

**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 13, 2011

**3. News Release**

The Press Release dated January 13, 2011 was disseminated via Market News Publishing and Canada Stockwatch.

**4. Summary of Material Change**

The Company announced that it has closed its non flow-through private placement of 3,571,428 units at \$0.35 per unit for total gross proceeds of \$1,250,000.

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

See attached press release dated January 13, 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 13, 2011

## Schedule A

**January 13, 2011, Vancouver, BC:** Lateegra Gold Corp. (the "Company") (LRG – TSX Venture) is pleased to announce that it has closed its non flow-through private placement of 3,571,428 units at \$0.35 per unit for total gross proceeds of \$1,250,000. Each unit consists of one common share and one-half of one transferable share purchase warrant, each whole warrant authorizing the holder to purchase one additional common share until January 11, 2012, at a price of \$0.50 per share.

The Company paid a total of \$15,000 in finder's fees and issued non transferrable share purchase warrants authorizing finder to purchase up to 42,857 common shares of the Company at a price of \$0.50 per share until January 11, 2012.

All securities issued under the placement are subject to hold periods expiring on May 12, 2011.

The proceeds of the placement will be used for up coming property payments and for general working capital.

ON BEHALF OF THE BOARD OF DIRECTORS

"*Christopher Verrico*"  
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."*