

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

October 16, 2009

3. News Release

The Press Release dated October 16, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced a brokered private placement with Union Securities Ltd. The placement will consist of up to 5,000,000 flow-through units at \$0.40 per FT Unit and up to 5,714,286 non flow-through units at \$0.35 per NFT Unit, for total gross proceeds of up to \$4,000,000.

5. (a) Full Description of Material Change

See attached press release dated October 16, 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

October 16, 2009

Schedule A

October 16, 2009, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) announces that it has arranged, subject to TSX Venture Exchange approval, a brokered private placement with Union Securities Ltd. ("Union"). The placement will consist of up to 5,000,000 flow-through units (the "FT Units") at \$0.40 per FT Unit and up to 5,714,286 non flow-through units (the "NFT Units") at \$0.35 per NFT Unit, for total gross proceeds of up to \$4,000,000.

Each FT Unit will consist of one flow-through common share of the Company and one-half of one transferrable share purchase warrant, each whole warrant exercisable into one non flow-through common share of the Company for a period of 18 months from the date of issue at a price of \$0.60 per share.

Each NFT Unit will consist of one common share of the Company and one whole transferrable share purchase warrant, each warrant exercisable into one additional common share of the Company for a period of 18 months from the date of issue at a price of \$0.55 per share.

Union will receive a cash commission equal to 7% of the total gross proceeds raised. Union will also receive non-assignable compensation options (the "Agent's Compensation Options") equal to 7% of all Units sold, each Agent's Compensation Option entitling Union to purchase one NFT Unit of the Company at \$0.35 each for a period of two years.

All warrants issued under the placement will be subject to an acceleration clause whereby if at any time after four months and one day following closing of the placement, the closing price of the Company's common shares is \$1.00 or more for a period of 20 consecutive trading dates, the Company will have the option to require the earlier exercise of the warrants within 30 days of formal notice from the Company.

It is anticipated the offering will close on or about November 18, 2009. Proceeds of the non flow-through private placement will be used for general working capital and acquisition purposes. Proceeds of the flow-through private placement will be used for exploration and development on the Company's Canadian mineral properties in Ontario or British Columbia.

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."