

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

First Americas Gold Corporation (the “**Company**”)
Suite 2323 – 1066 West Hastings Street
Vancouver, BC V6E 3X2

Item 2. Date of Material Change

State the date of the material change.

March 22, 2012

Item 3. News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The News Release dated March 22, 2012 was disseminated by Market Wire.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

The Company announced that Dr. Robert Thompson, PhD., PEng, has been appointed to its board of directors.

The Company also announced the adoption of a new stock option plan (the “**Plan**”) and the grant of 790,000 stock options (each, an “**Option**”) to directors of the Company pursuant to the Plan. Each Option is exercisable into one common share (each, a “**Share**”) of the Company at a price of \$0.25 per Share for ten years from the date of grant. The Company entered into option agreements with the directors with respect to the Option grants effective March 23, 2012.

Item 5.1 Full Description of Material Change

Supplement the summary required under item 4 with sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

Other additional disclosure may be appropriate depending on the particular situation.

See attached News Release.

Item 5.2 Disclosure for Restructuring Transactions

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its securityholders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

Not Applicable.

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

If this report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable.

Item 7. Omitted Information

State whether any information has been omitted on this basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

Not Applicable.

Item 8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Please contact Drew Bonnell, President and Chief Executive Officer of the Company, at (604) 601-8250.

Item 9. Date of Report

March 29, 2012



March 22, 2012

**FIRST AMERICAS GOLD CORPORATION
ANNOUNCES THE APPOINTMENT OF
DR. ROBERT THOMPSON TO ITS BOARD OF DIRECTORS**

Also Announces Adoption of New Stock Option Plan and Option Grants

Vancouver BC – First Americas Gold Corporation (TSX.V: FAC) (“First Americas” or the “Company”) is pleased to announce that, effective March 22, 2012, Dr. Robert Thompson, PhD, PEng, has been appointed to its Board of Directors.

Dr. Thompson graduated from Queens University with a PhD in geology in 1972. He worked as project geologist for the British Columbia Department of Mines until 1974 when he joined the Geological Survey of Canada as Research Scientist. Dr. Thompson led major geological surveys in British Columbia and the Yukon; was seconded as advisor to the Deputy Minister of Energy Mines and Petroleum Resources; and served as technical advisor to the Bolivian Government under the auspices of the Petro Canada International Aid Corporation. Most recently, Dr. Thompson has acted as consultant to several junior mineral exploration companies and is currently serving as Chief Geologist of Northern Vertex Capital Inc.

As a research scientist, Dr. Thompson remained a hands-on leader, spearheading field-based surveys focusing on a better understanding of Canada’s mineral and petroleum resource endowment. His contributions, which include more than 100 peer-reviewed maps and publications, innovative ideas, and project leadership, were recognized by the Canadian Society of Petroleum Geologists, who awarded him the RJW Douglas Medal for contributions to the structural and stratigraphic understanding of Canada’s western sedimentary basin.

Drew Bonnell, President of First Americas, commented, “Having Dr. Bob Thompson join our Board is a significant advancement for the Company. Bob brings a wealth of technical knowledge and expertise and is highly respected in his field, the boardroom and the geological community at large. We are pleased to have him join our team.”

Adoption of New Stock Option Plan and Grant of Stock Options

The Company is also pleased to announce that its board of directors has approved a new 2012 Stock Option Plan (the “Plan”). The Plan allows for the granting of stock options (each, an “Option”) to eligible employees, officers, directors and consultants of the Company to acquire up to such number of common shares of the Company (each, a “Share”) as is equal to 20% of the issued and outstanding Shares on the date of approval of the Plan by the Company’s shareholders. The Plan is subject to the approval of the Company’s shareholders and of the TSX Venture Exchange (the “Exchange”).

The Company also announces that it has granted an aggregate of 790,000 Options to directors of the Company pursuant to the Plan. Each Option is exercisable into one Share at a price of \$0.25 per Share for ten years from the date of grant, provided that, pursuant to the policies of the Exchange, none of the Options may be exercised until the Company has obtained shareholder approval for the Plan.

About First Americas

First Americas is a precious metals exploration and development company with a current focus of operations in the southwestern United States. The Company is comprised of an experienced management group with a strong background in all aspects of acquisition, exploration, development and financing of resource based projects. The

Company's mandate is to acquire, develop and advance asset based mineral projects that demonstrate near term production potential and long term sustainable growth.

ON BEHALF OF THE BOARD

FIRST AMERICAS GOLD CORPORATION

Per: "Drew Bonnell"
Drew M. Bonnell
President and CEO

For further information, please visit www.firstamericasgold.com