



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General Meeting (the “**Meeting**”) of the Shareholders of PRECIPITATE GOLD CORP. (the “**Company**”) will be held in the Boardroom of Owen Bird Law Corporation, 29th Floor, 595 Burrard Street, Vancouver, British Columbia, V7X 1J5, on **Monday, May 30, 2022**, at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal period ending November 30, 2021, together with the Auditor’s Report thereon.
2. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
3. To elect directors of the Company for the ensuing year.
4. To approve by ordinary resolution the Company’s new 10% rolling equity incentive plan, as more particularly set out in the accompanying Information Circular.
5. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice is an Information Circular dated April 22, 2022, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 22nd day of April, 2022.

BY ORDER OF THE BOARD

“Jeffrey R. Wilson”

Chief Executive Officer and President