

**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 29, 2025

**ITEM 3      News Release**

A new release setting out information relating to the material change described herein was issued by the Company on December 29, 2025, disseminated through the facilities of The News Wire and filed on Sedar+.

**ITEM 4      Summary of Material Change**

The Company announced a proposed non-brokered private placement of up to 59,090,909 units (the "Units") at a price of \$0.11 per Unit for aggregate gross proceeds of up to \$6,500,000.

**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 30, 2025



TSX VENTURE: PRG | [www.precipitategold.com](http://www.precipitategold.com)  
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## **Precipitate Gold Announces \$6.5 Million Non-Brokered Private Placement Led by Strategic Dominican Investors**

Vancouver, B.C. – December 29, 2025 – **Precipitate Gold Corp.** (the “Company” or “Precipitate”) (TSXV: PRG, OTCQB: PREIF) is pleased to announce a proposed non-brokered private placement of up to 59,090,909 units (the “Units”) at a price of \$0.11 per Unit for aggregate gross proceeds of up to \$6,500,000 (the “Offering”).

Participation in the Offering is led by prominent and strategic Dominican investors, including one of the Dominican Republic’s largest institutional investors, Guess Investments Ltd., together with several other well-respected leaders from the country’s business and investment communities.

Jeffrey Wilson, President and CEO stated, *“This private placement represents a significant strategic milestone for Precipitate. We are welcoming institutional partners with deep sector expertise, strong financial credentials, and decades of experience investing in mining and natural resource projects in the Dominican Republic, led by pioneer institutional investors such as Guess Investment Ltd., a Dominican investor with long-standing experience in the mineral exploration and mining industry.*

*In tandem with an important injection of capital, the participation of Dominican institutional investors adds meaningful strategic value to the Company’s future. Their in-depth understanding of the regulatory framework, operating environment, and stakeholder landscape in the Dominican Republic enhances our ability to advance our property assets efficiently and responsibly. The willingness of these investors to voluntarily agree to an extended hold period beyond regulatory requirements evidences a long-term commitment that aligns well with management and existing shareholders. Their involvement reflects strong confidence in Precipitate’s mineral exploration projects and materially strengthens the Company’s positioning as we move forward with ongoing exploration, development, and future financing initiatives. Closing this financing will position the Company to aggressively advance and drill test multiple high priority exploration targets throughout the project portfolio as part of our objective to make meaningful new discoveries in the Dominican Republic and unlock value for all stakeholders.”*

Each Unit will consist of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable to acquire one additional common share of the Company at an exercise price of \$0.17 per share for a period of 18 months from the date of issuance. All securities issued in connection with the Offering will be subject to resale restrictions for a period of six months from the date of issuance, representing an extended hold period beyond applicable requisite securities laws and the policies of the TSX Venture Exchange.

Proceeds from the Offering will be used to advance ongoing exploration and project development activities across the Company’s Dominican mineral property portfolio, including aggressive ongoing exploration and drilling at its Juan de Herrera project, as well as for general working capital purposes.

No finder’s fees will be paid in connection with the Offering. The Offering remains subject to the approval of the TSX Venture Exchange and may close in one or more tranches.

Upon closing of the Offering, the Company will appoint one new director to its Board of Directors, as nominated by Guess Investments Ltd.

In the event all Warrants issued to the Dominican investors are exercised, Guess Investments Ltd. will be entitled to nominate one additional member to the Company's Board of Directors, subject to the approval of the existing Board of Directors, compliance with TSX Venture Exchange policies, such nomination occurring no earlier than 12 months following the closing of the Offering. Such Dominican appointed representation on the Company's Board shall not, at any time, exceed 30%.

**About Precipitate Gold:**

Precipitate Gold Corp. is a mineral exploration company focused on exploring and advancing its mineral property interests in the Dominican Republic, including its 100% owned Juan de Herrera project located immediately adjacent to GoldQuest Mining's Romero Project, its 100% owned Pueblo Grande project located immediately adjacent to the Pueblo Viejo mine operated by Barrick Mining, and its 100% owned Ponton project located 30km east of the Pueblo Viejo mine. 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:**

Tel: 604-558-0335 Toll Free: 855-558-0335 [investor@precipitategold.com](mailto:investor@precipitategold.com)

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. Specifically, (i) there is no assurance the Offering will be fully subscribed or close on the terms outlined above, or at all, (ii) the use of proceeds realized under the Offering may change based on management's assessment of its circumstances. Such risks and other factors may include, but are not limited to: the exploration concessions may be granted or may be amended on terms not 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.*