

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 28, 2009

3. News Release

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

4. Summary of Material Change

The Company announced the acquisition of two additional properties in the Timmins area of Ontario.

5. (a) Full Description of Material Change

See attached press release dated July 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

Peter Dickie, Director

604-669-9330

9. Date of Report

July 28, 2009

Schedule A

July 28, 2009, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) is pleased to announce the acquisition of two additional properties in the Timmins area of Ontario.

The Price property, consisting of 5 mineral claims (52 claim units) covering a total of approximately 2080 acres located 20kms southwest of Timmins, and approximately 8kms east-southeast of the West Timmins Mining "Golden River Zone".

The Eastern Extension Property consists of 4 mineral claims (18 claim units) covering a total of approximately 720 acres located 9kms southwest of Timmins, and approximately 9 kms due east of the Lake Shore Gold – West Timmins "Thunder Creek" project.

Results published by Lake Shore and West Timmins (see NR June 24, 2009) show promising results for a resurgence in this historic mining camp including drilling results of 12.75 grams per tonne gold over an 83.4 meter intercept.

The Price and Eastern Extension Properties have been acquired from arms length Vendors. Acquisition costs are a total of \$90,000 and 600,000 shares as follows:

- \$15,000 paid on signing of the agreement;
- 600,000 shares of the Company on Exchange approval;
- \$25,000 cash 12 months after the date of the agreement;
- \$50,000 cash 24 months after the date of the agreement;

The Company must also incur a minimum of \$50,000 in qualified exploration expenditures on the property in each of the first two years of the agreement. The Vendors will retain a two and one-half 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 two percent NSR. A finders fee will be payable on this transaction in accordance with TSX Venture Exchange policy.

"We are excited to enhance the Company's land holdings in this historic gold mining district. With activity increasing following the recent release of results, land positions in the area are becoming more and more difficult to obtain" states Lateegra Director, Peter Dickie.

ON BEHALF OF THE BOARD OF DIRECTORS

"Peter Dickie"
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."

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