

**FORM 51-102F3**

**Material Change Report**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Lions Gate Metals Inc. (the "Company")  
Suite 880 – 609 Granville Street  
Vancouver BC V7Y 1G5

**ITEM 2. DATE OF MATERIAL CHANGE**

January 12, 2011.

**ITEM 3. NEWS RELEASE**

The Company disseminated the News Release through Marketwire on January 12, 2011 and filed it on SEDAR with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions on January 12, 2011.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company has finalized the ROK-Coyote Option Agreement with Firesteel Resources Inc.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

See attached News Release.

**ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS**

Not applicable.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

No information has been omitted on the basis that it is confidential information.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Blair McIntyre, President  
Telephone: 604-683-7588

**ITEM 9. DATE OF REPORT**

DATED January 12, 2011.



LIONS GATE METALS

## LIONS GATE COMPLETES ROK COYOTE JOINT VENTURE

Vancouver, BC Canada, January 12, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is pleased to announce it has finalized the ROK-Coyote Option Agreement (“The Agreement”) with Firesteel Resources Inc. (“Firesteel”).

Lions Gate Metals Inc. (“Lions Gate”) has been granted an exclusive option to acquire seventy-five percent (75%) interest in the ROK-Coyote mineral property comprised of the claims located in the Stikine Arch region of northwestern B.C. about 8 kilometres southeast of the Iskut Village on Highway 37 and 12 kilometres west of the BC Rail extension road bed.

The Agreement provides for the following payments:

Date	Cash to Firesteel (Cdn\$)	Lions Gate Shares	Work Commitment (Cdn\$)
On Execution of the LOI dated January 21, 2010	\$50,000 PAID	0	0
On later of execution of Formal Agreement or receipt of TSX-V approval (Effective Date)	\$121,000 PAID	50,000	
Year 1 Anniversary of Effective Date	\$50,000	50,000	\$350,000
Year 2 Anniversary of Effective Date	\$75,000	100,000	\$450,000
Year 3 Anniversary of Effective Date	\$100,000	200,000	\$700,000
Year 4 Anniversary of Effective Date	\$100,000	250,000	\$1,000,000
<b>Total</b>	<b>\$496,000</b>	<b>650,000</b>	<b>\$2,500,000</b>

The cash payments of \$50,000 and \$121,000 have been paid and shall be credited towards Lions Gate’s first year work commitments on the Property.

Firesteel may back in for a 5% interest in the Property by paying Lions Gate \$200,000, which if exercised would result in the ownership being 70% Lions Gate and 30% Firesteel.

The Property is adjacent to and immediately northwest of the Imperial Metals Corporation’s Red Chris copper–gold deposit (with measured and indicated resources of 489.1 million tonnes at 0.43% Cu and 0.42 g/t Au, at 0.20% Cu % Cutoff (as reported on page 89 of Imperial Metals’ Technical Report: 2010 Exploration, Drilling and Mineral Resource Update dated May 19, 2010). In a news release dated August 5, 2010 Imperial Metals also reported the Red Chris Drill hole RC09-393 returned 317.5 metres grading 1.08% copper and 1.46 g/t gold within a 1,112.5 metre mineralized section grading 0.54% copper, 0.61 g/t gold. Firesteel has reported that the Property covers a copper-gold porphyry target located within a large hydrothermal sulphide system measuring at least 9 sq. km. atop the Tanzilla Plateau. Access to the Property is easily gained from Hwy. 37 along the west side of the claim group or from the Ealue Lake secondary road which crosses the southern half of the Property in an east-west direction.

Property geology is reported as Lower Jurassic, Hazelton Group volcanics and sediments intruded by Early Jurassic, hornblende quartz monzonite and syenite plugs and dykes. Copper-gold mineralization is related to emplacement of the intrusives. Post mineral, barren Hazelton volcanics cap part of the system. Alteration includes well mineralized quartz stockworks & intense potassic alteration passing outward to phyllic and propylitic alteration assemblages.

Exploration work on the Property dates from 1929 when copper was discovered at the Klappan Rose showing. Between then and the 1970's, when Texasgulf discovered the Red Chris deposit, exploration was intermittent and minimal. After the discovery, there was a period of increased exploration activity but it was largely limited to prospecting, geological mapping and some localized geophysical surveys.

### **About Lions Gate Metals**

Lions Gate is a Canadian based, junior resource company focused on the exploration, development, and acquisition of both advanced and early stage mineral projects. Lions Gate owns 100% of four substantial copper and molybdenum projects located in British Columbia. Lions Gate's flagship project is the Poplar porphyry copper molybdenum deposit near Houston, BC. The Huckleberry Mine, located approximately 35 kilometres southwest of the Poplar Deposit, produces copper and molybdenum from a deposit of similar age and setting.

Technical Information contained in this news release has been reviewed and approved by Andrew Gourlay, P. Geol., Vice President of Exploration who is a Qualified Person as defined in NI 43-101.

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

Arni Johannson  
CEO and Chairman of the Board  
Lions Gate Metals Inc.

For further information on the Company and its projects please visit our web site at [www.LionsGateMetals.com](http://www.LionsGateMetals.com) or contact us at:

Lions Gate Metals Inc.  
Blair McIntyre, President & Director of the Board  
(604) 683-7588

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