

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

AGUILA AMERICAN GOLD LIMITED (the "Issuer")
#1305 - 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

June 26, 2020

3. Press Release

The press release was released on June 26, 2020 through various approved public media and filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Officer

Nick DeMare, Interim CEO and CFO
Phone: (604) 685-9316

9. Date of Report

June 26, 2020



AGUILA AMERICAN COMPLETES NON-BROKERED PRIVATE PLACEMENT

Vancouver, British Columbia – June 26, 2020: **Aguila American Gold Limited (“Aguila” or the “Company”) (TSX-V: AGL)** is pleased to announce the closing of the non-brokered private placement financing (the **“Private Placement”**) announced on June 23, 2020. The Company raised gross proceeds of \$200,025 by issuing 1,905,000 units (each, a **“Unit”**), at a price of \$0.105 per Unit, with each Unit comprising one common share (each, a **“Common Share”**) and one-half of a share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$0.14 for a period of two years from the closing of the Private Placement. The proceeds will be used for general working capital. All securities issued will be subject to a four month hold period from the date of closing.

Related Party Transaction and Early Warning Disclosure

The Company also announces that Mr. Nick DeMare, Interim CEO and CFO of the Company, has acquired Units in the Company by way of his participation in the Private Placement. Mr. DeMare’s participation in the Private Placement constitutes a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (**“MI 61-101”**). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the participation in the Private Placement in reliance on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the transaction does not exceed 25% of the Company’s market capitalization. The Company intends to file a material change report in respect of the related party transaction on SEDAR.

Under the Private Placement, Mr. DeMare purchased 1,000,000 Units directly and 180,000 Units indirectly through his wholly-owned private company, DNG Capital Corp. (**“DNG”**). Following the subscriptions of the 1,000,000 and 180,000 Units, Mr. DeMare beneficially owns or has control or direction over a total of 2,805,080 Common Shares and 1,082,500 Warrants exercisable to acquire an additional 1,082,500 Common Shares. As a result of the acquisition, Mr. DeMare’s beneficial ownership of, or control or direction over, the Common Shares increased from 26.05% to 34.44% on an undiluted basis, and increased from 31.46% to 42.14% on a partially-diluted basis, assuming the exercise of the Warrants held by Mr. DeMare and DNG. As a result of this transaction, Mr. DeMare acquired securities in an amount equal to 2% or more of the issued and outstanding Common Shares on an undiluted and a partially-diluted basis.

Mr. DeMare acquired ownership of, and control over, the securities that triggered the requirement to file an early warning report and the early warning disclosure in this news release pursuant to the subscription agreement entered into between the Company and Mr. DeMare. Mr. DeMare acquired these securities for investment purposes and may, depending on market and other conditions, acquire additional securities through market transactions or otherwise, or may sell all or some of the securities which he owns or controls. Shareholder approval to this creation of a control block was received on January 24, 2019.

For further information or to obtain a copy of the early warning report to be filed on SEDAR, pursuant to National Instrument 62-103, please contact Mr. DeMare by telephone at 604 685-9316. The Company's head office is located at 1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7. The address of Mr. DeMare is c/o 1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

ON BEHALF OF THE BOARD,

"Nick DeMare"

Nick DeMare
Interim CEO and CFO

For further information, please contact:

Nick DeMare
Interim CEO and CFO
604 685-9316

Neither 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.

Cautionary Note Regarding Forward-Looking Statements

Certain information set out in this news release constitutes forward-looking information. Forward looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are based upon the opinions and expectations of management of the Company as at the effective date of such statements and, in certain cases, information provided or disseminated by third parties. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, and that information obtained from third party sources is reliable, they can give no assurance that those expectations will prove to have been correct. Readers are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. Accordingly, the actual events may differ materially from those projected in the forward-looking statements. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward-looking statements, except as may be required by applicable securities laws.