

**Form 51-102F3**  
***Material Change Report***

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL”.

Item 1. Name and Address of Company

Lions Gate Metals Inc. (the “Company”)  
#313-515 West Pender Street  
Vancouver, B.C.  
V6B 6H5

Item 2. Date of Material Change

May 11, 2015

Item 3. News Release

The news release was disseminated through CSE, BC Securities Commission, Alberta Securities Commission, Ontario Securities Commission, Stockwatch and Market News.

Item 4. Summary of Material Change

**Lions Gate Metals Inc. (CSE: LGM) (“Lions Gate” or the “Company”)** has amended its original agreement with Glenmark Capital Corp. (TSX.V: GLM, US OTC: GLRKF and Frankfurt: 17G) (“Glenmark”) dated December 1, 2014 to option a 100-per-cent interest, subject to existing royalties, in the Poplar copper-moly property located in central British Columbia. The Poplar Copper-Moly property covers an area of 67,862 hectares in the Omineca Mining Division, in the central interior of British Columbia, 50km south of the town of Houston. The project is a copper - molybdenum porphyry associated with the Late Cretaceous Poplar intrusive stock. The Huckleberry Mine located approximately 35km southwest of the property, produces copper and molybdenum from a deposit of similar age and geological setting.

Item 5. Full Description of Material Change

**Lions Gate Metals Inc. (CSE: LGM) (“Lions Gate” or the “Company”)** has amended its original agreement with Glenmark Capital Corp. (TSX.V: GLM, US OTC: GLRKF and Frankfurt: 17G) (“Glenmark”) dated December 1, 2014 to option a 100-per-cent interest, subject to existing royalties, in the Poplar copper-moly property located in central British Columbia. The Poplar Copper-Moly

property covers an area of 67,862 hectares in the Omineca Mining Division, in the central interior of British Columbia, 50km south of the town of Houston. The project is a copper - molybdenum porphyry associated with the Late Cretaceous Poplar intrusive stock. The Huckleberry Mine located approximately 35km southwest of the property, produces copper and molybdenum from a deposit of similar age and geological setting.

Under the amended terms of the Agreement, Glenmark can acquire a 100% interest by paying to Lions Gate an aggregate of \$2,900,000 (of which \$50,000 has already been paid) at various times over four years and issuing 1,500,000 common shares immediately upon TSX approval, which will be subject to a statutory hold period of four months plus a day from the respective date of issuance, in accordance with applicable securities legislation. In addition, Glenmark has committed to completing \$3,000,000 in exploration expenditures over four years. Certain claims within the project area are subject to legacy 1% and 2% NSR interests, which can be purchased by Glenmark for \$100,000 and \$1,000,000, respectively. Glenmark received TSX Venture Exchange approval on May 11, 2015.

For more information contact the Company at 604-681-0004.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Samantha Stewart, CFO  
Phone: (604) 681-0004

Item 9. Date of Report

Dated at Vancouver this 12<sup>th</sup> day of May, 2015.

By: Lions Gate Metals Inc.

*“Samantha Stewart”*

Samantha Stewart, CFO