

**Form 51-102F3**

**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 21, 2010

3. **News Release**

The Press Release dated December 21, 2010 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it has arranged, subject to TSX Venture Exchange acceptance, a private placement of 5,625,000 flow-through units at \$0.40 per FT Unit for total gross proceeds of \$2,250,000 and a private placement of 2,142,858 non flow-through units at \$0.35 per NFT Unit for total gross proceeds of \$750,000. The Company also wishes to advise that while remaining Chief Consulting Geologist and Q.P., Robert Duess, P.Geo, due to personal reasons and time constraints, has retired his position as Company VP Exploration

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

See attached press release dated December 21, 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**

December 21, 2010

## Schedule A

**December 21, 2010, Vancouver, BC:** Lateegra Gold Corp. (the “Company”) (LRG – TSX Venture) announces that it has arranged, subject to TSX Venture Exchange acceptance, a private placement of 5,625,000 flow-through units (the “FT Units) at \$0.40 per FT Unit for total gross proceeds of \$2,250,000 and a private placement of 2,142,858 non flow-through units (the “NFT Units) at \$0.35 per NFT Unit for total gross proceeds of \$750,000.

Each FT Unit consists of one flow-through common share and one-half of one transferable share purchase warrant, each whole warrant exercisable into one non flow-through common share for a period of one year at a price of \$ 0.50 per share.

Each NFT Unit consists of one common share and one-half of one transferable share purchase warrant, each whole warrant exercisable into one non flow-through common share for a period of one year at a price of \$ 0.50 per share.

Finders’ fees may be payable in whole or in part on the placement pursuant to the policies of the TSX Venture Exchange.

Proceeds will be used for qualified exploration expenditures on the Company’s mineral properties and for general working capital.

The Company also wishes to advise that while remaining Chief Consulting Geologist and Q.P., Robert Duess, P.Geo, due to personal reasons and time constraints, has retired his position as Company VP Exploration.

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.”

Contacts: Lateegra Gold Corp., Christopher Verrico, President and CEO, 604-669-9330 or Toll Free: 1-866-669-9377; 604-669-9335 (fax); [info@lateegra.com](mailto:info@lateegra.com); [www.lateegra.com](http://www.lateegra.com).