

**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 30, 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 30, 2012.

**Item 4            Summary of Material Change**

Lions Gate Metals Inc. Signs Extension of Communication & Engagement Agreement with First Nations.

**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 30, 2012



LIONS GATE METALS

Schedule "A"

For Immediate Release

TSX-V: LGM

Lion Gate Metals Inc. Signs Extension of Communication & Engagement Agreement with First Nations

Vancouver, BC Canada, April 30, 2012 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is pleased to announce that it has signed an amended Communication and Engagement Agreement (CEA) with the Office of the Wet’suwet’en. The amendments extend the terms of the original CEA to ensure continued First Nations support with the company’s exploration activity in parts of the Wet’suwet’en traditional territories where LGM wishes to advance select exploration activities this summer.

“In summary,” says Blair McIntyre, Vice President of Lions Gate, “this extension amendment ensures that the Office of the Wet’suwet’en leadership continues to support the efforts of the Company and demonstrates that we, as corporate citizens, continue our best efforts to act in good conscience and with social responsibility. Community relationship-building is an ongoing process, and one that the Company is committed to.” Since the Company engaged meaningful relations with local First Nations, the Company has: endeavored to hire local First Nations people to work on Company exploration programs; provided capacity funding to ensure meaningful engagement; funded a traditional Land Use Study to address project specific risks; conducted an Open House information session; sponsored and participated in local First Nations events.

Moving forward, the Company will continue to collaborate and engage First Nations in meaningful ways, including holding gatherings at exploration locations, and promoting ongoing involvement in oversight of work taking place on First Nations traditional territories.

Lions Gate President and CEO, Paul Sarjeant concludes, “By ensuring full transparency with the Wet’suwet’en, we hope to demonstrate that, First Nations collaboration and employment are integral to our exploration processes, and further that First Nations input illustrates our Company’s commitment to meaningful and authentic community consultation.”

The Company has terminated its Investor Relations Agreement with Advanture Capital that was entered into June 8, 2011.

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.

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 which has reported, measured an indicated reserves of 446.1 million tonnes 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.

Andrew Gourlay P. Geo., 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.