

**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 29, 2008

**3. News Release**

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

**4. Summary of Material Change**

The Company announced that it has amended 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 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**

September 2, 2008

**Schedule A**  
**LATEEGRA AMENDS PRIVATE PLACEMENT**

**August 29, 2008, Vancouver, BC:** Lateegra Gold Corp. (the "Company") (LRG – TSX.V LTGA - Frankfurt) announces that it has amended its private placement announced on July 16, 2008, and amended August 21, 2008, subject to TSX Venture Exchange approval. The private placement will now consist of 7,000,000 units at \$0.12 per unit for total gross proceeds of \$840,000. 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 from the date of closing.

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  
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