

**LIONS GATE METALS INC.
CERTIFIED TRUE COPY**

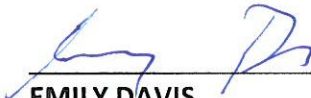
TO: CANADIAN SECURITIES EXCHANGE

AND TO: DUMOULIN BLACK LLP

Re: Lions Gate Metals Inc. (the "Company")

I, the undersigned, being a Director of the Company, hereby certify the resolutions attached as Exhibit "A" are a true and complete extract of the resolutions of the directors of the Company duly passed effective the 7th day of November, 2016 and that the same are still in full force and effect and have not been rescinded as at the date hereof.

Certified a true copy at Vancouver, British Columbia, this 10th day of November, 2016.



EMILY DAVIS
Director

EXHIBIT "A"

DIRECTORS' RESOLUTIONS

The following resolutions were consented to and adopted in writing by the undersigned, being all of the directors of the Company, effective as of November 7, 2016.

CONSOLIDATION

WHEREAS the directors consider that it is in the best interests of the Company to consolidate all of the Company's common shares on the basis of one (1) new common share for every four (4) old common shares (the "**Consolidation**") in order to better facilitate the raising of required capital by the Company. The directors further consider that the Consolidation on the basis of one (1) new common share for every four (4) old common shares is the appropriate consolidation ratio.

BE IT RESOLVED THAT:

1. the Consolidation be and is hereby approved to be effective at an effective date to be determined by any one director or officer in accordance with the policies of the Canadian Securities Exchange (the "**CSE**") and in coordination with the Company's transfer agent, CST Trust Company ("**CST**");
2. the issuance of common shares and certificates representing such common shares by the Company to holders of the Company's common shares in connection with the Consolidation be and is hereby approved and CST be and is hereby authorized and directed to effect the same in accordance with the instructions of the Company;
3. any one director or officer of the Company is authorized to approve a form of letter of transmittal and to make any required directions or filings with CST and the CSE;
4. a new form of share certificate to represent common shares of the Company, in the form as approved by any one director or officer, shall be and is hereby approved, and that the signatures of one director and one officer or any two directors of the Company be mechanically reproduced thereon; and further that before issued, each certificate be countersigned by a duly authorized officer of CST; and
5. any one director or officer of the Company, alone, be and is hereby authorized and directed in the name of and on behalf of the Company to take all such action, do all things, enter into, execute and delivery or cause to be delivered all such share certificates, documents, agreements and writings, including a request for a new CUSIP number for the common shares, as he or she may in his or her sole discretion deem necessary or advisable in connection with any of the matters referred to in the preceding resolutions, or any of them, or in respect thereof, and execution by any one director or officer of the Company, alone, shall be conclusive proof of his or her authority to act on behalf of the Company and his or her approval thereof.