

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

January 21, 2015

ITEM 3 News Release

A news release setting out information relating to the material change described herein was issued by the Company on January 23, 2015 and disseminated through the facilities of Marketwired.

ITEM 4 Summary of Material Change

The Company announced that it completed a payment of cash and common shares to 0945044 BC Ltd. (the "Vendor") as part of the Share Purchase Agreement (as amended) on the Company's Juan de Herrera project in the Dominican Republic.

The payment consisted of C\$90,000 and 1.0 Million common shares of the Company payable to Vendor. The common shares are subject to a hold period expiring May 22, 2015.

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

January 27, 2015



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Precipitate Completes First Payment on Juan de Herrera Project

Vancouver, B.C. – January 23, 2015 - **Precipitate Gold Corp.** (the “Company” or “Precipitate”) (TSXV: PRG) is pleased to announce it has completed a payment of cash and common shares to 0945044 BC Ltd (the “Vendor”) as part of the Share Purchase Agreement (as amended) on the Company’s Juan de Herrera project in the Dominican Republic.

The payment consisted of C\$90,000 and 1.0 Million common shares of the Company payable to Vendor. The common shares are subject to a hold period expiring May 22, 2015.

Precipitate maintains exclusive rights to a 100% interest in the project (subject to an NSR) and can complete the acquisition of the project in full by delivering to the Vendor two additional staged payments of cash and shares and completing certain work commitment requirements. Additional information on the acquisition terms can be viewed on the company’s website. www.precipitategold.com.

About Precipitate Gold:

Precipitate Gold Corp. is a mineral exploration company focused on exploring and advancing its mineral property interests in the Tireo 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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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.