

**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**

February 27, 2009

**3. News Release**

The Press Release dated February 27, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

**4. Summary of Material Change**

The Company announced that at its annual general and special meeting scheduled for March 24, 2009, shareholders will be asked to consider and if thought fit, approve a special resolution consolidating all of its common shares on a ten (10) old for one (1) new common share basis or such other lower ratio as the directors may determine.

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

See attached press release dated February 27, 2009

**(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**

Peter Dickie, Director

604-669-9330

**9. Date of Report**

February 27, 2009

## Schedule A

# LATEEGRA PROPOSES CONSOLIDATION

**February 27, 2009, Vancouver, B.C.:** Lateegra Gold Corp. (the "Company") (LRG-TSX.V LTG-Frankfurt) announces that at its annual general and special meeting scheduled for March 24, 2009, shareholders will be asked to consider and if thought fit, approve a special resolution consolidating all of its common shares on a ten (10) old for one (1) new common share basis or such other lower ratio as the directors may determine. There are currently 38,332,600 common shares are issued and outstanding, and if the proposed consolidation of ten old for one new share takes place, there would be approximately 3,833,260 common shares issued and outstanding. The exact number of post-consolidated shares will vary depending on the treatment of fractional shares, which will occur when each shareholder's holdings in the Company are consolidated. Outstanding stock options and share purchase warrants will also be adjusted by the consolidation ratio and the respective exercise prices of outstanding stock options and warrants will be adjusted accordingly. The Company will not be changing its name in conjunction with the consolidation. The consolidation is subject to the approval of the TSX Venture Exchange.

Management of the Company believes that further equity financing is required in order for the Company to fund its current working capital requirements and for future business purposes. It is management's opinion that the Company's existing issued and outstanding share capital is not conducive to completing such additional equity financing and that the consolidation is required in order to attract new equity investment in the Company.

ON BEHALF OF THE BOARD OF DIRECTORS  
"Christopher 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