



LIONS GATE METALS

Suite 880, 609 Granville Street
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Vancouver, British Columbia V7Y 1G5

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Special Meeting of Shareholders (the "Meeting") of LIONS GATE METALS INC. (the "Company") will be held at the offices of Armstrong Simpson: Suite 2080 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, on **Friday, December 7, 2012 at 10:00 a.m.** for the following purposes:

1. To approve a special resolution concerning the option of the Poplar property as more particularly set forth in the Circular;
2. To consider and, if deemed advisable, pass, with or without variation, an ordinary resolution confirming and approval of advance notice policy, as set out in the Management Information Circular; and
3. To transact such other business as may properly come before the Meeting or any adjournment thereof;

all as more particularly set out in the attached Management Information Circular.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

The Directors have fixed the close of business on November 7, 2012 as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company's transfer agent: **Valiant Trust Company or at the Corporation's office, Suite 880, 609 Granville Street, PO Box 10321, Pacific Centre, Vancouver, British Columbia, V7Y 1G5, FACSIMILE 604-681-3067**, by fax, hand or by mail in accordance with the instructions set out in the form of Proxy and Management Proxy Circular.

DATED at the City of Vancouver, in the Province of British Columbia, on the 14th day of November, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Arni Johannson"

Arni Johannson,
President and Chief Executive Officer