

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 4, 2011

ITEM 3. NEWS RELEASE

The Company filed a news release on May 4, 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 has expanded the mineralized zone at its 100% owned Poplar Project in north central British Columbia. The results of Holes 11-PC-92 and 11-PC-93 of its 2011 diamond drilling program have confirmed mineralization 200 m north and 150 m below historic drilling. The new holes have also revealed previously unknown silver values.

Both new holes are mineralized over their entire length and end in mineralization. The results from the 2011 program also revealed highly elevated silver assays that had not been recognized previously. The Company is re-assaying the pulps from the first six holes of the 2011 program, using a complete digestion method for full silver recoveries.

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 4, 2011

Schedule "A"



**LIONS GATE METALS DRILLS 184M of 0.32% COPPER AND 6.49 G/T SILVER
TO EXPAND MINERALIZED ZONE AT POPLAR PROJECT, BC**

Vancouver, BC Canada, May 4, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) ("Lions Gate" or the "Company") has expanded the mineralized zone at its 100% owned Poplar Project in north central British Columbia. The results of Holes 11-PC-92 and 11-PC-93 of its 2011 diamond drilling program have confirmed mineralization 200 m north and 150 m below historic drilling. The new holes have also revealed previously unknown silver values.

The Poplar porphyry copper deposit near Houston, BC is Lions Gate's flagship project. Located 35 kilometers from Imperial Metals' operating Huckleberry Mine, Poplar is easily accessible and well-known. Lions Gate is well funded, having recently raised \$6 million (News Releases dated March 4, 2011 and March 8, 2011).

Company CEO Arni Johansson stated, "We are pleased that the drill results continue to expand the previously defined zone of mineralization at the Poplar deposit, and that the mineralization remains open both laterally and to depth."

Both new holes are mineralized over their entire length and end in mineralization. The results from the 2011 program also revealed highly elevated silver assays that had not been recognized previously. The Company is re-assaying the pulps from the first six holes of the 2011 program, using a complete digestion method for full silver recoveries.

HOLES 11-PC-92 TO 11-PC-93						
Hole	From (meters)	To (meters)	Results Width	Cu %	Au g/t	Ag g/t
11-PC-92	8.23	502.00	493.77m	0.16%	0.05	1.48
including	200.23m	502.00m	493.77m	0.16%	0.05	1.48
including	378.70m	502.00m	123.30m	0.26%	0.07	1.21
11-PC-93	11.0	502.00	491.00m	0.20%	0.07	3.87
including	150.00m	470.96m	312.96m	0.23%	0.08	4.96
including	235.31m	418.96m	183.65m	0.32%	0.11	6.49

Lions Gate is currently analyzing the data received from the drill program so far to begin planning the second phase of diamond drilling at the Poplar Project. The company will use the results to update its NI 43-101 compliant resource estimate.

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. The company owns 100% of three substantial copper and molybdenum projects located in British Columbia. Lions Gate'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 website:

www.LionsGateMetals.com

or contact us:

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.