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**

January 5, 2010

3. **News Release**

The Press Release dated January 5, 2010 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**
The Company announced that it has closed its private placement previously announced on December 2, 2009.

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

See attached press release dated January 5, 2010

(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**

January 5, 2010

Schedule A

January 5, 2010, Vancouver, BC: Lateegra Gold Corp. (the “Company”) (LRG – TSX Venture) is pleased to announce that it has closed its private placement previously announced on December 2, 2009.

The Company issued a total of 1,953,500 flow-through units (“FT Units”) at a price of $0.40 per FT Unit and a total of 1,120,500 non flow-through units (“NFT Units”) at a price of $0.35 per NFT Unit. Each FT Unit consists of one flow-through common share of the Company and one-half of one transferrable share purchase warrant, with each whole warrant exercisable into one non-flow-through common share of the Company until June 30, 2011, at a price of $0.60 per share. Each NFT Unit consists of one common share of the Company and one transferrable share purchase warrant, each warrant exercisable into one additional common share of the Company until June 30, 2011 at a price of $0.55 per share. All warrants issued under the placement are subject to an acceleration clause whereby if at any time after May 1, 2010, the closing price of the Company’s common shares is $1.00 per share or more for a period of 20 consecutive trading days, the Company will have the option to require the earlier exercise of the warrants within 30 days of formal notice from the Company, at which time the warrants will expire without further notice.

Gross proceeds of the private placement totaled $781,400 in flow-through and $392,175 in non flow-through proceeds. Flow-through proceeds will be used for Qualified Exploration Expenditures on the Company’s Canadian mineral properties in Ontario or British Columbia and non-flow-through proceeds will be used for general working capital and property acquisitions.

For services provided under an agency agreement dated December 31, 2009, Union Securities Inc. and other sub-agents, received aggregate cash commission of $71,500.25 and 188,180 non-transferable agent’s options. Each agent’s option is exercisable into one unit of the Company at a price of $0.35 per unit until December 31, 2011, each unit consisting of one non-flow-through common share of the Company and one non-transferable warrant, each warrant exercisable into an additional non flow-through common share of the Company until June 30, 2011, at a price of $0.55 per share, subject to the same acceleration clause described above.

All securities issued under the placements are subject to hold periods expiring on May 1, 2010.

The closing of the NFT Units was a first tranche, and further closing(s) are anticipated.

ON BEHALF OF THE BOARD OF DIRECTORS

"*Peter Dickie*"
Peter Dickie, Director