

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 29, 2008

3. **News Release**

The Press Release dated July 29, 2008 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced the signing of a Letter of Understanding to joint-venture its 100% owned Wapiti Property with Pacific Ridge Exploration Ltd. The Company has also completed a NI43-101 report on a portion of the Fernie claims announced in Stockwatch on April 18. Upon reviewing the report and Company personnel completing two field visits to various showings mentioned therein, the Company has decided to terminate its option to purchase the claims.

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

See attached press release dated July 29, 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 29, 2008

Schedule A

LATEEGRA FORMS JOINT VENTURE ON PHOSPHATE PROJECT IN EAST-CENTRAL BRITISH COLUMBIA

July 29, 2008, Vancouver, B.C.: Lateegra Gold Corp. (the "Company") (LRG-TSX.V LTG-Frankfurt) continues to advance its portfolio of phosphate projects with the signing of a Letter of Understanding ("LOI") to joint-venture its 100% owned Wapiti Property with Pacific Ridge Exploration Ltd. ("Pacific Ridge"). The property, first reported in a news release on June 10, 2008, is located south of Tumbler Ridge in east-central British Columbia, and is road accessible to the northern and central portion of the claims. The Wapiti property is centrally located with respect to the extensive phosphate holdings of Pacific Ridge which cover over 500 square kilometers, and which form part of Pacific Ridge's overall Tumbler Ridge area play.

Wapiti Property

The Wapiti property, consisting of 15 claims and totaling over 68 sq km (6800 hectares or 16,803 acres) in area, covers an approximately 18 kilometer-long strike length of prospective phosphate bearing sedimentary rocks. Phosphate bearing strata ranges in thickness up to three meters. The Wapiti property saw previous exploration by Esso Resources Canada Ltd. in 1980 when sedimentary phosphatic units were traced along a 5 km strike length by trenching and diamond drilling of 8 holes. Drill holes, to a depth of 90 meters, have intercepts averaging 23.5% P₂O₅ over 1.2 meters.

The Letter of Understanding

Under the terms of a Letter of Understanding with Pacific Ridge, the Company will, upon execution of the Option Agreement, be paid \$5,000 and issued 200,000 shares in the capital of Pacific Ridge. Pacific Ridge will then have the option to make exploration expenditures totaling \$1.0 million over the ensuing 36 months to earn a 51% interest in the property.

Upon earning an initial 51% interest in the property, Pacific Ridge may elect either to:

- form a joint venture (51% Pacific Ridge and 49% Lateegra), or
- increase its interest in the Property to 65% by paying a further \$250,000 and issuing a further 1,000,000 shares to the Company, and incurring an additional \$1.0 million in exploration expenditures on the property over the ensuing 24 months, after which a joint venture would be formed (65% Pacific Ridge and 35% Lateegra). Non-contribution by a party to the joint venture would result in dilution of interest to a 2% Gross Royalty subject to buy out for \$2,000,000.

The Letter of Understanding is subject to TSX-Venture Exchange approval.

General Phosphate Information

Phosphate mineralization is mined and then concentrated to phosphate rock, from which phosphoric acid (SPA) is produced. SPA, grading in the range of 70% P₂O₅, has seen a recent price increase to over \$1,000 per tonne and is a key component in the manufacture of fertilizer products.

Update on Phosphate Exploration for 2008

The Company's BC phosphate exploration program is currently underway. Field crews are verifying known surface deposits of phosphate mineralization through a sampling and

mapping program in the Elkford area of the East Kootenays. Several new phosphate showings have also been located and sampled. The goal of the program is to trace the phosphate horizons and to identify potential thicker sections which can be subsequently trenched and drill tested.

The Pacific Ridge field crew working out of their Tumbler Ridge Phosphate project facilities will commence a field program of sampling the Wapiti phosphate horizons to both verify and expand on historic exploration results.

The Company has completed a NI43-101 report on a portion of the Fernie claims announced in Stockwatch on April 18. Upon reviewing the report and Company personnel completing two field visits to various showings mentioned therein, the Company has decided to terminate its option to purchase the claims.

Lateegra's disclosure of a technical or scientific nature has been reviewed by Gordon, J. Allen, P. Geo and Vice-President Exploration for Lateegra, a Qualified Person under the definition of National Instrument 43-101.

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