

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

PRECIPITATE GOLD CORP. ("Precipitate" or the "Company")
Suite 1410 – 650 West Georgia Street
Vancouver, British Columbia V6B 4N8

ITEM 2 Date of Material Change

November 25, 2014

ITEM 3 News Release

A press release setting out information relating to the material change described herein was issued by the Company on November 25, 2014 and disseminated through the facilities of Marketwired.

ITEM 4 Summary of Material Change

The Company announced that it completed a non-brokered private placement of 2,235,500 Units of the Company at a price of \$0.13 per unit for gross proceeds of \$290,615.

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

November 25, 2014



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Precipitate Completes \$290,615 Non-Brokered Private Placement

Vancouver, B.C. – November 25, 2014 - **Precipitate Gold Corp.** (the “Company” or “Precipitate”) (TSXV: PRG) is pleased to announce it has completed a non-brokered private placement of 2,235,500 Units of the Company at a price of \$0.13 per unit for gross proceeds of \$290,615.

Each Unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one additional common share at a price of C\$0.25 per common share until November 25, 2017, subject to the Company's right to accelerate the expiry date of the warrants if the daily volume weighted average trading price of the common shares of the Company on the TSX Venture Exchange is equal to or exceeds \$0.50 for a period of 10 consecutive trading days between March 26, 2015 and November 25, 2017.

The primary use of proceeds from the placement will be advancing the Company's newly delineated gold discovery within the Ginger Ridge zone of the Juan de Herrera project in the Dominican Republic and for general working capital purposes. The recent maiden drilling program at Ginger Ridge resulted in a discovery interval of 18.0 metres grading 4.5 grams per tonne gold, which included 5.0 metres grading 13.8 grams per tonne gold, all within a 98.0 metre intercept of massive and semi-massive sulphide (see news release dated September 23, 2014). This discovery hole coincided with a strong chargeability anomaly identified by ground geophysical surveying and provides an important targeting tool for follow-up work.

Jeffrey Wilson, Precipitate's President & CEO stated, “The correlation between the gold mineralization identified in the discovery hole and previously completed ground geophysics provides an important signature and modelling tool for future drill targeting. The completion of this financing allows the Company to allocate the necessary budget for a detailed follow-up program of ground geophysics and mapping aimed at expanding and refining current targets and identifying similar signatures elsewhere within Ginger Ridge. Through the support of the subscribers of this placement, the Company is able to complete this important next phase while protecting the existing treasury.”

The Company paid commissions to finders under the placement consisting of aggregate cash commissions of C\$10,416.90 and the issue of an aggregate of 80,130 non-transferrable finder's warrants. Each finder's warrant entitles the holder to purchase one common share of Precipitate at a price of C\$0.25 per common share until November 25, 2017, subject to the Company's right to accelerate the expiry date of the warrants if the daily volume weighted average trading price of the common shares of the Company on the TSX Venture Exchange is equal to or exceeds \$0.50 for a period of 10 consecutive trading days between March 26, 2015 and November 25, 2017.

All securities issued or issuable under the offering are subject to a four-month hold period expiring on March 26, 2015, in addition to such other restrictions as may apply under applicable securities laws in jurisdictions outside of Canada.

Final closing of this Offering is subject to final acceptance by the TSX Venture Exchange.

Michael Moore, VP Exploration of the Company and Qualified Person for purposes of National Instrument 43-101 has reviewed the technical information in this news release.

About Precipitate Gold:

Precipitate Gold Corp. is a mineral exploration company focused on exploring and advancing its mineral property interests in the Tiroo Gold Trend of the Dominican Republic. The Company also maintains assets in northern British Columbia and southeast Yukon Territory and is actively evaluating additional high-impact property acquisitions with the potential to expand the Company's portfolio and increase shareholder value.

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:

Jeffrey Wilson, President & CEO

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