

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**

August 21, 2009

3. **News Release**

The Press Release dated August 21, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it entered into a share exchange agreement on August 20, 2009, with Zorin Industries Inc., a private corporation incorporated pursuant to the laws of the Province of British Columbia and the shareholders of Zorin.

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

See attached press release dated August 21, 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**

August 21, 2009

Schedule A

Vancouver, B.C.: Lategra Gold Corp. (the “**Company**” or “**Lategra**”) (LRG – TSX Venture Exchange) is pleased to announce that it entered into a share exchange agreement on August 20, 2009, with Zorin Industries Inc., a private corporation incorporated pursuant to the laws of the Province of British Columbia (“**Zorin**”) and the shareholders of Zorin (the “**Zorin Shareholders**”). Under the terms of the share exchange agreement, the Company has agreed to purchase all of the 4,050,001 issued and outstanding common shares in the capital of Zorin from the Zorin Shareholders in consideration for the Company issuing 2,699,996 common shares to such shareholders (being one (1) common share in the capital of the Company for each one and one-half (1.5) common shares issued and outstanding in the capital of Zorin). The proposed acquisition will be negotiated and carried out by the parties dealing at arm’s length to one another.

Conditions of Closing

The parties have agreed to close the share exchange agreement on or before August 31, 2009, or such other date as the parties may agree to in writing. Completion of the proposed acquisition is subject to certain conditions including completion of each party’s satisfactory due diligence review of the other, including the financial condition, business and properties of each and receipt of all necessary regulatory and exchange approvals.

Business of Zorin

Zorin is a private company incorporated pursuant to the laws of the Province of British Columbia and is engaged in the business of mineral exploration in Ontario. Zorin has an option to acquire a 100% interest in and to seven mineral claims covering an area of approximately 809 hectares (2,000 acres), located in the Satterly Lake area, Red Lake Mining Division, Ontario (the “**Property**”). Upon the exercise of the option, Zorin has agreed to grant a 1.5% net smelter royalty to the two beneficial holders of the Property. At any time prior to a formal decision to commence commercial production, Zorin may purchase 0.5% of the net smelter royalty for \$1 million.

Finder

Subject to Exchange approval, the Company intends to issue 212,380 common shares to one finder upon the closing of the share exchange agreement in consideration for services provided by the finder with respect to the transaction. The finder is not a Non-Arm’s Length Party and such common shares will be issued pursuant to an exemption under applicable securities laws and will subject to a hold period as required by applicable securities laws.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Peter Dickie

Peter
Director
Lategra Gold Corp.

Dickie

This press release contains projections and forward-looking information that involve various risks and uncertainties regarding future events such as the closing of the definitive agreement with Zorin. Such forward-looking information can include statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of Lategra such as the willingness of the parties to close the transaction, satisfactory results of the due diligence investigation on the parties to the transaction, Exchange approval of the transaction and current economic conditions and the state of mineral exploration and mineral prices in general. These risks and uncertainties could cause actual results and Lategra’s plans and objectives to differ materially from those expressed in the forward-looking information. Due to conditions precedent to closing, and the risk that these conditions precedent will not be satisfied,

Lateegra can offer no assurance that it will close the share exchange agreement. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and expressly qualified in their entirety by this notice. Except as required by law, Lateegra assumes no obligation to update forward-looking information should circumstances or management's estimates or opinions change.

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