51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

First Growth Holdings Ltd. (the "**Company**")
520 – 601 West Broadway
Vancouver, BC V5Z 4C2

Item 2 Date of Material Change

June 11, 2015

Item 3 News Release

The news release dated June 11, 2015 was disseminated through TNW Accesswire on June 11, 2015.

Item 4 Summary of Material Change

The Company announced that it has closed the first tranche of its non-brokered private placement financing (the "**Financing**") announced on June 3, 2015. The Company has issued 2,000,000 units (each, a "**Unit**") at a price of $0.11 per Unit for gross proceeds of $220,000.

Each Unit consists of one common share of the Company (each, a "**Share**") and one share purchase warrant (each, a "**Warrant**"). One Warrant entitles the holder thereof to purchase one additional Share (a "**Warrant Share**") at a price of $0.15 per Warrant Share until June 11, 2017. The securities were issued subject to a four-month resale restriction and one insider of the Company participated in the private placement. The proceeds of the Financing will be used for general working capital. No finders' fees were paid in connection with closing the first tranche of the Financing.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The full description of the material change is described in Item 4 above and in the attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

J. Paul Guedes, President, 778.588.5626

Item 9 Date of Report

June 19, 2015

FIRST GROWTH HOLDINGS LTD.
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FIRST GROWTH CLOSES FIRST TRANCHE OF PRIVATE PLACEMENT

VANCOUVER, B.C./TNW Accesswire/June 11, 2015 – **First Growth Holdings Ltd.** (FGH: TSX-V) ("**First Growth**" or the "**Company**") has closed the first tranche of its non-brokered private placement financing (the"**Financing**") announced on June 3, 2015. The Company has issued 2,000,000 units (each, a "**Unit**") at a price of $0.11 per Unit for gross proceeds of $220,000.

Each Unit consists of one common share of the Company (each, a "**Share**") and one share purchase warrant (each, a "**Warrant**"). One Warrant entitles the holder thereof to purchase one additional Share (a "**Warrant Share**") at a price of $0.15 per Warrant Share until June 11, 2017. The securities were issued subject to a four-month resale restriction and one insider of the Company participated in the private placement. The proceeds of the Financing will be used for general working capital. No Finders' fees were paid in connection with closing the first tranche of the Financing.

About First Growth

First Growth is a Canadian-based company that identifies and develops strong brands in the Canadian and international markets. Strong brands have a global reach in today's modern world with the rapid adoption of social media and advancements in technology. First Growth recognizes the potential for certain brands to penetrate international markets and will be focused on developing each one of its brands to its fullest potential.

ON BEHALF OF FIRST GROWTH HOLDINGS LTD.:

"J. Paul Guedes"
J. Paul Guedes
President

FOR MORE INFORMATION, PLEASE CONTACT:

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The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

Certain statements in this press release related to the Financing are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Company's ability to complete the second tranche of the Financing, the use of proceeds and final regulatory approval. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.