

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Lions Gate Metals Inc. (“**Lions Gate**” or the “**Company**”)
Suite 880, 609 Granville Street
Vancouver, British Columbia V7Y 1G5

2. Date of Material Change:

November 23, 2011

3. News Release:

A news release disclosing the information contained in this material change report was filed on SEDAR and disseminated via Canada Stockwatch and Market Newswire on November 23, 2011.

4. Summary of Material Change:

Phase 2 Diamond Drill Program Completed at Poplar

5. Full Description of Material Change:

See attached news release.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

For further information with respect to this report, please contact Blair McIntyre, President of the Company, at 604.683.7588.

9. Date of Report:

November 23, 2011



LIONS GATE METALS

PHASE 2 DIAMOND DRILL PROGRAM COMPLETED AT POPLAR

Vancouver, BC Canada, November 23, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is pleased to announce the completion of the Phase 2 diamond drill program at the Poplar Project, 35km from Imperial Metals’ Huckleberry Mine. Twenty-nine holes, totaling 10,913.93m, were drilled in this phase of exploration. The drill core has been logged and sampled, and all samples have been submitted for analyses.

The Phase 2 Drill Program was designed to augment the program completed in March this year. Using the data obtained from the early drilling program, LGM’s geological team designed a new drill plan to test the limits of the Main Zone deposit laterally and at depth, and to provide more gold and silver data.

The recent program increases the total drilling for 2011 to 42 holes over 16,481 metres. As assay results are returned, LGM will improve its understanding of the deposit and its mineralization. The new data will be used to generate an updated resource calculation that will include, for the first time, gold and silver models to augment the already significant copper model.

“LGM is now able to create a model of the Poplar Main Zone deposit that will include values for all the minable commodities contained,” stated Arni Johannson, LGM’s CEO. “This is a big step for the company. With the new resource calculation, we will have a much better idea of the contained metal and be well on our way to defining the true size and grade of this resource.”

The 100% owned Poplar Project has a NI 43-101 compliant resource of 245 million tonnes grading 0.27% copper, containing 1.4 billion pounds of copper, at a 0.15% copper cut-off. This resource estimate was prepared by Giroux Consultants Limited (News Release dated August 23, 2011), and was based on 105 historical drill holes and 13 diamond drill holes, totaling 5,569m, completed by Lions Gate in the spring of 2011. The Phase 2 drill program will provide enough data for an estimate of gold and silver grades, in addition to copper and molybdenum grades. An updated resource estimate will be made when all the results from the Phase 2 drilling are received and compiled, and is expected in the spring of 2012.

About Lions Gate Metals

Lions Gate is a Canadian based, junior resource company focused on the exploration, development, and acquisition of Copper projects. LGM owns five substantial projects in British Columbia. LGM’s 100% owned flagship project is the Poplar porphyry copper - gold deposit near Houston, BC. The Huckleberry Mine, located approximately 35 kilometres southwest of the Poplar Deposit, produces copper and molybdenum from a deposit of similar age and setting. In 2011, LGM optioned the right to acquire 75% of the ROK-Coyote project near Iskut, BC which sits adjacent to Imperial Metals’ Red Chris Project. These 2 projects are the main focus of LGM’s 2012 Exploration Program.

2011 Milestones:

- Completed a National Instrument 43-101 compliant resource calculation.
- Completed over 16,000 metres of drilling at costs below \$200 per metre.
- Improved our corporate governance practices to include a fully independent audit committee.
- Filed an Annual Information Form (“AIF”) which will enhance capital market access.

- Negotiated Option to earn 75% of ROK-Coyote.
- Completed further exploration at ROK-Coyote and Poplar regional targets.

2012 Goals:

- Publish an updated National Instrument 43-101 Resource Estimate.
- Continue drilling to expand and enhance the Poplar Project.
- Continue exploration of the Polar Regional targets to include geophysics and drill targeting.
- Drill target location and possible drilling at ROK-Coyote.

Andrew Gourlay P. Geol., Vice President Exploration is a Qualified Person under NI 43-101 and has reviewed and approved the contents of this news release

Sincerely on behalf of the Board of Directors,

“Arni Johansson”

Arni Johansson
CEO and Chairman of the Board
Lions Gate Metals Inc.

Lions Gate Metals Inc. is a Canadian based, junior resource company focused on the exploration, development, and acquisition of both advanced and early stage mineral projects.

For further information on the Company and its projects please visit our web site at www.LionsGateMetals.com or contact us at:

Lions Gate Metals Inc.
Blair McIntyre, President
(604) 683-7588

Neither the 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.

Forward-Looking Statements

Statements in this release that are forward-looking statements, including statements subject to various risks and uncertainties concerning the specific factors identified in the Company's periodic filings with Canadian Securities Regulators. These factors include the inherent risks involved in the exploration and development of mineral properties, the uncertainties involved in interpreting drill results and other exploration data, the potential for delays in exploration or development activities, the geology, grade and continuity of mineral deposits, the possibility that future exploration, development or mining results will not be consistent with the Company's expectations, accidents, equipment breakdowns, title matters, labor disputes or other unanticipated difficulties with or interruptions in production and operations, fluctuating metal prices, the possibility of project cost overruns or unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future, the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, regulatory restrictions, including environmental regulatory restrictions and liability, competition, loss of key employees, and other related risks and uncertainties. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.