

FORM 51-102F3

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

ITEM 1 REPORTING ISSUER

LIONS GATE METALS INC.
Suite 880 – 609 Granville Street
Vancouver, British Columbia
V7Y 1G5

ITEM 2 DATE OF MATERIAL CHANGE

January 25, 2010

ITEM 3 NEWS RELEASE

January 25, 2010

ITEM 4 SUMMARY OF MATERIAL CHANGE

Signing of Letter of Intent to Acquire Option of 75% of ROK Property

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 SENIOR OFFICERS

Darren Tindale - CFO, Telephone: 604-683-7588
Linda McClusky – Corporate Secretary, Telephone: 604-683-7588

ITEM 9 STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to in this report.

Dated at Vancouver, B.C. this 26th day of January, 2010

Linda McClusky, Corporate Secretary

IT IS AN OFFENCE UNDER THE SECURITIES ACT, THE SECURITIES REGULATION AND THE BRITISH COLUMBIA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.



LIONS GATE METALS

LIONS GATE METALS INC. AND FIRESTEEL RESOURCES INC. SIGN LETTER OF INTENT

Vancouver, BC Canada, January 25, 2010 – Lions Gate Metals Inc. (TSX-V: LGM) (“Lions Gate” or the “Company”) is pleased to announce that it has entered into a binding letter of intent (“LOI”) with Firesteel Resources Inc. (“Firesteel”) to acquire a 75% interest in the ROK-Coyote mineral property (the “Property”) situated in the Stikine Arch region of northwestern B.C.

Terms of the LOI

Under the terms of the LOI, Lions Gate will be granted an option (the “Option”) to acquire a seventy-five percent (75%) interest in the Property in consideration of an aggregate of 650,000 common shares of the Company, an aggregate of \$496,000 in cash payments and an aggregate work commitment of \$2,329,000 over a period of four years (the “Option Period”). During the Option Period, Lions Gate will be the operator on the Property.

It is intended by the parties that the LOI will be superseded by a formal mineral lease option agreement within 45 days. Lions Gate and Firesteel will provide further updates by way of news releases when a formal agreement is signed.

An initial cash payment of \$50,000 has been paid by Lions Gate to Firesteel which shall be credited against the cash payment and work commitment obligations under the Option. Any common shares issued pursuant to the Option shall be subject to a pooling arrangement providing for the release of 25% of such shares on issuance and 25% every three months thereafter. Lions Gate shall also have a first right to repurchase or arrange for the purchase of any shares to be issued to Firesteel.

Firesteel retains the right to acquire a five percent (5%) interest in the Property at any time following the date which is three years after the Option is approved by the TSX Venture Exchange (TSX-V) and until a production decision is made concerning the Property for total consideration of \$200,000. In the event Firesteel elects to exercise this right, Lions Gate's rights under the Option would be to a 70% interest in the Property. Firesteel will also be granted a 2% net smelter royalty (“Royalty”) on the Property, subject to Lions Gate's right to purchase ½ of such royalty (1%) for \$1,000,000 at any time within 240 days of commencement of commercial production.

The Property consists of two blocks earned or under option by Firesteel from previous claim holders, each with 2% Royalty obligations; one block in an area of common interest with a 0.5% Royalty obligation; and a fourth block with no previous Royalty obligation.

Lions Gate has agreed to pay a break fee of \$10,000 if the LOI is terminated.

The acquisition of the ROK - Coyote project is an opportunity for Lions Gate to expand its project portfolio in British Columbia. The Property is situated in the Stikine Arch region of

northwestern B.C. about 8 km southeast of the Iskut Village on Highway 37 and 12 km west of the BC Rail extension road bed. The Property comprises 19 contiguous claims covering 6,891 Ha. Lions Gate believes that this Property is a highly prospective copper-gold alkalic porphyry targets in BC and warrants a significant exploration program to test its potential.

The Property is adjacent to and immediately northwest of the Imperial Metals Corporation's ("Imperial Metals") Red Chris copper-gold deposit (with measured and indicated resources of 446.1 million tonnes at 0.36% Cu and 0.29 g/t Au, at 0.20% Cu % Cutoff, as reported on page 52 of Imperial Metals' Annual Information Form dated March 30, 2009). In a news release dated November 9, 2009 Imperial Metals also reported the Red Chris Drill hole RC09-350 returned 152.5 metres grading 4.12% copper and 8.83 g/t gold starting at a depth of 540.0 metres. Firesteel has reported that the Property covers a copper-gold porphyry target located within a large hydrothermal sulphide system measuring at least 9 sq. km. atop the Tanzilla Plateau. Access to the Property is easily gained from Hwy. 37 along the west side of the claim group or from the Ealue Lake secondary road which crosses the southern half of the Property in an east-west direction.

Property geology is reported as Lower Jurassic, Hazelton Group volcanics and sediments intruded by Early Jurassic, hornblende quartz monzonite and syenite plugs and dykes. Copper-gold mineralization is related to emplacement of the intrusives. Post mineral, barren Hazelton volcanics cap part of the system. Alteration includes well mineralized quartz stockworks & intense potassic alteration passing outward to phyllic and propylitic alteration assemblages.

Exploration work on the Property dates back to 1929 when copper was discovered at the Klappan Rose showing. Between then and the 1970's, when Texasgulf discovered the Red Chris deposit, exploration was intermittent and minimal. After the discovery, there was a period of increased exploration activity but it was largely limited to prospecting, geological mapping and some localized geophysical surveys.

Going Forward

LGM management is highly encouraged by the findings to date (which will be subsequently released in a news release at a later date) and intends to follow them up with a 2010 exploration program consisting of extending the geophysical grid to the West to cover the entire Th/K anomaly, conducting additional IP chargeability and resistivity readings over the entire grid and possibly drilling up to 1500 meters of drill holes to follow up findings from this program.

Sincerely on behalf of the Board of Directors,

"Arni Johannson"

Arni Johannson
CEO and Chairman of the Board
Lions Gate Metals Inc.

Lions Gate Metals Inc. is a Canadian based, junior resource company focused on the exploration, development, and acquisition of both advanced and early stage mineral projects.

For further information on the Company and its projects please visit our web site at
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www.LionsGateMetals.com or contact us at:

Lions Gate Metals Inc.
Blair McIntyre, Director of Operations
(604) 683-7588

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

Statements in this release that are forward-looking statements, including statements relating to the Company's plans to complete a definitive agreement with Firesteel and to undertake the 2010 exploration program on the Property, are subject to various risks and uncertainties concerning the specific factors identified in the Company's periodic filings with Canadian Securities Regulators. These factors include the inherent risks involved in the exploration and development of mineral properties, the uncertainties involved in interpreting drill results and other exploration data, the potential for delays in exploration or development activities, the geology, grade and continuity of mineral deposits, the possibility that future exploration, development or mining results will not be consistent with the Company's expectations, accidents, equipment breakdowns, title matters, labor disputes or other unanticipated difficulties with or interruptions in production and operations, fluctuating metal prices, the possibility of project cost overruns or unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future, the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, regulatory restrictions, including environmental regulatory restrictions and liability, competition, loss of key employees, and other related risks and uncertainties. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.