

**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, Pacific Centre
Vancouver BC V7Y 1G5

Item 2 Date of Material Change

September 27, 2011.

Item 3 News Release

The Company filed a news release on September 27, 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 September 27, 2011.

Item 4 Summary of Material Change

The Company has published an NI 43-101 technical report in support of its Poplar Project located in British Columbia.

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

September 27, 2011.



POPLAR PROJECT NI 43-101 PUBLISHED

Vancouver, BC Canada, September 27, 2011 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is pleased to announce it has published the National Instrument 43-101 (NI 43-101) technical report in support of the Poplar Project entitled the July 2011 Mineral Resource Estimate on the Poplar Deposit, Omineca Mining Division, British Columbia dated September [12], 2011 (the “Technical Report”).

The Technical Report that was filed on SEDAR at www.sedar.com on September 26, 2011 and disclosed the Lions Gate Metal’s 100-per-cent-owned Poplar project has an inferred resource of 245 million tonnes averaging 0.27 per cent copper, containing over 1.4 billion pounds of copper at a 0.15-per-cent-copper cut-off.

Lions Gate has commenced a Phase 2, 10,000 metre follow-up diamond drill program at Poplar. As of today’s date the Company has completed five diamond drill holes and a second drill is expected to be mobilized within the next 10 days.

Once assays have been received and correlated further information will be provided; initial assays are expected in mid-to-late October, 2011. This drilling will further define the mineralized zone, and is expected to extend the higher grade mineralization. The additional gold and silver analyses should provide enough data for an estimate of the gold and silver grade to be calculated. The results of the Phase 2 drill program will be incorporated into an updated resource estimate, expected in early 2012. A preliminary metallurgical test has been initiated.

The Poplar Deposit has a number of positive attributes as follows:

- Access is by logging roads 8 km from a major access road
- Affordable grid power is available within 4 km of the deposit
- Established mining district, with past and present producers located nearby, including Huckleberry(Imperial), Bell Copper (Xstrata) other exploration/development properties nearby Berg (Thompson Creek)
- Exploration can be conducted year round.

These attributes should allow for lower cutoff grades to be mined when compared to other projects in districts where infrastructure is not as readily available as it is at Poplar or in jurisdictions not familiar with mining.

“We are pleased with the mineral resource defined at Poplar. The next phase of drilling is already underway and once the infill drilling is completed we anticipate the upside of scalability as well as adding gold, silver and molybdenum credits to the calculation.” stated Arni Johansson, CEO of LGM.”

POPLAR MINERALIZED ZONE - INFERRED RESOURCE

Copper Cut-off (%)	Tonnes > Cut-off (tonnes)	Average Grade > Cut-off		Contained Metal	
		Cu (%)	Mo (%)	Million lbs of Cu	Million lbs of Mo
0.05	372,299,000	0.21	0.005	1748.558	41.046
0.10	334,563,000	0.23	0.006	1689.359	44.263
0.15	245,855,000	0.27	0.007	1442.013	37.948
0.20	180,304,000	0.30	0.008	1192.711	31.806
0.25	122,988,000	0.34	0.009	908.482	24.407
0.30	78,076,000	0.37	0.010	636.983	17.216
0.35	41,029,000	0.41	0.010	372.732	9.047
0.40	17,835,000	0.47	0.009	182.867	3.539
0.45	8,137,000	0.52	0.008	92.761	1.435
0.50	3,861,000	0.57	0.008	48.272	0.681
0.55	1,857,000	0.62	0.007	25.264	0.287
0.60	953,000	0.66	0.006	13.953	0.126
0.65	447,000	0.71	0.004	6.998	0.039
0.70	177,000	0.77	0.002	3.005	0.008

The preliminary resource estimates are NI 43-101 compliant and have been prepared by Gary H. Giroux, MASc., P.Eng., of Giroux Consultants Limited. Mr. Giroux is a Qualified Person as defined by NI 43-101 and is independent of the Company.

The resource estimate is based on 105 historical diamond drill holes completed by Utah Mines Limited and other operators between 1974 and 2005, totaling approximately 23,000 metres of drilling, and an additional 5,569 metres of diamond drilling in 13 holes, completed by Lions Gate in the spring of 2011.

A three dimensional grade zone solid was produced in Gemcom Software for drill holes with assay intervals greater than 0.1% Cu. This solid served to constrain the resource estimate. Assays were capped for Cu and Mo to reduce the effects of erratic outliers. Uniform down hole composites 5 m in length were used to model the grade continuity with variography. Bulk density was established from 121 measured samples. Blocks 20 x 20 x 10 m in dimension, within the mineralized solid, were estimated for Cu and Mo by ordinary kriging. At this stage of the project all blocks were classified as inferred.

The drilling completed by Lions Gate has confirmed the high quality of the work completed by Utah Mines and previous operators. Lions Gate's drilling has extended the mineralized zone to depth and laterally, and the mineralization remains open in all directions. Higher grade zones indentified by P. Ogryzlo, M. Sc., P. Geo. have been extended to the west and northwest, and remain open in both these directions.

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 five substantial mineral projects located in British Columbia. LGM's flagship project is the Poplar porphyry copper-gold deposit near Houston, BC. The Poplar Project covers 63,120 hectares in 163 claims, and is located approximately 70 kilometres south of Houston, B.C., a full service mining town. Infrastructure is excellent; the project is road accessible year round, and is approximately 10 kilometres west of the 138KV powerline and access road to the Huckleberry Mine, 50% owned by Imperial Metals Corporation.

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 web site at

www.LionsGateMetals.com or contact us at:

Lions Gate Metals Inc.

Investor Relations

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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 regarding expected timing and results of future exploration activities and the expected timing of future technical reports, 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.