

**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**

May 28, 2008

3. **News Release**

The Press Release dated May 28, 2008 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it has signed a letter of intent to sell its wholly owned Mexican subsidiary, Minera Bacoachi S.A. de C.V. to Abbastar Uranium Corp.

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

See attached press release dated May 28, 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**

May 28, 2008

## Schedule A

# Lateegra Reinforces its Focus on Phosphate Exploration

**May 28, 2008, VANCOUVER, BC:** Lateegra Gold Corp. ("Lateegra") (TSX.V - LRG) (Frankfurt - LTG) is pleased to announce that it has signed a letter of intent to sell its wholly owned Mexican subsidiary, Minera Bacoachi S.A. de C.V. ("Minera Bacoachi") to Abbastar Uranium Corp. ("Abbastar").

Lateegra has recently acquired large land packages in B.C. with highly prospective phosphate potential and feels that divestiture of its Mexican assets will allow it to focus entirely on phosphate exploration.

Minera Bacoachi has its main office in Hermosillo, Sonora, and was established to acquire and manage Mexican exploration properties. The sale of Minera Bacoachi includes established infrastructure, personnel, equipment and the recently acquired option on the Charay low sulphidation gold property ("Charay property"). The Charay property is located in northern Sinaloa, Mexico and was optioned by Minera Bacoachi from Minera Pafex S.A. de C.V. of Hermosillo, Sonora, on April 30, 2008.

Abbastar is in the process of performing geological, legal and financial due diligence investigations with regard to Minera Bacoachi and the Charay property. When Abbastar is satisfied that all conditions are acceptable, they will enter into a definitive agreement with Lateegra on or before August 1, 2008. The terms of this agreement will be as follows:

- a) Abbastar will acquire from Lateegra all shares of Minera Bacoachi
- b) Abbastar will pay Lateegra \$250,000 cash according to the following schedule:
  - i) \$100,000 within 5 days from the date that the TSX Venture Exchange (the "Exchange") approves the acquisition
  - ii) \$150,000 within 6 months from the date the Exchange approves the acquisition
- c) Abbastar will issue 1,250,000 shares to Lateegra according to the following schedule:
  - i) 350,000 shares within 5 days from the date the Exchange approves the acquisition.
  - ii) 300,000 shares within 4 months from the date the Exchange approves the acquisition.
  - iii) 300,000 shares within 8 months from the date the Exchange approves the acquisition.
  - iv) 300,000 shares within 12 months from the date the Exchange approves the acquisition.

Lateegra believes the Charay property holds significant exploration potential for gold. Management feels the property could be advanced rapidly with a minimal amount of drilling and exploration. To that extent Mr. Chris Verrico states, "We are pleased to be able to offer our shareholders continued exposure to Minera Bacoachi and the Charay Property through ownership of Abbastar shares. Lateegra believes that Abbastar management will advance exploration work on the Charay Property and has committed to reinvest the first \$100,000 received through this agreement into a limited Abbastar financing."

Lateegra would like to thank its Mexican exploration team for their hard work and wish them continued success working with Abbastar.

Mr. Gary Schroeder, President of Abbastar states, "Our management team believes in the strong fundamentals of exploring for gold in Mexico. This acquisition not only allows us to take advantage of the existing infrastructure presented by Minera Bacoachi, and the

expertise of their current personnel, but also gives Abbastar the opportunity to acquire the Charay Property and to quickly become a gold explorer in Mexico with a property that we believe has significant potential."

ON BEHALF OF THE BOARD OF DIRECTORS  
"Chris Verrico", CEO and Director

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