

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

December 1, 2009

3. News Release

The Press Release dated December 1, 2009 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced the signing of a Letter of Intent to acquire up to a 100% interest in the Desantis Mine project, located in Ogden Township, near Timmins, Ontario.

(a) Full Description of Material Change

See attached press release dated December 1, 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

December 1, 2009

Schedule A

December 01, 2009, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) is pleased to announce the signing of a Letter of Intent ("LOI") to acquire up to a 100% interest in the DeSantis Mine project, located in Ogden Township, near Timmins, Ontario. The DeSantis Property consists of 20 patented claims, 5 unpatented mining claims and 15 leased claims covering approximately 826.26 hectares (2,041.74 acres).

The DeSantis Property is located immediately north of the Destor-Porcupine Fault Zone, approximately 14 km northeast of Lake Shore Gold Corp's Timmins West gold project. The DeSantis Property has a past history of limited underground mining (mainly in the 1930's and 1940's), accessed by two shafts and 752 metres of underground drifting, and has produced approximately 36,000 ounces of gold intermittently during the period 1933 to 1942 (historic production figures as reported by Ferguson et al, 1971, stand at 200,000 tons with a recovered grade of 0.18 oz Au/ton.)

The property hosts at least 5 known gold bearing zones, including the Contact Zone, Hydrothermal Zone, Albitite Zone, Arsenopyrite Zone, and East Pit area. Subsequent to surface and underground exploration in the 1980's, Noranda Exploration and Stan West Mining Corp reported reserve estimates for two of the mineralized zones (the Hydrothermal and Albitite zones) which were accessible by existing underground workings. The reserve estimate for the Albitite Zone (between the 715' to 1,175' levels), as calculated by Stan West and classified as "probable" stood at 72,212 tons with an averaged grade of 0.229 oz Au per ton (Derry, Michener, Booth & Wahl, 1988). In 1989, Stan West (van Hees, E. H., 1989) calculated a reserve estimate for the Hydrothermal Zone of 129,000 tons with a cut grade 0.265 oz Au per ton (cut to 1 ounce), or, 334, 308 tons grading 0.19 opt (cut to 3.50 ounces).

The above reserve estimates generated by Noranda / Stan West are historic in nature and do not have currently demonstrated economic viability, and are considered to be historical resources. Although the reserve estimates are relevant, they have not been verified. A qualified person has not done sufficient work to classify the historical estimates as current mineral resources or mineral reserves. The Company is not treating the historical estimates as current mineral resources or mineral reserves and therefore the historical estimates should not be relied upon.

The LOI, to be replaced by a formal purchase agreement (the "Agreement") prior to January 25th, 2010, is a two part transaction allowing the Company to acquire up to a 100% interest in the property, subject to a 2% Net Smelter Royalty ("NSR"). The Company may purchase back ½ of the NSR for \$1,500,000 leaving the Vendors with a 1% NSR.

Part "A" of the Agreement will allow the Company to acquire a 51% interest in the property by paying a total of \$750,000 and issuing the Vendors a total of 3,500,000 shares on the following schedule: \$25,000 payable within seven days of signing, \$362,500 payable and 2,000,000 shares issuable on approval of the formal agreement by the TSX Venture Exchange (the "Exchange"), an additional \$362,500 payable three months after Exchange approval, and 1,500,000 shares issuable six months following Exchange approval.

Part "B" of the agreement will allow the Company to increase their interest in the property to 100% by paying the Vendors an additional \$750,000 and issuing an additional 4,000,000 shares on the following schedule: \$375,000 payable and 1,500,000 shares issuable within 12 months of Exchange approval, \$375,000 payable and 1,500,000 shares issuable within 24 months of Exchange approval, and 1,000,000 shares issuable within 36 months of Exchange approval. The Company also has the right to accelerate part B of the agreement which would result in a reduction in the payments due under part B on the following basis: If full payment of Part B is completed within 6 months of Exchange approval, the total of Part B payable would be \$650,000 and 3,000,000 shares; If full payment of Part B is completed

after six months but before 12 months of Exchange approval, then the total payable for Part B would be \$700,000 and 3,500,000 shares.

"The Company is very pleased to have secured this key project in such a strategic geological location north of the Destor-Porcupine fault in the Timmins Camp," according to Lateegra Director, Peter Dickie. "Lake Shore Gold and West Timmins Mining have opened up a whole new mindset of locating resources at greater depths west of Timmins. We will be developing a plan to not only confirm the historic ore grades at shallower depth, but also to aggressively explore the Desantis below the 400 meter level which was the approximate limit of past exploration."

The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 and reviewed on behalf of the company by Robert Duess, P.Geo., a qualified person.

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."