

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**

August 31, 2010

3. **News Release**

The Press Release dated August 31, 2010 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it has granted incentive stock options under its 2010 stock option plan largely to its new directors and also to certain officers and consultants for the purchase of up to 300,000 common shares of the Company for a period of two years at a price of \$0.40 per share.

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

See attached press release dated August 31, 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**

Chris Verrico, Director

604-669-9330

9. **Date of Report**

August 31, 2010

Schedule A

August 31, 2010, Vancouver, BC: Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) announces that it has granted incentive stock options under its 2010 stock option plan largely to its new directors and also to certain officers and consultants for the purchase of up to 300,000 common shares of the Company for a period of two years at a price of \$0.40 per share.

ON BEHALF OF THE BOARD OF DIRECTORS

"Christopher Verrico"
President and CEO

"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."