

**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

August 18, 2011.

Item 3 News Release

The Company filed a news release on August 18, 2011 with the TSX Venture Exchange and the British Columbia and Alberta Securities Commission on SEDAR. The Company disseminated the news release through Marketwire on August 18, 2011.

Item 4 Summary of Material Change

The Company reports that the Phase 1 drill program at its Poplar Project, BC, has expanded mineralization.

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

August 18, 2011.



LIONS GATE METALS

PHASE I DRILL PROGRAM EXPANDS MINERALIZATION AT POPLAR

Vancouver, BC Canada, August 18, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) reports that the Winter 2011 Diamond Drill Program at Poplar Project has expanded mineralization laterally and to depth.

The 13 diamond drill holes at the Poplar site confirm a copper-gold porphyry deposit, similar to the mineralization at Imperial Metal’s Huckleberry Mine and the copper-gold deposit at the closed Bell Copper Mine located near Granisle BC. The results also reveal elevated silver assays that had not been recognized previously, adding the potential for comparison to Thompson Creek Mine’s Berg property, with its nearby significant copper-molybdenum-silver resource.

The 2011 drilling program has expanded the zone of mineralization both laterally and to depth and has confirmed the presence of higher grade zones. The mineralization remains open in all directions.

“Lions Gate knows Poplar’s location near proven mines is an important component of the process of proving this deposit has economic potential,” says CEO and Chairman Arni Johannson. “Based on the results we’ve seen, LGM will soon release a 43-101 compliant resource calculation. Our exploration team is also preparing the Phase II drill program that will be completed this summer.”

The results from the 5,569 metre Phase 1 diamond drill program are summarized in the Table below.

Drill Hole Number	Drill Hole Name	From (metres)	To (metres)	Width (metres)	Results Cu %	Results Au g/t	Results % Mo	Results Ag g/t
1	11-PC-84	25.99	465.10	439.11	0.32	0.09	0.010	1.81
	including	89.75	318.88	229.13	0.41	0.12	0.010	1.79
	including	462.14	465.10	2.96	1.29	0.29	<0.001	12.40
2	11-PC-85	22.00	459.34	437.34	0.24	0.07	0.003	1.67
	including	182.28	459.34	277.06	0.34	0.1	0.004	2.41
	including	197.28	345.16	147.88	0.39	0.12	0.004	2.51
3	11-PC-86	11.75	355.70	343.95	0.31	0.07	0.008	0.85
	including	11.75	232.70	220.95	0.44	0.11	0.010	1.12
4	11-PC-87	11.28	279.50	282.22	0.03	0.01	<0.001	0.23
	including	14.33	96.13	81.80	0.19	0.04	<0.001	0.69
5	11-PC-88	5.79	502.00	496.21	0.35	0.1	0.015	2.18
	including	23.79	322.00	298.21	0.44	0.13	0.022	2.03
6	11-PC-89	7.92	401.42	393.50	0.07	0.02	0.004	0.49
	including	7.92	133.92	126.00	0.16	0.04	0.009	1.18

Drill Hole Number	Drill Hole Name	From (metres)	To (metres)	Width (metres)	Results Cu %	Results Au g/t	Results % Mo	Results Ag g/t
7	11-PC-90	3.05	599.54	596.49	0.18	0.04	0.009	1.57
	including	91.38	487.35	395.87	0.25	0.06	0.012	1.91
	including	193.38	415.35	221.97	0.35	0.09	0.016	2.59
8	11-PC-91	3.05	300.84	297.97	0.009	0.008	0.000	0.088
9	11-PC-92	8.23	502.00	493.77	0.16	0.05	0.000	1.48
	including	200.23	502.00	301.17	0.18	0.06	0.000	1.59
	including	378.70	502.00	123.30	0.26	0.07	0.001	1.21
10	11-PC-93	11.00	502.00	491.00	0.2	0.07	0.001	3.87
	including	150.00	470.96	312.96	0.23	0.08	0.000	4.96
	including	235.31	418.96	183.65	0.32	0.11	0.000	6.49
11	11-PC-94	6.09	300.84	294.75	0.008	0.005	0.000	1.35
12	11-PC-95	28.35	599.54	571.19	0.07	0.02	0.002	3.11
	including	508.53	593.45	84.92	0.28	0.08	0.004	4.8
13	11-PC-96	11.28	300.89	289.61	0.01	0.01	0.000	1.15
	including	144.54	283.09	138.55	0.02	0.01	0.000	1.96
	including	210.11	262.09	51.98	0.03	0.02	0.000	4.38

The drill results in the table confirm the historic figures reported by previous operators and have increased the company's understanding of the geology and mineralization of the Poplar deposit. The results have identified areas that require additional exploration to define the higher grade zones and to test for new mineralized zones. The company believes that there is room for significant expansion of the resource. Preliminary metallurgical studies have been initiated.

The results of the Phase One drill program are being compiled with the historic data by a third party, Qualified Person and an updated NI 43-101 compliant resource estimate is being calculated. This report is expected in August 2011.

A Phase Two diamond drill program will be almost double the size of the initial drill program. Close to 10,000m of additional drilling in at least 20 holes are planned, and the program is expected to commence in August 2011. The company anticipates that this second phase of drilling will again expand the mineralized zone and will lead to a recalculation of the resource in late 2011. Lions Gate is well-funded to continue work on the property, having recently raised \$6 million.

Conference Call / Webinar

Lions Gate Metals will hold a conference call / webinar on Wednesday August 24th 2011. Arni Johannson, CEO and Chairman, along with Blair McIntyre, President, as well as Andrew Gourlay, VP Exploration/ PGeo, senior geologist, will lead the conference call to discuss the latest news and the Poplar copper project. For more information on how to participate please email: LGM@adventurecapital.com or 604 563 5028.

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 four substantial projects located in British Columbia and is earning 75% of another. LGM's flagship project is the Poplar porphyry copper-gold deposit near Houston, BC. The Huckleberry Mine, located approximately 35 kilometres southwest of the Poplar Deposit, produces copper, molybdenum and silver 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 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 at www.LionsGateMetals.com or contact us at:

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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.