

**REPORT PURSUANT TO
SECTION 5.2 OF MULTILATERAL INSTRUMENT 62-104
– TAKE-OVER BIDS AND ISSUER BIDS**

(a) The name and address of the offeror.

Nima Besharat (the "**Offeror**")
1604-2191 Yonge Street,
Toronto, ON M4S 3H8

(b) The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

The Offeror has acquired beneficial ownership of 458,100 units ("**Units**") of Lions Gate Metals Inc. (the "**Company**") as a finder's fee on November 18, 2016 in connection with the first tranche of a private placement of Units of the Company (the "**Private Placement**"). On November 24, 2016, the Offeror acquired beneficial ownership of 1,333,333 Units as part of a debt settlement and 189,880 Units as a finder's fees in connection with the second and final tranche of the Private Placement. Each Unit consists of one common share of the Company (a "**Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant issued in the first tranche entitles the holder to purchase one common share of the Company at a price of \$0.10 until November 18, 2018 and each Warrant issued in the second tranche and the debt settlement entitles the holder to purchase one common share of the Company at a price of \$0.10 until November 24, 2018.

The 1,981,313 Shares and 1,981,313 Warrants comprising the Units acquired by the Offeror represent 7.6% of the Company's issued and outstanding common shares on a non-diluted basis or 14.2% of the Company's issued and outstanding common shares calculated on a partially-diluted basis assuming the exercise of the Offeror's Warrants.

(c) The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

Please see item (b).

(d) The designation and number of or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which

(i) the offeror, either alone or together with any joint actors, has ownership and control,

The Offeror has ownership and control over all the securities referred to in item (b) above.

(ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and

Not applicable.

- (iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership**

Not applicable.

- (e) the name of the market in which the transaction or occurrence that gave rise to the news release took place;**

The 1,981,313 Units described in item (b) above were issued by the Company as a debt settlement and a finder's fee in connection with the Private Placement.

- (e.1) the value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release;**

The 1,981,313 Units described in item (b) above were issued at a deemed price of \$0.075 by the Company as a debt settlement and finder's fee in connection with the Private Placement.

- (f) the purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer;**

The Offeror acquired the securities for investment purposes. The Offeror intends to evaluate its investment in the Company and to increase or decrease its beneficial shareholdings from time to time as it may determine appropriate for investment purposes.

- (g) the general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities;**

The 1,981,313 Units were acquired pursuant to a debt settlement agreement settling \$100,000 of debt owed by the Company to the Offeror, and finder's fee agreement in consideration for introducing investors to the Company in connection with the Private Placement.

- (h) the names of any joint actors in connection with the disclosure required by this Appendix;**

Not applicable.

- (i) in the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars of the consideration paid by the offeror;**

Refer to item (e.1) above.

- (j) if applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 in respect of the reporting issuer's securities; and**

Not applicable.

(k) if applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.

Not applicable.

I, as the Offeror, certify, to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated: November 29, 2016.

"NIMA BESHARAT"

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