

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

PRECIPITATE GOLD CORP. ("Precipitate" or the "Company")
Suite 580 – 625 Howe Street
Vancouver, British Columbia V6C 2T6

ITEM 2 Date of Material Change

August 17, 2021

ITEM 3 News Release

A new release setting out information relating to the material change described herein was issued by the Company on August 17, 2021, disseminated through the facilities of Newsfile Corp. and filed on Sedar.

ITEM 4 Summary of Material Change

The Company announced that it has secured, by a combination of staking and property option agreements, exclusive rights to acquire a 100% interest in mineral exploration licenses totalling 12,350 hectares making up the Motherlode Gold Project (the "Motherlode Project" or the "Project") located within the Burin Peninsula of southern Newfoundland, Canada.

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

August 17, 2021



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Precipitate Secures Rights to Acquire 100% of Motherlode Gold Project in Newfoundland, Canada and Reports Board Changes

Vancouver, B.C. – August 17, 2021 - Precipitate Gold Corp. (the “Company” or “Precipitate”) (TSXV: PRG, OTCQB: PREIF) is pleased to announce it has secured, by a combination of staking and property option agreements, exclusive rights to acquire a 100% interest in mineral exploration licenses totalling 12,350 hectares making up the **Motherlode Gold Project** (the “Motherlode Project” or the “Project”) located within the Burin Peninsula of southern Newfoundland, Canada.

Motherlode Project Highlights: *

Select Historical Sampling Results

- High grade gold rock grab samples: **25.0 g/t Au, 15.7 g/t Au, 11.6 g/t Au, 6.3 g/t Au & 4.5 g/t Au**
- Trench/Channel Results: 0.5m of 4.5 g/t Au, 1.5m of 10.1 g/t Au, 6.2m of 3.6 g/t Au (incl. 0.9m of 7.7 g/t Au)
- 2007 Diamond Drill Results (8 holes, 902m): **0.7m of 3.2 g/t Au, 10.4m of 0.82 g/t Au, 1.5m of 2.8 g/t Au**

Gold Mineralization, Geology, Regional Geochemistry

- **11 historical mineral occurrences, including 8 gold showings;**
- District-scale potential within an estimated **16.5-kilometre-long exploration trend** hosted in late Proterozoic-age Burin Group volcanic and ultramafic rocks;
- Major northeast trending, sub-vertical dipping **shear-fault zones up to 30 metres wide;**
- **Gold enriched quartz veins and quartz-silica stockworks** are strongly associated with ‘high strain’ rocks (i.e. shears, schists, folds) with a generally low pyrite content;
- Project regional government **till, lake & stream sample geochemistry anomalies include gold, arsenic, antimony, copper, nickel and zinc.**

Infrastructure

- 12,350 hectare project on Newfoundland’s south coast.
- Excellent access and logistical infrastructure, with year-round road access, high-power electrical lines running through the project, nearby Atlantic Ocean ports, and an active nearby industrial fluorite mine.

For reference: g/t = grams per tonne, Au = gold, m = metres

Jeffrey Wilson, Company President & CEO stated, “We are excited at the opportunity to diversify the Company’s project portfolio with this new property acquisition in one of Canada’s most active, mining-friendly, and prospective geological jurisdictions. Combining the contiguous properties with our own staked ground represents the consolidation of an underexplored district-scale land package in a favourable geological environment where significant prior sample and drill results yielded impressive gold values but lacked in adequate systematic follow up. The opportunity to apply the Company’s technical

expertise with modern exploration techniques provides Precipitate and its shareholders with significant new discovery potential. This, combined with the Project's superb access and infrastructure mean the Company's geological crews can promptly activate field work to identify and prioritize targets with a near term view to generating results. The Motherlode Project augments the Company's existing properties in the Dominican Republic where multiple targets remain drill-ready and awaiting further advancement."

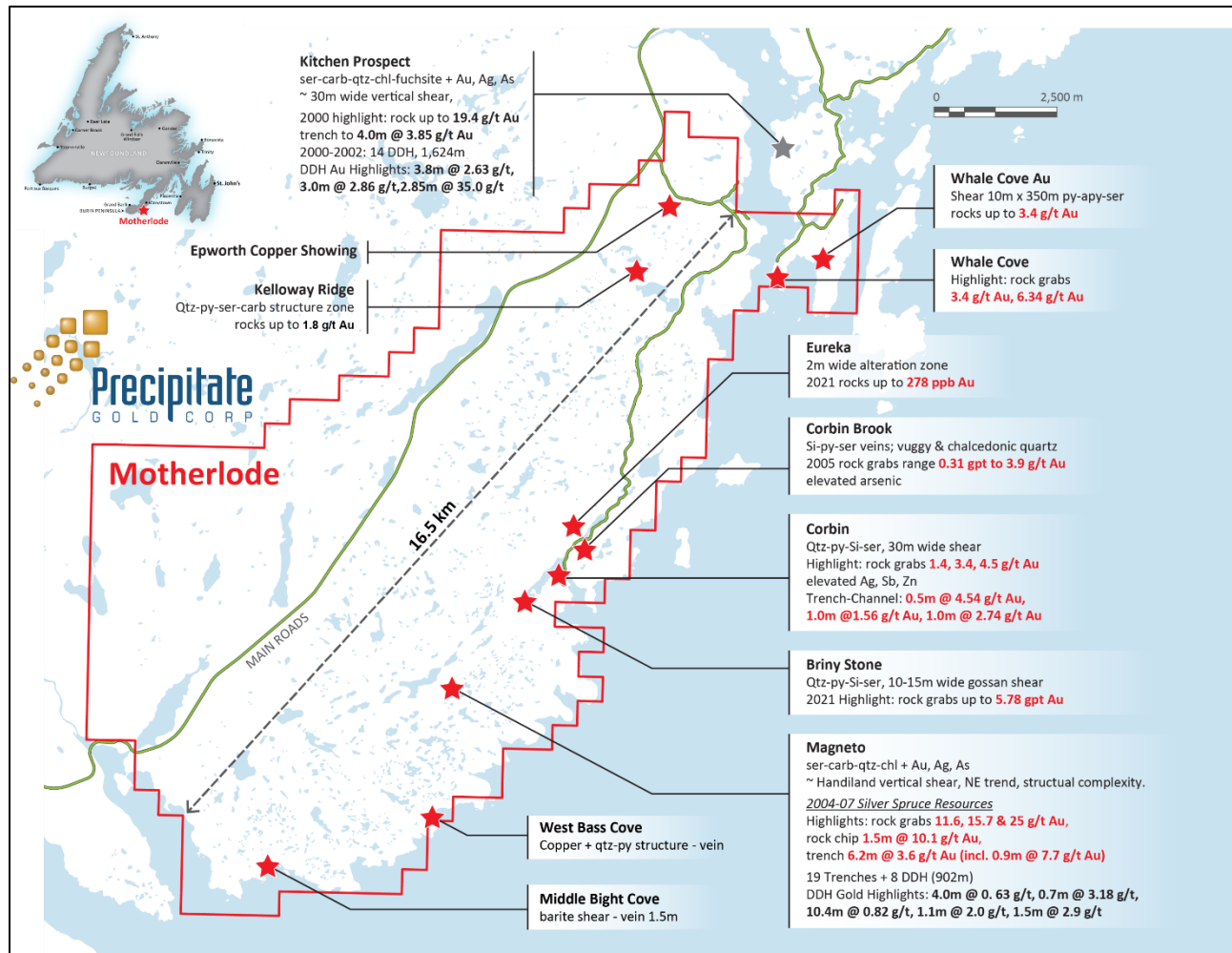
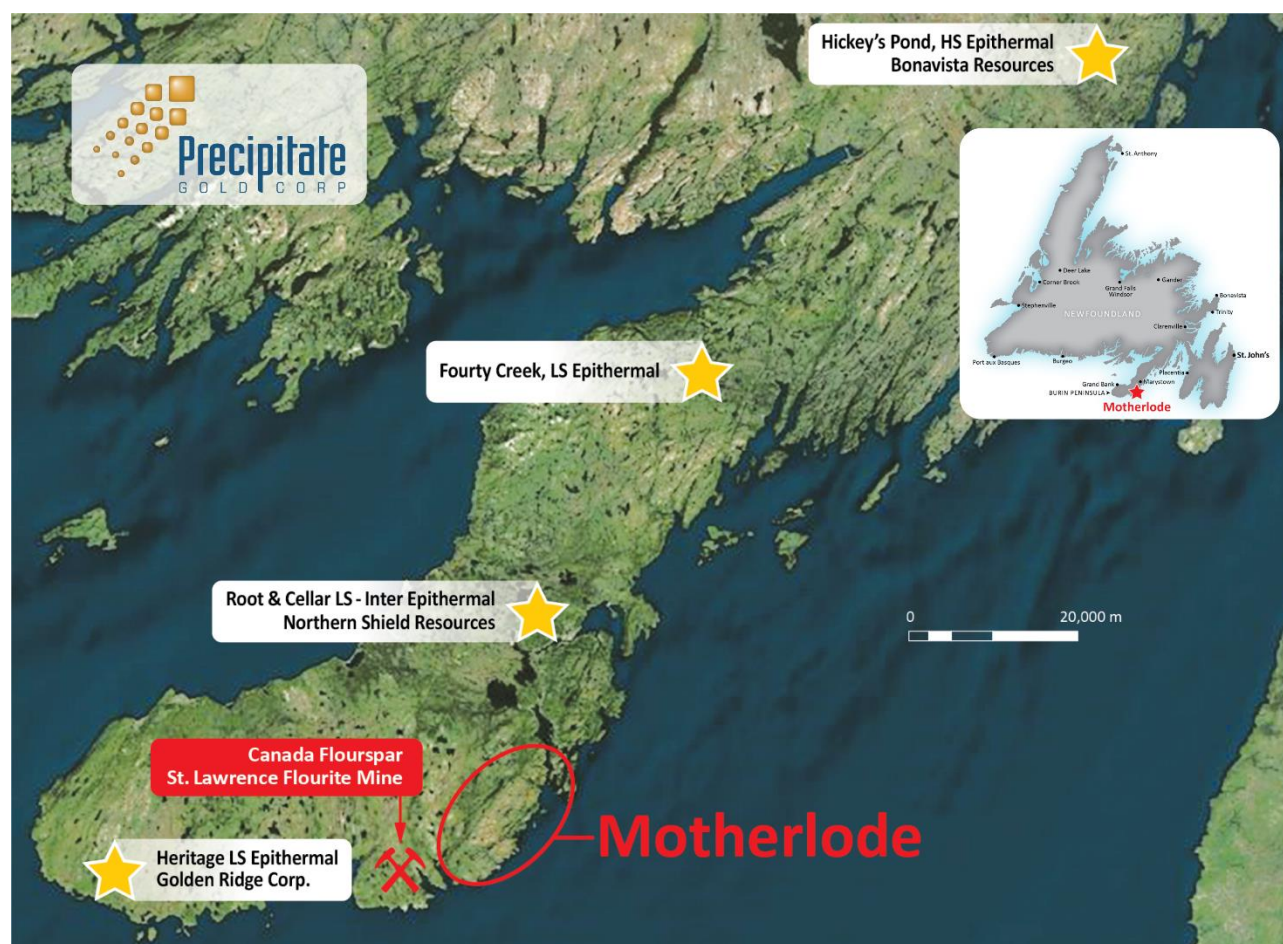


Figure 1 – Motherlode Project Map with Historic Sampling and Drilling Results

Regional Geology of Burin Peninsula:

The Motherlode Project is located approximately 3.5 hours by road from Gander and St. John's within the southeastern region of Newfoundland's Burin Peninsula, which is part of an active gold exploration region that includes other high profile gold exploration projects such as Root & Cellar (**Northern Shield Resources**), Heritage (**Golden Ridge Resources**) and Hickey's Pond (**Bonavista Resources**).

Project lithologies are part of the major Avalon Tectonostratigraphic Zone, where claims are dominantly underlain by late Proterozoic aged Burin Group submarine oceanic volcanics and associated ultramafics, with interbedded clastic sediments and carbonate rocks. The Burin Group lithologies have a NE-SW trend and sub vertical dip, with a pervasive greenschist facies deformation, ranging from moderate fracture cleavage to a strong and discrete shear fabric (quartz-chlorite-sericite-calcite schists; typically, coplanar to local lithological bedding trends). Historical reports indicate that gold enriched quartz veins and quartz-silica stockworks are strongly associated with ‘high strain’ rocks (i.e. shears, schists, folds) containing a generally low pyrite concentration.



[*Figure 2 - Burin Peninsula - Major Regional Mineral Showings*](#)

Option and Acquisition Terms for Motherlode Project:

The Company entered into two underlying property option agreements granting Precipitate the exclusive right to earn a 100% interest in a combined 6,100 hectares of mineral exploration licences (the “Properties”) by fulfilling certain elective annual cash and share payments over a 4-year option term, as follows:

<u>Date</u>	<u>Cash</u>	<u>Precipitate Common Shares</u>
On closing	\$26,000	370,000
12 month Anniversary	\$52,000	650,000
24 month Anniversary	\$74,000	990,000

26 month Anniversary	\$84,000	1,270,000
48 month Anniversary	\$107,000	1,800,000

Upon completion of the cash and share payments as set out above, Precipitate will have a 100% interest in the Properties, subject to certain net smelter returns ("NSR") of 1.5% (Vendor Group 1) and 2.5% (Vendor Group 2) granted to the two vendor groups by Precipitate. Portions of each NSR are purchasable by Precipitate at any time for \$500,000 per 0.5% (Vendor Group 1) and \$750,000 per 0.5% (Vendor Group 2). In addition, Precipitate retains a right of first refusal to purchase the balance of all NSRs at any time.

Additionally, the Company acquired a 100% interest in an adjoining 6,250 hectares by direct staking and execution of a purchase agreement to acquire a small inlier parcel in exchange for \$1,000 and 25,000 common shares of the Company. No NSR is applicable on the staked or purchase agreement claims.

The property option agreements and purchase agreement are subject to TSX Venture Exchange approval.

In anticipation of closing these agreements promptly, a geological data review and the development of exploration plans are underway. Initiation of a first phase field program will be announced as it commences.

Board Changes:

Dr. Quinton Hennigh is retiring as a director of the Company. Dr. Hennigh advised he will be unwinding his directorships with multiple public companies as he transitions into a more formal role with Crescat Capital, a global asset management firm.

"It has been a pleasure to work with the Precipitate team over the past ten years," commented Quinton Hennigh. "This is a very important time for the Company as it expands its exploration horizons to include a highly prospective land position in Newfoundland, the first Canadian project held by Precipitate in several years. I look forward to closely following this story as the Company and its highly experienced exploration team advance this exciting new project."

Jeffrey Wilson, Precipitate's President and CEO stated, "On behalf of the Board of Directors, and all members of the Precipitate team, I'd like to thank Quinton for his invaluable contribution to the Company's growth and development. Mr. Hennigh has generously served as a member of the Precipitate Board since the Company's inception in 2012, providing insightful technical guidance and strong capital market alliances. We wish Mr. Hennigh all the best in his new position and all future endeavours."

* Note: Certain information and data in this news release concerning the Motherlode Project and past work done thereon and results therefrom are historical, being derived from publicly available sources including assessment reports and Newfoundland government technical sources. The reliability of some historical data is unknown but is considered relevant by Company management. The historical data may be non-NI 43-101 compliant and should not be relied upon. It is the Company's intention to verify the historical data, however confirmation work may produce results that differ substantially from the historic results. High grade rock grab samples are selective by nature and are unlikely to represent average grades on the property.

This news release has been reviewed by Michael Moore, 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 Newfoundland Canada and the Pueblo Viejo Mining Camp and Tireo Gold Trend of the Dominican Republic. The Company has entered into an Earn-In Agreement with Barrick Gold Corporation, whereby Barrick can earn a 70% interest in the Company's Pueblo Grande Project by incurring US\$10M within six years and producing a qualifying Pre-feasibility Study. Precipitate is also actively evaluating additional high-impact property acquisitions with the potential to expand the Company's portfolio and increase shareholder value, in other favourable jurisdictions.

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:

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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.