

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 29, 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 29, 2011.

4. Summary of Material Change:

Lions Gate stakes 22 claims 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 29, 2011



LIONS GATE METALS

LIONS GATE METALS STAKES 22 CLAIMS AT POPLAR

Vancouver, BC, Canada, November 29, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) announces that it has staked an additional twenty two (22) claims on the 100% owned Poplar Project near Houston, BC.

The new claims fill in the area between Lions Gate’s Poplar Project and Thompson Creek Metals’ (TCM) Berg Project. The additional 22 claims add 9,827 hectares bringing LGM’s land position to 175 claims totaling 69,185 hectares. “Lions Gate will take steps to expand its already substantial landholdings when it makes sense,” stated Arni Johannson, Lions Gate’s Chairman. “In this case, we have strategic reasons to stake this area. As we continue to develop the Poplar Project, we need to think about locations for potential milling and tailings facilities.”

About Lions Gate Metals

Lions Gate is a Canadian based, junior resource company focused on the exploration, development, and acquisition of Copper projects. Lions Gate 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 preliminary exploration at ROK-Coyote and Poplar regional targets.
- Staked additional claims on the south east of the Poplar Project.

2012 Goals:

- Publish an updated National Instrument 43-101 Resource Estimate.
- Continue drilling to expand and enhance the Poplar Project.
- Continue exploration of Poplar Regional to include geophysics and drill targets.
- Drill target identification 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 Johannson”

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.