

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

May 2, 2011

ITEM 3. NEWS RELEASE

The Company filed a news release on May 2, 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 that Gordon Keevil will be joining the Board of Directors effective immediately.

Blair McIntyre has resigned from the Board in order to make room for Mr. Keevil's appointment. Mr. McIntyre will be heading up the Company's proposed spinoff of the Hudson Bay Mountain Molybdenum property into a newly formed subsidiary Northern Canadian Metals Corp. Until the spinoff is finalized Blair will remain as President of the company.

The Company also announces that a total of 250,000 incentive stock options have been granted to directors and consultants of the Company pursuant to the Company's Stock Option Plan. The options are exercisable for a period of 5 (five) years at a price of \$0.80 per share. The stock option grants are subject to regulatory approval.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

For a full description of the material change, see Schedule "A".

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 May 2, 2011

Schedule "A"



LIONS GATE METALS

LIONS GATE METALS INC. APPOINTS GORDON KEEVIL TO THE BOARD

Vancouver, BC Canada, May 02, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) ("Lions Gate" or the "Company") is pleased to announce that Gordon Keevil will be joining the Board of Directors effective immediately.

Gordon Keevil, BSc (Hon) is a senior executive serving as VP Corporate Development of Imperial Metals Corp. (TSX-III). Gordon joined Imperial Metals in 2009 following the Imperial - Selkirk Metals Corp. merger. Gordon brings a wealth of technical and corporate experience in the management financing and operation of resource companies. His experience in the development of junior companies will be invaluable as Lions Gate moves its projects forward.

Lions Gate CEO Arni Johannson stated, "Mr. Keevil is welcome addition to our board as we continue to gain critical skills sets and relevant experience. In particular Gordon brings tremendous B.C. Mining knowledge to the table. His involvement in the ongoing business development of Imperial's diverse property portfolio in British Columbia, including Red Chris, will directly benefit LGM. A number of the more advanced Imperial properties have similarities to our Poplar and ROK Coyote projects."

Blair McIntyre has resigned from the Board in order to make room for Mr. Keevil's appointment. Blair has served on the Lions Gate Board since 2010 and the Board would like to take this opportunity to thank Blair for his dedication and counsel, Blair will be heading up the Company's proposed spinoff of the Hudson Bay Mountain Molybdenum property into a newly formed subsidiary Northern Canadian Metals Corp, the Board wishes to thank Blair for his time on the Board. Until the spinoff is finalized Blair will remain as President of the company.

The Company also announces that a total of 250,000 incentive stock options have been granted to directors and consultants of the Company pursuant to the Company's Stock Option Plan. The options are exercisable for a period of 5 (five) years at a price of \$0.80 per share. The stock option grants are subject to regulatory approval.

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.

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:

www.LionsGateMetals.com

or contact:

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, 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.