

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**

May 19, 2009

3. **News Release**

The Press Release dated May 19, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it has borrowed from an arm's length lender the total sum of \$130,000. The Company has agreed, subject to TSX Venture Exchange acceptance, to pay to the lender a bonus equal to 20% of the loan.

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

See attached press release dated May 19, 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**

May 20, 2009

Schedule A

LATEEGRA GRANTS BONUS SHARES

May 19, 2009, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) announces that it has borrowed from an arm's length lender the total sum of \$130,000. The Company has agreed, subject to TSX Venture Exchange acceptance, to pay to the lender a bonus equal to 20% of the loan. The bonus will be paid by the issuance of 123,800 common shares at a price of \$0.21 per share. The shares will be subject to a four month hold period from the date of issue.

ON BEHALF OF THE BOARD OF DIRECTORS

Christopher Verrico, President and CEO