

MAITLAND & COMPANY

BARRISTERS AND SOLICITORS

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March 30, 2012

SEDAR Project: 01866307

BC Securities Commission
701 W. Georgia Street
Vancouver, B.C.

Alberta Securities Commission
4th Floor, 300 – 5th Avenue SW
Calgary, Alberta

Ontario Securities Commission
Suite 1903, 20 Queen Street, West
Toronto, Ontario M5H 3S8

Government of the Yukon
3rd Floor – 2130 Second Avenue
Whitehorse, Yukon Y1A 5H6

Dear Sirs:

**Re: Precipitate Gold Corp. (the “Company”);
Final IPO Prospectus dated March 30, 2012 (“Prospectus”)**

We refer to the Prospectus of the Company relating to the sale and issue of 5,500,000 common shares (“Shares”) at a price of \$0.40 per Share.

We consent to being named in the Prospectus and to the use in the Prospectus of our opinion regarding certain income tax matters pertaining to the Company’s common shares.

We report that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from our opinion or that are within our knowledge as a result of our services performed for the Company in respect of our opinion.

Yours truly,

MAITLAND & COMPANY

Per: “*Jeffrey B. Lightfoot*”

Jeffrey B. Lightfoot

JBL/

cc Precipitate Gold Corp.
cc TSX Venture Exchange