

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 11, 2011

ITEM 3. NEWS RELEASE

The Company filed a news release on May 11, 2011, with the TSX Venture Exchange and the British Columbia, and Alberta Securities Commissions on SEDAR. The Company disseminated the news release through Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company has expanded its understanding of the company's Poplar Project in North Central British Columbia with results of its latest diamond drilling program and will use the new data as part of preparations for an updated NI 43-101. Holes 11-PC-94, 11-PC-95 and 11-PC-96 were designed to test geophysical targets and potential extensions of mineralization outside of the limits of known mineralization.

All three holes were mineralized over their entire length, ended in mineralization and are similar to the mineralization intersected in holes 11-PC-84 to 11-PC-93. The mineralization remains open to depth. As with results of the two preceding diamond drill holes (News Release dated May 4, 2011), Holes 11-PC-94 to 96 revealed highly elevated silver assays that had not been recognized previously. The company is re-assaying the pulps from the first six holes (Holes 11-PC-84 to 89), 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 11, 2011



LIONS GATE METALS DRILLS 4.80 G/T SILVER WITH INCREASED UNDERSTANDING OF BC POPLAR PROJECT

Vancouver, BC Canada, May 11, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) ("Lions Gate" or the "Company") has expanded its understanding of the company's Poplar Project in North Central British Columbia with results of its latest diamond drilling program and will use the new data as part of preparations for an updated NI 43-101. Holes 11-PC-94, 11-PC-95 and 11-PC-96 were designed to test geophysical targets and potential extensions of mineralization outside of the limits of known mineralization.

All three holes were mineralized over their entire length, ended in mineralization and are similar to the mineralization intersected in holes 11-PC-84 to 11-PC-93. The mineralization remains open to depth. As with results of the two preceding diamond drill holes (News Release dated May 4, 2011), Holes 11-PC-94 to 96 revealed highly elevated silver assays that had not been recognized previously. The company is re-assaying the pulps from the first six holes (Holes 11-PC-84 to 89), using a complete digestion method for full silver recoveries.

HOLES 11-PC-94 TO 11-PC-96						
Hole	From (meters)	To (meters)	Results Width	Cu %	Au g/t	Ag g/t
11-PC-94	6.09	300.84	294.75	0.008%	0.005	1.35
11-PC-95	28.35	599.54	571.19	0.07%	0.02	3.11
including	508.53	593.45	84.92	0.28%	0.08	4.80
11-PC-96	11.28	300.89	289.61	0.01%	0.01	1.15
including	144.54	283.09	138.55	0.02%	0.01	1.96
including	210.11	262.09	51.98	0.03%	0.02	4.38

Company CEO Arni Johannson says, "As a result of testing the geophysical targets, mineralization at the Poplar Deposit has been expanded laterally and at depth. We continue to extend our knowledge of the Poplar Deposit, with mineralization now identified 300 meters beyond the historic drilling."

The latest holes, together with the expanded knowledge of the deposit and the balance of the 2011 drill results, will be used to update the company's NI 43-101 compliant resource estimate. Lions Gate will plan a second phase of diamond drilling at the Poplar Project when the entire 2011 drill program has been compiled.

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 the Poplar, Hudson Bay Mountain and Kelly Creek Projects as well as significant participation in the ROK-Coyote (75%) and Copperline Projects (60%). All of these projects are located in British Columbia. The Poplar porphyry copper project, located near Houston, BC is Lions Gate's flagship project. The Property is approximately 35 kilometers from the Huckleberry Mine, which is a similar porphyry copper deposit that has been in operation since 1997. Poplar is easily accessible on a gently rolling upland with excellent access and infrastructure. Lions Gate is well funded, having recently raised \$6 million (News Releases dated March 4, 2011 and March 8, 2011),

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
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.