

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 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

Item 2 Date of Material Change

April 17, 2012.

Item 3 News Release

A news release disclosing the information contained in this material change report was filed on SEDAR and disseminated via Marketwire on April 17, 2012.

Item 4 Summary of Material Change

Lions Gate Metals Announces Proposed Shareholder Rights Plan, Appoints Corporate Secretary.

Item 5.1 Full Description of Material Change

For a full description of the material change, see Schedule “A”.

Item 5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following Senior Officer of the Company is available to answer questions regarding this report:

Paul Sarjeant
President and Chief Executive Officer
Telephone: (604) 683-7588

Item 9 Date of Report

April 17, 2012



LIONS GATE METALS

For Immediate Release

TSX-V: LGM

Schedule "A"

**Lions Gate Metals Announces Proposed Shareholder Rights Plan,
Appoints Corporate Secretary**

Vancouver, BC Canada, April 17, 2012 – Lions Gate Metals Inc. (TSX-V: LGM) ("Lions Gate" or the "Company") is pleased to announce the Board has adopted a Shareholder Rights Plan Agreement (the "Rights Plan") as summarized below. At the Annual and Special Meeting, the shareholders will be asked to consider an ordinary resolution confirming and ratifying the Rights Plan. The Rights Plan will terminate unless the shareholders vote at the Meeting to confirm its operation.

The Rights Plan has the following objectives: (a) to prevent creeping acquisitions of control; (b) to give adequate time for the Board and shareholders to properly assess a take-over bid without undue pressure; (c) to provide the Board and shareholders adequate time to consider the value of all assets of the Company and for the Company to undertake a value recognition program if necessary to demonstrate the value of one or more assets; (d) to provide the Board time to consider value-enhancing alternatives to a take-over bid and to possibly allow competing bids to emerge; and (e) to ensure that shareholders of the Company are provided equal treatment under a take-over bid. The Rights Plan is not intended to prevent take-over bids that treat shareholders fairly and has not been adopted in response to any proposal to acquire control of the Company.

The Company also announces that Christina Boddy has joined Lions Gate as Corporate Secretary, replacing Marion McGrath. Ms. Boddy is a member of the Canadian Society of Corporate Secretaries and has worked with several public and privately-held companies across varied industries. Lions Gate wishes to thank Ms. McGrath for her contributions to the Company over the past two years.

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.

About Poplar

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. 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.

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 Johansson"

Arni Johansson

Chairman, Lions Gate Metals Inc.

For further information on the Company and its projects please visit the web site at www.lionsgatemetals.com or contact 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.