

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**

April 28, 2009

3. **News Release**

The Press Release dated April 28, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it has arranged, subject to TSX Venture approval, private placements of up to 1,350,000 units at \$0.14 per unit for total gross proceeds of up to \$189,000; also it has entered into a Joint Venture Agreement, subject to TSX Approval, with Gold Star Resources Corp.; and the cancellation of 42,000 incentive stock options granted to consultants.

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

See attached press release dated April 28, 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**

Chris Verrico, President

604-669-9330

9. **Date of Report**

April 28, 2009

Schedule A

April 28, 2009, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) announces that it has arranged, subject to TSX Venture Exchange (the "Exchange") approval, private placements of up to 1,350,000 units at \$0.14 per unit for total gross proceeds of up to \$189,000. The private placements will consist of up to 600,000 units at \$0.14 per unit, consisting of one common share and one transferable share purchase warrant, each warrant exercisable into one additional common share at a price of \$0.18 per share for a period of two years from the date of closing. Proceeds of the private placement will be used for general corporate purposes. The second private placement will consist of up to 750,000 super flow-through units, with each unit consisting of one common share and one transferable share purchase warrant, each warrant exercisable into one additional common share at a price of \$0.18 per share for a period of two years from the date of closing. Proceeds of the super flow-through private placement will be used for exploration and development on the Company's mineral properties in either British Columbia or Saskatchewan. Finders' fees will be payable in whole or in part on the units issued under the financing, in accordance with TSX Venture Exchange policy.

The Company also announces it has entered into a Joint Venture Agreement, subject to TSX Approval, with Gold Star Resources Corp. ("Gold Star") on its' Saskatchewan Coal Property. Under the terms of the agreement, the Company can earn an initial 49% interest in the property by making cash payments and share issuances as noted below. The Coal Dispositions comprise three townships totaling 27,648 hectares in East-Central Saskatchewan.

Cost of the acquisition will be a total of \$20,000 in cash, with \$10,000 due upon Exchange approval and \$10,000 due six months after Exchange approval, and the issuance of a total of 1,500,000 shares of the Company, with 750,000 due upon Exchange approval and 750,000 due six months after Exchange approval. The Company will also be required to complete a minimum of \$250,000 in qualified work on the property within 24 months of the agreement. The Company may increase its' interest in the property to 75% upon the issuance of an additional 1,000,000 shares of the Company, and the completion of an additional \$500,000 work program at any time within the first 24 months of the agreement. A finders fee may be payable in accordance with TSX Venture Exchange policy.

The company also announces the cancellation of 42,000 incentive stock options granted to consultants.

ON BEHALF OF THE BOARD OF DIRECTORS

"Christopher Verrico"

Christopher Verrico, President and CEO

"Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release."