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

June 5, 2017

ITEM 3 News Release

A new release setting out information relating to the material change described herein was issued by the Company on June 5, 2017 and disseminated through the facilities of Nasdaq (Marketwired).

ITEM 4 Summary of Material Change

The Company announced results and interpretation from the latest geochemical and geophysical surveys at the "**Southeast"** and "**South Jengibre Zones"** within the Company's 100% owned Juan de Herrera project in the Dominican Republic.

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

June 5, 2017

TSX VENTURE: PRG | www.precipitategold.com
625 Howe Street, Suite 1020, Vancouver, BC, V6C 2T6
info@precipitategold.com
Toll free: 855 558 0335
Direct: 604 558 0335

Precipitate's Latest IP Results Produce Emerging New Drill Targets at Southeast and South Jengibre Zones

Vancouver, B.C. – June 5, 2017 - **Precipitate Gold Corp.** (the "Company" or "Precipitate") (TSXV: PRG) is pleased to announce results and interpretation from the latest geochemical and geophysical surveys at the "**Southeast"** and "**South Jengibre Zones"** within the Company's 100% owned Juan de Herrera project in the Dominican Republic. The latest results have elevated these zones into emerging possible future drill targets.

Precipitate has completed a comprehensive interpretation of recently collected geophysical and geochemical survey data at the Southeast and South Jengibre zones, both located approximately six kilometres ('km') southeast of the Company's Ginger Ridge Zone. Collectively, soil and rock sample results, along with induced polarization ("IP") and magnetic geophysical survey data have outlined compelling multi-layered anomalies at both the Southeast and South Jengibre Zones. Notably, surface rock grab sampling at the Southeast Zone has identified a new high-grade copper showing, with laboratory values up to 13.5% copper, 0.5 grams per tonne ("g/t") gold, and 52.1 g/t silver *. This early stage Southeast Zone copper showing and other anomalous gold-copper sample locations eastward into the nearby South Jengibre Zone are the focus of ongoing follow up exploration work. See the accompanying two maps or the Company's website for the Southeast and South Jengibre Zones gold-in-soil anomalies and IP + magnetics geophysics illustration maps.

Recently completed interpretation of newly generated geophysical data along with current exploration data of the Southeast and South Jengibre Zones has yielded the following highlight results:

Southeast Zone

- 650 metre ("m") by 125m multi-element soil anomaly with gold up to 144 parts per billion ("ppb"), plus various pathfinder elements (open in all directions, except to the southeast);
- Northwest trending soil anomaly coincident with important geophysical features, including moderate-high IP chargeability and resistivity and magnetic low signatures important for potential gold mineralization in the region;
- Discovery of a new early stage high grade copper showing with strong disseminations of chalcopyrite (rock grab samples reporting up to 13.5% copper, 0.5 g/t gold, and 52.1 g/t silver*); and
- Sampling of other areas between Southeast and South Jengibre has reported copper values up to 1.1% and gold values up to 1.1 g/t

South Jengibre Zone

- 350m by 150m multi-element soil anomaly with gold up to 229 ppb, open to the southeast;

- Gold-in-soil anomaly correlates with pathfinder elements, zinc and lead, with lesser silver and antimony;
- Soil anomaly is coincident with moderate IP chargeability and high IP resistivity and moderate magnetic low signatures;
- Located only two kilometres south of GoldQuest Mining's Jengibre zone, where past work reported highlight rock channel sampling results of 59.5 metres grading 1.58 g/t gold (see GoldQuest news release of October 7, 2009) and rock samples to 17.7 g/t gold and 1.4% copper; and
- Rock grab sampling southwest of the main trend has reported gold values up to 5.2 g/t and 1.25 g/t across a 4.0 metre outcrop

***** NOTE: Surface rock grab samples are selective by nature and are unlikely to represent average grades of the zone.*

Jeffrey Wilson, Precipitate's President and CEO commented, "We are pleased that our extensive IP and ground exploration work over recent months is yielding positive results and delineating prospective new targets. The identification and refinement of the multi-layered geophysical-geochemical anomalies at both the Southeast and South Jengibre Zones substantially expands the scope and scale of our ongoing exploration on the project with additional potential drill targets emerging to augment our current work at Ginger Ridge. In addition, the discovery of a new high-grade copper showing at the Southeast Zone is an important development, as it is the first time field crews have identified a significant surface volcanic rock exposure enriched with chalcopyrite (copper) within our Juan de Herrera property."

Work on the Southeast Zone has identified a northwest trending, 650m by 125m multi-element soil anomaly which is open in all directions, except to the southeast. The soil anomaly is characterized by a correlation of gold with various pathfinder elements which include silver, arsenic, antimony, selenium and moderate lead and zinc. The zone is coincident with (i) moderate high and locally variable IP chargeability and resistivity anomalies and (ii) a magnetic low signature. At the Zone's new copper showing, five rock grab samples were collected from outcroppings over an estimated area measuring 10m by 5m, where volcanic rocks host strong disseminations and fracture infills of chalcopyrite, yielding up to 13.5% copper, 0.5 g/t gold, 52.1 g/t silver and greater than 100 g/t selenium *.

The South Jengibre Zone is marked by a 350m by 150m multi-element soil anomaly which is open to the southeast. The soil anomaly is characterized by a correlation of gold with several pathfinder elements which included zinc and lead, with lesser silver and antimony; the relative strength of the zinc-in-soil anomaly is notable. The South Jengibre Zone is coincident with (i) moderate IP chargeability and high IP resistivity anomalies and (ii) a modest and diffuse magnetic low signature. Cursory sampling of small local rock outcrops, located about 200 metres south of the gold-in-soil anomaly, report gold results from nil to four metres grading 1.25 g/t gold from an exposure of sheeted and stockwork veins accompanied by disseminated pyrite and silica flooding.

Soil sampling at Southeast – South Jengibre Zones covers an expanse measuring about 2.5 km by 0.5 km covering the most prospective Cretaceous aged Tireo volcanic rocks in the area. Current soil sample density ranges from 25m to 50m intervals along northeast oriented lines at 50m to 200m line spacing; additional soil sampling is essential and planned for the area. The gold-in-soil anomalies are defined by values

exceeding the 70th percentile or 4.7 ppb. To date, gold-in-soil values for the two zones range from nil to 229 ppb.

Rock and soil samples were bagged, sealed and delivered directly to Bureau Veritas ("BV") preparation facility in Maimon Dominican Republic where they were dried, crushed (or sieved in the case of soils) and pulped. Sample pulps were then delivered to BV facilities in Vancouver BC (an ISO 9001 accredited facility) for analyses. Samples were crushed (or sieved) to with up to 80% passing 2mm and split using a riffle splitter (code PRP70-250). An approximate 250 gram sub-sample split was pulverized to minus 200 mesh (74µ). A 15 gram sub-split from the resulting pulp was then subjected to aqua regia digestion and multi-element ICP-MS analysis (code AQ201). Rock sample results with gold greater than 1,000 ppb were subjected to fire assay (ICP-ES finish) analysis (30 g pulp; code FA330-Au). The induced polarization/resistivity survey was carried out by Matrix Geotechnologies Ltd of Toronto Ontario, using a 10 kW generator Time Domain IP system using the Elrec Pro 10 channel receiver with a receiver dipole spacing of 25 metres, (pole-dipole array), which provides quality subsurface resolution for 2D Quantitive Sections and 3D voxel modelling for exploration drill targeting. The figure accompanying this release shows a plan view of interpreted gradient chargeability.

This news release has been reviewed by Michael Moore P. Geo., Vice President, Exploration of Precipitate Gold Corporation, the Qualified Person for the technical information in this news release under NI 43-101 standards.

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 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:

Tel: 604-558-0335 Toll Free: 855-558-0335 investor@precipitategold.com

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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.

Juan de Herrera Project

Southeast & South Jengibre Zones
Gold Anomalies + Airborne 1st Vertical Derivative Magnetics

Precipitate GOLD CORP

Ginger Ridge 6 km

GoldQuest Mining
Jengibre Zone

rocks: gold to 17.7 g/t
copper to 1.4%

N

Copper Showing
rock grab samples
up to 13.5% Cu, 0.5 ppm Au, 52.1 ppm Ag *

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2,092,000

2,091,000

GoldQuest Mining - Tireo Project
Precipitate Gold
Juan de Herrera

1.1% Cu
0.3% Cu
0.2% Cu

4m @ 1.25 g/t Au

Inferred regional fault

Tireo Volcanics

Peralta sediments

Inferred regional fault

Gold

>70th percentile

Gold Soil Geochemistry (ppb)
- 19.7 to 229.2 (>95th percentile)
- 10.8 to 19.7 (90-95th %tile)
- 6.1 to 10.8 (80-90th %tile)
- 4.7 to 6.1 (70-80th %tile)
- < 4.7 (< 70th %tile)

Gold Rock Geochemistry (ppb)
- 19.7 to 229.2 (>95th percentile)
- 10.8 to 19.7 (90-95th %tile)
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1st Vertical Derivative Magnetics
HIGH
LOW

* Surface rock grab samples are selective by nature and are unlikely to represent average grades of the zone

0 250 500
metres

June 2017

Juan de Herrera Project

Southeast & South Jengibre Zones
Gold Anomalies + IP Chargeability

Precipitate GOLD CORP

Ginger Ridge 6 km

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2,092,000

2,091,000

GoldQuest Mining - Tireo Project
Precipitate Gold
Juan de Herrera

470
748
1,125
5,217
1.1% Cu
0.3% Cu
0.2% Cu

4m @ 1.25 g/t Au

inferred regional fault

Tireo Volcanics

Peralta sediments

inferred regional fault

Gold

>70th percentile

Gold Soil Geochemistry (ppb)
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Time Domain IP (PDP Array, 25m, 10 channel)
1.5 1.8 2.0 2.3 2.6 2.8 3.0 3.2 3.4 3.7 4.0 4.5 7.1
Low Chargeability — mV/V — High Chargeability

0 250 500
metres

June 2017