

**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 5, 2013

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 8, 2013 were 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 has closed the option agreement dated June 17, 2013 (the “**Option Agreement**”) with two owners at arm’s length to the Company (collectively, the “**Optionors**”) of 61 contiguous mining claims consisting of 11,592 hectares that comprise the Chu Chua Project (collectively, the “**Property**”). The Property is located in the Kamloops Mining Division, approximately 24 kilometres northeast of Barriere, British Columbia.

The Optionors granted an option to the Company to acquire a 100% interest in the Property (the “**Option**”) on the terms and conditions of the Option Agreement. The Option may be exercised by the Company issuing an aggregate of 1,000,000 common shares of the Company (each, a “**Share**”) to the Optionors, making aggregate cash payments of \$500,000 to the Optionors and incurring an aggregate of \$2,000,000 in exploration expenditures on the Property. The terms of the Option Agreement are set out in the Company’s News Release dated June 19, 2013.

The TSX Venture Exchange has approved the Option Agreement and closing of the transactions contemplated by the Option Agreement. The 100,000 Shares issued to the Optionors on closing of the Option Agreement are subject to a four month hold period expiring November 5, 2013.

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 8, 2013



**ANNOUNCES CLOSING OF OPTION AGREEMENT TO ACQUIRE
100% INTEREST IN CHU CHUA MINING CLAIMS**

July 8, 2013 - Vancouver BC – First Americas Gold Corporation (TSX.V: FAC) (“First Americas” or the “Company”) is pleased to announce that it has closed the option agreement dated June 17, 2013 (the “Option Agreement”) with two owners at arm’s length to the Company (collectively, the “Optionors”) of 61 contiguous mining claims consisting of 11,592 hectares that comprise the Chu Chua Project (collectively, the “Property”). The Property is located in the Kamloops Mining Division, approximately 24 kilometres northeast of Barriere, British Columbia.

The Optionors granted an option to the Company to acquire a 100% interest in the Property (the “Option”) on the terms and conditions of the Option Agreement. The Option may be exercised by the Company issuing an aggregate of 1,000,000 common shares of the Company (each, a “Share”) to the Optionors, making aggregate cash payments of \$500,000 to the Optionors and incurring an aggregate of \$2,000,000 in exploration expenditures on the Property. The terms of the Option Agreement are set out in the Company’s News Release dated June 19, 2013.

The TSX Venture Exchange has approved the Option Agreement and closing of the transactions contemplated by the Option Agreement. The 100,000 Shares issued to the Optionors on closing of the Option Agreement are subject to a four month hold period expiring November 5, 2013.

About First Americas

First Americas Gold Corporation is an emerging mineral exploration and development company with a current focus of operations in western North America. The Company is comprised of an experienced management group with expertise in all aspects of acquisition, exploration, development, and financing of resource based projects. The Company’s mandate is to create 360-degree stakeholder wealth by way of acquiring and responsibly advancing 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

Disclaimers

Except for statements of historical fact, this news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” occur. Forward-looking information in this press release includes, but is not limited to, statements regarding the future and include statements with respect to the expiry of the hold period attached to Shares and the fulfillment by the Company of the share issuance, exploration and payment obligations required to exercise the Option. Although the Company believes that the expectations reflected in the

forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. These forward-looking statements are made as of the date of this news release and, except as required by applicable laws, the Company assumes no obligation to update these forward-looking statements, or to update the reason why actual result may differ from those anticipated in the forward-looking statements.

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 news release.