

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 7, 2016

ITEM 3 News Release

A press release setting out information relating to the material change described herein was issued by the Company on January 7, 2016 and disseminated through the facilities of Marketwired.

ITEM 4 Summary of Material Change

The Company announced that it reached an agreement to amend the Juan de Herrera purchase agreement whereby Precipitate has the right to acquire a 100% interest in the Juan de Herrera and Los Pinalitos concessions in the Dominican Republic (see news releases dated October 2, 2012 and October 9, 2013). Under the terms of this latest amendment, the Vendors have agreed to restructure the remaining two cash payments totalling \$300,000 to a reduced amount of \$150,000 in two staged payments of \$75,000 each.

The Company must make an additional one-time issuance to the Vendors of PRG common shares valued at \$150,000 based on the weighted average trading price of PRG's shares on the Exchange during the 10 trading days immediately prior to the Vendors' notice of election to be issued such shares. Such notice must be received by Precipitate no sooner than July 31, 2016 and no later than the third anniversary referred to above.

The cash and shares related to the 2nd Anniversary payment have been paid to the Vendors. Shares issued with respect to this payment will be subject to a four month hold period expiring May 8, 2016.

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 8, 2016



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Precipitate Amends Juan de Herrera Property Purchase Agreement

Vancouver, B.C. –January 7, 2016 - **Precipitate Gold Corporation** (the “Company” or “Precipitate” or “PRG”) (TSXV: PRG) is pleased to announce it has reached an agreement to amend the Juan de Herrera purchase agreement whereby Precipitate has the right to acquire a 100% interest in the Juan de Herrera and Los Pinalitos concessions in the Dominican Republic (see news releases dated October 2, 2012 and October 9, 2013). Under the terms of this latest amendment, the Vendors have agreed to restructure the remaining two cash payments totalling \$300,000 to a reduced amount of \$150,000 in two staged payments of \$75,000 each. The amended cash payments required to complete the purchase of the concessions are now as follows:

Due Date	Old Payment Terms		New Payment Terms		Status
	Cash	PRG Shares	Cash	PRG Shares	
2 nd Anniversary*	\$150,000	1,000,000	\$75,000	1,000,000	Paid
3 rd Anniversary*	\$150,000	1,000,000	\$75,000	1,000,000	Pending

**Anniversary of the date the Company was granted the concessions by the Dominican Republic’s Director of Mines (see news release dated January 16, 2014). All cash payments are payable in Canadian funds.*

The Company must make an additional one-time issuance to the Vendors of PRG common shares valued at \$150,000 based on the weighted average trading price of PRG’s shares on the Exchange during the 10 trading days immediately prior to the Vendors’ notice of election to be issued such shares. Such notice must be received by Precipitate no sooner than July 31, 2016 and no later than the third anniversary referred to above.

In addition, the amending agreement reduces the parties’ mutual area of interest from five (5) miles to one (1) kilometer extending from the outer concession boundaries of the Juan de Herrera and Los Pinalitos concessions.

Precipitate’s President & CEO, Jeffrey Wilson stated “We are pleased with this amendment as it reduces the cash obligations required to complete the purchase which in turn leaves increased working capital for the next phases of ground work and exploration. We thank the Vendors for their cooperation in facilitating this change as we continue to explore and advance our holdings in the emerging Tireo Gold Camp of Dominican Republic.”

The cash and shares related to the 2nd Anniversary payment have been paid to the Vendors. Shares issued with respect to this payment will be subject to a four month hold period expiring May 8, 2016.

The amendment and the issuance of Precipitate’s common shares thereunder are subject to the approval of the TSX Venture Exchange.

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

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.

For further information, please contact:

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