

**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 27, 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 27, 2012.

**4. Summary of Material Change:**

The Company announces results from an updated Resource Estimate 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 Sarjeant, President and CEO, at 604.683.7588.

**9. Date of Report:**

February 27, 2012.



Lions Gate Metals announces a 47% increase in copper and adds significant gold and silver resource at Poplar

New resource contains 1.06 billion lbs Cu indicated plus 1.06 billion lbs Cu inferred; 440 thousand ozs Au indicated plus 400 thousand ozs Au inferred; 12.7 million ozs Ag indicated plus 24.3 million ozs Ag inferred; and 30.7 million lbs Mo indicated plus 19.8 million lbs Mo inferred.

**Vancouver, BC Canada, February 27, 2012 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”)** is very pleased to announce the results from the updated Resource Estimate for its 100% owned, 196 claim, 77,705 hectare Poplar Copper-Gold-Silver Porphyry Property (the “Property”), located in west-central British Columbia. Just six months after the Company announced an NI 43-101 Resource Estimate of 1.4 billion pounds copper for the Property, it has completed a very successful 29 hole, 10,914 metre phase-two drill program, which increased overall confidence in the resource numbers, upgraded a portion of the deposit from Inferred to Indicated status, and introduced compelling gold and silver values. See Poplar Deposit map for [resource area and drilling locations](#).

At a 0.15% Cu cut-off, the Property has a new Indicated Resource of 171.3 million tonnes grading 0.28% Cu (1.06 billion pounds), 0.008% Mo, 0.08 g/t Au and 2.30 g/t Ag (0.40% CuEq), plus an Inferred Resource of 209.0 million tonnes grading 0.23% Cu (1.06 billion pounds), 0.004% Mo, 0.06 g/t Au and 3.62 g/t Ag (0.33% CuEq). These Resources are a significant increase from the initial Inferred Resource Estimate of 245.89 million tonnes grading 0.23% Cu (1.4 billion pounds) and 0.006% Mo, released on [August 23, 2011](#).

“These tonnage and grade numbers confirm the confidence we had in the Property from the outset, and we are very pleased to share the results with shareholders,” says Lions Gate President and CEO Paul Sarjeant. “The increased tonnage is quite significant, made even more so by the favourable economics of contained gold and silver, near-surface mineralization, and the strategic advantages of our location within an established mining district. The Property is displaying the requisites of a viable copper operation with considerable size and grade, and impressive added-value in precious metals.”

The mineralization remains open to the north, east and to depth, and additional exploration is being planned to further define the limits of the Poplar Deposit and upgrade portions of the resource to the measured category.

**Indicated Resource within Total Blocks - Poplar Copper-Gold-Silver Deposit**

Cut-off Cu (%)	Million tonnes)	Grade > Cut-off					Contained Metal			
		CuEq (%)	Cu (%)	Mo (%)	Au (g/t)	Ag (g/t)	Million lbs of Cu	Million lbs of Mo	Million ozs Au	Million ozs Ag
0.05	285.0	0.30	0.21	0.006	0.06	2.01	1,327.6	39.8	0.550	18,420
0.10	222.7	0.34	0.24	0.007	0.07	2.17	1,184.3	35.5	0.500	15,540
0.15	171.3	0.40	0.28	0.008	0.08	2.30	1,062.1	30.7	0.440	12,670
0.20	129.3	0.44	0.31	0.009	0.09	2.38	886.9	25.7	0.370	9,890
0.25	92.7	0.48	0.35	0.010	0.09	2.46	717.3	19.9	0.270	7,330

## Inferred Resource within Total Blocks – Poplar Copper-Gold-Silver Deposit

Cut-off Cu (%)	Million (tonnes)	Grade > Cut-off					Contained Metal			
		CuEq (%)	Cu (%)	Mo (%)	Au (g/t)	Ag (g/t)	Million lbs of Cu	Million lbs of Mo	Million ozs Au	Million ozs Ag
0.05	504.3	0.23	0.15	0.004	0.05	2.91	1671.723	39.007	0.810	47.180
0.10	328.9	0.28	0.19	0.004	0.05	3.33	1379.410	28.314	0.530	35.220
0.15	209.0	0.33	0.23	0.004	0.06	3.62	1060.425	19.825	0.400	24.330
0.20	129.5	0.38	0.27	0.005	0.07	3.73	770.877	12.848	0.290	15.530
0.25	70.4	0.43	0.31	0.005	0.08	3.86	481.376	7.143	0.180	8.740

The updated Resource Estimate is NI 43-101 compliant and has been prepared by Gary H. Giroux, MSc, P. Eng., of Giroux Consultants Limited. A Technical Report describing the resource estimate is expected to be filed with SEDAR within 45 days of this release. Mr. Giroux is a 'Qualified Person' as defined by NI 43-101 and is independent of the Company.

The Company is working hard to ensure completion of upgraded resource estimate maps and displays, in time for PDAC 2012 at the Metro Toronto Convention Centre from March 4-7, 2012. Lions Gate will be exhibiting in [The Core Shack](#) at Exhibit #5018, on Sunday March 4th, 2012 and Monday March 5th, and in their Investors Exchange [Exhibitor Booth #2524](#) (Halls F&G) for the four-day duration of the show. The Core Shack is a [PDAC feature destination](#) where 'The latest discoveries are highlighted, along with maps, charts and technical information'.

To determine the resource present on the Property, a three-dimensional solid was constructed to constrain the mineralized area, using a 0.1 % Cu grade shell as a guide. Large internal waste zones were modelled as were some larger post mineral dykes. Of the total database, 129 drill holes totalling 37,205 metres were within the mineralized zone and were used to estimate the resource. Drill holes were compared to the mineralized solid and assays were tagged if inside. Copper, molybdenum, gold and silver assays within the mineralized solid were capped at 1.4 % Cu, 0.14 % Mo, 0.34 g/t Au and 41.0 g/t Ag. Five metre composites were formed and used for variography. For this estimate and to aid with some preliminary planning, the blocks were reduced to 5 x 5 x 10 m in dimension and were estimated for Cu, Mo, Au and Ag by ordinary kriging. The resource is classified as Indicated and Inferred based on blocks proximity to data and the grade continuity. At a 0.15 % Cu cut-off the Indicated Resource is 171.3 million tonnes at 0.28% Cu, 0.008 % Mo, 0.08 g/t Au and 2.30 g/t Ag while the Inferred Resource is an additional 209.0 million tonnes grading 0.23 % Cu, 0.004 % Mo, 0.06 g/t Au and 3.62 g/t Ag. This can be compared to the last resource, all classified as Inferred at a 0.15 % Cu cut-off, of 246 million tonnes with average grades of 0.27 % Cu and 0.007 % Mo (Giroux, July 2011 Mineral Resource Estimate on the Poplar Deposit, Omineca Mining Division, British Columbia).

The total database comprises 105 historical diamond drill holes, totalling 23,164 metres, completed by Utah Mines Limited and others and 42 diamond drill holes, totalling 14,486 metres completed by the Company in 2011. All samples were submitted to Acme Labs, 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  $CuEq\% = Cu\% \times 1$ ,  $Au (CuEq\%) = Au \text{ g/t} \times 0.57291667$ ,  $Ag (CuEq\%) = Ag \text{ g/t} \times 0.01041667$ , 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 Metals has a 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 Corp, between Huckleberry and the mining resource town of Houston. The Poplar Deposit on the Property has an NI 43-101 compliant Indicated Resource of 171.3 million tonnes grading 0.28% Cu, 0.008% Mo, 0.08 g/t Au and 2.30 g/t Ag (0.40 CuEq %), plus an Inferred Resource of 209.0 million tonnes grading 0.23% Cu, 0.004% Mo, 0.06 g/t Au and 3.62 g/t Ag (0.33 CuEq %).

Additional diamond drilling is planned to further define and 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.

### **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 Huckleberry mine operated by Imperial Metals Corp (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](http://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, legal, political or environmental factors that may influence future events or conditions, 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.