Per: "Chris Verrico"

Schedule “A”

LATEEGRA OPTIONS M10 IN ECUADOR

December 08, 2006, Vancouver, BC – Lateegra Gold Corp. (the “Company”) announces it has signed a formal Option Agreement through our wholly-owned subsidiary Lateegra Ecuador S.A., with MPH Ventures Corp. (TSX.V: MPS), for the acquisition by MPH Ventures of a 50% interest in the Company’s wholly owned mining concession called the M10 massive sulphide prospect.

The M10 property is located in the Pichincha province 50 kilometres west-southwest of Quito Ecuador immediately north of and adjoining Cornerstone Capital Resources and Coastport Capital's La Plata gold-rich VMS (volcanic massive sulphide) deposit and covers an area of 4,915 hectares. The M10 property was identified by Ing Fredy Salazar, who spent several years as a senior geologist for Newmont Gold and provided consulting services for Aurelian Resources. Mr. Salazar was instrumental in the identification of the land package known as the Condor project held by Aurelian Resources and the El Condor project held by Lateegra located in the emerging gold belt in southern Ecuador.

The exploration target on the M10 concession is the continuation of the La Plata polymetallic volcanogenic massive sulphide (VMS) trend. Mineralization at La Plata and in the area occurs at or near the north-south-trending contact between intermediate and felsic volcanics. Recent results from the drilling on La Plata by Cornerstone and Coastport Capital returned significant massive sulphides returning in hole LP-06-02, 6.7 metres (true width of 4.4 metres) averaging 11.1 grams per tonne gold, 77.9 grams per tonne silver, 23.44 per cent zinc, 1.02 per cent copper and 3.19 per cent lead; and 8.9 metres averaging 31.61 grams per tonne gold, 289.39 grams per tonne silver, 18.16 per cent zinc, 5.86 per cent copper and 1.61 per cent lead in hole LP-06-01 (see Stockwatch news dated June 22, 2006, Cornerstone Capital Resources). The M10 concession covers 7.5 kilometres of potential strike length of favourable geology. Documented mineral showings are reported to exist on the property including the El Diablo showing located on the south limits of the property.

Lateegra has agreed to grant the option to the MPH Ventures to acquire a 50% interest in the M10 property in consideration of the MPH Ventures undertaking a work program on the property aggregating $2,500,000 over 4 years, issuing an aggregate of 600,000 shares to Lateegra over 3 years, and paying a one time cash payment of $50,000.

ON BEHALF OF THE BOARD OF DIRECTORS

"Chris Verrico",
CEO and Director