

**FORM 53-102F3**

**MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Lateegra Gold Corp  
1128-789 West Pender Street  
Vancouver, BC, V6C 1H2

2. **Date of Material Change**

January 31, 2008

3. **News Release**

The Press Release dated January 31, 2008 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced the granting of incentive stock options to its directors, officers, consultants and employees, under its Stock Option Plan.

5. (a) **Full Description of Material Change**

See attached press release dated January 31, 2008

(b) **Disclosure for Restructuring Transaction**

Not Applicable

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Executive Officer**

Chris Verrico, Director

604-669-9330

9. **Date of Report**

January 31, 2008

**Schedule A**  
**LATEEGRA ANNOUNCES STOCK OPTIONS**

**January 31, 2008, Vancouver, BC:** Lateegra Gold Corp. (the "Company") (TSX.V: LRG Frankfurt: LTG) announces that Company has granted incentive stock options to its directors, officers, consultants and employees, under its Stock Option Plan, for the purchase of up to 1,200,000 common shares of the Company for a period of 2 years at a price of \$0.16 per share.

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

"Chris Verrico"  
Chris Verrico  
President

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