



LIONS GATE METALS

Suite 880, 609 Granville Street  
PO Box 10321, Pacific Centre  
Vancouver, BC V7Y 1G5

Telephone: (604) 683-7588

---

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2011 Annual General and Special Meeting (the “Meeting”) of shareholders of Lions Gate Metals Inc. (the “Company”) will be held at the offices of the Company, Suite 880, 609 Granville Street, Vancouver, BC on June 21, 2011, at the hour of 10:00 a.m. (PST) for the following purposes:

- (a) To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2010 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors thereon;
- (b) to appoint auditors at a remuneration to be fixed by the directors;
- (c) to fix the numbers of directors at six (6);
- (d) to elect directors;
- (e) to approve, by ordinary resolution, the Company’s 10% Rolling Stock Option Plan more particularly described in the accompanying Information Circular;
- (f) to consider and, if thought fit, to pass an ordinary resolution authorizing and approving the subdivision of the Company’s issued and outstanding common shares on the basis of two (2) new shares for every one (1) old share; and
- (g) to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

An Information Circular, which includes a detailed description of the matters to be dealt with at the Meeting, accompanies this Notice.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Information Circular to ensure that such shareholder’s shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**DATED** at the City of Vancouver, in the Province of British Columbia, on the 25 day of May, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ “Arni Johannson”*

---

**Arni Johannson,  
CEO and Director**