

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

PRECIPITATE GOLD CORP. ("Precipitate" or the "Company")
Suite 580 – 625 Howe Street
Vancouver, British Columbia V6C 2T6

ITEM 2 Date of Material Change

December 7, 2021

ITEM 3 News Release

A new release setting out information relating to the material change described herein was issued by the Company on December 7, 2021, disseminated through the facilities of Newsfile Corp. and filed on Sedar.

ITEM 4 Summary of Material Change

The Company announced a non-brokered private placement for gross proceeds of up to \$750,000

ITEM 5 Full Description of Material Change

See the news release attached.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Jeffrey Wilson, President and CEO
Tel: (604) 558-0335

ITEM 9 Date of Report

December 8, 2021



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Precipitate Announces Proposed Private Placement of Flow Through and Non-Flow Through Units

Vancouver, B.C. – December 7, 2021 - Precipitate Gold Corp. (the “Company” or “Precipitate”) (TSXV: PRG, OTCQB: PREIF) announces a non-brokered private placement (the “Offering”) for gross proceeds of up to \$750,000.

The Offering will consist of two parts:

1. flow-through units at \$0.10 per unit, each unit consisting of one flow-through common share and one-half of a warrant, each whole warrant exercisable at \$0.15 per share for 24 months; and
2. non-flow-through units at \$0.09 per unit, each unit consisting of one non-flow-through common share and one-half of a warrant, each whole warrant exercisable at \$0.15 per share for 24 months.

The proceeds from the Offering will be used for exploration and development of the Company’s mineral property interests in Newfoundland, Canada, and for general working capital purposes. The gross proceeds from the issuance of all flow-through shares will be used to incur Canadian Exploration Expenses (“CEE”), and will qualify as “flow-through mining expenditures” under the *Income Tax Act* (Canada), which will be renounced to the purchasers of flow-through shares with an effective date no later than December 31, 2021 in an aggregate amount no less than the proceeds raised from the issue of the flow-through shares.

Closing of the Offering is subject to certain customary conditions, including, but not limited to, the receipt of all necessary regulatory approvals and acceptance of the TSX Venture Exchange. All securities issued under the Offering will be subject to a statutory hold period of four months plus a day following the date of closing. Red Cloud Securities Inc. is acting as a finder in connection with the flow through component of the Offering. The Company may pay additional finder’s fees on a portion of the Offering, subject to compliance with the policies of the TSX Venture Exchange and applicable securities legislation.

The Offering is being made available to all existing shareholders of the Company, pursuant to BCI 45-534 – *Exemption from Prospectus Requirements for Certain Trades to Existing Security Holders*, and similar instruments in other Canadian jurisdictions. In this regard, (i) the Offering will be subject to a minimum raise of \$350,000 and a maximum raise of \$1,000,000, (ii) proceeds for the Offering will be used as stated above, with all funds received from the sale of flow-through units being used toward incurring CEE, and (iii) if aggregate subscriptions for securities exceeds the maximum offering, securities will be offered on a pro-rata basis as to the amount of each subscription.

About Precipitate Gold

Precipitate Gold Corp. is a mineral exploration company focused on exploring and advancing its mineral property interests in Newfoundland Canada and the Dominican Republic. The Company has entered into an Earn-In Agreement with Barrick Gold Corporation, whereby Barrick can earn a 70% interest in the Company’s Pueblo Grande Project by incurring US\$10M within six years and producing a qualifying Pre-

feasibility Study. Precipitate is also actively evaluating additional high-impact property acquisitions with the potential to expand the Company's portfolio and increase shareholder value, in other favourable jurisdictions.

Additional information can be viewed at the Company's website www.precipitategold.com.

On Behalf of the Board of Directors of Precipitate Gold Corp.,
"Jeffrey Wilson"
President & CEO

For further information, please contact:

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

Offering Disclosure Statements

The Offering is available to investors in reliance on exemptions from the prospectus requirement set out in (i) National Instrument 45-106 *Prospectus Exemptions*, (ii) BC Instrument 45-534 – *Exemption from Prospectus Requirements for Certain Trades to Existing Security Holders*; and (iii) BC Instrument 45-536 *Exemption from Prospectus Requirement for Certain Distributions Through an Investment Dealer* and the corresponding blanket orders and rules in the other Canadian jurisdictions that have adopted the same or a similar exemption from the prospectus requirement (collectively, the "Investment Dealer Exemption"). The Investment Dealer Exemption is available in each of Alberta, British Columbia, Saskatchewan, Manitoba and New Brunswick to a person or company who has obtained advice regarding the suitability of the investment from a person registered as an investment dealer in such person's or company's jurisdiction. As required by the Investment Dealer Exemption, the Company confirms there is no material fact or material change relating to the Company that has not been generally disclosed.

Certain insiders of the Company may acquire securities under the Offering. Any participation by insiders in the Offering would constitute a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). However, the Company expects such participation would be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the Units subscribed for by the insiders, and the consideration for the Units paid by such insiders, would not exceed 25% of the Company's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

This press release may contain "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein are forward looking information. Generally, forward-looking information may be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "proposed", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. This forward-looking information reflects Precipitate Gold Corp.'s ("Precipitate" or the "Company") current beliefs and is based on information currently available to Company and on assumptions it believes are reasonable. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Precipitate to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: the exploration concessions may not be granted on terms acceptable to the Company, or at all; general business, economic, competitive, political and social uncertainties; the concessions acquired by the Company may not have attributes similar to those of surrounding properties; delay or failure to receive governmental or regulatory approvals; changes in legislation, including environmental legislation affecting mining; timing and availability of external financing on acceptable terms; conclusions of economic evaluations; and lack of qualified, skilled labour or loss of key individuals. There is no assurance the Company will be successful in closing the Offering on the terms outlined above, or at all; and there is no assurance the proceeds of the Offering will be allocated or spent in the manner set forth above. Although Precipitate has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. Precipitate does not undertake to update any forward-looking information, except in accordance with applicable securities laws.