

**Form 51-102F3**  
***Material Change Report***

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL”.

Item 1. Name and Address of Company

Lions Gate Metals Inc.  
490 – 580 Hornby Street,  
Vancouver, BC,  
V6C 3B6

Item 2. Date of Material Change

September 17, 2013

Item 3. News Release

The news release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Stockwatch and Market News.

Item 4. Summary of Material Change

Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is pleased to announce that it has entered into an assignment agreement with an arm’s length purchaser for the Whitford Lake Uranium Project in the eastern Athabasca Basin. Under the terms of the assignment, Canadian Uranium Corp., a private British Columbia company, can earn a 100% interest in the Whitford Lake Option Agreement by issuing to Lions Gate 4,500,000 common shares of Canadian Uranium and paying an aggregate of \$520,000 on or before March 31, 2014. As part of its capitalization strategy, Canadian Uranium Corp. intends to list its shares for trading on the CNSX, Canada’s fastest growing stock exchange.

Item 5. Full Description of Material Change

Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is pleased to announce that it has entered into an assignment agreement with an arm’s length purchaser for the Whitford Lake Uranium Project in the eastern Athabasca Basin. Under the terms of the assignment, Canadian Uranium Corp., a private British Columbia company, can earn a 100% interest in the Whitford Lake Option Agreement by issuing to Lions Gate 4,500,000 common shares of Canadian Uranium and paying an aggregate of \$520,000 on or before March 31,

2014. As part of its capitalization strategy, Canadian Uranium Corp. intends to list its shares for trading on the CNSX, Canada's fastest growing stock exchange.

The directors of Lions Gate Metals are extremely pleased with this disposition as it facilitates the exploration of the Whitford Lake Project while maintaining a significant upside for its shareholders.

**About the Whitford Lake Project.**

The Whitford Lake Project covers an area of 67ha, 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 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. In 2013, Lions Gate identified through a ground IP survey a moderate low-resistivity feature located at 200 m depth increasing to 340 m depth towards the east which forms the highest priority target on the project. For more information regarding the results of the ground survey, please refer to the news release dated September 13, 2013.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Arni Johannson, CEO.  
Phone: (778) 328-2281

Item 9. Date of Report

Dated at Vancouver this 19th day of September, 2013.

By: Lions Gate Metals Inc.

*"Arni Johannson"*

Arni Johannson, CEO