

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:

April 5, 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 April 5, 2012.

4. Summary of Material Change:

The Company has filed a new NI43-101 Mineral Resource Update on its Poplar Property on SEDAR and announces plans for a spring/summer drill program.

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:

April 5, 2012.



LIONS GATE METALS

For Immediate Release

TSX-V: LGM

Lions Gate Metals files new NI43-101 Mineral Resource Update on Poplar Deposit to SEDAR; Plans spring/summer drill program to further expand Poplar & Regional Cu, Au and Ag tonnage and grade.

Vancouver, BC Canada, April 5, 2012 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is very pleased to announce the SEDAR filing today, of a new 2012 Mineral Resource Update NI43-101 Report (the “**Report**”) for the Poplar Deposit. The *2012 Mineral Resource Update on the Poplar Deposit, Omenica Mining Division, British Columbia*, dated March 30, 2012 and authored by G.H. Giroux, M.A.Sc., P. Eng., of Giroux Consultants Ltd., can be viewed in its entirety on [SEDAR](#) or downloaded from the Company’s [website](#).

The Report focuses on Lions Gate’s Phase Two drilling program on the Poplar Property (the “Property”). Highlights of the Report include a marked increase in the size of the mineralized resource (contained copper metal increased by 47 percent), and the first inclusion of precious metals in estimation of the Poplar resource. 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) as reported [February 27, 2012](#). Sample density is now sufficient that a significant portion of the resource has been upgraded from the Inferred to Indicated category.

Recommendations from the Report include drilling of holes dedicated to collecting samples for metallurgical testing, and re-drilling of holes selected from the historical drilling to confirm copper and molybdenum grades. The re-drilled (or twinned) holes will also provide greater sample density for gold and silver analyses. Additional holes will also be dedicated to further upgrading of resources from Inferred to Indicated and Measured categories, and to expanding the deposit laterally and at depth. The goal of this work is to provide Lions Gate with a mineralized resource that may be converted into a reportable Mineral Reserve.

“Company geologists have steadily built the Poplar Resource over the past year. The increased drill density and the geological model have increased the resource both in size and grade, particularly through the construction of precious metal models, and in removal of dilution from the estimates,” says Senior Technical Consultant Peter L. Ogryzlo, M.Sc., P.Geo.

“The inclusion of gold and silver estimates in the resource is of sufficient importance to reclassify the deposit from a copper-molybdenum porphyry to a copper-gold-silver porphyry. In addition, by converting a portion of the resource into the Indicated category, the Company is now in a position to define a Mineral Reserve, as outlined in the proposed work program of the Report. Lions Gate hopes to increase confidence in their estimates by converting more of their Inferred Resources into Indicated and Measured. Metallurgical testing of the deposit beyond the historical work is also a necessary component in converting the Poplar Resource into a Mineral Reserve.”

Company President and CEO Paul Sarjeant B.Sc., P.Geo., confirms that 2012 should be an exciting year for shareholders. “We are of course thrilled that the Report reflects our confidence in the Poplar deposit and its near and long-term potential. The untold chapters of the expansive 77,705 hectare Poplar story remain the eight other high-potential copper-gold porphyry regional targets on the Property. We are very anxious to get on the ground as early as possible this spring/summer to undertake early stage exploration on regional targets, culminating ultimately, in first pass drilling of the best targets. In addition, early this summer, we plan to undertake basic geological mapping, sampling and a deep IP geophysical survey on our 6,900 hectare ROK Coyote copper-gold project contiguous to Imperial Metals’ Red Chris copper-gold property in northwest British Columbia. We hope to see diamond drilling there as well, before the snow comes.”

The recommended \$1.1 million Phase One (2012) Poplar Deposit program comprises metallurgical testing of the deposit and verification and upgrade of historic data by re-drilling 10 holes to 300 metre depths in the Main and East Zones. Subject to anticipated positive results, a Phase Two program of diamond drilling is recommended in follow-up. That program and associated funding requirements is outlined in the Report.

About the Property

Lions Gate Metals Inc. 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, between Huckleberry and the mining resource town of Houston. The Huckleberry Mine is operated by the Imperial Metals led consortium named Huckleberry Mines Ltd. 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 ROK Coyote

Lions Gate Metals Inc. is earning into a 75% interest in the 6,900 hectare, 19 claim ROK-Coyote copper-gold project adjacent to Imperial Metals’ Red Chris project which has reported, measured an indicated reserves of 446.1 million tones at 0.36% Cu and 0.29% g/t Au, plus inferred resources of 268.7 million

tonnes grading 0.30% Cu and 0.27 g/t Au. The Company considers ROK Coyote to be one of BC's most highly prospective copper-gold alkalic porphyry targets amenable to pit and bulk underground mining.

About Lions Gate Metals

Lions Gate Metals Inc. 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 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.