

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 24, 2011.

ITEM 3. NEWS RELEASE

The Company disseminated the News Release through Marketwire on January 24, 2011 and filed it on SEDAR with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions on January 24, 2011.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company has commenced a drill program on its Poplar Project.

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 24, 2011.



LIONS GATE METALS

LIONS GATE METALS COMMENCES POPLAR PROJECT DRILL PROGRAM

Vancouver, BC Canada, January 24, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“LGM” or the “Company”) is pleased to announce the commencement the 5,200 meter diamond drill program at its 100% owned flagship Poplar Project. The drill program will test mineralization at depths up to 600m, based on results of the 2009 deep induced polarization (“IP”) survey, as well as expanding the size of the Poplar Main Zone. The Company also plans to include these results in an updated, National Instruments 43-101 compliant resource expected in the first half of 2011.

The goal of the program will be to increase the size and grade of the published mineral resource at the Poplar Main Zone, and to test the depth extensions of the East Zone. The published resource is 236,000,000 tonnes at 0.37% copper equivalent grade using a 0.25% copper equivalent grade cutoff (House and Ainsworth, 1995 in CIM Special Volume 46). The estimate was made on behalf of Utah Mines Ltd. in 1982 based on approximately 17,000 metres of diamond drill data collected to that time. Equivalent grades for copper were calculated using 1982 prices for copper and molybdenum. **This reserve estimate was prepared prior to the implementation of National Instrument 43-101 Standards of Disclosure for Mineral Projects, and does not comply with that standard; nor does the term copper equivalent grade comply with that standard.**

“The start of this drill program represents a significant milestone for Lions Gate Metals,” says Arni Johansson, CEO and Chairman. “Developing the Poplar Project has always been a priority and we are extremely excited and optimistic that the results will indicate what we have always suspected; that the deposit is significantly larger and higher grade.”

Lions Gate Metals Inc. is a Canadian based, junior resource company focused on the exploration, development, and acquisition of both advanced and early stage mineral projects. Lions Gate Metals owns 100 % of four substantial copper and molybdenum projects located in British Columbia. The management team understands the complex dynamics of the mining industry and has created a highly attractive corporate structure to maximize success.

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,

Arni Johansson
CEO & Chairman

For further information on the Company and its projects please visit our web site at www.LionsGateMetals.com or contact us at:

Lions Gate Metals Inc.
Blair McIntyre, President
(604) 683-7588

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.