

**Form 51-102F3  
Material Change Report**

**Section 7.1 of National Instrument 51-102  
Continuous Disclosure Obligations**

**Item 1            Name and Address of Company**

Lions Gate Metals Inc.  
Suite 880 - 609 Granville Street  
PO Box 10321  
Vancouver BC V7Y 1G5

**Item 2            Date of Material Change**

April 13, 2011.

**Item 3            News Release**

The Company filed a news release on April 13, 2011 with the TSX Venture Exchange and the British Columbia and Alberta Securities Commission 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-88 (Hole 5) and 11-PC-89 (Hole 6) of its 2011 drilling program at the 100% owned Poplar Project.

**Item 5            Full Description of Material Change**

See attached news release.

**Item 6            Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 7            Omitted Information**

Not Applicable.

**Item 8            Executive Officer**

Blair McIntyre, President  
Tel. No. (604) 683-7588.

**Item 9            Date of Report**

April 13, 2011.



LIONS GATE METALS

## **298M OF 0.44% COPPER EXPANDS HIGHER GRADE ZONE AT POPLAR PROJECT, BC**

**Vancouver, BC Canada, April 13, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”)** is pleased to announce the results of Holes 11-PC-88 (Hole 5) and 11-PC-89 (Hole 6) of its 2011 drilling program at the 100% owned Poplar Project.

Hole 11-PC-88 was drilled at an azimuth of 0° and at a -75° inclination, and was collared approximately 200m south of Holes 11-PC-86 and 87 (News Release dated April 5, 2011). The hole is mineralized over the entire length, and ended in mineralization. The mineralization remains open to depth.

**5.79m to 502.00m (End of Hole); 496.21m @ 0.35% Cu, 0.10g/t Au, 0.015% Mo**

Including;

**23.79m to 322.00m; 298.21m @ 0.44% Cu, 0.13 g/t Au, 0.022% Mo**

The 298.21m interval grading 0.44% Copper and 0.13 g/t Gold encountered in Hole 11-PC-88 is similar in grade and geology to the intersection of 220.95m grading 0.44% Copper and 0.11 g/t Gold in Hole 11-PC-86 (News Release dated April 5, 2011). This latest intersections has confirmed that a previously unrecognized higher grade zone of mineralization is present in the Poplar Deposit. It is significant that the higher grade zones in Holes 11-PC-86 and 88 starts at the overburden-bedrock interface, and are open in all directions. Additional diamond drilling is required to further define this zone.

Hole 11-PC-89 was collared approximately 200m northwest of Hole 11-PC-87, and was drilled at an azimuth of 270° and at a -70° inclination to a total depth of 401.42 m. Hole 11-PC-89 was mineralized throughout with the best interval assaying 0.16% Copper, 0.04 g/t Gold and 1.18 g/t Silver, over 126 m (from 7.92 m to 133.92 m ).

Lions Gate management is highly encouraged by these results, which along with the balance of the 2010/2011 drill results will be used to prepare an updated NI 43-101 compliance resource estimate. The updated resource estimate will be released after the completion of the drill program. Lions Gate is also encouraged by the potential for a higher grade, near surface zone within the Poplar Deposit. The Company is well funded, having recently raised \$6 million (News Releases dated March 4, 2011 and March 8, 2011), and will be planning a second phase of diamond drilling at Poplar when all the drill results have been received.

Lions Gate CEO Arni Johannson stated, “We are pleased that the drill results continue to expand the zone of higher grade mineralization within the previously defined Poplar deposit and look forward to receiving the balance of the results from the current drilling program.”

### **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 - 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.

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 Johansson”*

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, 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.**

**Forward-Looking Statements**

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.