

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**

January 4, 2011

3. **News Release**

The Press Release dated January 4, 2011 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it has closed the first tranche of its private placement offering previously announced in Stockwatch on December 21, 2010.

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

See attached press release dated January 4, 2011

(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**

January 10, 2011

Schedule A

January 4, 2011 Lateegra Gold Corp. LRG – TSX.V (“Lateegra” or the “Company”) has closed the first tranche of its private placement offering previously announced in Stockwatch on December 21, 2010. Lateegra issued 3,125,000 flow through units at \$0.40/unit for gross proceeds to the Company of \$1,250,000. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each warrant will entitle the holder to subscribe for one additional common share at an exercise price of 50 cents at any time prior to December 31, 2011. It is anticipated that there will be an additional closing of the offering to occur on or around January 11, 2011.

The net proceeds of the offering will be used for exploration and development of the Company's mineral projects. The offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the final approval of the TSX Venture Exchange. The common shares and warrants comprising the flow-through units will be subject to resale restrictions until April 30, 2011, under applicable securities legislation.

In connection with the offering, a cash commission will be paid in an amount equal to 6 per cent on a portion of the gross proceeds of the offering, and Lateegra will issue 105,000 compensation options (equal to 6 per cent of the number of units sold in the offering to purchasers introduced by an arms' length finder), with each such compensation option exercisable to acquire one common share of the Company until December 31, 2011, at \$0.50. The compensation options and underlying common shares will be subject to resale restrictions until April 30, 2011, under applicable securities legislation.

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.”

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