

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 15, 2009

3. News Release

The Press Release dated October 15, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced a private placement with MineralFields Group of up to 1,250,000 flow-through units at a price of \$0.40 per FT unit for gross proceeds of \$500,000.

(a) Full Description of Material Change

See attached press release dated October 15, 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 20, 2009

Schedule A

October 15, 2009, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) is pleased to announce that it has arranged, subject to TSX Venture Exchange approval, a private placement with MineralFields Group ("MineralFields"). The placement will consist of up to 1,250,000 flow-through ("FT") units at a price of \$0.40 per FT unit for gross proceeds of \$500,000. Each FT unit will consist of one flow-through common share and one-half of one transferable non flow-through common share purchase warrant (the "Private Placement"). Each whole non flow-through common share purchase Warrant will entitle the holder to purchase an additional non-flow through common share of the Company for a period of 18 months from the closing of the Private Placement at a price of \$0.60 per common share.

The Company will pay a cash finder's fee to the First Canadian Securities equal to 6% of the FT Units subscribed for as well as a finder's fee in the form of non flow-through common share purchase warrants equal to 7% of the number of FT Units subscribed for (each a "Finder's Warrant"). Each Finder's Warrant will entitle the holder to purchase an additional non flow-through common share of the Company at a price of \$0.40 per share for a period of 24 months from closing. Any shares and warrants issued as part of this financing may be subject to hold periods as per TSX Venture Exchange Policy.

"We are very pleased to be entering into this relationship with MineralFields Group", said Peter Dickie, Director. "This is an important milestone in the growth of Lateegra and we look forward to working with the MineralFields Group as we develop our mineral property interests in Ontario."

The proceeds of this financing will be used toward further advancement of the Company's recently acquired Timmins, Ontario mineral claims.

"About MineralFields, Pathway and First Canadian Securities ®"

MineralFields Group (a division of Pathway Asset Management), based in Toronto and Vancouver, is a mining fund with significant assets under administration that offers its tax-advantaged super flow-through limited partnerships to investors throughout Canada as well as hard-dollar resource limited partnerships to investors throughout the world. Pathway Asset Management also specializes in the manufacturing and distribution of structured products and mutual funds (including the Pathway Multi Series Funds Inc. corporate-class mutual fund series). Information about MineralFields Group is available at www.mineralfields.com. First Canadian Securities ® is active in leading resource financings (both flow-through and hard dollar PIPE financings) on competitive, effective and service-friendly terms, and offers investment banking, mergers and acquisitions, and mining industry consulting, services to resource companies. MineralFields and Pathway have financed several hundred mining and oil and gas exploration companies to date through First Canadian Securities ®.

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."