

**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**

July 16, 2008

3. **News Release**

The Press Release dated July 16, 2008 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced approval for all agenda items at the Extraordinary General Meeting; and a non-brokered private placement of up to 5,000,000 units at a price of \$0.20 per unit for gross proceeds of \$1,000,000. Each unit will consist of 1 common share and one non-transferable common share purchase warrant. Each warrant will entitle the holder to purchase one additional share of the Company at a price of C\$0.25 for a period of 2 years after closing of the financing.

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

See attached press release dated July 16, 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**

July 16, 2008

**Schedule A**  
**LATEEGRA ANNOUNCES EGM RESULTS,**  
**PRIVATE PLACEMENT**

*July 16, 2008, Vancouver, BC:* Lateegra Gold Corp. (the "Company") (LRG – TSX.V LTGA - Frankfurt) announces that Company received approval for all agenda items at the Extraordinary General Meeting ("EGM") held at the Company's head office July 16<sup>th</sup>, 2008.

The Company also wishes to announce a non-brokered private placement of up to 5,000,000 units at a price of \$0.20 per unit for gross proceeds of \$1,000,000. Each unit will consist of 1 common share and one non-transferable common share purchase warrant. Each warrant will entitle the holder to purchase one additional share of the Company at a price of C\$0.25 for a period of 2 years after closing of the financing. Proceeds will be used for further acquisitions and for general working capital.

Finders' fees may be payable in whole or in part on the units issued under the financing, in accordance with TSX Venture Exchange Policy.

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.