

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF ISSUER

Lions Gate Metals Inc. (the "**Issuer**")
918 – 1030 West Georgia Street
Vancouver, BC, Canada V6E 2Y3

ITEM 2. DATE OF MATERIAL CHANGE

October 30, 2017

ITEM 3. NEWS RELEASE

Issued on October 30, 2017 and distributed through the facilities of Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On October 30, 2017 the Issuer closed a non-brokered private placement (the "**Private Placement**") consisting of 10,000,000 common shares of the Issuer at a price of \$0.20 per common share ("**Shares**") for aggregate gross proceeds of \$2,000,000.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On October 30, 2017, the Issuer closed a non-brokered Private Placement through the issuance of 10,000,000 Shares at a price of \$0.20 per Share to raise gross proceeds of \$2,000,000.

In connection with the Private Placement, the Company entered into finders' fee agreements (the "**Finders' Agreements**") with certain qualified persons (the "**Finders**") pursuant to which the Company agreed to pay the following finders' fees (the "**Finders' Fees**") in respect of proceeds raised from Share subscriptions in the Private Placement from persons introduced to the Company by the Finder:

- (a) the issuance of common shares in the capital of the Company (the "**Finders' Shares**") of an amount up to 8% of the number of Shares sold to persons introduced to the Company by the Finder; and
- (b) the issuance of transferable warrants (the "**Finders' Warrants**") of an amount up to 8% of the number of Shares sold to persons introduced to the Company by the Finder; each Finders' Warrant will entitle the holder to purchase one common share (a "**Finders' Warrant Share**") of the Company for a period of 24 months from the date of issuance of the Finders' Warrants at a price of \$0.20 per Finders' Warrant Share.

In addition to transfer restrictions under applicable securities laws, the securities issued in the Private Placement are subject to a contractual resale restriction whereby, subject to certain exceptions, the securities cannot be traded until April 30, 2018.

Two of the subscribers to the Financing are "related parties" of the Issuer as defined in Multilateral Instrument 61-101 ("**MI 61-101**") and the issuances of shares to such related parties are considered to be "related party transactions" under MI 61-101 based on the following:

- (a) Spartan Holdings Ltd., a company wholly-owned by Cale Moodie, a director of the Issuer, participated in the Private Placement as to 250,000 Shares; and
- (b) Lubica Niemann, the Chief Financial Officer of the Issuer, participated in the Private Placement as to 25,000 Shares.

The directors of the Issuer, excluding Mr. Moddie to the extent of his own participation in the Private Placement, determined that the Private Placement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as at the time the Private Placement was agreed to, neither the fair market value of the securities to be distributed in the Private Placement nor the consideration to be received for those securities, insofar as the Private Placement involves a related party, exceeded 25% of the Issuer's market capitalization.

Prior to the completion of the Private Placement, Cale Moodie held nil common shares of the Issuer. On completion of the Private Placement, Mr. Moddie holds 250,000 common shares and 350,000 options, representing 0.7% of the Issuer's outstanding common shares on a non-diluted basis or 1.66% on a partially-diluted basis assuming the exercise of Mr. Moodie's options.

Prior to the completion of the Private Placement, Lubica Niemann held nil common shares of the Issuer. On completion of the Private Placement, Ms. Niemann holds 25,000 common shares, representing 0.07% of the Issuer's outstanding common shares on a non-diluted basis or 0.07% on a partially-diluted basis.

In connection with the Private Placement, Ms. Niemann and Spartan Holdings Ltd. entered into subscription agreements with the Issuer containing customary provisions and on the same terms as the arm's length subscribers to the Private Placement.

The Issuer did not file a material change report more than 21 days before the expected closing of the Offering as the details of the Offering and the participation therein by related parties of the Issuer were not settled until shortly prior to closing and the Issuer wished to close the Offering on an expedited basis for sound business reasons.

A copy of the Issuer's news release relating to the Private Placement is attached hereto as Schedule A.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not Applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Emily Davis, Director
Telephone: 604-628-5616

ITEM 9. DATE OF REPORT

November 7, 2017

Schedule A

October 30, 2017 News Release



PRESS RELEASE

October 30, 2017

**Lions Gate Metals Inc. Announces Closing
of its Non-Brokered Private Placement**

Vancouver, BC, October 30, 2017 – Lions Gate Metals Inc. ("Lions Gate" or the "Company") (CSE: LGM) is pleased to announce that it has closed a non-brokered private placement of 10,000,000 common shares for gross proceeds of \$2,000,000.

In connection with the private placement, the Company issued to certain arm's length finders such number of finder's shares and finder's warrants each equal to 8% of the total number of shares issued to subscribers introduced to the Company by the applicable finder. Each of the finder's warrants are exercisable into one common share of the Company at a price of \$0.20 per share for a period of 24 months from the date of issuance.

In addition to transfer restrictions under applicable securities laws, which expire March 1, 2018, the securities issued in the private placement are subject to a contractual resale restriction whereby, subject to certain exceptions, the securities cannot be traded until April 30, 2018.

Certain directors and officers of the Company acquired securities in the private placement. Accordingly, the private placement is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any shares issued to or the consideration paid by such persons exceeded 25% of the Company's market capitalization.

The Company did not file a material change report more than 21 days before the expected closing of the private placement as the details of the private placement and the participation therein by related parties of the Company were not settled until shortly prior to closing and the Company wished to close the private placement on an expedited basis for sound business reasons.

The Company intends to use the proceeds of the private placement for general working capital purposes.

On Behalf of the Board,

Ian Harris

Director

Tel: 604-681-0004