

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
March 19th, 2013

Item 3. News Release
The News Release dated March 19th, 2013 was disseminated via Marketwire.

Item 4. Summary of Material Change

Lions Gate Metals Inc. Enters Into Agreement to Acquire the Whitford Lake Uranium Project, Athabasca Basin, Saskatchewan

Item 5.1 Full Description of Material Change

For a full description of the material change, see Schedule “A”.

The Company has entered into a property Option Agreement with St. Jacques Mineral Corp. (the “Owner”) to acquire a 100% interest in the Whitford Lake property, in the Athabasca Basin, Saskatchewan, (the “Property”) by making payments, issuing shares, and incurring expenditures as follows:

- (i) paying an aggregate of up to \$1,250,000 in cash to the Owner as follows:
 - a. A non-refundable deposit of \$25,000 upon signing;
 - b. A further \$75,000 within five (5) days of the receipt by the Company of regulatory approval;
 - c. A further \$300,000 on or before the date which is six months following the date of the signing of the Option Agreement, or a further \$400,000 on or before the date which is 12 months following the date of the signing of the Option Agreement;
 - d. A final \$750,000 payment on or before the date which is four (4) years of the signing of the Option Agreement.
- (ii) issuing an aggregate of 2,500,000 common shares (the “Shares”) of the Company to the Owner within five (5) days of the receipt by the Company of regulatory approval, of which 1,500,000 of the Shares (the “Escrowed Shares”) will be held pursuant to a pooling agreement whereby the

Escrowed Shares will be released to the Owner in three tranches as follows:

- a. 500,000 Shares will be released on the date which is 6 months following the receipt of regulatory approval;
 - b. 500,000 Shares will be released on the date which is 12 months following the receipt of regulatory approval;
 - c. 500,000 Shares will be released on the date which is 18 months following the receipt of regulatory approval; and
- (iii) incurring \$3,000,000 in qualifying exploration expenditures on the Property within 4 years of the signing of the Option Agreement.

A one per cent (1%) net smelter return (“NSR”) shall be reserved unto the Owner, of which fifty percent (for clarity a ½% NSR) may be purchased at any time by the Company by paying to the Owner \$750,000, less any amounts previously received by the Owner as NSR payments.

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, 778-328-2281.

Item 9. Date of Report

Dated at Vancouver, BC, this 25th day of March, 2013.



LIONS GATE METALS

Schedule "A"

Lions Gate Metals Inc. Enters Into Agreement to Acquire the Whitford Lake Uranium Project, Athabasca Basin, Saskatchewan

Vancouver, BC Canada, March 19th, 2013 – Lions Gate Metals Inc. (TSX-V: LGM) ("Lions Gate" or the "Company") is pleased to announce that it has entered into an option agreement (the "Agreement") with an arm's-length vendor, by which the Company can earn a 100-per-cent (100%) interest in the Whitford Lake uranium project, which covers 67 hectares in the Athabasca Basin, in Saskatchewan (the "Property"). The Whitford Lake Project is located, some 21km SE of the Cigar Mine on the eastern edge of the Athabasca Basin, the most productive uranium region in the world. Other claimholders in the area include Fission Energy, Purepoint Uranium, Denison Mines and Cameco Corporation. The primary target at Whitford Lake is two northeast, parallel magnetic contacts, between which lies a zone of subsurface resistivity, with a strike length of roughly 750m. Drilling at Whitford Lake by Cameco in 1995 identified a zone of altered sandstone, beginning 30m above the unconformity, enriched with chlorite and illite, which is indicative of hydrothermal activity. In addition, elevated lead levels below the unconformity have also been identified. All of these enrichments are key exploration indicators for uranium exploration in the Athabasca basin.

Under the terms of the Agreement, the Company can earn a 100-per-cent (100%) interest in the Property by paying \$100,000 initially and issuing two million five hundred thousand (2,500,000) common shares to the vendor. 1,000,000 shares will be issued within 5 days of regulatory approval with the balance being distributed under an escrow agreement over the next 18 months (500,000 share increments ever six months). The Company must make additional payments of \$1,150,000 and complete \$3,000,000 in exploration expenditures on the Property within the next 4 years. A 1-per-cent (1%) net smelter royalty has been granted to the vendor, of which a half per-cent (0.5%) may be purchased by the Company for \$750,000. The Agreement is subject to regulatory approval.

"As we advance the option agreement on the Poplar Copper, Silver, Gold deposit the company has been looking for additional opportunities for expansion featuring geographical and commodity diversification. Our Lions Gate team has the skill sets and contacts in the Uranium Sector. The company's management is of the mindset that the Uranium sector will see renewed interest as the market realizes the supply and demand delta is widening. Management also feels asset values have "bottomed-out" and at this stage projects such as Whitford Lake represent excellent value for money" commented CEO & Chair Arni Johannson.

About Lions Gate Metals

Lions Gate is a public Canadian based, junior resource company 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
Chairman and Interim President and CEO
Lions Gate Metals Inc.

For further information contact:
Arni Johannson, Chairman and Interim President and CEO (778) 328-2281

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