



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General and Special Meeting (the “Meeting”) of shareholders of Lions Gate Metals Inc. (the “Corporation”) will be held at Suite 2080, 777 Hornby Street, Vancouver, BC on November 20, 2014, at the hour of 10:00 a.m. (PST) for the following purposes:

- (a) To receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2013 together with the report of the auditors thereon;
- (b) to fix the numbers of directors at four (4);
- (c) to elect directors of the Corporation for the ensuing year;
- (d) to appoint auditors for the ensuing year at a remuneration to be fixed by the directors;
- (e) to consider and if thought fit to pass a special resolution approving amendments to the Corporation’s articles, as more particularly described in the accompanying Information Circular; and
- (f) 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 22nd day of October, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Arni Johansson”

**Arni Johansson,
Interim President and Chief Executive Officer**