

FORM 51-102F3
Material Change Report

- Item 1. Name and Address of Company**
Lions Gate Metals Inc. (“Lions Gate” or the “Company”)
Suite 490 – 580 Hornby Street
Vancouver, BC
V6C 3B6
- Item 2. Date of Material Change**
November 27, 2014
- Item 3. News Release**
The News Release dated November 28, 2014 was disseminated via Stockwatch and filed on SEDAR.
- Item 4. Summary of Material Change**
Lions Gate announced the resignations of Arni Johannson from the Company’s Board of Directors and as Chairman, Interim President and Chief Executive Officer, and of Sharon Muzzin from the position of Chief Financial Officer. Additionally, the Company announced the appointments of Anita Algie as Director, Peter Born as President, and Samantha Stewart as Chief Financial Officer.
- 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 Transaction**
Not Applicable.
- 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**
The following Executive Officer of the Company is available to answer questions regarding this report:

Christina Boddy, Corporate Secretary, 604-318-0390
- Item 9. Date of Report**
November 28, 2014



LIONS GATE METALS

Schedule "A"

Lions Gate Metals Inc. Announces Director and Management Changes

Vancouver, BC Canada, November 28, 2014 – Lions Gate Metals Inc. (CSE: LGM) ("Lions Gate" or the "Company") wishes to announce the resignations of Mr. Arni Johannson, from the Company's Board of Directors and as Chairman, Interim President, and Chief Executive Officer, and of Ms. Sharon Muzzin, from the position of Chief Financial Officer. Additionally the Company is pleased to announce the appointments of Anita Algie as Director, Peter Born as President, and Samantha Stewart as Chief Financial Officer.

Commenting on the resignations Mr. Born stated, "The board would like to take this opportunity to thank Mr. Johannson and Ms. Muzzin for their time, energy and efforts, and to wish them every success in their future endeavours. Lions Gate's portfolio of projects is certainly significant and is a testament to the vision and execution on the part of the outgoing senior management. We shall endeavour to do justice to their accomplishments."

"When I first became involved with Lions Gate several years ago, we had only 50% of a small exploration project called the Poplar Property, whilst copper was at \$0.80 per pound. I am very proud of the work our management teams did over the years, through challenging market environments, to develop Poplar into a 100% owned, 43-101 compliant, 3 billion lb + multi metal deposit. I wish the new management team nothing but the best and look forward to the future progress of the Company," stated Arni Johannson.

Ms. Anita Algie, B.Sc., is President, CEO and Director of Unity Energy Corp. and has over 10 years of experience in management, listings, corporate structure and mergers and acquisitions for exploration and resource based public companies. Miss Algie has successfully completed three CPC Qualifying Transactions and is currently also the President and CEO of Aurgent Resource Corp. (TSXV.AUR) and Menika Mining Ltd. (TSXV.MML). She serves as Corporate Secretary of Uranium Standard Resources Ltd. (TSXV.USR) and director of Avarone Metals Inc. (TSXV.AVM) as well as a number of private companies. Ms. Algie was formerly a director of Alderon Resource Corp. (TSXV.ADV), Aroway Minerals Inc. (TSXV.ARW), and August Metal Corp. (TSXV.AGP).

Ms. Samantha Stewart graduated from Simon Fraser University with a bachelor's degree in arts and sciences specializing in the field of communications. Ms. Stewart is the President and owner of Adapt Management Ltd., providing corporate secretary and corporate communications services to various public companies. In addition to serving as a director for Menika Mining Ltd. (TSXV.MML), she is also a director of three private mining exploration companies, and the President of Urania Resource Corp., a mineral exploration service provider, focused on the Athabasca basin. Ms. Stewart was formerly a director of Titus Energy Corp. (TSXV.TIS).

Lions Gate Metals is a well-structured CSE listed issuer with projects in British Columbia and Saskatchewan, Canada. Lions Gate is actively seeking new opportunities in the commodities space with no limitations on geographic region.

Sincerely on behalf of the Board of Directors,

“Peter Born”

Peter Born
President
Lions Gate Metals Inc.

For further information on the Company contact:

Samantha Stewart, CFO

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