

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

February 8, 2010

3. News Release

The Press Release dated February 8, 2010 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

The Company announced the signing of the formal option to purchase agreement to acquire the Desantis Property, located near Timmins, Ontario.

(a) Full Description of Material Change

See attached press release dated February 8, 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

February 9, 2010

Schedule A

February 08, 2010, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) is pleased to announce the signing of the formal option to purchase agreement to acquire the Desantis Property, located 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 Company cautions that this information is historic in nature and not in accordance with National Instrument 43-101 standards, so its relevance and reliability cannot be compared to National Instrument 43-101 estimates.

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 average 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. They are not compliant with National Instrument 43-101 estimates and have not been verified in accordance with National Instrument 43-101 standards. 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 final purchase agreement (the "Agreement") is a two part transaction allowing the Company to acquire up to a 100% interest in the Desantis Property, subject to certain underlying Net Smelter Royalties ("NSR").

The first part of the Agreement allows the Company to acquire a 51% interest in the property by paying a total of \$750,000 and issuing to International Explorers & Prospectors Inc. ("IEP") 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 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.

The second portion of the Agreement allows the Company to increase its interest in the property to 100%, subject to an NSR of 1.5% in favour of IEP, by paying to IEP 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 the second portion of the Agreement which would result in a reduction in the payments due under the second part on the following basis: If full payment is completed within 6 months of Exchange approval, the total payable under the second portion would be \$650,000 and 3,000,000 shares; If full payment is completed after six months but before 12 months of Exchange approval, then the

total payable under the second portion of the Agreement would be \$700,000 and 3,500,000 shares.

The 1.5% NSR in favour of IEP may be reduced at any time to 1.0% by the payment of \$1,000,000. Additionally, 13 of the leased claims and all 20 of the patented claims are subject to a previous NSR of 1.5% which may be reduced at any time to 0.75% by the payment of \$750,000. The unpatented claims are also subject to a previous NSR of 2.0% which may be reduced at any time to 1.0% by the payment of \$1,000,000.

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.

Peter Dickie, Director of Lateegra states, "We are pleased to finally complete the necessary agreement to acquire this historic property in such a key location. Following additional review of the technical data available, and benefiting from the recent cumulative understanding of host geology and the success our neighbours have had, we plan on commencing a drill program as soon as equipment can be mobilized."

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."