



**Lions Gate Metals Inc.
Management Discussion and Analysis
For the year ended December 31, 2014**

Report dated April 30, 2015

INTRODUCTION

This Management Discussion and Analysis of the Financial Position and Results of Operations for Lions Gate Metals Inc. (the “Company” or “Lions Gate”), prepared as of April 30, 2015 (“MD&A”), should be read in conjunction with the audited Consolidated Financial Statements for the year ended December 31, 2014 (“Financial Statements”), as well as the audited Consolidated Financial Statements and MD&A for the year ended December 31, 2013 (“Annual Filings”). This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of Lions Gate. Except as otherwise noted all dollar figures in this report are stated in Canadian dollars, which is the Company’s reporting currency.

The Company’s Annual Financial Statements have been prepared in accordance with International Accounting Standard 34, Annual Financial Reporting using the same accounting policies as detailed in the Company’s audited Consolidated Financial Statements for the year ended December 31, 2014.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion.

The forward-looking information in this MD&A typically includes words and phrases about the future, such as: “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. We can give no assurance that the forward-looking information will prove to be accurate. It is based on a number of assumptions management believes to be reasonable, including but not limited to: no material adverse change in the market price of commodities and exchange rates, permitting timelines, limited volatility in the Company’s share price and such other assumptions and factors as set out herein.

It is also subject to risks associated with our business, including but not limited to: risks inherent in the mining and metals business, the success of exploration activities, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and other risks that are set out below.

If our assumptions prove to be incorrect or risks materialize, our actual results and events may vary materially from what we currently expect as set out in this review. We recommend that you review our Annual Filings including this MD&A, which include a discussion of material risks that could cause actual results to differ materially from our current expectations. Forward-looking information is designed to help you understand management’s current views of our near and longer term prospects, and it may not be appropriate for other purposes.

COMPANY OVERVIEW

Lions Gate was incorporated under the Canada Business Corporations Act, and is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource property interests in Canada. On June 20, 2014 the Company delisted from the TSX Venture Exchange (“TSX-V”) and commenced trading on the Canadian Securities Exchange (“CSE”) on June 23, 2014 under the symbol “LGM”.

CHANGE IN MANAGEMENT AND DIRECTORS

On February 7, 2014 Mr. Alexander Helmel was appointed as a director of the Company replacing Mr. Murray Oliver.

On November 27, 2014 the Company announced 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 announced the appointments of Ms. Anita Algie as a director, Mr. Peter Born as President, and Ms. Samantha Stewart as Chief Financial Officer.

On January 28, 2015, the Company announced the appointment of Marco Parente to the Board of Directors and concurrently accepted the resignation of William Filtness from the Board of Directors.

OVERALL PERFORMANCE

The uncertainty experienced by capital markets continues to affect Lions Gate by making it difficult to raise funds for exploration operations. The Company continues to focus on maintaining its capital structure, conserving cash, and pursuing potential opportunities as they arise. It also continues to pursue other options to advance the Howard Lake project as well as actively investigating other possible acquisitions of assets or companies which it believes make good economic sense for the Company to further pursue.

MINERAL PROPERTIES

Whitford Lake Mineral Property

The Whitford Lake Project covers an area of 67ha, some 21km SE of the Cigar Mine on the eastern edge of the Athabasca Basin. Other claimholders in the area include Fission Energy, Purepoint Uranium, Denison Mines and Cameco Corporation. The primary target at Whitford Lake is two northeast, parallel magnetic contacts, between which lies a zone of subsurface resistivity, with a strike of roughly 750m. Drilling at Whitford Lake by Cameco in 1995 identified a zone of altered sandstone, beginning ~30m above the unconformity, enriched with chlorite and illite, which is indicative of hydrothermal activity. In addition, elevated lead levels below the unconformity have also been identified. All of these enrichments are key exploration indicators for uranium exploration in the Athabasca basin.

Pursuant to the terms of an Option Agreement dated February 18, 2013, and amended on August 26, 2013, with St. Jacques Mineral Corp., the Company agreed to acquire an undivided 100% interest in the Whitford Lake Property in exchange for a series of non-refundable cash payments amounting to a total of \$400,000 due by December 31, 2013 and an additional \$750,000 due by February 18, 2017. In settlement of this obligation, during 2013 the Company paid cash of \$300,000 and also issued 625,000 common shares to the Vendor. The additional obligation to pay \$100,000 to the Vendor by December 31, 2013 was transferred to Canadian Uranium Corp. ("CanU") pursuant to the terms of an Option Assignment Agreement as described below.

The Company is also required to incur a total of \$3,000,000 of qualifying exploration expenditures on the property before February 18, 2017 or the equivalent amount is to be paid to the Vendor in cash.

This property is subject to a 1% NSR, one half of which can be purchased by the Company for \$750,000 less any NSR amounts previously paid.

In July and August 2013 the Company conducted mineral exploration work on the property which consisted of data acquisition, inversion, and composite modeling carried out by Discovery International Geophysics Inc. A total of 8.0 km of DC/IP resistivity data were collected over four survey lines on the Whitford grid. This data was used to produce three separate inversions per line of the different array data and to generate 3D images of anomalously low resistivity zones. Advanced inversion techniques were used to interpret the data in an attempt to refine and explain the response.

On September 13, 2013 the Company announced the receipt of an interpretation report with respect to the work conducted. Mr. Dennis V. Woods, Ph.D., B.Eng. was the geologist responsible for the content of this news release which indicated that the work had identified a moderate low-resistivity feature located at 200 m depth increasing to 340 m depth towards the east and which appeared to form the highest priority target on the project.

While no associated airborne EM conductors have been mapped over the Whitford Lake property, a conductor trend was observed on adjoining claims to the west and northwest, which may indicate a fault zone that appears to cut across the northwest corner of the property, close to the location of the modeled low resistivity zone in the overlying sandstone units. The resulting models show resistivity's ranging from 1700 ohm-m to 2200 ohm-m, which is moderately higher than the typical resistivity's found in alteration zones in the Athabasca Basin. The moderately higher resistivity could be due to increased silica content but further exploration work is required to assess this interpretation. The report recommended that the anomalous low resistivity zone in the northwest corner of the property be drill tested to a depth of 300m to determine if the area has undergone alteration.

On September 9, 2013 the Company entered into a Whitford Lake Option Assignment Agreement (“Option Assignment Agreement”) with Uranium Standard Resources Ltd. (formerly CanU.), which was later amended on December 1, 2013 and August 18, 2014, whereby it would transfer its 100% interest in the Whitford Lake Option Agreement to Uranium Standard Resources Ltd. (formerly CanU.) in exchange for 4,500,000 common shares of Uranium Standard Resources Ltd. (formerly CanU.) and a cash aggregate of \$520,000 to be received as certain milestones are achieved. As part of its capitalization strategy, Uranium Standard Resources Ltd. (formerly CanU.) intends to list its shares for trading on the CSE. In November, 2013, the Company received interim cash payments of \$85,000 and 4,500,000 Uranium Standard Resources Ltd. (formerly CanU.) shares pursuant to the terms of the Option Assignment Agreement. A \$nil value was attributed to these shares on acquisition and a gain of \$100,000 was recorded during the year ended December 31, 2014 to reflect an increase in the fair value of the shares. Although the Company continues to believe in the future recoverable value of its investment in the Whitford Lake mineral property a write down of \$119,000 was recorded during the year ended December 31, 2013 in order to reduce the deferred cost of the mineral property to the value of cash payments to be received.

On December 1, 2013, the Company amended the Option Assignment Agreement dated September 9, 2013. Under the new terms, 100% interest in the Whitford Lake Option Agreement would be transferred to Canadian Uranium Corp. in exchange for an issuance of 4,500,000 common shares (issued), cash payment of \$60,000 within 48 hours of the signing of the amendment (paid), a further cash payment of \$200,000 within 48 hours of CanU completing any equity offering(s) generating a net aggregate proceeds in excess of \$600,000, another cash payment of \$260,000 within 5 days of CanU completing the listing of its shares on a recognized stock exchange; and assume all of Lions Gate Metals Inc.’s obligations, liabilities and responsibility required under the Agreement and the Addendum as of the effective Date including a payment of \$100,000 to St. Jacques Mineral Corp. on or before December 31, 2013.

On October 1, 2014, Central Resources Corp. closed its acquisition of Canadian Uranium Corp., a private uranium exploration company, by way of a three cornered amalgamation. Canadian Uranium amalgamated with a subsidiary of Central Resources Corp. and concurrently, Central Resources Corp. changed its name to “Uranium Standard Resources Ltd.” As a result of the Acquisition of Canadian Uranium Corp, Uranium Standard Resources Ltd. acquired the option to acquire all rights, title and interest to the Whitford Lake Property.

On January 29, 2015, Uranium Standard Resources Corp. completed its application to list on the OTCQB. Effective as at opening on January 22, 2015, Uranium Standard is trading on the OTCQB under the symbol “USTDF”.

During the year ended December 31, 2014 the Company received an additional \$130,000 interim cash payment from CanU.

Poplar Mineral Property

In 2011 the Company completed the updated Resource Estimate for a portion of the 100% owned, 199 claim, 77,914 hectare Poplar Copper-Gold-Silver Porphyry Property (the “Property”), located in west-central British Columbia, 35 kilometres northeast of the Huckleberry copper-molybdenum mine - of which Imperial Metals Corp. holds a 50% interest - between Huckleberry and the mining resource town of Houston. Just six months after the Company announced a NI 43-101 Resource Estimate of 1.4 billion pounds copper for the Property, it completed a very successful 29 hole, 10,914 metre phase-two drill program, which increased overall confidence in the resource numbers, upgraded a portion of the deposit from Inferred to Indicated status, and introduced compelling gold and silver values.

The work in 2011 culminated in an updated NI 43-101 with the following results: At a 0.15% Cu cut-off, the Property has a new Indicated Resource of 171.3 million tonnes grading 0.28% Cu (1.06 billion pounds), 0.008% Mo, 0.08 g/t Au and 2.30 g/t Ag (0.40% CuEq), plus an Inferred Resource of 209.0 million tonnes grading 0.23% Cu (1.06 billion pounds), 0.004% Mo, 0.06 g/t Au and 3.62 g/t Ag (0.33% CuEq). This new Resource is a significant increase from the aforementioned initial Inferred Resource Estimate of 245.86 million tonnes grading 0.27% Cu (1.4 billion pounds) and 0.007% Mo using a 0.15% Cu cutoff. Andrew Gourlay, P. Geo., is a qualified person pursuant to NI-43-101 and has reviewed and approved the disclosure of technical matters included herein.

On October 16, 2012, the Company entered into a binding Letter of Intent (the "LOI") with Canadian Dehua International Mines Group Inc. ("Dehua"), whereby the Company would grant Dehua an option to acquire a one

hundred percent (100%) interest in the Poplar Project in exchange for a non-refundable cash payments of \$15,000,000, including \$1,000,000 received on signing, and exploration work to be completed by Dehua over a two year period. A consultant fee of \$58,000 was paid with respect to this LOI. On October 24, 2013 the Company announced that it had formally ended its agreement with Dehua.

On December 2, 2014, the Company entered into a binding Letter of Intent (the "LOI") with Glenmark Capital Corp. ("Glenmark"), whereby the Company would grant Glenmark an option to acquire a one hundred percent (100%) interest in the Poplar Project in exchange for a cash payment of \$50,000 on or before December 22, 2014, \$200,000 on December 22, 2015 and a further \$2,650,000 at various times over the next three years. In addition, Glenmark must complete \$3,000,000 in exploration expenditures over four years. Certain claims are subject to legacy 1% and 2% NSR interests, which can be purchased for \$100,000 and \$1,000,000 respectively. During the year ended December 31, 2014, the Company has received a \$50,000 cash payment from Glenmark.

Copperline Mineral Property

On July 17, 2010 the Company entered into a purchase agreement to acquire a 60% interest in the Copperline mineral property in British Columbia. The Copperline property surrounds Skutsil Knob at the south end of the Driftwood Range, 25 km northwest of Takla Lake, and approximately 120 km northeast of Smithers, B.C. The Copperline property is subject to an underlying NSR of 1.25% for part of the property and 2.0 % for the remainder. The Company can repurchase 1.25% and 0.5% respectively of these royalties with a \$500,000 cash payment.

The Company's interest in this property is carried at a nominal value based on Management's assessment of current recoverable value. The Company continues to ensure that all mineral claims are current and remain in good standing.

Howard Lake Mineral Property

Pursuant to the terms of an Option Agreement dated September 18, 2014 with St. Jacques Mineral Corp. and Urania Resource Corp. (the "Vendors"), the Company can earn a 100% interest in the Howard Lake Project located on the northeast shore of Howard Lake in Saskatchewan. The property is subject to a 1% Gross Overriding Royalty ("GORR") that has been granted to the vendors relating to the claims held by each of them. The Company may purchase half of the GORR (0.5%) from each vendor for \$1,000,000.

As per the terms of the Option Agreement, the Company must complete the following requirements:

- Transfer the 4,500,000 common shares of CanU shares to the Vendors (completed).
- Complete no less than \$500,000 in qualifying exploration expenditures on the Property within 24 months of signing the agreement.
- Make cash payments of \$500,000 to the Vendors on or before the date which is 24 months following the date of signing the agreement.
- Within 5 years of the signing of this Agreement, define a NI43-101 compliant resource of no less than 10,000,000lbs copper and 25,000,000lbs nickel on the claims.

The Howard Lake property is a copper nickel prospect that covers 4,036 hectares, 23 km northwest of the town of LaRonge. The property is located on the northeast shore of Howard or Nickel Lake. Previous exploration has indicated 16 drill-ready VTEM targets.

RESULTS OF OPERATIONS

The Company is in the exploration stage and did not earn any revenue during the fiscal period under review. For the year ended December 31, 2014, the Company had a total comprehensive loss of \$2,605,840 (earnings of \$0.34 per share) compared to \$717,210 (loss of \$0.10 per share) for the year ended December 31, 2013.

Operating expenditures of \$318,953 for the year ended December 31, 2014 have decreased from the \$453,811 comparative amount recorded for the year ended December 31, 2013. The decrease in operating expenditures during the period was due to Management's efforts to conserve cash by reducing discretionary administrative expenses such as office rent and salaries.

The Company also recorded a fair value loss on available-for-sale investments of \$20,713 (December 31, 2013 - \$22,499) relating to its investment in shares which it does not believe to be permanently impaired.

For the year ended December 31, 2014, the Company reported total comprehensive loss of \$2,605,840 compared to a loss of \$717,210 reported for the prior year. Operating expenses decreased from \$453,811 to \$318,953 primarily due a reduction in office rent and salaries.

The Company's cash position at December 31, 2014 was \$50,794 (December 31, 2013 - \$19,341) and it reported a working capital deficit of \$89,804 (December 31, 2013 working capital – \$100,221). The increase in cash during the year is due to cash payments received from CanU and Glenmark Capital Corp. relating to the Whitford Lake and Poplar Lake option assignment and increases in payables and due to related parties, offset by administrative expenditures. The decrease in working capital is a result of impairments to available-for-sale investments and administrative expenditures.

QUARTERLY FINANCIAL REVIEW

The following table is a summary of selected financial data from the Company's quarterly financial statements. There were no significant revenues, long term liabilities or cash dividends declared in any of the reported periods.

	Dec 31, 2014	Sept 30, 2014	Jun 30, 2014	Mar 31, 2014
	\$	\$	\$	\$
Total assets	5,782,236	5,794,394	5,725,889	5,749,048
Working capital (deficit)	(34,502)	(37,565)	12,398	70,347
Increase (decrease) to exploration and evaluation assets	(196,756)	101,650	(25,973)	(100,000)
Comprehensive Income (Loss) for the period	(198,647)	50,020	(85,721)	(131,814)
Income (loss) per share	0.37	0.01	(0.01)	(0.02)

	Dec 31, 2013	Sept 30, 2013	Jun 30, 2013	Mar 31, 2013
	\$	\$	\$	\$
Total assets	5,855,010	6,082,053	6,172,480	6,317,996
Working capital	100,221	135,440	420,680	732,488
Increase (decrease) to exploration and evaluation assets	(196,756)	414,021	(138)	259,725
Comprehensive Loss for the period	(234,184)	(90,728)	(124,384)	(267,914)
Loss per share	(0.10)	(0.01)	(0.02)	(0.05)

Total Assets and Working Capital

Total assets decreased during all of the quarterly periods reflected above except September 30, 2014, due to the acquisition of mineral properties, mineral exploration work and general and administrative expenditures. Working capital also similarly decreased for these reasons.t.

Comprehensive Income (Loss)

The comprehensive loss decreased during all of the quarterly periods reflective above except September 30, 2014, due to a gain on sale of available-for-sale investments during the three months ended September 30, 2014 resulting in comprehensive income of \$50,020 during the period. The comprehensive loss incurred during the three months ended June 30 and March 31, 2014 reflects a decrease from fiscal 2013 amounts due to Management's efforts to decrease expenditures. An impairment of available-for-sale investments was also recorded during some of the above quarterly periods.

Mineral property interests

The amount of exploration and evaluation expenditures incurred each quarter will vary depending on the exploration program being conducted during that period. The decrease reflected for the quarters ended June 30, 2014, March 31, 2014 and December 31, 2013 reflects the cash received pursuant to the terms of the Whitford Lake Option Assignment Agreement and a write down recorded with respect to this mineral property recorded during fiscal 2013.

The increase during the three months ended September 30, 2014 relates to the Howard Lake option agreement.

FINANCING ACTIVITIES

The Company did not complete any financings during the year ended December 31, 2014.

CAPITAL EXPENDITURES

During the year ended December 31, 2014 the Company transferred 4,500,000 shares of CanU as required by the Howard Lake Option Agreement.

COMMITMENTS

Effective January 1, 2013, the Company is committed to a two and one half year office lease. Gross payments required pursuant to the terms of this lease are expected to approximate \$40,740 and \$20,634 for the 2014 and 2015 fiscal years respectively. Of these amounts the Company expects its share, after deducting amounts receivable from cost sharing arrangements currently in place, to approximate \$1,500 for the remainder of fiscal 2014 and \$3,000 for 2015. As at December 31, 2014, the lease commitments were assigned to another leaseholder, and the Company no longer has any outstanding office lease commitments.

The Company also has commitments pursuant to its mineral property option agreements as previously outlined above.

LIQUIDITY AND CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on private investors as its primary source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets, by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. The Company is not currently subject to any capital requirements imposed by a regulator and there were no changes to the Company's management of capital during the year ended December 31, 2014.

The Company's aggregate operating, investing and financing activities for the year ended December 31, 2014, resulted in a cash increase of \$31,453. As at December 31, 2014 the Company had a cash balance of \$50,794 and a working capital deficit of \$89,804. In order for the Company to carry out planned exploration and development and pay for administrative costs, the Company will be required to spend its proceeds from the assignment of its interest in the Whitford Lake and Poplar mineral property, and also intends to raise additional amounts externally through debt or equity as needed.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions for the year ended December 31, 2014 and 2013 are as follows:

	Year ended December 31, 2014	Year ended December 31, 2013
	\$	\$
Professional fees – accounting fees	33,969	37,960
Director fees	-	3,000
Salaries - Management fees	76,093	139,500
Total	110,062	180,460

Key management of the Company includes the President, CFO and the Directors. For the year ended December 31, 2014, compensation in respect of services provided by key management consists of \$76,093 (December 31, 2013: \$139,500) in management and employment termination fees paid to the President and \$14,050 (December 31, 2013: \$11,700) in professional fees paid for CFO services to Malaspina Consultants Inc., a Company in which the CFO is an associate.

Also included in related party transactions during the year ended December 31, 2014 are salaries and employment termination fees of \$23,349 (December 31, 2013: \$42,000) paid to the Exploration Manager (formerly VP Exploration) and accounting fees of \$33,969 (December 31, 2013: \$22,960) paid to Malaspina Consultants Inc.

On June 30, 2014 employment agreements between the Company and both its President and Exploration Manager were terminated. Both individuals will continue to act in their previous capacities and provide services to the Company as consultants on an as required basis.

The amounts due to related parties are non-interest bearing and payable on demand and are comprised of \$3,000 (December 31, 2013: \$3,000) for director fees payable to former directors, \$40,557 (December 31, 2013: \$nil) for salaries payable to the President and \$38,364 (December 31, 2013: \$2,197) for professional fees payable to Malaspina Consultants Inc.

FUTURE OUTLOOK

As at December 31, 2014 the Company had a working capital deficit of \$89,804 and amounts due from CanU and Glenmark Capital Corp. (see below) which may not be sufficient to finance exploration and operating costs over the next twelve months without additional funding and the ability to complete such financings on terms acceptable to the Company is uncertain.

In November 2013 the Company received 4,500,000 shares of CanU and cash of \$85,000 pursuant to the terms of the Whitford Lake Option Assignment Agreement with an additional \$130,000 received during 2014. Receipt of the remaining CanU cash payments (\$130,000 currently due; and \$160,000 due on November 1, 2015) are dependent upon the ability of CanU's parent company, Uranium Standard Resources Ltd., to complete additional equity financings.

In December 2014, the Company received a \$50,000 cash payment from Glenmark Capital Corp. pursuant to the terms of the Poplar Project Option Agreement. Receipt of the remaining Glenmark cash payments (\$100,000 due June 1, 2015; \$200,000 due December 22, 2015; \$500,000 due December 22, 2016; \$500,000 due December 22, 2017; and \$1,650,000 due on December 22, 2018) are dependent upon the ability of Glenmark Capital Corp. to complete additional equity financings.

In order to conserve resources Management has delisted from the TSX-V and commenced trading on the CSE. The Company will also continue to assess and address the implications of recent events in order to ensure that the Company can continue to achieve its long term objectives. Management continues to actively investigate other possible acquisitions of assets or companies which make good economic sense for the Company to pursue and is currently also continuing to pursue other options in order to further advance and/or monetize the Poplar project.

CAPITALIZATION

Share Capital

As at April 30, 2015, the Company has 7,036,921 common shares issued and outstanding.

Stock Options

Details of stock options outstanding as at April 30, 2015 are as follows:

Number of Options	Exercise Price \$	Expiry Date	Vesting Provisions
12,500	4.40	January 15, 2015	Vested
84,750	3.20	January 3, 2016	Vested
37,750	2.64	April 4, 2017	Vested
135,000			

Warrants

Details of warrants outstanding as at April 30, 2015 are as follows:

Number of Warrants	Exercise Price	Expiry Date
39,063	\$4.00	July 13, 2015

SUBSEQUENT EVENTS

On January 28, 2015, the Company announced the appointment of Marco Parente to the Board of Directors and concurrently accepted the resignation of William Filtress from the Board of Directors.

On March 19, 2015, the Company allowed the following claims to lapse due to a lack of proven prospective demonstrated by geophysical survey results,

Tenure Number:	Claim Name :	Property:
936913	LARCH	POPLAR
936915	LARCH2	POPLAR
936917	LARCH3	POPLAR
936919	LARCH4	POPLAR
936921	LARCH5	POPLAR
936922	LARCH6	POPLAR
936924	WILLOW2	POPLAR
936925	WILLOW3	POPLAR
936926	WILLOW4	POPLAR
936927		POPLAR
936928	WILLARCH	POPLAR

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The Company's financial statements are impacted by the accounting policies used, and the estimates and assumptions made, by Management during their preparation. Management considers the areas involving a high degree of judgment or complexity where assumptions and estimates are significant to the financial statements are considered to be determination of going concern, the assessment of carrying value, confirmation of title, and recoverability of mineral properties. These factors are more fully described in the annual consolidated financial statements for the year ended December 31, 2014.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION AND ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The IASB intends to replace IAS 39 – Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 – Financial Instruments (“IFRS 9”) which is intended to reduce the complexity in the classification and measurement of financial instruments. In February 2014, the IASB tentatively determined that the revised effective date for IFRS 9 would be January 1, 2018. The Company is currently evaluating the impact the final standard is expected to have on its financial statements.

The Company has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

FINANCIAL INSTRUMENTS AND MANAGEMENT OF FINANCIAL RISK

At December 31, 2014 the Company's financial instruments consist of cash, available-for-sale investments, amounts receivable, reclamation deposit, accounts payable and accrued liabilities and due to related parties. The carrying value of these financial instruments, other than available-for-sale investments, approximates their fair value because of their short term nature.

The Company has classified the fair value of the financial assets according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

Level 1 – Values based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 – Values based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. Prices in Level 2 are either directly or indirectly observable as of the reporting date.

Level 3 – Values based on prices or valuation techniques that are not based on observable market data.

The Company uses Level 1 inputs to measure available-for-sale investments.

Management believes that as at December 31, 2014, it is not exposed to significant interest rate, currency or credit risks arising from these financial instruments other than available-for-sale investments. Management continually monitors these investments which are also managed by a professional investment advisor. The Company continues to hold these investments as it believes that the market value of the investments will eventually recover. However it is the Company's intention to decrease over time the amount of available for sale investments held in order to focus its resources on meeting its long term business objectives. These risks are more fully described in the annual financial statements for the year ended December 31, 2014.

In order to execute its business plan the Company expects that, although cash payments are expected to be received from CanU and Glenmark with respect to their respective Option Assignment Agreements, future financings will likely be required although the ability to complete such on terms acceptable to the Company is uncertain, in particular in view of recent stock market volatility.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the audited annual consolidated financial statements and this accompanying MD&A as at December 31, 2014 (together the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim and Annual Filings on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks and are outlined in the paragraphs below.

Operational risks include: the Company may not be able to find and develop reserves economically, the Company cannot guarantee title to its properties, the Company may have difficulty in marketing production and services, the Company must manage changing governmental law and regulations, the Company may have difficulty in hiring and retaining skilled employees and contractors, there are significant risks and hazards related to mining that are beyond the Company's control, there is no assurance that the Company will acquire additional mineral properties and any acquisitions may expose the Company to new risks, and the mining industry is intensely competitive for the acquisition of new properties, access to capital and hiring of skilled personnel. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations.

Lions Gate's mineral resources (and any future mineral reserves), to the extent they have been prepared, are estimates, and no assurance can be given that the estimated resources and/or reserves are accurate or that the indicated level of mineral will be produced. Such estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates,

which are valid when made, may change substantially when new information becomes available. Mineral resource and reserve estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate.

The actual quality and characteristics of mineral deposits cannot be known with certainty until mining takes place, and will almost always differ from the assumptions used to develop resources. Further, mineral reserves are valued based on future costs and future prices and consequently, the actual mineral reserves and mineral resources may differ from those estimated, which may result in either a positive or negative effect on operations.

Despite the Company's efforts to follow industry "best practices" in consulting with First Nations there is uncertainty and risk with respect to the Company's Poplar Project Mineral Property which is situated in the First Nations Wet'suwet'en traditional territory. Although by law it is the Crown that has the legal duty to consult with First Nations, the Company has proactively endeavored to engage with these First Nations in an effort to build sound relationships and accommodate their rights and interests asserted within their traditional territories. Notwithstanding best practices, there can be no assurance that formal exploration agreements with all the relevant First Nations will be successfully executed, or if they are successfully executed, there can be no assurance that formal Impact and Benefit Agreements will be executed by the First Nations if a mine proves economically viable. There can be no assurances that a social license to build a mine will be granted by the First Nations.

Financial risks include commodity prices and interest rates, which are beyond the Company's control. Additional financial risks are the Company's ability to raise capital to continue funding its operations.

Regulatory risks include the possible delays in getting regulatory approval to, and permits for, the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

As the Company has not had significant revenue from operations in either of its last two financial periods, the following is a breakdown of the material costs incurred:

	Year Ended December 31,	
	2014	2013
	\$	\$
Deferred exploration expenditures (net of write-downs and cash payments received)	180,000	554,000
Administrative expense	263,651	453,811

Administrative expenses are provided by category of major expense items in the Statements of Comprehensive Loss included in the audited annual consolidated financial statements for the year ended December 31, 2014.

Other information about the Company and its properties, including the Interim and Annual Filings is available at www.sedar.com.