

**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**

July 20, 2009

3. **News Release**

The Press Release dated July 20, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced the acquisition of the "Ranger" property, located near Timmins, Ontario.

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

See attached press release dated July 20, 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**

July 20, 2009

## Schedule A

**July 20, 2009, Vancouver, BC:** Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) is pleased to announce the acquisition of the "Ranger" property, located near Timmins, Ontario. The property consists of 6 mineral claims (80 claim units) covering a total of approximately 1280 hectares located 20kms southwest of Timmins, and approximately 8kms east-southeast of the West Timmins Mining "Golden River Zone". West Timmins recently released results from their drilling operations at the Golden River Zone, including 83.4 meters grading 12.75 grams per tonne (see WTM news release June 24, 2009).

The property was originally staked for Xstrata, but recently became available. In 2007, the Ontario Geological Survey flew a Megatem II survey covering an area around Timmins, including that of Price Township, the location of the claims. The results of the airborne survey indicated several anomalies within Price Township. The property vendors staked the Ranger property claims based on those results. Additional information available from Ontario ministry website indicates the area is underlain by both volcanics and greenstone belt rock types.

The Ranger Property has been acquired from arms length Vendors. Acquisition costs are a total of \$245,000 and 1,100,000 shares on the following schedule:

- \$20,000 paid on signing of the agreement;
- 200,000 shares of the Company on Exchange approval;
- \$50,000 cash and 200,000 shares of the Company 12 months after the date of the agreement;
- \$75,000 cash and 300,000 shares of the Company 24 months after the date of the agreement;
- \$100,000 cash and 400,000 shares of the Company 36 months after the date of the agreement;
- the Vendors will retain a two percent Net Smelter Royalty ("NSR"), of which one-half (one percent) can be purchased by the Company for \$1,000,000, leaving the Vendors with a one percent NSR;

A finders fee will be payable on this transaction in accordance with TSX Venture Exchange policy.

"We are excited to be able to acquire this highly prospective land package in an area that has seen a rush of staking following very encouraging drilling results from neighbouring West Timmins Mining and Lakeshore Gold," states Lateegra Director, Peter Dickie.

**ON BEHALF OF THE BOARD OF DIRECTORS**

Peter Dickie, Director

*"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."*