

**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 17, 2011

3. **News Release**

The Press Release dated January 17, 2011 was disseminated via Market News Publishing and Canada Stockwatch.

4. **Summary of Material Change**

The Company announced that it has executed a Letter of Intent with a group of prospectors by which it can acquire a 51% undivided interest in a mineral exploration project known as the "B-14 Property; also a letter of intent with Sea Green Capital Corp. whereby it can acquire the remaining 49% interest in the Property.

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

See attached press release dated January 17, 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 18, 2011

## Schedule A

### January 17, 2011, Vancouver, BC

Lateegra Gold Corp. ("Lateegra" or the "Company") announces that it has executed a Letter of Intent with a group of prospectors by which it can acquire a 51% undivided interest (subject to an underlying net smelter royalty of 2% with an option to purchase 1% for \$1 million) in a mineral exploration project known as the "B-14 Property" (the "Property"). The Property is located in Beschefer Township, north western Quebec. Pursuant to the terms of the proposed agreement, Lateegra can earn an undivided 51% interest by making cash payments totalling \$25,000 and issuing a total of 3,000,000 shares over a one year period.

Lateegra has also entered into a letter of intent with Sea Green Capital Corp. whereby it can acquire the remaining 49% interest in the Property (subject to an underlying net smelter royalty of 1% with an option to purchase 0.75% for \$500,000) for a total of \$25,000 and 3,000,000 common shares to be paid and issued to Sea Green.

#### About the Property

The B-14 Property consists of 33 claims encompassing 5.3 sq km. and located approximately 2 km southeast of the Broullan Batholith and immediately south of Balmoral Resources Ltd.'s flagship Fenelon property, the focus of a recent \$18 million financing. Further afield and 10 km northwest lays the Selbaie Mine (previous production of 57.5 million tonnes grading 0.56 g/t Au, 38 g /t Ag, 0.87 % Cu, and 1.85% Zn; MRNQ, DV 2001/01). The Property is underlain by hematized quartz-feldspar porphyry and albitized quartz diorite which intrude variably altered intermediate to mafic volcanic rocks. The following is the link to the map:

<http://www.lateegra.com/images/LATEEGRA-BESCHEFER-GEOLOGY-JAN12-2011.jpg>

Hosting the gold-mineralized B-14 zone, discovered by Selbaie Mines in 1995, previous historic drilling results include 3.53 g/t gold over a core length of 28.6 m in hole B-6 drilled by Selbaie Mines Inc., and 4.86 g/t Au over 10 m in SBJ-06-01 drilled by Seagreen Capital Corporation. The B-14 zone has been traced over a strike length of 1 km following a volcanic sequence adjacent the intrusion and along a fault zone identified by Selbaie Mines and Soquem, extending vertically to a depth of at least 150 m below surface. The diorite intrusion, being in contact with the mineralized volcanics, is distinctly altered and contains up to 7.55% Na<sub>2</sub>O, 2235 ppm strontium and 1675 ppm barium (Michaud 1997; GM 60445).

Planned near-term exploration on the B-14 Property involves establishing grid lines, carrying out induced polarization and magnetometer surveys at a 50 meter line spacing (previous coverage was at a 200 meter spacing), followed by diamond drilling based on the assessment of the better defined geophysical targets. Exploration is expected to commence early this winter, as weather conditions permit.

"Lateegra is pleased to have acquired the B-14 Property representing an important addition to Company's expanding portfolio of quality gold projects in the Abitibi region of northern Ontario and Quebec," stated President and CEO Chris Verrico. "Altered porphyry systems are a feature of all of Lateegra's projects in Ontario and Quebec, including the DeSantis, Stoughton and Beschferer projects. Within the Abitibi region, these types of rocks are known to be associated with world-class gold deposits."

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."*