

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

PRECIPITATE GOLD CORP. ("Precipitate" or the "Company")
Suite 1020 – 625 Howe Street
Vancouver, British Columbia V6C 2T6

ITEM 2 Date of Material Change

March 1, 2016

ITEM 3 News Release

A press release setting out information relating to the material change described herein was issued by the Company on March 1, 2016 and disseminated through the facilities of Marketwired.

ITEM 4 Summary of Material Change

The Company announced the appointment of Mr. Alistair Waddell to the Company's Board of Directors.

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

March 1, 2016



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Precipitate Appoints Former GoldQuest President & CEO Alistair Waddell to the Board of Directors

Vancouver, B.C. – March 1, 2016: **Precipitate Gold Corporation** (the “Company” or “Precipitate” or “PRG”) (TSXV: PRG) is pleased to announce the appointment of Mr. Alistair Waddell to the Company's Board of Directors.

Mr. Waddell is a geologist with over twenty years of diverse resource industry experience, including senior roles with both junior and senior mining companies. Mr. Waddell was one of the founders and past President & CEO of GoldQuest Mining Corp. and was instrumental in GoldQuest's initial foray into the Dominican Republic. Mr. Waddell and GoldQuest's other founders were the first to propose the Cretaceous Tiroo volcanic belt of the Western Dominican Republic could be as prospective as contemporaneous rocks in the Eastern Dominican Republic and other parts of the Caribbean basin. GoldQuest's ground-breaking regional exploration laid the foundation for the more recent discovery of the Romero deposit and the heightened interest in the Tiroo Gold Belt, where Precipitate is currently active with its Juan de Herrera project. Mr. Waddell's knowledge and experience in the region bring invaluable new guidance as the Company's work programs progress. In addition, Mr. Waddell brings a significant network of capital markets contacts and the ability to introduce the Company to potential new investors.

Jeffrey Wilson, Precipitate President & CEO, states, "We are very pleased to have Alistair join the Company. His exceptional industry experience and talents will greatly complement our technical team and our ongoing work programs within the Tiroo Gold belt. Additionally, Mr. Waddell's recent tenure with Kinross, evaluating properties throughout the Americas, will provide increased guidance and expertise should the Company seek to expand its landholdings outside its current jurisdictions. We expect Mr. Waddell's expertise to bring immediate and ongoing benefits to the Company and its shareholders."

Most recently, Mr. Waddell was Vice President - Greenfields Exploration for Kinross Gold Corp. During his nearly six years at Kinross Mr. Waddell served in several senior roles prior to his appointment as Vice President – Greenfields Exploration. Those prior roles include, Vice-President, Global Epithermal Gold Exploration, Regional Director, Exploration South America, and Director, Exploration (Ecuador & Colombia). Throughout his career, Mr. Waddell has lived and worked as an expatriate in Australia, Bolivia, Venezuela, Peru, Ecuador, Chile and the Dominican Republic.

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

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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