

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**

June 1, 2009

3. **News Release**

The Press Release dated June 1, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company wishes to clarify that the private placement announced therein was arranged in conjunction with entering into a joint venture agreement with Gold Star Resources Corp. on Gold Star's Saskatchewan coal property.

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

See attached press release dated June 1, 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**

June 1, 2009

Schedule A

June 1, 2009, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture).

Further to the Company's news release of April 28, 2009, the Company wishes to clarify that the private placement announced therein was arranged in conjunction with entering into a joint venture agreement with Gold Star Resources Corp. ("Gold Star") on Gold Star's Saskatchewan coal property. The Company is relying on the "part and parcel" exemption provided for in the TSX Venture Exchange's policy 4.1. Accordingly, the warrant price of both the flow through and non flow through units has been amended to \$0.27 per share. The flow through units will be regular flow through and not super flow through units.

Under the terms of the joint venture agreement, the Company may earn an initial 49% interest in the Saskatchewan coal property by making cash payments and share issuances as more particularly described in the April 28, 2009 news release. The Company will use the proceeds of the non flow through and flow through private placements primarily to fund the required option payments and exploration and development work on the Saskatchewan coal property.

The private placements and joint venture agreement remain subject to the acceptance of the TSX Venture Exchange.

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."