Lions Gate Metals Inc.
Management Discussion and Analysis
For the three and nine months ended September 30, 2013

Report dated November 29, 2013

INTRODUCTION

This Management Discussion and Analysis ("MD&A") for Lions Gate Metals Inc. (the "Company" or "Lions Gate"), dated November 29, 2013, should be read in conjunction with the unaudited Condensed Interim Consolidated Financial Statements for the three and nine months ended September 30, 2013 ("Interim Financial Statements"), as well as the audited Consolidated Financial Statements and MD&A for the year ended December 31, 2012 ("Annual Filings"). 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 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 Circular 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 Filings 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 ("TSX-V") 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 in Canada.

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. At the Company's Annual General Meeting held on July 11, 2013, Mr. William Filtness and Mr. Murray Oliver were elected as directors of the Company replacing Mr. Michael Sweatman and Mr. John Tapics. On October 21, 2013, Mr. John Icke resigned as a director.

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, withdrew from the ROK Coyote option agreement and optioned off its Poplar copper, gold and silver project which resulted in a non-refundable cash receipt of $1,000,000.

The Company continues to focus on maintaining its capital structure, conserving cash, managing expenditures, and looking for additional opportunities for expansion featuring geographical and commodity diversification. Accordingly in March, 2013, the Company finalized an option agreement whereby it could earn a 100% interest in the Whitford Lake Uranium Project.

Although Management continues to believe that the uranium sector will see renewed interest as the market realizes that the supply and demand delta is widening and that projects such as Whitford Lake represent excellent value, in September, 2013, an opportunity arose whereby the Company could assign the option in this property to a third party. Pursuant to the terms of this assignment the Company hopes to facilitate further exploration of the Whitford Lake Project while continuing to maintain a significant upside for its shareholders.

On October 24, 2013 the Company announced that it had formally ended its option agreement with respect to the Poplar property and it is currently determining other options to advance this project.

MINERAL PROPERTIES

Whitford Lake Mineral Property

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.

Pursuant to the terms of an Option Agreement dated February 18, 2013, and amended on August 26, 2013, with St. Jacques Mineral Corp., the Company has agreed to acquire an undivided 100% interest in the Whitford Lake 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 (paid); an additional $200,000 due by September 3, 2013 (paid); an additional $100,000 due by December 31, 2013, 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 1,000,000 of these shares held in escrow to be released in equal 500,000 increments on March 22, 2014 and September 22, 2014.

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.

In July and August 2013 the Company conducted mineral exploration work on the property which consisted of data acquisition, inversion, and composite modeling carried out by Discovery International Geophysics Inc. A total of 8.0 km of DC/IP resistivity data were collected over four survey lines on the Whitford grid. This data was used to produce three separate inversions per line of the different array data and to generate 3D images of anomalously low resistivity zones. Advanced inversion techniques were used to interpret the data in an attempt to refine and explain the response.

On September 13, 2013 the Company announced the receipt of an interpretation report with respect to the work conducted. Mr. Dennis V. Woods, Ph.D., B.Eng. was the geologist responsible for the content of this news release which indicated that the work had identified a moderate low-resistivity feature located at 200 m depth increasing to 340 m depth towards the east and which appeared to form the highest priority target on the project.

While no associated airborne EM conductors have been mapped over the Whitford Lake property, a conductor trend was observed on adjoining claims to the west and northwest, which may indicate a fault zone that appears to cut across the northwest corner of the property, close to the location of the modeled low resistivity zone in the overlying sandstone units. The resulting models show resistivity's ranging from 1700 ohm-m to 2200 ohm-m, which is moderately higher than the typical resistivity's found in alteration zones in the Athabasca Basin. The moderately higher resistivity could be due to increased silica content but further exploration work is required to assess this interpretation. The report recommended that the anomalous low resistivity zone in the northwest corner of the property be drill tested to a depth of 300m to determine if the area has undergone alteration.

On September 16, 2013 the Company sold its shares in its newly incorporated wholly owned subsidiary company, Canadian Uranium Corp. ("CanU"), to a non related individual for $1. The Company then entered into a Whitford Lake Option Assignment Agreement ("Option Assignment Agreement") with CanU whereby it would transfer its 100% interest in the Whitford Lake Option Agreement to CanU in exchange for 4,500,000 common shares of CanU and a cash aggregate of $520,000 due on or before March 31, 2014. As part of its capitalization strategy, CanU intends to list its shares for trading on the CNSX. In November, 2013, the Company received an interim cash payment of $25,000 and 4,500,000 CanU shares pursuant to the terms of the Option Assignment Agreement.

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 would grant Dehua an option to acquire a one hundred percent (100%) interest in the Poplar Project in

exchange for a non-refundable cash payments of $15,000,000, including $1,000,000 received on signing, and exploration work to be completed by Dehua over a two year period. A consultant fee of $58,000 was paid with respect to this LOI.

On October 24, 2013 the Company announced that it had formally ended its agreement with Dehua and is currently determining other options in order to further advance the Poplar project.

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 0.5% 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 nine months ended September 30, 2013, the Company had a total comprehensive loss of $483,026 (loss of $0.02 per share) compared to $1,208,523 (loss of $0.05 per share) for the same period in 2012. Operating expenditures of $358,429 for the nine months ended September 30, 2013 have decreased from the $1,174,666 comparative amount recorded for the nine months ended September 30, 2012. The decrease in comprehensive loss for the year was due to a Management's efforts to conserve cash by reducing discretionary administrative expenses such as promotion and travel, consulting fees and share-based compensation expense. In addition the move to new premises and a decrease in salaries has resulted in a decrease in the level of administrative expenses incurred which was offset by an impairment of $126,673 (2012 - $nil) recorded on available for sale investments.

The Company's cash position at September 30, 2013 was $90,166 (December 31, 2012 - $1,004,834) and it reported working capital of $135,440 (December 31, 2012 – $1,131,500). The decrease in working capital during the period is due to the payment of Whitford Lake acquisition costs and exploration work and for 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.

	Sept 30, 2013 $	Jun 30, 2013 $	Mar 31, 2013 $	Dec 31, 2012 $
Total assets	6,082,053	6,172,480	6,317,996	6,532,142
Working capital	135,440	420,680	732,488	1,131,500
Mineral property expenditures (net of METC and write-downs)	414,021	(138)	259,725	(929,944)
Comprehensive Loss for the period	90,728	124,384	267,914	2,163,905
Loss per share	0.00	0.01	0.01	0.08

	Sept 30, 2012 $	Jun 30, 2012 $	Mar 31, 2012 $	Dec 31, 2011 $
Total assets	8,783,994	8,944,572	9,390,330	9,062,076
Working capital	434,899	822,412	1,463,794	1,459,044
Mineral property expenditures (net of METC and write-downs)	134,144	199,284	414,905	996,745
Comprehensive Loss for the period	295,077	495,523	417,923	1,945,526
Loss per share	0.01	0.02	0.02	0.08

Comprehensive Loss for the Period

The decrease in comprehensive loss for the three and nine month period ended September 30, 2013 compared to the same periods ended September 30, 2012 is generally due to Management no longer incurring expenses in an effort to raise its corporate profile.

Also of note are the following items:

- Consulting for three months ($4,500 vs. $91,142); for nine months ($13,154 vs. $259,838) decreased as a result of the cessation of services provided by the former CEO and other service providers.
- Office rent and telephone for three months ($9,472 vs. $35,922); for nine months ($55,439 vs. $133,420) decreased due to the relocation to new premises and entering into a new cost sharing arrangement.
- Accounting and audit for three months ($18,251 vs. $7,000); for nine months ($53,980 vs. $35,300) and Salaries and benefits for three months ($32,170 vs. $115,311); for nine months ($149,136 vs. $297,780) reflect both the cessation of services formerly provided to the Company and the method of payment for CFO services from a salary to fee basis.
- Impairment of available-for-sale investments for three months ($10,172 decrease vs. a $7,479 increase in value); for nine months (decrease of $126,673 vs. $35,784) resulting from fluctuations in the fair market value of shares held for investment.

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. No mineral property write-downs were recorded during the period ended September 30, 2013. Other than these write-downs and other explanations noted above, comprehensive losses remained fairly consistent during the quarters reported above.

Total Assets and Working Capital

Working capital decreased in the period ended September 30, 2013 due to cash payments related to the acquisition of the Whitford Lake property, mineral exploration work 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 offset 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 September 30, 2013. Pursuant to the Whitford Lake Mineral property Option Agreement the Company issued 2,500,000 common shares.

On November 11, 2013 the common shares of the Company were consolidated on the basis of four pre-consolidation common shares for one post-consolidation common share. The Company's options and warrants were also consolidated on the same 4 for 1 basis.

CAPITAL EXPENDITURES

During the nine months ended September 30, 2013, the Company paid cash of $300,000 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. Additionally, the Company paid cash of $214,000 for mineral exploration work for the Whitford Lake 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 September 30, 2013, the Company had fulfilled this requirement and incurred $459,000 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 nine months ended September 30, 2013, resulted in a cash decrease of $914,668. As at September 30, 2013 the Company had a cash balance of $90,166 and working capital of $135,440. In order to execute its business plan the Company expects that future financings will likely be required although the ability to complete such on terms acceptable to the Company is uncertain, in particular in view of recent stock market volatility.

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, 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 and nine months ended September 30, 2013 and 2012 are as follows:

	Three months ended		Nine months ended	
	Sept 30, 2013	Sept 30, 2012	**Sept 30, 2013**	Sept 30, 2012
Accounting - fees or salary paid	**2,800**	22,000	**11,700**	55,000
Administrative	**-**	29,446	**-**	146,127
Consulting	**-**	74,551	**-**	213,751
Director fees	**-**	4,250	**3,000**	16,250
Salaries - Management fees	**33,000**	45,000	**106,500**	135,000
Total	**35,800**	175,247	**121,200**	566,128

Key management of the Company includes the President, CFO and the Directors. For the three and nine months ended September 30, 2013, compensation in respect of services provided by key management consists of management fees paid to the President, Arni Johannson, and accounting fees paid to Malaspina Consultants Inc., a company in which the CFO is an associate. The payment of director fees ceased effective March 31, 2013.

Related party transactions incurred in the prior year comparative periods are comprised of management fees paid to the President, director fees paid to 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 compensation is $81,851 attributed to options issued to related parties during the nine months ended September 30, 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 (December 31, 2012: $Nil) of director fees payable, and $2,389 (December 31, 2012: Nil) payable for accounting services to a company of which the CFO is an associate.

FUTURE OUTLOOK

As at September 30, 2013 the Company had working capital of $135,440 which may not be sufficient to finance exploration and operating costs over the next twelve months without additional funding and the ability to complete such financings on terms acceptable to the Company is uncertain.

In November, 2013 the Company received 4,500,000 shares in CanU and cash of $25,000 pursuant to the terms of the Whitford Lake Option Assignment Agreement. Receipt of the remaining cash payments due pursuant to the assignment will be dependent upon the ability of CanU to complete additional equity financings. 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.

CAPITALIZATION

Share Capital

As at November 29, 2013, the Company has approximately 7,036,956 post-consolidation common shares issued and outstanding.

Stock Options

Details of post-consolidation stock options outstanding as at November 29, 2013 are as follows:

Number of Options (Post-consolidation basis)	Exercise Price	Expiry Date	Vesting Provisions
6,250	$2.88	April 1, 2014	Vested
6,250	$4.28	September 18, 2014	Vested
37,500	$4.40	January 15, 2015	Vested
109,750	$3.20	January 3, 2016	Vested
37,750	$2.64	April 5, 2017	Vested
197,500			

Warrants

Details of post-consolidation warrants outstanding as at November 29, 2013 are as follows:

Number of Warrants (Post-consolidation basis)	Exercise Price	Expiry Date
39,062	$4.00	July 13, 2015

SUBSEQUENT EVENTS

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 would grant Dehua an option to acquire a one hundred percent (100%) interest in the Poplar Project in exchange for Non-refundable cash payment of $15,000,000, including $1,000,000 received on signing, and exploration work to be completed by Dehua over a two year period. On October 24, 2013 the Company announced that it had formally ended its agreement with Dehua and is currently determining other options in order to further advance the Poplar project.

On November 11, 2013 the common shares of the Company were consolidated on the basis of four pre-consolidation common shares for one post-consolidation common share. The Company's options and warrants were also consolidated on the same 4 for 1 basis.

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 going concern assumption, the economic recoverability and probability of future economic benefits of mineral property interests and 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 of 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 September 30, 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 September 30, 2013 the Company had cash of $90,166 and working capital of $135,440. In order to execute its business plan the Company expects that future financings will likely be required although the ability to complete such on terms acceptable to the Company is uncertain, in particular in view of recent stock market volatility.

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 September 30, 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.

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:

	Nine Months Ended September 30,	
	2013	2012
	$	$
Deferred exploration expenditures	548,608	851,261
Administrative expense	358,429	1,174,666

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 and nine months ended September 30, 2013.

Other information about the Company and its properties, including the Annual Filings is available at www.sedar.com.