**FORM 51-102F3**

**MATERIAL CHANGE REPORT**
**UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

## ITEM 1 NAME AND ADDRESS OF COMPANY

FORTRESS BASE METALS CORP.
Suite 1101 – 808 West Hastings Street
Vancouver, BC V6C 2X4
(the "Company')

## ITEM 2 DATE OF MATERIAL CHANGE

July 9, 2008

## ITEM 3 NEWS RELEASE

July 9, 2008

## ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announces the issuance of a letter to shareholders of the Company from its President, Mark Hewett.

## ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Please see attached news release.

## ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

## ITEM 7 OMITTED INFORMATION

N/A

## ITEM 8 EXECUTIVE OFFICER

Mark Hewett , President
Telephone: 604-638-3171

## ITEM 9 DATE OF REPORT

Dated the 9th day of July, 2008.

# President's Letter to Shareholders

Vancouver, British Columbia, July 9, 2008 – **Fortress Base Metals Corp. (TSXV – FBM)** ("FBM" or the "Company") announces that in connection with the recent changes to management, President Mark Hewett has issued a letter to shareholders of the Company, which is reproduced below.

Shareholders,

It has been just over one month since I joined the Fortress Base Metals team. Although there has already been a news release, this was just the obligatory announcement of the new president along with my background. What I believe is more important and relevant to the shareholders of Fortress Base Metals is to know why I joined the team and my ideas and commitment to making this company successful.

I started my career as an Engineer working in the oil and gas industry in 1993 and later moved into municipal engineering consulting. After attaining my Professional Engineer designation, I decided to venture into the area of finance. Over the course of 10 years, I built a successful Investment Advisory practice at Canaccord Capital. With the practice now in the capable hands of my former business partner, it is time for a new entrepreneurial challenge. The opportunity to run Fortress Base Metals was presented to me via a long-established business contact and is an exceptional chance to build a strong public company in these unique market conditions.

One may ask why I chose Fortress Base Metals as the company to work with and why now? There are three key reasons. The first is my belief in the commodities cycle, particularly copper. I believe we are in the midst of a super cycle for commodities that will last for at least another 10 years. With the average Asian consumer only just beginning to attain middle class, the demand for commodities will continue to grow. Companies that successfully execute on an aggressive commodity growth strategy will do extremely well in the next few years. The second reason is the current management and board of FBM. The key to doing well in any public company is a strong, dedicated management team. This board has given me the support I need to build the experienced management group that will make Fortress Base Metals successful. The third reason is the strength of Fortress Base Metals assets. All our properties have National Instrument 43-101 compliant technical reports and represent a solid basis for further organic exploration and development work. The properties are terrific building blocks for growth and future investment each for their own specific reasons. I will be discussing each of these properties in more detail in upcoming corporate updates.

The next question that investors are probably more interested in, is what am I going to do and how quickly am I going to do it? Let's start with the new name for the company. The board has decided to rename Fortress Base Metals to more accurately reflect the direction we want to go with the company and to appeal to a demographic we aim to attract. The company is in the process of changing its name to Lions Gate Metals. This is the time when we are embarking on a new, aggressive strategy and a strong new name puts the marker down. Lions Gate Metals is a name with strength and has meanings that resonate in our home base of Vancouver, B.C. as well as in Asia. Since a large aspect of our growth will be coming from Asia, our team found this name to be a natural fit for our company.

With the name change underway, who will comprise our management team? We will be building the team in two ways. The first will be the team members who will work with me on a daily basis. This process has already started and in the next few weeks we should have on board a new VP of Exploration and a new CFO, both of whom will be committed to Lions Gate on a full time basis. The first task for the new VP of Exploration will be to focus on developing a drill program for the Poplar and Kelly Creek deposits. The new CFO will assist me in negotiating future merger and acquisition transactions. The second aspect of the team is the support of the best board of advisors possible. There are a number of ways to build this board, but two key credentials stand out: good Asian market knowledge; and good access to properties in North America. Our advisory board will have both.

Once the new name and management team are in place the ongoing focus will be to grow the company. The new mission statement is a great summation: 'To build a large cap mining company based on the foundation of our valuable assets by executing an aggressive merger and acquisition strategy, thereby positioning Lions Gate Metals as a leader in the global copper market'. We will be looking at any and all high potential metal plays in North America. With the current market environment there are many orphaned senior management teams and under-valued properties available for a well capitalized company to acquire. We also have access to a number of other world class projects through our extensive people network. This semi bear market is a perfect opportunity for us. The timing to build aggressively is now. We will also be looking at aggressive organic growth through joint ventures on our current and future properties in order to fund drill programs to prove out the resources. This will in large part be done with Asian investors.

Going forward I commit to keeping investors fully informed of our progress including regular shareholder and public updates.

Lions Gate Metals is an amazing opportunity for me and the team but more importantly for the shareholders of LGM. With the new, dedicated management group being assembled and the current market environment providing so many attractive opportunities, the future is shimmering indeed.

Sincerely,

*"Mark Hewett"*

Mark Hewett, President & Director

Fortress Base Metals Corp.
Blair McIntyre, *Business Development and Investor Relations*
(604) 638-3171 (ext: 5075)



*This press release contains forward looking statements which involve known and unknown risks, delays, and uncertainties not under our control which may cause our actual results, performance or achievements to be materially different from the results, performance or expectation implied by these forward looking statements. In particular the commodities markets are characterized by cyclical behavior and significant market fluctuations that can be unpredictable. Our ability to raise funding to meet our medium and long term objectives, and our ability to identify and successfully acquire new assets or merge with potential target companies is subject to numerous risks including market factors that are beyond our control. Our existing properties are subject to loss of interest if we do not meet contractual obligations. There is no guarantee that any of our existing or future properties will contain economically extractable quantities of mineralization. Accordingly readers are cautioned that this release provides a discussion on our plan and expectations, and that there is no guarantee that we will be successful in completing and meeting these plans and expectations, respectively.*