

**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**

March 16, 2011.

**ITEM 3. NEWS RELEASE**

The News Release was filed with the TSXV Venture Exchange, and the British Columbia and Alberta Securities Commissions via SEDAR on March 16, 2011 and disseminated through Marketwire.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announces the results of the second drill hole of its 2011 drilling program on its Poplar Project, British Columbia.

**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 March 16, 2011.



LIONS GATE METALS

## LIONS GATE METALS INC. SECOND HOLE AT POPLAR INCLUDES 148M OF 0.39% COPPER

**Vancouver, BC Canada, March 16, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”)** is pleased to announce the results of Hole 11-PC-85, the second drill hole of its 2011 drilling program at the Poplar Project, 35km from Imperial Metals’ Huckleberry Mine. The drill program is continuing and is expected to total approximately 5,000 meters.

The hole is mineralized over the entire length, and ended in mineralization. The mineralization remains open to depth. Results are as follows:

- 22.00m to 459.34m (End of Hole); 437.34m @ 0.24% Cu, 0.07g/t Au, 0.003% Mo

Including:

- 182.28m to 459.34m; 277.06m @ 0.34% Cu, 0.10 g/t Au, 0.004% Mo
- 197.28m to 345.16m; 147.88m @ 0.39% Cu, 0.12 g/t Au, 0.004% Mo

Hole 11-PC-85 was collared approximately 100m northeast of Hole PC-11-84, which returned comparable grades (News Release dated March 7, 2011).

The 147.88m interval grading 0.39% Copper and 0.12 g/t Gold is similar in grade and geology to the intersection of 229.13m grading 0.41% Copper and 0.12 g/t Gold in Hole 11-PC-84. These intersections, approximately 200m apart, suggest that a previously unrecognized higher grade zone of mineralization may be present in the Poplar Deposit. Additional diamond drilling is required to further define this zone.

Lions Gate management is highly encouraged by these results which will be used to prepare a NI 43-101 report which will be release after the completion of this drill program. Lions Gate is also encouraged by the potential for a higher grade zone within the Poplar Deposit.

Lions Gate CEO Arni Johannson stated, “This second drill hole, 100 meters from the first hole shows that there is a significant new area of mineralization that has not been drilled and was not included in the historic resource. These results will guide further drilling to define as much of this new mineralization as possible.”

### **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. LGM owns 100% of three substantial copper projects located in British Columbia. LGM’s flagship project is the Poplar porphyry copper - molybdenum deposit near Houston, BC. The Poplar Project is readily accessible by existing road from the Morice River forestry road, approximately 10 kilometers to the east. The power line servicing the Huckleberry Mine parallels the Morice River forestry road. The Huckleberry Mine, located approximately 35 kilometers southwest of the Poplar Deposit, produces copper and molybdenum from a deposit of similar age and setting.

Andrew Gourlay P. Geol., Vice President Exploration is a Qualified person under NI 43-101 and has reviewed and approved the contents of this news release

Sincerely on behalf of the Board of Directors,

*“Arni Johannson”*

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

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.

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, Director of Operations  
(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.**

**Forward-Looking Statements**

Statements in this release that are forward-looking statements, including statements relating to the Company's plans to complete a definitive agreement with Firesteel and to undertake the 2010 exploration program on the Property, are subject to various risks and uncertainties concerning the specific factors identified in the Company's periodic filings with Canadian Securities Regulators. These factors include the inherent risks involved in the exploration and development of mineral properties, the uncertainties involved in interpreting drill results and other exploration data, the potential for delays in exploration or development activities, the geology, grade and continuity of mineral deposits, the possibility that future exploration, development or mining results will not be consistent with the Company's expectations, accidents, equipment breakdowns, title matters, labor disputes or other unanticipated difficulties with or interruptions in production and operations, fluctuating metal prices, the possibility of project cost overruns or unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future, the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, regulatory restrictions, including environmental regulatory restrictions and liability, competition, loss of key employees, and other related risks and uncertainties. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.