LIONS GATE METALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
PERIOD ENDED SEPTEMBER 30, 2016

The following discussion and analysis, prepared as of November 28, 2016, should be read together with the unaudited consolidated financial statements for the nine months ended September 30, 2016 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards. All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise. The reader should also refer to the annual audited financial statements for the year ended December 30, 2015 and December 30, 2014, and the Management Discussion and Analysis for those years.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. Additional information related to Lions Gate Metals Inc. is available for view on SEDAR at www.sedar.com.

Description of Business and Operations

Lions Gate Metals Inc. ("Lions Gate" or the "Company"), was incorporated pursuant to the Business Corporations Act of British Columbia on March 11, 1981 and its office is at Suite 918 – 1030 West Georgia Street, Vancouver, BC, V6E 2Y3. 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". The Company is an exploration stage company, is engaged in the evaluation and exploration of mineral property interests, and this activity is dependent upon management's ability to continue to procure adequate financing to investigate new exploration opportunities. Lions Gate is not aware of any contingent liabilities, legal proceedings, defaults or breaches, other than disclosed herein. Regulatory consent has been obtained for all significant transactions. There are no material deviations between the intended use of proceeds announced in financings and the actual use of those funds. Lions Gate currently holds interests in resource properties in Canada.

Finance

In November 2016, the Company closed a non-brokered private placement of 20,115,662 units at a price of $0.075 per unit for gross proceeds of $1,508,675. Each unit is comprised of one common share of the Company and one common share purchase warrant. Details of the financings can be found under "Liquidity and Capital Resources" below.

On November 24, 2016, the Company issued 1,333,333 units and 2,000,000 units at a price of $0.075 in consideration of the debt settlement in the amounts of $100,000 and $150,000 respectively. Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share of the Company at an exercise price of $0.10 per share until November 24, 2018.

Mineral Properties

1. Poplar Property

In prior years, the Company entered into various option agreements to acquire a 100% interest in certain mineral claims, known as the Poplar mineral property interest ("Poplar 1, 2 and 3"), situated in the Omineca Mining District of B.C. The Company has met all required cash payments and share issuances related to these option agreements, and have staked additional adjacent hectares ("Poplar 4") (collectively, "Poplar").

During the year ended December 31, 2014 the Company entered into an agreement with Aldever Resources Inc. (formerly Glenmark Capital Corp.) ("Aldever") to option a 100% interest, subject to existing royalties, in the Poplar property.

On January 8, 2016, the Company amended its agreement with Aldever Resources Inc. (formerly Glenmark Capital Corp.).

On November 1, 2016 the Company entered into a purchase agreement to sell the Poplar mineral property for a consideration of 10,000 Class L Redeemable, participating preferred shares of Doctors Investment Group Ltd. at deemed value of $1,000,000.

2. Whitford Lake

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 has agreed to acquire an undivided 100% interest in the Whitford Lake Property located in the Athabasca Basin in Saskatchewan. In September 2013, the Company entered into a Whitford Lake Option Assignment Agreement with Canadian Uranium Corp., which was later amended on December 1, 2013 and Palisades Ventures Inc. (formerly Uranium Standard Resources Ltd.) ("Palisades").

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.

During the year ended December 31, 2013 the Company recorded a write down of $119,000 with respect to the Whitford Lake mineral property.

The following share issuances and cash payments are currently required pursuant to the terms of the Option Agreement and Option Assignment Agreement:

Payable or issuable to:	Payable or issuable by Lions Gate Metals Inc.	Payable or issuable by Palisades Ventures Inc.
St. Jacques Mineral Corp.	Issuance of 625,000 common shares (issued).	N/A
St. Jacques Mineral Corp.	$300,000 in non-refundable cash payments (paid)	$100,000 in non-refundable cash payments (paid)
Lions Gate Metals Inc.	N/A	Issuance of 4,500,000 CanU common shares (issued)
Lions Gate Metals Inc.	N/A	$60,000 in non-refundable cash payments (paid)
Lions Gate Metals Inc.	N/A	$200,000 on or before December 31, 2015 ($155,000 paid at September 30, 2014) **(Currently in Default)**
Lions Gate Metals Inc.	N/A	$160,000 due October 29, 2016
St. Jacques Mineral Corp.	Obligation transferred to CanU	$750,000 in non-refundable cash payments due by February 18, 2017.
St. Jacques Mineral Corp.	Obligation transferred to CanU	$3,000,000 of qualifying exploration expenditures to be incurred on the property before February 18, 2017 or the equivalent amount to be paid to the Vendor in cash.

During the year ended December 31, 2014 the former President and former CEO of the Company became a director of Palisades Venture Inc.

3. Howard Lake

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 current CFO of the Company is the principal of Urania Resource Corp. 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 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 NI143-101 compliant resource of no less than 10,000,000 lbs copper and 25,000,000 lbs nickel on the claims.

On August 20, 2016, the Company amended its option agreement for the vendors for the Howard Lake Option Agreement. The Company can earn 100% interest under the amended terms as follows:

- Transfer 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 36 months of signing of the agreement;
- Pay 2,000,000 shares of Aldever Resources Inc. to St. Jacques Mineral Corp. on or before the August 31, 2016;
- Make a cash payment of $100,000 to St. Jacques Mineral Corp. on or before the date which is 30 months following the date of signing of the agreement;
- Make a further cash payment of $200,000 to Urania Resource Corp. on or before the date which is 30 months following the date of the signing of the agreement; and
- Within 5 years of the signing of the Agreement, define a NI 43-101 compliant resource of no less than 10,000,000 lbs. copper and 25,000,000 lbs. nickel on the Claims, as per Schedule A of the Agreement.

All other terms and conditions of the Option Agreement dated September 18, 2014 shall remain in full force and effect.

As at September 30, 2016, the agreement for the Howard Lake Project is in default.

During the period ended September 30, 2016, and year ended December 31, 2015, the Company expended the following on exploration costs on its properties as set out in the following tables:

	Province of Saskatchewan			
	Poplar	Whitford Lake	Howard Lake	Total
	$	$	$	$
Balance, December 31, 2015	**2,651,482**	**305,000**	**77,333**	**3,033,815**
Acquisition costs				
Paid in cash	-	-	-	-
Cash received	-	-	-	-
Paid in available-for-sale investments	(225,000)	-	-	(225,000)
	(225,000)	-	-	(225,000)
Deferred exploration expenditures				
Storage	12,058	-	-	12,058
Claim fees	-	-	6,160	6,160
Miscellaneous	30,952	-	-	30,952
Consulting	37,172	-	10,480	47,652
Write down of mineral property	(1,506,664)	-	-	(1,506,664)
Balance, September 30, 2016	**1,000,000**	**305,000**	**93,973**	**1,398,973**

	Province of Saskatchewan Poplar	Whitford Lake	Howard Lake	Total
	$	$	$	$
Balance, December 31, 2014	2,891,520	305,000	15,400	3,211,920
Acquisition costs				
Paid in cash	-	-	78,781	78,781
Cash received	-	-	-	-
Paid in available-for-sale investments	(195,000)	-	-	(195,000)
	(195,000)	-	78,781	(116,219)
Deferred exploration expenditures				
Storage	-	-	-	-
Consulting	-	-	21,819	21,819
Write down of mineral property	(45,038)	-	(38,667)	(83,705)
Balance, December 31, 2015	**2,651,482**	**305,000**	**77,333**	**3,033,815**

Risk Factors

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Mineral property exploration is a speculative business and involves a high degree of risk. There is a probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis to further the development of a property. Capital expenditures to support the commercial production state are also very substantial.

Matters related to the principal risks faced by the Company have been disclosed in previous MD&A's filed on SEDAR and continue to apply to the activity and business of the Company.

Results of Operations

The Company's net losses for the periods ended September 30, 2016 and 2015 are summarized below:

		Nine months ended September 30, 2016		**Nine months ended September 30, 2015**
Amortization	$	1,166	$	3,989
Bad debts		-		1,159
Bank charges and interests		179		757
Consulting		50,000		-
Marketing		167,777		-
Filing and transfer agent fees		13,151		15,169
Office, rent and administration		54,110		20,356
Professional fees		14,868		13,910
Travel, advertising and promotion		-		8,980
Adjustment to prior years expenses		(52,136)		-
Finance income		(134)		-
Write-down of mineral property interests		1,506,663		-
Unrealized gain on available-for-sale investments		-		(7,532)
Realized loss on sale of available-for-sale investment		225,532		-
Loss for the period	$	1,981,176	$	56,788

Consulting fees and marketing increased over the 2015 period as a result of hiring of corporate development, financing and marketing consultants in 2016. Adjustment to prior year expenses in 2016 resulted in a gain of $52,136 due to the reversal of provisions for variable costs in previous periods. Write-down of mineral property interest of $1,506,663 was incurred in 2016 is a result of Poplar property sale in November 2016. Most of the available-for sale investments were disposed of in 2016 resulting in realized loss of $225,532.

The Company incurred a loss of $1,933,494 in the quarter ended September 30, 2016, up from $13,046 in the comparable quarter. The primary reasons was an increase of $1,506,663 in write-down of mineral property interests, increase of $218,994 in realized loss on available-for-sale investments, increase of $217,777 in consulting and marketing, and a gain of $52,136 in adjustments to prior year expenses for the reasons discussed above. Other significant costs in the quarter which fluctuated were office, rent and administration of $32,990 (2015 - $6,908).

Discussion of Operations and Overall Performance

Matters in prior periods related to the ongoing development of the Poplar Property, Whitford Property and Howard Lake Property have been disclosed in previous MD&A's filed on SEDAR.

Summary of Quarterly Results

	30Sep16	30Jun16	31Mar16	31Dec15	30Sep15	30Jun15	31Mar15	31Dec14
Interest Income	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Net Income (Loss)	$(1,933,494)	$(31,158)	$(7,823)	$(208,799)	$(11,887)	$(17,295)	$(26,445)	$(198,647)
Total Assets	$1,469,844	$3,153,359	$3,176,415	$3,185,178	$3,343,191	$3,343,780	$3,351,919	$3,375,044
Total Liabilities	$459,733	$209,754	$193,681	$193,891	$203,304	$191,274	$175,548	$172,228
Working Capital	$(449,367)	$(130,960)	$(112,887)	$(104,418)	$27,424	$(153,188)	$(126,260)	$(34,502)

The September 30, 2016 loss included the Poplar property write-down of $1,506,663 resulting from the November 2016 sale of the property and realized loss of $218,994 on disposition of most of available-for-sale investments.

Liquidity and Capital Resources

The Company has no revenue generating operations from which it can internally generate funds and therefore has been incurring losses since inception. The Company has financed its operations and met its capital requirements primarily through the sale of capital stock by way of private placements and the subsequent exercise of share purchase warrants issued in connection with such private placements and the exercise of stock options. The Company also has raised funds through the sale of interests in its mineral properties. When acquiring interests in resource properties through purchase or option, the Company issues common shares or a combination of cash and shares to the vendors of the property as consideration for the property in order to conserve its cash. The Company expects that it will continue to operate at a loss for the foreseeable future and will require additional financing to fund the exploration of its existing properties and the acquisition of potential resource properties.

The Company reported a working capital deficiency of $449,367 at September 30, 2016 compared to working capital deficiency of $104,418 at December 31, 2015. As at September 30, 2016, the Company had cash of $1,692 compared to cash of $18,377 as at December 31, 2015.

Current assets excluding cash at September 30, 2016 consisted of receivables of $8,674 and prepaid expenses of $nil. As at December 31, 2015, the Company had receivables of $10,127 and prepaid expenses of $2,711.

Current liabilities as at September 30, 2016 consisted of accounts payable and accrued liabilities of $459,733 which represents a $265,842 increase from December 31, 2015. The Company has no long-term debt.

At this time, the Company has no operating revenues, and does not anticipate any operating revenues until the Company is able to find, acquire, place in production, and operate a resource property. Historically, the Company has raised funds through equity financing to fund its operations.

On November 18, 2016, the Company closed a first tranche of a non-brokered private placement of 13,474,996 units at a price of $0.075 per unit for gross proceeds of $1,010,625. Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share of the Company at an exercise price of $0.10 per share until November 18, 2018. The Company paid 26,280 in cash as finders' fee and issued 5,839,998 finder's warrants in relation to the financing. Each finder's warrant carries the same terms as those issued for the private placement.

On November 24, 2016, the Company closed a second tranche of a non-brokered private placement of 6,640,666 units at a price of $0.075 per unit for gross proceeds of $498,050. Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share of the Company at an exercise price of $0.10 per share until November 24, 2018. The Company paid $15,642 in cash as finders' fee and issued 3,476,000 finder's warrants in relation to the financing. Each finder's warrant carries the same terms as those issued for the private placement.

On November 24, 2016, the Company issued 1,333,333 units and 2,000,000 units at a price of $0.075 in consideration of the debt settlement in the amounts of $100,000 and $150,000 respectively. Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share of the Company at an exercise price of $0.10 per share until November 24, 2018.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements which may affect the Company's current or future operations or conditions.

Outstanding Share Data

On November 18, 2016, the common shares of the Company were consolidated on the bases of four pre-consolidation common shares for one post-consolidation common share. The Company's options and warrants were also consolidated on the same four for one basis. All shares are reflected on a post-consolidation basis unless otherwise noted.

As at November 28, 2016, the Company had 11,878,959, common shares outstanding. As at the same date there were no warrants outstanding. In addition, 9,437 stock options were outstanding at an exercise price of $10.56 per share until April 4, 2017.

	Number of shares	Number of options	Exercise price	Expiry date
Issued and outstanding	25,208,221			
		9,437	$10.56	April 4, 2017
		9,437	$10.56	
		Number of warrants	Exercise price	Expiry date
		Nil	$Nil	Nil
		Nil	$Nil	

Related Party Transactions

During the nine months ended September 30, 2016, the Company entered into the following transactions with related parties:

(a) Related party transactions

The Company incurred the following transactions with companies controlled by common officers:

	Nine Months Ended September 30,	
	2016	2015
	$	$
Office services	25,500	18,000
Geological Consulting	9,000	9,000
	34,500	27,000

(b) Related party balances

A loan of $1,600 included in accounts payable and accrued liabilities (September 30, 2015: $1,000) is due to a former officer of the Company.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties, unless otherwise noted. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

Fair Value of Financial Instruments

Lions Gate’s financial instruments consist of cash, receivables, and trade payables. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments is approximately equal to their carrying values. As at September 30, 2016, the Company has $1,692 in cash held in Canadian dollars in accounts with major Canadian banks. The Company does not use derivative instruments or foreign exchange contracts to hedge against gains or losses arising from foreign exchange fluctuations.

Capital Management

The Company’s objectives when managing capital are to ensure that there are adequate capital resources to safeguard the Company’s ability to continue as a going concern and maintain adequate levels of funds to support the acquisition, exploration and development of exploration and evaluation assets such that it can continue to provide returns to shareholders and benefits for other stakeholders.

The Company considers the items included in shareholders’ equity as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company’s underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares or sell assets to settle liabilities. The Company has no long-term debt and is not subject to externally imposed capital requirements.

The properties in which the Company currently has an interest in are in the exploration stage, as such, the Company does not recognize revenue from its exploration properties. The Company’s historical sources of capital have consisted of the sale of equity securities, loans, advances from related parties and interest income. In order for the Company to carry out planned exploration and development and pay for administrative costs, the Company will spend its working capital and expects to raise additional amounts externally as needed.

Critical Accounting Estimates

In the application of the Company’s accounting policies, which are described in note 2 to the unaudited interim consolidated financial statements for the nine months ended September 30, 2016, management is required to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- the determination of the element of costs recorded as exploration and evaluation assets and determination of reclamation obligations;
- the classification of financial instruments; and
- the determination of the functional currency of the parent company and its subsidiaries.

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

Accounting Standards Issued but not yet Adopted:

IFRS 9, Financial Instruments

The IASB has issued a new standard, IFRS 9, "Financial Instruments" ("IFRS 9"), which will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 will replace the multiple classification and measurement models in IAS 39 with a single model that has only two classification categories: amortized cost and fair value. The new standard also requires a single impairment method to be used, provides additional guidance on the classification and measurement of financial liabilities, and provides a new general hedge accounting standard.

The mandatory effective date has tentatively been set for January 1, 2018, however early adoption of the new standard is permitted. The Company currently does not intend to early adopt IFRS 9. The adoption of IFRS 9 is currently not expected to have a material impact on the financial statements as the classification and measurement of the Company's financial instruments is not expected to change given of the nature of the Company's operations and the types of financial instruments that it currently holds.

Proposed Transactions

The Company is continuously evaluating new opportunities that could include a joint venture, a disposal of the project or a sale of the Company. While various negotiations may be ongoing at any given time, these may or may not be successful. The Company considers opportunities where there is expected to be significant value to the shareholders. At this date, the Board of Directors have not approved any transaction, nor presented any potential transaction to the shareholders.

Additional Information

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com.

Cautionary Note Regarding Forward-Looking Information

This document may contain "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, the Company and its operations, its planned exploration activities, the adequacy of its financial resources and statements with respect to the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words 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 statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including “may”, “future”, “expected”, “intends” and “estimates”. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company’s interim and annual consolidated financial statements and management’s discussion and analysis of those statements, all of which are filed and available for review under the Company’s profile on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.