

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.

July 23, 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 July 25, 2012 was disseminated by Stockwatch and Market News.

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 Byron Coulthard has resigned as a director of the Company.

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

July 25, 2012



**FIRST AMERICAS GOLD CORPORATION
ANNOUNCES CHANGE TO BOARD OF DIRECTORS**

Vancouver, BC – July 25, 2012 – First Americas Gold Corporation (TSX.V: FAC) (the “Company”) today announces the resignation of Byron Coulthard from its Board of Directors. The Company thanks Mr. Coulthard for his contribution to the Company and wishes him success in his future endeavors

First Americas Gold Corporation 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

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.