

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:

January 30, 2012.

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 January 30, 2012.

4. Summary of Material Change:

The Company announces drill results from more holes on its Poplar, BC, property.

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 Paul Sargeant, President and CEO, at 604.683.7588.

9. Date of Report:

January 30, 2012.



LIONS GATE METALS

For Immediate Release

TSX-V: LGM

Lions Gate Metals discovers new Silver Zone at Poplar Deposit with 11.71 g/t Ag over 75 metres and extends East Zone mineralization with 0.53% CuEq over 133 metres.

Vancouver, BC Canada, January 30, 2012 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is extraordinarily pleased to announce that, the results from seven (7) more holes from the twenty-nine (29) hole, 10,913.93 metre, phase-two diamond drill program (the “Program”) at the [Poplar Copper-Gold-Silver Porphyry Property](#) (the “Property”) indicate the presence of an entirely new silver-focused mineralized system just north of the NI 43-101 compliant inferred resource area (1.4 billion lbs copper; 245,000,000 tonnes averaging 0.27% Cu - 0.15% cut-off), and, highlight impressive copper equivalent values in the East Zone. See Poplar Deposit map for resource area and [drilling locations](#).

Holes 11-PC-112 and 11-PC-113 were stepped out to the west and east of Hole 11-PC-95, which was located some 180 metres north of the main porphyry target area. Hole 11-PC-95 returned 571 metres of 3.11 g/t silver (see [Company news](#) dated May 11, 2011). Holes 11-PC-112 and 11-PC-113 were drilled to test airborne anomalies defined by the Aeroquest Helicopter-Borne Electromagnetic and Magnetic Survey, completed in 2009. Hole 11-PC-112 was collared approximately 80 metres east of 11-PC-95 and returned 31.75 metres of 4.96 g/t silver, and Hole 11-PC-113 was collared almost 325 metres to the west of 11-PC-95 and returned 75.15 metres grading 11.71 g/t silver. Both holes are mineralized over their entire lengths and remain open laterally and to depth. “The exact relationship between the three holes in this new Silver Zone, and their relationship to high silver values returned in the East Zone are not understood, but the prospects are certainly exciting to consider,” says Lions Gate CEO and President Paul Sarjeant. Additional drilling is required.

Significant Results: Poplar Copper-Gold-Silver Deposit – New Silver Zone

Hole No.	From (m)	To (m)	Length (m)	Cu (%)	Au (g/t)	Mo (%)	Ag (g/t)	CuEq (%)	Comments
11-PC-112	18.27	130.15	111.88	0.06	0.03	0.001	2.20	0.10	Continuation of silver values to the east of 11-PC-95. New Silver Zone.
inc.	98.40	130.15	31.75	0.15	0.06	0.003	4.96	0.25	
11-PC-113	51.95	127.10	75.15	0.02	0.01	0	11.71	0.15	Continuation of silver values to the west of 11-PC-95. New Silver Zone.

“Hole 11-PC-117, which returned strong copper, gold and silver values, including 133.42 metres of 0.53% CuEq including 4.46 g/t Ag, really confirms the higher grade potential of the north-central portion of the Poplar Deposit,” says Mr. Sarjeant. “Holes 11-PC-121, 123, 124 and 125 have returned consistent copper grades and significant silver grades, and the deposit remains open to the northeast.” These holes are mineralized over their entire lengths, and this portion of the East Zone remains open to the northeast and to depth.

Significant Results: Poplar Copper-Gold-Silver Deposit – East Zone

Hole No.	From (m)	To (m)	Length (m)	Cu (%)	Au (g/t)	Mo (%)	Ag (g/t)	CuEq (%)	Comments
11-PC-117	5.47	599.54	594.97	0.20	0.07	0.003	2.55	0.29	Significant silver values
inc.	107.26	339.95	232.69	0.31	0.11	0	3.52	0.41	
inc.	206.53	339.95	133.42	0.40	0.14	0	4.46	0.53	Strong Cu and significant silver values
inc.	401.30	599.54	198.24	0.22	0.05	0.008	2.79	0.32	Significant silver values
11-PC-121	3.05	172.82	169.77	0.09	0.03	0.002	0.92	0.13	

inc.	54.05	125.71	71.66	0.18	0.05	0.004	1.63	0.24	Consistent copper.
11-PC-123	15.24	261.21	245.97	0.17	0.06	0.001	2.79	0.24	Significant silver values
inc.	54.00	197.69	143.69	0.20	0.07	0.001	3.45	0.28	Significant silver values
11-PC-124	9.14	599.54	590.40	0.14	0.04	0.003	2.59	0.20	Significant silver values
inc.	187.06	288.35	101.29	0.27	0.10	0.001	2.17	0.36	Consistent copper. System remains open to the northeast
inc.	358.02	590.10	232.08	0.16	0.04	0.005	2.83	0.24	
11-PC-125	9.14	252.07	242.93	0.08	0.03	0.001	1.37	0.11	System remains open to the northeast.
inc.	26.00	66.64	40.64	0.13	0.04	0.001	0.93	0.16	
inc.	208.40	252.07	43.67	0.19	0.08	0.001	2.85	0.27	

The Program, completed in November, 2011, was designed to test and extend the limits of mineralization of the Poplar deposit, expand tonnage, increase grade of copper, and qualify to standard significant gold and silver content not included in the current NI 43-101 inferred resource of 1.4 billion lbs copper; 245,000,000 tonnes averaging 0.27% Cu (0.15% cut-off), but indicated by previous drilling.

Drill hole details:

Hole No.	UTM E	UTM N	Elevation	Azimuth	Inclination	TD (m)
11-PC-121	632232	5987036	882	180	-50	172.82
11-PC-123	632433	5987059	906	170	-50	261.21
11-PC-124	632528	5986970	912	180	-67	599.70
11-PC-125	632573	5987054	916	180	-50	252.13
11-PC-117	632203	5987060	888	180	-65	599.70
11-PC-112	632197	5987410	921	180	-55	130.15
11-PC-113	631797	5987413	921	180	-55	127.10

Drill intersections are true widths through the mineralized zones. All samples were submitted to AcmeLabs, Vancouver, an ISO 17025 accredited analytical laboratory, for preparation and analyses. Sample preparation used procedure R200-250, with digestion and analyses using method IEX and gold determination by method G601. Lions Gate QA/QC included the insertion of one standard, one blank and one duplicate in each batch of 20 samples.

Copper Equivalent (Cu Eq)

Calculations were based on equivalency factors of $CuEq\% = Cu\% \times 1$, $Au (CuEq\%) = Au\ g/t \times 0.57291667$, $Ag (CuEq\%) = Ag\ g/t \times 0.01041667$, and metal prices of Cu \$2.80/lb, Mo \$16.00/lb, Au \$1100/troy oz., Ag \$20/troy oz. The equivalency factor for molybdenum is $Mo (CuEq\%) = Mo\% \times 5.71428571$. Metal recoveries are not used, as metallurgical studies are incomplete.

About the Property

Lions Gate Minerals has 100% interest in the 77,705 hectare, 196 claim [Poplar Copper-Gold-Silver Porphyry Property](#) located in western-central British Columbia, Canada, approximately 35 kilometres northeast of the Huckleberry copper-molybdenum mine operated by Imperial Metals, between Huckleberry and the mining resource town of Houston. The Poplar Deposit on the Property has a NI 43-101 compliant inferred resource of 245 million tonnes grading 0.27% copper, containing 1.4 billion pounds of copper, at a 0.15% copper cut-off. Additional diamond drilling is planned to further define and to upgrade this resource. Near-surface mineralization and significant gold and silver presence are Poplar Deposit highlights. Eight other

regional copper-gold porphyry targets have been identified on the Property.

The inferred 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-two drill program, completed in late November 2011, will provide enough data for an estimate of gold and silver grades, in addition to copper and molybdenum grades. An updated resource estimate is anticipated in the spring of 2012, when data from the phase-two drilling program is compiled and interpreted.

About Lions Gate Metals

Lions Gate Metals is a Canadian based, junior resource company focused on the exploration, development, and acquisition of copper and copper-focused multi-mineral projects. The Company boasts one of the largest consolidated property portfolios of any Canadian junior resource company, including the 77,705 hectare Poplar copper-gold-silver porphyry property located 35km northeast of the Imperial Metals Huckleberry mine (proven/probable 39.7 million tonnes grading 0.343% copper: aggregate production to Dec 31, 2010 approximately 870.0 million pounds copper, 8.0 million pounds molybdenum, 105,000 ounces gold and 3.4 million ounces silver) in west-central British Columbia, and the 6,900 hectare ROK-Coyote copper-gold porphyry property contiguous with Imperial Metal's Red Chris copper-gold project in northwestern British Columbia. Poplar and ROK-Coyote are the primary focus of the 2012 Exploration Program.

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.

For further information on the Company and its projects please visit the web site at www.lionsgatemetals.com or call CEO and President Paul Sarjeant at 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.