

**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

November 9, 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. ("Lions Gate" or the "Company") (CSE: LGM)** announces that it is proceeding with a consolidation of its issued and outstanding share capital on the basis of one post-consolidated common share for every four pre-consolidated common shares. No fractional shares will be issued. Any fractional share will be rounded to the nearest whole number.

Item 5. Full Description of Material Change

**Lions Gate Metals Inc. ("Lions Gate" or the "Company") (CSE: LGM)** announces that it is proceeding with a consolidation of its issued and outstanding share capital on the basis of one post-consolidated common share for every four pre-consolidated common shares. No fractional shares will be issued. Any fractional share will be rounded to the nearest whole number.

The consolidation is subject to final confirmation by the Canadian Securities Exchange (the "CSE"). It is expected that the post-consolidated common shares will begin trading on the CSE on November 18, 2016. As a result of the consolidation, the 7,036,921 common shares which are currently issued and outstanding will be reduced to approximately 1,759,226 common shares.

The Company also announces that it has entered into an agreement with an arms' length purchaser to purchase the Company's 100-per-cent interest, subject to existing royalties, in its Poplar Copper-Moly property 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. Under the terms of the Agreement, the purchaser has acquired a 100% interest in exchange for issuing to Lions Gate 10,000 Class L Redeemable, Participating Preferred shares of D.I.G. Ltd. which have a deemed value of \$1,000,000.

The Company also announces that Anita Algie resigned as director of the Company and Emily Davis has been appointed to replace Ms. Algie on the board of directors. The Board is now comprised of Emily Davis, Ian Harris and Peter Born.

Samantha Stewart resigned as Chief Financial Officer of the Company and Lubica Niemann has been appointed to replace Ms. Stewart as Chief Financial Officer of the Company.

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

Lubica Niemann, CFO  
Phone: (604) 681-0004

Item 9. Date of Report

Dated at Vancouver this 9<sup>th</sup> day of November, 2016.

By: Lions Gate Metals Inc.

*"Lubica Niemann"*

Lubica Niemann, CFO