Lions Gate Metals Inc.
Management Discussion and Analysis
For the three months ended March 31, 2013

Report dated May 24, 2013

INTRODUCTION

This Management Discussion and Analysis ("MD&A") for Lions Gate Metals Inc. (the "Company" or "Lions Gate"), dated May 24, 2013, should be read in conjunction with the unaudited Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2013 ("Interim Financial Statements"), as well as the audited Consolidated Financial Statements and MD&A for the year ended December 31, 2012. Except as otherwise disclosed, all dollar figures in this report are stated in Canadian dollars, which is the Company's reporting currency.

The Company's Interim Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting using the same accounting policies as detailed in the Company's audited Consolidated Financial Statements for the year ended December 31, 2012, except for as disclosed in Note 3 to the Interim Financial Statements.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion.

The forward-looking information in this MD&A typically includes words and phrases about the future, such as: "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". We can give no assurance that the forward-looking information will prove to be accurate. It is based on a number of assumptions management believes to be reasonable, including but not limited to: no material adverse change in the market price of commodities and exchange rates, permitting timelines, limited volatility in the Company's share price and such other assumptions and factors as set out herein.

It is also subject to risks associated with our business, including but not limited to: risks inherent in the mining and metals business, the success of exploration activities, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation and other risks that are set out in our annual information form and below.

If our assumptions prove to be incorrect or risks materialize, our actual results and events may vary materially from what we currently expect as set out in this review. We recommend

that you review our annual information form and this MD&A, which include a discussion of material risks that could cause actual results to differ materially from our current expectations. Forward-looking information is designed to help you understand management's current views of our near and longer term prospects, and it may not be appropriate for other purposes.

COMPANY OVERVIEW

Lions Gate is a Tier 1 TSX Venture Exchange ("TSXV") public company with common shares listed for trading under the symbol "LGM". Lions Gate was incorporated under the Canada Business Corporations Act, and is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource property interests.

CHANGE IN MANAGEMENT AND DIRECTORS

Effective January 2, 2013 Sharon Muzzin CA was appointed as CFO replacing Mr. David McAdam. In addition on January 30, 2013, Mr. Richard Schroeder resigned as a director and on January 31, 2013, Mr. Paul Sarjeant stepped down as CEO.

OVERALL PERFORMANCE

The European financial crisis has had a major impact on the capital markets and continues to affect Lions Gate by making it difficult to raise funds for exploration operations. As a result, during 2012, the Company released the Kelly Creek and Hudson Bay Mountain mineral properties and withdrew from the ROK Coyote option agreement. Also in the latter stages of 2012 the Company optioned its Poplar copper, gold and silver project in exchange for $15,000,000 cash and work commitments to be delivered in tranches over a two-year period. To date, the Company has received a $1,000,000 non-refundable deposit pertaining to this transaction.

Currently, the focus of the Company is to maintain the capital structure, conserve cash, manage expenditures, and look for additional opportunities for expansion featuring geographical and commodity diversification. Accordingly in March, 2013, the Company entered into an option agreement pursuant to which it can earn a 100% interest in the Whitford Lake Uranium Project. Management believes that the Uranium sector will see renewed interest as the market realizes that the supply and demand delta is widening. Management also believes that projects such as Whitford Lake represent excellent value.

MINERAL PROPERTIES

Whitford Lake Mineral Property

On February 18, 2013 the Company entered into an Option Agreement with St. Jacques Mineral Corp. to acquire an undivided 100% interest in the Whitford Lake Uranium Property located in the Athabasca Basin in Saskatchewan in exchange for non-refundable cash payments of $25,000 due February 18, 2013 (paid); an additional $75,000 due within five days of receipt of regulatory approval ("approval date") (paid); an additional $300,000 due by

October 18, 2013 (the Company can elect in writing to defer this final payment until February 18, 2014 provided it pays additional cash of $100,000 at that date) and an additional $750,000 due by February 18, 2017. In addition as part of the Option Agreement the Company issued 2,500,000 common shares to the Vendor with 1,500,000 of these shares held in escrow to be released in equal 500,000 increments every six months from the approval date.

The Company is also required to incur a total of $3,000,000 of qualifying exploration expenditures on the property before February 18, 2017 or the equivalent amount is to be paid to the Vendor in cash. This property is subject to a 1% NSR one half of which can be purchased by the Company for $750,000 less any NSR amounts previously paid.

Poplar Mineral Property

The Company has completed the updated Resource Estimate for a portion of the 100% owned, 199 claim, 77,914 hectare Poplar Copper-Gold-Silver Porphyry Property (the "Property"), located in west-central British Columbia, 35 kilometers northeast of the Huckleberry copper-molybdenum mine - of which Imperial Metals Corp. holds a 50% interest - between Huckleberry and the mining resource town of Houston. Just six months after the Company announced a NI 43-101 Resource Estimate of 1.4 billion pounds copper for the Property, it completed a very successful 29 hole, 10,914 metre phase-two drill program, which increased overall confidence in the resource numbers, upgraded a portion of the deposit from Inferred to Indicated status, and introduced compelling gold and silver values.

The work in 2011 culminated in an updated NI 43-101 with the following results: At a 0.15% Cu cut-off, the Property has a new Indicated Resource of 171.3 million tonnes grading 0.28% Cu (1.06 billion pounds), 0.008% Mo, 0.08 g/t Au and 2.30 g/t Ag (0.40% CuEq), plus an Inferred Resource of 209.0 million tonnes grading 0.23% Cu (1.06 billion pounds), 0.004% Mo, 0.06 g/t Au and 3.62 g/t Ag (0.33% CuEq). This new Resource is a significant increase from the aforementioned initial Inferred Resource Estimate of 245.86 million tonnes grading 0.27% Cu (1.4 billion pounds) and 0.007% Mo using a 0.15% Cu cutoff. Andrew Gourlay, P. Geo., is a qualified person pursuant to NI-43-101 and has reviewed and approved the disclosure of technical matters included herein.

On October 16, 2012, the Company entered into a binding Letter of Intent (the "LOI") with Canadian Dehua International Mines Group Inc. ("Dehua"), whereby the Company will grant Dehua an option (the "Option") to acquire a one hundred percent (100%) interest in the Property. Pursuant to the terms of the LOI, Dehua will earn 100% interest in Poplar by paying to the Company cash payments of $1,000,000 non-refundable (received); an additional $1,000,000 on October 16, 2013 (non-refundable); and an additional $13,000,000 on October 16, 2014. In addition 10,000 meters of exploration drilling on the property is to be completed by Dehua irrespective of whether the Option is exercised.

Dehua has also committed to keep Poplar in good standing, including the completion or payment of the Assessment Fees and filing of applicable assessment reports with the Mineral Titles Branch for the Province of British Columbia. Dehua shall also pay or cause to be paid any rates, taxes, duties, royalties, assessments or fees with respect to Poplar.

Copperline Mineral Property

On July 17, 2010 the Company entered into a purchase agreement to acquire a 60% interest in the Copperline mineral property in British Columbia. The Copperline property surrounds Skutsil Knob at the south end of the Driftwood Range, 25 km northwest of Takla Lake, and approximately 120 km northeast of Smithers, B.C. The Copperline property is subject to an underlying NSR of 1.25% for part of the property and 2.0 % for the remainder. The Company can repurchase 1.25% and .5% respectively of these royalties with a $500,000 cash payment.

The Company's interest in this property is carried at a nominal value based on Management's assessment of current recoverable value. The Company continues to ensure that all mineral claims are current and remain in good standing.

RESULTS OF OPERATIONS

The Company is in the exploration stage and other than minimal interest revenue did not earn any revenue during the fiscal period under review. For the three months ended March 31, 2013, the Company had a total comprehensive loss of $267,914 (loss of $0.01 per share) compared to $417,926 (loss of $0.02 per share) for the same period in 2012. Operating expenditures of $178,127 for the three months ended March 31, 2013 have decreased from the $425,540 comparative amount recorded for the three months ended March 31, 2012. The decrease in comprehensive loss for the year was due to a Management's efforts to conserve cash by reducing discretionary promotion and travel, consulting and share based compensation expense offset by an impairment of $90,371 recorded on available for sale investments.

The Company's cash position at March 31, 2013 was $668,155 (December 31, 2012 - $1,004,834) and it reported working capital of $732,488 (December 31, 2012 – 1,131,500). The decrease during the period is due to acquisition costs for Whitford Lake as well as general operating expenditures.

QUARTERLY FINANCIAL REVIEW

The following table is a summary of selected financial data from the Company's unaudited quarterly financial statements. There were no significant revenues, long term liabilities or cash dividends declared in any of the reported periods.

	March 31, 2013	Dec 31, 2012	Sept 30, 2012	Jun 30, 2012
Total assets	$ 6,317,996	$ 6,532,142	$ 8,783,994	$ 8,944,572
Working capital	732,488	1,131,500	434,899	822,412
Shareholders' equity	6,257,951	6,400,865	8,523,216	8,829,951
Comprehensive Loss for the period	267,914	2,163,905	302,556	445,860
Loss per share	$ 0.01	$ 0.08	$ 0.01	$ 0.02

	Mar 31, 2012	Dec 31, 2011	Sept 30, 2011	Jun 30, 2011
Total assets	$ 9,390,330	$ 9,062,076	$ 11,385,266	$ 11,428,033
Working capital	1,463,794	1,459,044	2,919,538	4,248,109
Shareholders' equity	9,196,833	8,780,757	10,854,871	11,178,333
Comprehensive Loss for the period	424,326	1,945,526	354,820	421,789
Loss per share	$ 0.02	$ 0.08	$ 0.02	$ 0.02

Comprehensive Loss for the Period

The decrease in comprehensive loss for the three month period ended March 31, 2013 compared to the same period ended March 31, 2012 is the net result of changes to a number of expenses. Of note are the following items:

- Advertising and promotion expense ($11,702 vs. $74,788), conferences and trade shows (Nil vs. $7,663), and investor relations (Nil vs. $12,760) all decreased over the period ended March 31, 2012 when Management incurred these types of expenses in an effort to raise its profile.
- Consulting ($2,779 vs. $74,867) decreased as a result of the former CEO stepping down.
- Share-based compensation (Nil vs. $43,158) decreased as no options were issued in the current three months ended March 31, 2013 period.
- Impairment of available-for-sale investments ($90,371 vs. Nil) resulting from a decrease in fair market value of shares held.

Comprehensive loss for the three months ended December 31, 2012 and December 31, 2011 are higher than other periods due to the mineral property write-downs recorded in these periods. Other than these write-downs comprehensive losses remained fairly consistent during the quarters reported above. No mineral property write-downs were recorded during the period ended March 31, 2013.

Total assets and Working Capital

Working capital decreased in the period ended March 31, 2013 due to cash payments related to the acquisition of the Whitford Lake property and general and administrative expenditures. During the three months ended December 31, 2012 net cash of $942,000 was received from Dehua as part of the Poplar Option Agreement. General and administrative costs and the purchase of exploration and evaluation assets off set by financings account for other changes in total assets and working capital in the other quarters reflected above.

FINANCING ACTIVITIES

The Company did not complete any financings during the period ended March 31, 2013. Pursuant to the Whitford Lake Mineral property Option Agreement the Company issued 2,500,000 common shares.

Capital Expenditures

During the three months ended March 31, 2013, the Company paid cash of $100,000 in option payments required under the terms of the Whitford Lake Mineral Property Option Agreement and incurred a small amount of exploration expenditure with respect to transferring data and other miscellaneous work on its Poplar mineral property.

Commitments

Effective January 1, 2013, the Company is committed to a two and one half year office lease. Payments pursuant to the terms of this lease including cost sharing arrangements currently in place are expected to approximate $18,100, $18,100 and $9,050 for the 2013, 2014 and 2015 fiscal years respectively.

The Company has commitments pursuant to its mineral property option agreements as previously outlined above. In addition to, or as part of, its mineral property exploration expenditure commitments, the Company is required to incur a total of $459,000 of eligible CEE by December 31, 2013 with respect to the flow through shares issued for the period ended December 31, 2012. As at March 31, 2013, the Company has incurred $258,300 of the CEE pertaining to this commitment.

Liquidity and Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company's aggregate operating, investing and financing activities for the three months ended March 31, 2013, resulted in a cash decrease of $336,679. As at March 31, 2013 the Company had a cash balance of $668,155 and working capital of $732,488.

To maintain or adjust capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on private investors as its primary source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. The Company is not subject to any capital requirements imposed by a regulator.

Transactions with Related Parties

Related party transactions for the three months ended March 31, 2013 and 2012 are as follows:

	March 31, 2013	March 31, 2012
Accounting	3,600	15,000
Administrative	-	59,594
Consulting	-	76,913
Director fees	3,000	6,500
Management fees	45,000	45,000
Total	51,600	203,007

Key management of the Company includes the President, CFO and the Directors. For the three months ended March 31, 2013, compensation in respect of services provided by key management consists of management fees paid to the President, director fees and accounting fees paid to a Company in which the CFO is an associate.

Related party transactions incurred in the prior period are comprised of management fees paid to the President, director fees paid to current and former directors and fees for other services paid to the former CEO, CFO, directors and VP's of Exploration and Operations, or companies controlled or significantly influenced by these individuals. Included in share-based payments are $17,203 attributed to options issued to related parties during the three months ended March 31, 2012. There was no other compensation paid or payable to key management for employee services. Administrative expenses included cost sharing arrangements related to office administration personnel, rent, telephone and other office expenses.

The amounts due to related parties were measured by the value of the services provided, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are non-interest bearing and payable on demand and are comprised of $3,000 (March 31, 2012: $4,617) of director fees payable, $4,071 (March 31, 2012: Nil) payable to a company of which the CFO is an associate and $Nil (March 31, 2012: $7,863) payable for administrative expenses to a Company which was significantly influenced by a director.

FUTURE OUTLOOK

The Company is currently reviewing its alternatives with respect to the magnitude and timing of an exploration program to be conducted on the newly acquired Whitford Lake Mineral Property.

One of the risks factors faced by the Company, future financings, has assumed an even greater importance to the Company in view of the current stock market volatility. The Company believes it has sufficient working capital to fund at least twelve months of general and administrative expenditures but in order to execute its business plan future financings may be required. Management will continue to assess and address the implications of recent events in order to ensure that the Company can continue to achieve its long term objectives. However the ability to complete such financings on terms acceptable to the Company is uncertain.

CAPITALIZATION

Share Capital

As at May 24, 2013, the Company has 28,147,826 common shares issued and outstanding.

Stock Options

Details of stock options outstanding as at May 24, 2013 are as follows:

Number of Options	Exercise Price $	Expiry Date	Vesting Provisions
50,000	1.12	June 23, 2013	Vested
25,000	.72	April 1, 2014	Vested
25,000	1.07	September 18, 2014	Vested
150,000	1.10	January 15, 2015	Vested
639,000	.80	January 3, 2016	Vested
100,000	.90	April 11, 2016	Vested
5,000	.80	January 5, 2017	Vested
150,000	.80	January 31, 2017	Vested
189,000	.66	April 4, 2017	Vested
1,333,000			

Warrants

Details of warrants outstanding as at May 24, 2013 are as follows:

Number of Warrants	Exercise Price	Expiry Date
1,000,000	$0.80	October 23, 2013
156,250	$1.00	July 13, 2015
1,156,250		

SUBSEQUENT EVENTS

Other than the expiry of some warrants and the cancellation of some stock options, there were no reportable subsequent event transactions occurring after March 31, 2013.

CRITICAL ACCOUNTING ESTIMATES

The Company's financial statements are impacted by the accounting policies used, and the estimates and assumptions made, by Management during their preparation. Management considers the areas currently requiring a significant degree of estimation and assumption to be the carrying value of exploration and evaluation assets, and estimating the fair value of share-based compensation.

The process of estimating the recoverability of mineral properties involves both judgment and uncertainty as it relies on both an interpretation of technical geological data as well as economic considerations including current and estimated future commodity prices and exploration costs. As new data or information is received these estimates may change.

Management reviews the carrying values of its mineral properties on an annual periodic basis to determine whether an impairment of carrying value should be recognized. In addition, it is intended that any capitalized costs relating to abandoned properties will be written off as soon as the abandonment decision is made.

The Company uses the fair-value method of accounting for share-based compensation related to incentive stock options granted, modified or settled. Under this method, compensation cost attributable to all incentive stock options granted is measured at fair value at the grant date and expensed over the vesting period with a corresponding increase to contributed surplus. In determining the fair value, the Company makes estimates of the expected volatility of the stock as well as estimated forfeiture rate and an estimated discount rate. Changes to these estimates could result in the fair value of the share-based compensation being different than the amount recorded.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION AND ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2013.

The following new standards, amendments and interpretations that have been adopted for the Company's current fiscal year have not had a material impact on the Company:

IFRS 10 "Consolidated Financial Statements"

IFRS 11 "Joint Arrangements"

IFRS 12 "Disclosure of Interests in Other Entities"

IFRS 13 "Fair Value Measurement"

IAS 1 "Presentation of Financial Statements" amendments

The following new standard has been issued but not yet applied:

IFRS 9 "Financial Instruments" was issued in November 2009 and addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent that they do not clearly represent a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely. Requirements for financial liabilities were added to IFRS 9 in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except

that fair value changes due to credit risk for liabilities designated at fair value through profit and loss are generally recorded in other comprehensive income. This new standard is effective for annual periods beginning on or after January 1, 2015 with earlier application permitted. The Company has not assessed the impact of this standard.

Continuous monitoring of changes in IFRS in future periods will be required. In particular the International Accounting Standards Board is currently working on an extractive industries project, which could significantly impact the Company's financial statements primarily in the areas of capitalization of exploration costs and disclosures.

FINANCIAL INSTRUMENTS AND MANAGEMENT OF FINANCIAL RISK

The Company's financial instruments consist cash and cash equivalents, available-for-sale investments, amounts receivable, loan receivable, reclamation deposits, accounts payable and accrued liabilities and due to related parties. These are measured at their amortized cost, which approximates their fair value due to their short-term nature.

The Company has classified the fair value of the financial assets according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

Level 1 – Values based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 – Values based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. Prices in Level 2 are either directly or indirectly observable as of the reporting date.

Level 3 – Values based on prices or valuation techniques that are not based on observable market data.

Management believes that as at March 31, 2013, it is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they come due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient cash to meet its liabilities when due, under both normal and stressed conditions. As at March 31, 2013 the Company had cash of $668,155 and working capital of $732,488 which Management believes is sufficient to fund at least twelve months of general and administrative expenditures. In order to execute its business plan however future financings may be required.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial

information contained in the unaudited condensed interim consolidated financial statements and this accompanying MD&A as at March 31, 2013 (together the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks and are outlined in the paragraphs below. A more extensive discussion of these risks is also provided in the Company's Annual Information Form filed on SEDAR.

Operational risks include: the Company may not be able to find and develop reserves economically, the Company cannot guarantee title to its properties, the Company may have difficulty in marketing production and services, the Company must manage changing governmental law and regulations, the Company may have difficulty in hiring and retaining skilled employees and contractors, there are significant risks and hazards related to mining that are beyond the Company's control, there is no assurance that the Company will acquire additional mineral properties and any acquisitions may expose the Company to new risks, and the mining industry is intensely competitive for the acquisition of new properties, access to capital and hiring of skilled personnel. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations.

Lions Gate's mineral resources (and any future mineral reserves), to the extent they have been prepared, are estimates, and no assurance can be given that the estimated resources and/or reserves are accurate or that the indicated level of mineral will be produced. Such estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates, which are valid when made, may change substantially when new information becomes available. Mineral resource and reserve estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate.

The actual quality and characteristics of mineral deposits cannot be known with certainty until mining takes place, and will almost always differ from the assumptions used to develop resources. Further, mineral reserves are valued based on future costs and future prices and consequently, the actual mineral reserves and mineral resources may differ from those estimated, which may result in either a positive or negative effect on operations.

Despite the Company's efforts to follow industry "best practices" in consulting with First Nations there is uncertainty and risk with respect to the Company's Poplar Project Mineral Property which is situated in the First Nations Wet'suwet'en traditional territory. Although

by law it is the Crown that has the legal duty to consult with First Nations, the Company has proactively endeavored to engage with these First Nations in an effort to build sound relationships and accommodate their rights and interests asserted within their traditional territories. Notwithstanding best practices, there can be no assurance that formal exploration agreements with all the relevant First Nations will be successfully executed, or if they are successfully executed, there can be no assurance that formal Impact and Benefit Agreements will be executed by the First Nations if a mine proves economically viable. There can be no assurances that a social license to build a mine will be granted by the First Nations.

Financial risks include commodity prices and interest rates, which are beyond the Company's control. Additional financial risks are the Company's ability to raise capital to continue funding its operations.

Regulatory risks include the possible delays in getting regulatory approval to, and permits for, the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

As the Company has not had significant revenue from operations in either of its last two financial periods, the following is a breakdown of the material costs incurred:

	Three Months Ended March 31,	
	2013	2012
	$	$
Deferred exploration expenditures	134,725	625,501
Administrative expense	178,127	425,540

Administrative expenses are provided by category of major expense items in the Statements of Comprehensive Loss included in the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2013.

Other information about the Company and its properties, including the annual information form, is available at www.sedar.com or on the Company website www.lionsgatemetals.com.