

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.

September 4, 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 September 4, 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 Roman Friedrich III has been appointed as a director of the Company. The Company also announced that it has agreed to pay Mr. Friedrich a director’s fee of \$2,000 per month in consideration for his services as a director.

The Company has granted an aggregate of 100,000 stock options (the “**Options**”) to Mr. Friedrich pursuant to the Company’s 2012 Stock Option Plan (the “**Plan**”). Each Option is exercisable into one common share of the Company at a price of \$0.25 per share for ten years from the date of grant, provided that, pursuant to the policies of the TSX Venture Exchange, the Options may not be exercised until the Company has obtained shareholder approval for the Plan.

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

September 5, 2012



September 4, 2012

**FIRST AMERICAS GOLD CORPORATION
ANNOUNCES THE APPOINTMENT OF
ROMAN FRIEDRICH III TO ITS BOARD OF DIRECTORS**
Also Announces Option Grant and Director's Fee

Vancouver BC – First Americas Gold Corporation (TSX.V: FAC) (“**First Americas**” or the “**Company**”) is pleased to announce that, effective September 4, 2012, Roman Friedrich III has been appointed to its Board of Directors.

Mr. Friedrich has been an investment banker and, formerly, a commercial banker for the mining and metals industries for over thirty years. He is the founder and President of Roman Friedrich & Company (“**RFC**”), a mining and metals boutique investment bank, which he established in 1997. Prior to forming RFC, he was the Managing Director at TD Securities, responsible for its global mining M&A business. Early in his career, he spent ten years at the Chase Manhattan Bank where, among other positions, he was Vice President for Latin America, President of Chase Manhattan Canada Limited, and Managing Director responsible for North American investment banking. Over his career, he has provided numerous companies with advice on acquisitions, mergers and divestitures, as well as providing valuations and fairness opinions to companies in the mining, metals and other industries. His investment banking activities have also included the raising of equity and debt capital and the arranging of project finance. Mr. Friedrich is on the Board of Directors of Zincore Metals Inc., which trades on the Toronto Stock Exchange. He is also on the Board of Trustees of the Guggenheim Enhanced Equity Income Fund, Guggenheim Strategic Opportunities Fund, Guggenheim Build America Bond Trust, Fiduciary/Claymore MLP Opportunity Fund, Guggenheim Equal Weight Enhanced Equity Income Fund and Guggenheim Enhanced Equity Strategy Fund, all NYSE listed closed-end mutual funds. He is also on the Board of Trustees of the family of Guggenheim Investments ETFs, Claymore Exchange Traded Fund Trust and Claymore Exchange Traded Trust 2, all listed on the NYSE.

In consideration for his services as a director, the Company has agreed to pay Mr. Friedrich a director's fee of \$2,000 per month.

Drew Bonnell, President of First Americas, commented, “We are very pleased to have Roman Friedrich join the Board of First Americas. Roman's addition furthers the goal of building a strong foundation to support the Company's future growth, as his industry experience, knowledge and counsel will be invaluable as we move forward.”

Grant of Stock Options

The Company also announces that it has granted an aggregate of 100,000 stock options (the “**Options**”) to Mr. Friedrich pursuant to the Company's 2012 Stock Option Plan (the “**Plan**”). Each Option is exercisable into one common share of the Company at a price of \$0.25 per share for ten years from the date of grant, provided that, pursuant to the policies of the TSX Venture Exchange, the Options may not 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

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.