

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**

August 22, 2008

3. **News Release**

The Press Release dated August 22, 2008 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it has repriced its private placement originally announced on July 16, 2008, subject to TSX Venture Exchange approval.

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

See attached press release dated August 22, 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**

August 22, 2008

Schedule A
LATEEGRA ANNOUNCES AMENDED PRIVATE PLACEMENT

August 22, 2008, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX.V LTGA - Frankfurt) announces that it has repriced its private placement originally announced on July 16, 2008, subject to TSX Venture Exchange approval. The private placement of 5,000,000 units is now set at \$0.12 per unit for total gross proceeds \$600,000. Each unit will consist of one common share and one non-transferable share purchase warrant, each warrant exercisable into one additional common share at a price of \$0.17 per share for a period of two years.

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.