

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

January 14, 2016

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 renegotiated its agreement with Aldever Resources Inc. (formerly "Glenmark Capital Corp.") (TSX.V: **ALD**) (OTCQB: **ALDVF**) (Frankfurt: **17G1**) ("**Aldever**") dated December 1, 2014, and April 28, 2015 to option a 100-percent interest, subject to existing royalties, in the Poplar Copper-Moly property located in central British Columbia. On January 14, 2016, Aldever received TSX Venture Exchange Approval.

Item 5. Full Description of Material Change

Lions Gate Metals Inc. (CSE: LGM) ("Lions Gate" or the "Company") has renegotiated its agreement with Aldever Resources Inc. (formerly "Glenmark Capital Corp.") (TSX.V: **ALD**) (OTCQB: **ALDVF**) (Frankfurt: **17G1**) ("**Aldever**") dated December 1, 2014, and April 28, 2015 to option a 100-percent interest, subject to existing royalties, in the Poplar Copper-Moly property located in central British Columbia. On January 14, 2016, Aldever received TSX Venture Exchange Approval.

Under the renegotiated terms of the agreement, Aldever may acquire a 100% interest (subject to existing royalties) in the Poplar Project, by issuing 2,500,000 common shares to Lions Gate Metals Inc., and by making the following cash

payments of \$200,000 on or before December 22, 2016; \$200,000 on or before December 22, 2017, \$400,000 on or before December 22, 2018, and \$1,500,000 on or before December 22, 2019. In consideration of this renegotiated share issuance, the Company has reduced the aggregate cash outlay for the acquisition from \$3,000,000 to \$2,350,000 over four years. All shares issued 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. Additionally, Aldever is obligated to complete \$3,000,000 in exploration expenditures on the Poplar Project on or before December 1, 2020.

The Poplar Copper-Moly property covers an area of approximately 60,000 hectares in the Omineca Mining Division, in the central interior of British Columbia, approximately 50 kilometres south of the town of Houston, B.C. The project is a copper-molybdenum porphyry associated with the Late Cretaceous Poplar intrusive stock. The Huckleberry Mine located approximately 35 kilometres southwest of the property, is founded on a porphyry deposit of similar age and geological setting.

The Poplar Copper-Moly property represents an advanced mineral deposit. Since the drilling of the discovery hole in 1974 the Property has gone through successive stages of exploration and development drilling resulting in the publishing of a historical mineral resource estimate in 1982. In 2011 Lions Gate drilled 42 diamond drill holes on the property that totaled 16,483 metres, and subsequently, in 2012, G. H. Giroux, M.A.Sc., P. Eng. estimated the mineral resource present on the property. A three dimensional solid was constructed to constrain the mineralized area, using a 0.1 % Cu grade shell as a guide. Large internal waste zones were modeled as were some larger post mineral dykes. Of the total data base 129 drill holes totaling 37,205 m were within the mineralized zone and were used to estimate the published mineral resource.

In a NI 43-101 technical report prepared for the Company by Paul Gray P. Geo and Gary Giroux P. Eng., entitled "TECHNICAL REPORT / 2015 UPDATE ON THE POPLAR DEPOSIT, OMINECA MINING DIVISION, BRITISH COLUMBIA," copper, molybdenum, gold and silver assays within the mineralized solid were capped at 1.4 % Cu, 0.14 % Mo, 0.34 g/t Au and 41 g/t Ag. Five metre composites were formed and used for variography. For this estimate, and to aid with some preliminary planning, the blocks were reduced to 5 x 5 x 10 m in dimension and were estimated for Cu, Mo, Au and Ag by ordinary kriging. The historical resource is classified as Indicated and Inferred based on each block's proximity to data and the grade continuity.

At a 0.20 % Cu cut-off within the mineralized solid the Indicated resource is 131 million tonnes at 0.31% Cu, 0.009 % Mo, 0.09 g/t Au and 2.39 g/t Ag while the Inferred resource is an additional 132 million tonnes grading 0.27 % Cu, 0.005 % Mo, 0.07 g/t Au and 3.75 g/t Ag. Notwithstanding the forgoing, the Company does not treat these resource estimates as current.

The technical contents of this news release have been prepared under the supervision of Dr. Peter Born, P. Geo. Dr. Born is a Qualified Person, as that term is defined in National Instrument 43-101, and has approved this news release.

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 15th day of January, 2016.

By: Lions Gate Metals Inc.

“Samantha Stewart”

Samantha Stewart, CFO