

**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**

May 13, 2022

**ITEM 3            News Release**

A new release setting out information relating to the material change described herein was issued by the Company on May 13, 2022, disseminated through the facilities of Newsfile Corp. and filed on Sedar.

**ITEM 4            Summary of Material Change**

It was announced that the Company and Barrick Gold Corporation have entered into an amendment to the existing exploration earn-in agreement in respect of the Company's Pueblo Grande Project.

**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**

May 16, 2022



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## **Precipitate Receives US\$5.0M Cash and 3% NSR from Barrick for Relinquishing Non-Core Areas of Pueblo Grande Project in Amendment to Ongoing Exploration Earn-In Agreement**

*Vancouver, B.C. – May 13, 2022* - **Precipitate Gold Corp.** (the “**Company**” or “**Precipitate**”) (TSXV: **PRG**, OTCQB: **PREIF**) is pleased to announce that the Company and Barrick Gold Corporation (“**Barrick**”) have entered into an amendment (the “**Amendment**”) to the existing exploration earn-in agreement (the “**Earn-in Agreement**”) in respect of the Company’s Pueblo Grande Project (the “**Project**”), located immediately adjacent to Barrick’s world class Pueblo Viejo mining operation in the Dominican Republic, pursuant to which Precipitate has agreed to relinquish or reduce certain portions of select exploration concessions within the Project (the “**Subject Areas**”) for a cash consideration of US\$5,000,000 and the granting to Precipitate of a 3% net smelter return (“**NSR**”) royalty over the Subject Areas.

In consideration for Precipitate’s relinquishment or reduction of the Subject Areas, Barrick:

- **Paid Precipitate US\$5,000,000 in cash (approximately \$6,400,000 Canadian) upon entering into the Amendment;**
- **Agreed to grant Precipitate a 3% NSR over the Subject Areas (with no re-sale restrictions or rights of first refusal or rights of first offer to Barrick);**
- **Agreed to commence, within three months of receipt of a drilling permit, the final 1,200 metres of a minimum 3,200 metre condemnation drilling program within the Subject Areas (2,500 metres already completed);**
- **Agreed that if, following the completion of the above-mentioned condemnation drilling, Barrick determines that the extraction of mineralization within a certain portion of the Subject Area is economically justifiable, Barrick will transfer the mining rights in such area back to Precipitate at no cost, at which time such area will be reinstated as part of the Project under the Earn-in Agreement and the NSR will be amended to remove any royalties with respect to such area; and**
- **Agreed that it will provide advance notice to Precipitate if, at any time prior to the 10-year anniversary of the Amendment, Barrick intends to relinquish the mining rights over all or a portion of the Subject Areas and will work cooperatively with Precipitate to facilitate the transfer of such mining rights to Precipitate if Precipitate notifies Barrick that it wishes to acquire such rights.**

Jeffrey Wilson, Precipitate’s President & CEO stated, “We are excited to announce this amendment to our ongoing Earn-in Agreement with Barrick as we believe the cash consideration of approximately \$6,400,000 Canadian and an unencumbered 3% NSR over the Subject Areas represents a highly accretive proposition for the Company and its shareholders. The magnitude of the cash consideration reinforces management’s strategy to tactically acquire undervalued or underappreciated mining prospects with the potential to yield a significant return on investment. This injection of capital from Barrick, when combined with the

Company's existing treasury, positions Precipitate to finance its near and long term growth initiatives with reduced risk of share dilution. Importantly, in management's assessment, the Subject Areas exhibit limited exploration potential with a low probability of hosting mineable mineralization. Barrick's requirement to conduct and complete condemnation drilling within the Subject Areas supports this assessment and the terms of the Amendment provide protection for Precipitate in the event extractable mineralization is encountered during the condemnation program. Barrick's continued involvement in the revised Pueblo Grande Project along with the exploration potential of the balance of the Company's property portfolio positions Precipitate for future project advancement and value creation."

The cash consideration paid to Precipitate as part of the Amendment does not impact or reduce the exploration expenditure requirements under the Earn-in Agreement. As previously reported ([see the Company's news release dated April 14, 2020](#)), under the Earn-in Agreement Barrick must incur certain amounts of exploration expenditures and achieve certain milestones by certain dates, including incurring a minimum of US\$10.0M in qualifying work expenditures and delivering a pre-feasibility study before the sixth anniversary of the agreement (April 13, 2026) in order for Barrick to earn a 70% interest in the Project.

Specific Subject Area locations will be disclosed upon completion of the granting of the NSR, however, the Subject Areas are situated immediately to the northwest and southeast of Barrick's Pueblo Viejo Project, in regions of the Pueblo Grande Project that management considers low priority exploration zones with either: a) substantial prior drill testing that returned limited, or no significant mineralization (a total of 119 holes have been drilled in the Subject Areas), or b) are situated over geological terrain not expected to host sizable economically feasible mineralization. The Project has been reduced from 9,819 hectares to 7,097 hectares.

Barrick has advised Precipitate that its Dominican Republic exploration team will continue systematic exploration of various prospective areas within the Project with a focus on those regions underlain by favourable "Los Ranchos formation" geology that exhibit promising combinations of surface alteration and geochemically anomalous surface samples. Three general regions of the Project are slated for ongoing evaluation, (i) northeast of the active neighbouring Pueblo Viejo mine area, (ii) the eastern portion of the Project and (iii) the western portion of the Lithocap zone. All three of these areas exhibit prospective geological and geochemical attributes but have been subject to limited systematic exploration and/or drill testing.

This news release has been reviewed by Michael Moore, Vice President, Exploration of Precipitate Gold Corporation, the Qualified Person for the technical information in this news release under NI 43-101 standards.

**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](http://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.

*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. 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.*