

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:

February 7, 2012.

3. News Release:

A news release disclosing the information contained in this material change report was filed on SEDAR and disseminated via Market Newswire on February 7, 2012.

4. Summary of Material Change:

The Company announces further drill results 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:

February 7, 2012.



LIONS GATE METALS

For Immediate Release

TSX-V: LGM

Lions Gate Metals significantly expands Poplar Copper Porphyry Deposit mineralization to the southeast with 0.44% CuEq, including 3.40 g/t Ag over 144 metres.

Vancouver, BC Canada, February 7, 2012 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is very pleased to announce that, the results from an additional (3) three of 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”) continue to expand the mineralized areas of the East Zone, and highlight higher than expected silver values inside and south of the margins 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). See Poplar Deposit map for resource area and [drilling locations](#).

Holes 11-PC-111, 11-PC-116, and 11-PC-118 were drilled to test the southern margins of the East Zone of the inferred resource area, with Hole 11-PC-111 stepping south of the identified margin by approximately 75 metres. “We were very pleased to see a significant length of 144.37 metres return high copper equivalent and very impressive silver at considerable depth,” says Lions Gate President and CEO Paul Sarjeant. “Given that the 498 metre hole was drilled measurably south and at a steep inclination to the north, results indicate that the system remains wide open to the south and at 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-111	9.00	498.00	489.00	0.17	0.04	0.002	2.07	0.22	
inc.	190.55	457.24	266.69	0.27	0.06	0.002	2.82	0.34	
inc.	312.87	457.24	144.37	0.35	0.07	0.001	3.40	0.44	Continuation of mineralization to south. High-grade Cu. Above average Ag.
11-PC-116	12.00	252.00	249.00	0.19	0.07	0.002	1.78	0.26	
inc.	96.21	252.00	155.79	0.26	0.10	0.002	1.70	0.35	Mineralization continues at depth.
11-PC-118	6.00	252.00	246.00	0.11	0.04	0.002	1.30	0.16	
inc.	165.66	248.16	82.50	0.27	0.10	0.002	2.70	0.36	Mineralization continues at depth. Significant Ag.

“The Poplar story is unfolding nicely and well within the context of large porphyry deposits in British Columbia. Some of the intersections of copper, gold and silver from our phase-two drilling are comparable to other advanced copper-gold porphyry projects in the province,” concludes Mr. Sarjeant. Additional drilling is required in the southeast section of the East Zone. Results from south-central and north-central drilling are pending.

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-111	632389	5986708	887	0	-70	498.00
11-PC-116	632259	5986800	894	355	-50	252.00
11-PC-118	632376	5986828	897	355	-50	252.00

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 1EX 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.

Further to the Company [news release](#) of January 31, 2012, the closing date for the private placement is expected to be on or about February 24 2012, but in any event not later than March 1, 2012.

Copper Equivalent (Cu Eq)

Calculations were based on equivalency factors of $CuEq\% = Cu\% \times 1$, $Au (CuEq\%) = Au \text{ g/t} \times 0.57291667$, $Ag (CuEq\%) = Ag \text{ g/t} \times 0.01041667$, 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.