

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

Lions Gate Metals Inc.
880 – 609 Granville Street
Vancouver, British Columbia
V7Y 1G5

2. **DATE OF MATERIAL CHANGE**

February 27, 2009

3. **NEWS RELEASE**

News release dated February 27, 2009 was disseminated through the facilities of the TSX Venture Exchange.

4. **SUMMARY OF MATERIAL CHANGE**

The Company announced that it has entered into a binding letter of intent with Copper Fox Metals Inc. containing the principal terms by which the Company will acquire all of the issued and outstanding common shares of Copper Fox through a plan of arrangement or other form of business combination.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

See attached news release dated February 27, 2009.

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

N/A

7. **OMITTED INFORMATION**

N/A

8. **EXECUTIVE OFFICER**

Mark Hewett
President & Director
Tel: 604-683-7588

9. **DATE OF REPORT**

March 18, 2009



LIONS'GATE METALS

LIONS GATE METALS INC. AND COPPER FOX METALS INC. ANNOUNCE BUSINESS COMBINATION

Vancouver, B.C. Canada, February 27, 2009 – Lions Gate Metals Inc. (“Lions Gate”) (TSX-V: LGM) and Copper Fox Metals (“Copper Fox”) (TSX-V: CUU) are pleased to announce that they have entered into a binding letter of intent (“LOI”) containing the principal terms by which, subject to satisfaction of certain conditions, Lions Gate will acquire all of the issued and outstanding common shares of Copper Fox through a plan of arrangement or other form of business combination (the “Business Combination”).

The LOI contemplates that each Copper Fox shareholder will receive 0.094 common shares of Lions Gate for every one common share of Copper Fox. For every one common share issued by Lions Gate to Copper Fox shareholders, they will also receive 0.5 warrants of Lions Gate. Each full warrant and payment of \$2.00 will entitle the holder to purchase an additional share of Lions Gate for a period of five years. In addition, all outstanding convertible securities of Copper Fox will be exchanged for comparable convertible securities of Lions Gate in an amount and at exercise prices adjusted in accordance with the same exchange ratio.

The LOI contemplates that Lions Gate may complete a private placement of up to 2,500,000 units of Copper Fox at \$0.08 per unit for proceeds to Copper Fox of up to \$200,000. Each unit will be comprised of one common share of Copper Fox and one share purchase warrant, each such warrant entitling Lions Gate to purchase one additional common share of Copper Fox at \$0.08 per share for a period of two years. The private placement is to be advanced in tranches of \$25,000 at the discretion of Lions Gate. The units will be cancelled on closing of the Business Combination.

There are currently 112,501,585 Copper Fox common shares issued and outstanding, 8,898,000 outstanding options to purchase Copper Fox common shares and 15,921,404 Copper Fox common shares issuable pursuant to outstanding share purchase warrants.

Copper Fox will be seeking agreements supporting the Business Combination from the directors and officers of Copper Fox to vote their shares in favour of the Business Combination.

The Business Combination will require the approval of Copper Fox security holders and the TSX Venture Exchange, and will be subject to other customary conditions, including the execution of a definitive agreement and completion of due diligence. The Business Combination is also subject to the successful negotiation of debt settlement agreements with Copper Fox's creditors.

The LOI provides that Copper Fox shall not, directly or indirectly, solicit, initiate or encourage letter of intent offers from, or negotiations with, any third party with respect to any other potential merger or acquisition of all or a material portion of Copper Fox's business, assets or outstanding securities except where required to satisfy fiduciary obligations of directors. Both parties have agreed to pay non-completion fees under certain circumstances. The transaction is expected to close by June 30, 2009.

Mark E. Hewett, President and Director of Lions Gate, stated, “I am very pleased that Lions Gate has been able to execute this binding LOI with Copper Fox. The successful completion of the Business

Combination will position the combined companies with two very strong copper properties within B.C. This includes a very prospective exploration stage copper property close to Houston B.C. as well as a significant copper and gold project in northwestern B.C. In addition, we are excited to include in our new management team some very strong technical and financial personnel. This Business Combination further strengthens our exploration and development position in the copper industry, and allows us to continue to build through further acquisitions while maintaining an attractive capital structure.”

Guillermo Salazar, President and CEO of Copper Fox, stated, “I am delighted that Copper Fox has been able to enter into this binding LOI with Lions Gate. This transaction will allow us to advance and unlock the inherent value of our core assets including the Schaft Creek deposit, solidify Copper Fox’s financial position, and leverage the combined asset base with a view to adding to the shareholders’ value. The synergies in focus of business and management are apparent and we believe that they will strengthen the combined entity’s position in the copper sector.”

Information on Lions Gate and Copper Fox may be viewed on the internet at their respective websites noted below, or at the Canadian securities regulator’s website at www.sedar.com. For more information please contact Blair McIntyre of Lions Gate at (604) 683-7588.

Lions Gate Metals Inc.

Mark Hewett
President & Director
(604) 683-7588
www.lionsgatemetals.com

Copper Fox Metals Inc.

Guillermo Salazar
President & CEO
(403) 264-2820
www.copperfoxmetals.com

Cautionary Statements Regarding the Business Combination: Completion of the transaction is subject to a number of conditions, including regulatory approval, shareholder approvals, completion of satisfactory due diligence, a definitive agreement and approval of the British Columbia Supreme Court. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared in connection with the transaction, any information released or received with respect to the business combination may not be accurate or complete and should not be relied upon. Trading in the securities of exploration and development stage resource companies should be considered highly speculative.

Forward-Looking Statements: Statements in this release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed under the heading "Risk Factors" and elsewhere in the corporations’ periodic filings with Canadian Securities Regulators. Such information contained herein represents management’s best judgment as of the date hereof based on information currently available. Statements in this press release other than purely historical information, including statements relating to the companies’ future plans and objectives or expected results, constitute forward-looking statements. Forward looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the companies’ business, including risks inherent in mineral exploration and development. The companies do not assume the obligation to update any forward-looking statement. In particular, no representation is made in this release as to the timing of the business combination, whether the business combination will complete on the terms described herein or at all, the success or value of the combined companies after the business combination. In addition, there are numerous risks and other factors that will influence a development decision, including concluding resource evaluations on mineral properties, mine design limitations, permitting risks and economic factors, all of which may be beyond our control.

U.S. Cautionary Statements: We advise US investors that while the terms “measured resources”, “indicated resources” and “inferred resources” are recognized and required by Canadian regulations, the US Securities and Exchange Commission does not recognize these terms. US investors are cautioned not to assume that any part or all of the material in these categories will ever be converted into reserves.

TSX Venture Exchange: The TSX Venture Exchange has not reviewed, and does not accept, responsibility for the adequacy or accuracy of this release.

For further information on Lions Gate Metals and its projects please visit our web site at www.Lionsgatemetals.com or contact us at:

Lions Gate Metals Inc.

Blair McIntyre, Business Development and Investor Relations, 604.683.7588