



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 Aird & Berlis LLP, Brookfield Place 181 Bay Street, Suite 1800, Toronto, ON, Canada M5J 2T9, on **Wednesday, August 26, 2026**, at 1:00 p.m. (Toronto time), for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ending November 30, 2025, together with the Auditor's Report thereon.
2. To appoint De Visser Gray 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 the directors of the Company.
4. To approve the Company's 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 July 15, 2026, 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 15th day of July, 2026.

BY ORDER OF THE BOARD

“Jeffrey R. Wilson”

Chief Executive Officer and President