

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

April 5, 2011.

ITEM 3. NEWS RELEASE

The Company filed a news release on April 5, 2011, with the TSX Venture Exchange and the British Columbia, and Alberta Securities Commissions on SEDAR. The Company disseminated the news release through Marketwire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announces the results of Holes 11-PC-86 (Hole 3) and 11-PC-87 (Hole 4) of its 2011 drilling program on the 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 April 5, 2011.



LIONS GATE METALS

LIONS GATE METALS INC. THIRD HOLE AT POPLAR ASSAYS 220M OF 0.44% COPPER

Vancouver, BC Canada, April 5, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is pleased to announce the results of Holes 11-PC-86 (Hole 3) and 11-PC-87 (Hole 4), of its 2011 drilling program on the Poplar Project. Hole 11-PC-86 and 11-PC-87 were drilled in opposite directions from the same location to confirm the copper and gold mineralization identified by historic drill holes.

Hole 11-PC-86 was drilled at an azimuth of 270° and at a -65° inclination. The hole is mineralized over the entire length, and ended in mineralization. The mineralization remains open to depth.

11.75m to 355.70m (End of Hole); 343.95m @ 0.31% Cu, 0.07g/t Au, 0.008% Mo

Including;

11.75m to 232.70m; 220.95m @ 0.44% Cu, 0.11 g/t Au, 0.010% Mo

Hole 11-PC-87 was collared at the same location as Hole 11-PC-86, and was drilled at an azimuth of 90° and at a -65° inclination, along a cross section with Hole 11-PC-86. Hole 11-PC-87 was slightly mineralized, assaying 0.03% Copper and 0.01 g/t Gold, from 11.28 m to 279.50m (end of hole).

The 220.95m interval grading 0.44% Copper and 0.11 g/t Gold encountered in Hole 11-PC-86 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 (Hole 1, News Release dated March 07, 2011). These intersections suggest that a previously unrecognized high-grade zone of mineralization may be present in the Poplar Deposit. It is significant that the higher-grade mineralization in Hole 11-PC-86 starts at the overburden-bedrock interface, and is open in all directions. Additional diamond drilling will be planned to further define this zone.

Lions Gate CEO Arni Johannson stated, “The third hole of this drill program has provided excellent results. We are eagerly anticipating the completion of the lab work and analysis for the entire program so we can publish an NI 43-101 compliant resource calculation. The results we’ve received so far have confirmed

the grades of historic drilling, extended the mineralization to depth, and identified a potential higher grade zone within the Poplar Deposit.”

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 copper projects. LGM owns 100% of three substantial copper and molybdenum projects located in British Columbia. LGM’s flagship project is the Poplar porphyry copper deposit near Houston, BC. 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 Johannson
Interim CEO and Chairman
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 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.

Statements in this release that are forward-looking statements, including statements 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.