

FORM 51-102F3
Material Change Report

- Item 1. Name and Address of Company**
Lions Gate Metals Inc. (the “Company”)
Suite 490 – 580 Hornby Street
Vancouver, BC
V6C 3B6
- Item 2. Date of Material Change**
January 30th, 2013
- Item 3. News Release**
The News Release dated February 1st, 2013 was disseminated via Marketwire.
- Item 4. Summary of Material Change**
Lions Gate Metals Inc. Announces Resignations
- 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:

Arni Johansson, Chairman and Interim President & CEO, 604-614-1034.
- Item 9. Date of Report**
Dated at Vancouver, BC, this 1st day of February, 2013.



LIONS GATE METALS

Schedule "A"

Lions Gate Metals Inc. Announces Resignations

Vancouver, BC Canada, February 1st, 2013 – Lions Gate Metals Inc. (TSX-V: LGM) ("Lions Gate" or the "Company") announces the resignations of Mr. Richard Schroeder from the Company's Board of Directors, and of Mr. Paul Sarjeant from the position of Chief Operating Officer.

Commenting on the resignations of Mr. Schroeder and Mr. Sarjeant, Mr. Arni Johannson stated, "As the focus at Lions Gate shifts to the advancement of the Poplar Project with our new option partner, the Company continues to streamline its operations. We thank Mr. Schroeder and Mr. Sarjeant for their contributions to the Company and wish them every success in their future endeavours."

Lions Gate Metals Inc. is a Canadian company with an attractive share structure, listed on the TSX Venture Exchange. Currently debt-free, with projects in British Columbia, Canada, Lions Gate is actively seeking new global opportunities in the commodities space.

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

Arni Johannson
CEO & Chair
Lions Gate Metals Inc.

For further information on the Company contact:

Blair McIntyre, Exec VP of Lions Gate Metals (778) 837-6812

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