

**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**

September 13<sup>th</sup>, 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 September 13<sup>th</sup>, 2012.

**Item 4            Summary of Material Change**

Lions Gate Metals Inc. Announces Director and Management Changes.

**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:

Blair McIntyre  
VP of Operations  
Telephone: (604) 328-8156

**Item 9            Date of Report**

September 14<sup>th</sup>, 2012



LIONS GATE METALS

For Immediate Release

TSX-V: LGM

Schedule "A"

Lions Gate Metals Inc. Announces Director and Management Changes

Vancouver, BC Canada, September 13<sup>th</sup>, 2012 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) today announces a number of changes to its senior management and board of directors:

- Paul Sarjeant has been appointed Chief Operating Officer from the position of President and Chief Executive Officer;
- Company Chairman, Arni Johannson, will assume the role of Interim President and Chief Executive Officer;
- David McAdam has been appointed Chief Financial Officer of the Company;
- Michael Sweatman has stepped down as the Chief Financial Officer, but will remain a director of the Company;
- Andrew Gourlay has ceased to act as the Company’s VP of Exploration; and
- Gordon Keevil has resigned from the Company’s Board of Directors.

The Board of Directors would like to thank Gordon Keevil for his input and service to the Company. “A number of changes to the team today reflect current market conditions, and the one common thread amongst all directors and management is the belief in our assets and maintaining the capital structure. We will continue to advance and add value to our properties this fall and winter through drilling, as we fully recognize that drill data is the best way to enhance enterprise value”, stated Arni Johannson, Interim President and CEO.

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 operating 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 Metals’ Red Chris copper-gold project in northwestern British Columbia. Poplar and ROK-Coyote are the primary focus of the 2012 Exploration Program.

For further information on the Company and its projects please visit the web site at [www.lionsgatemetals.com](http://www.lionsgatemetals.com) or contact Blair McIntyre, VP of Operations, at 604.328.8156

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.