

FORM 51-102F3
Material Change Report

- Item 1. Name and Address of Company**
Lions Gate Metals Inc. (the “Company”)
880 – 609 Granville Street
Vancouver, BC
V7Y 1G5
- Item 2. Date of Material Change**
December 7th, 2012
- Item 3. News Release**
The News Release dated December 7th, 2012 was disseminated via Marketwire.
- Item 4. Summary of Material Change**
Lions Gate Shareholders Approve Sale of Poplar Project.
- 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 Transaction**
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, Executive Vice President, 778-837-6812.
- Item 9. Date of Report**
Dated at Vancouver, BC, this 12th day of December, 2012.



LIONS GATE METALS

Schedule "A"

Lions Gate Shareholders Approve Sale of Poplar Project

Vancouver, BC Canada, December 7, 2012 – Lions Gate Metals Inc. (TSX-V: LGM) ("Lions Gate" or the "Company") is pleased to announce that its shareholders have approved the transaction, previously announced on October 19th, 2012, whereby the Company will grant Canadian Dehua International Mining Inc. ("Dehua") an option (the "Option") to acquire a one hundred percent (100%) interest in the Company's Poplar Copper Gold & Silver Project ("Poplar") near Houston, BC.

Pursuant to the terms of the Option, Dehua earn up to a 100% interest in Poplar by providing \$15,000,000 in cash and performing work over a two-year period as follows:

1. \$1,000,000 upon receipt of shareholder and regulatory approval;
2. \$1,000,000 on the first anniversary of shareholder approval of the transaction;
3. \$13,000,000 on the second anniversary of shareholder approval of the transaction; and
4. Completion of 10,000 meters of drilling on the Poplar project.

Arni Johannson, Chair & Interim President and Chief Executive Officer commented, "Now with the formal process complete for the option sale we can move to building our relationship with Dehua and supporting their endeavors on advancing the Poplar Project. The focus of the company will be to maintain our capital structure and look for new project generation. This is currently an extremely tough climate for mineral explorers however with difficulty comes tremendous opportunity and I feel Lions Gate is very well positioned to capitalize on these future opportunities."

About Lions Gate Metals

Lions Gate is a public Canadian based, junior resource company with 25,497,826 shares outstanding focused on the exploration, development, and acquisition of both advanced and early stage mineral projects.

Sincerely on behalf of the Board of Directors,
"Arni Johannson"

Arni Johannson
CEO and Chairman of the Board
Lions Gate Metals Inc.

For further information on the Company please contact:
Blair McIntyre, Exec VP of Lions Gate Metals
(778) 837-6812

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