

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14C**

Information Statement Pursuant to Section 14(c)  
of the Securities Exchange Act of 1934

Check the appropriate box:

- Preliminary Information Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))  
 Definitive Information Statement

**RISE RESOURCES INC.**

(Name of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

- (1) Title of each class of securities to which transaction applies: Common Stock, \$0.001 par value
- (2) Aggregate number of securities to which transaction applies: 20,792,500
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A
- (4) Proposed maximum aggregate value of transaction: N/A
- (5) Total fee paid: N/A

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

**RISE RESOURCES INC.**  
700 – 510 West Hastings Street  
Vancouver, British Columbia, Canada V6B 1L8

February 24, 2015

Dear Stockholder:

We are furnishing the enclosed information statement to you in connection with a proposal to increase our authorized capital from 21,000,000 shares of common stock, par value \$0.001, to 400,000,000 shares of common stock, par value \$0.001 (the “Authorized Capital Increase”).

**WE ARE NOT ASKING FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

Our Board of Directors reviewed and unanimously approved the Authorized Capital Increase by consent resolutions dated February 16, 2015. The holders of a majority of our issued and outstanding common stock also approved the Authorized Capital Increase by written consent dated February 16, 2015. However, pursuant to applicable securities laws the Authorized Capital Increase will not be effected until at least 20 days after a definitive information statement has been sent to our stockholders who did not previously consent to the Authorized Capital Increase.

By Order of the Board of Directors:

/s/ Greg Johnston

Greg Johnston  
Chief Executive Officer, Director

## INFORMATION STATEMENT

### Introduction

The holders of a majority of our issued and outstanding common stock have taken an action by written consent without a meeting, pursuant to Section 78.207 of the Nevada Revised Statutes, to approve an increase in our authorized capital from 21,000,000 shares of common stock, par value \$0.001, to 400,000,000 shares of common stock, par value \$0.001 (the "Authorized Capital Increase"). The purpose of the Authorized Capital Increase is to reorganize our capital structure in connection with a 1:80 reverse split, which management believes will better position us to attract financing.

This information statement is being filed pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and provided to our stockholders pursuant to Rule 14c-2 under the Exchange Act.

### **WE ARE NOT ASKING FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

We are a fully-reporting Exchange Act company incorporated under the laws of the State of Nevada. Our common stock is currently quoted on the OTC Pink tier of the OTC Markets under the trading symbol PROFD. Information about us can be found our most recent quarterly report on Form 10-Q for the period ended October 31, 2014 and our amended annual report on Form 10-K/A for the fiscal year ended July 31, 2014, both filed with the Securities and Exchange Commission (the "SEC"). Additional information about us can be found in our public filings that can be accessed electronically by means of the SEC's home page on the Internet at <http://www.sec.gov>, at other Internet sites such as <http://www.freedgar.com>, as well as by other means from the offices of the SEC.

We will incur all costs associated with preparing, printing and mailing this information statement.

### **Item 1. Information Required by Items of Schedule 14A**

#### Date, Time and Place Information

There will not be a meeting of our stockholders to approve the Authorized Capital Increase and we are not required to hold a meeting under the Nevada Revised Statutes when a corporate action has been approved by the written consent of holders of a majority of our stock entitled to vote on the matter. This information statement is being mailed on or about March 6, 2015 to the holders of our stock as of February 13, 2015.

#### Dissenters' Right of Appraisal

Under the Nevada Revised Statutes, our stockholders do not have dissenters' rights in connection with the Authorized Capital Increase.

#### Voting Securities and Principal Holders Thereof

The record date for the determination of stockholders entitled to consent to the Authorized Capital Increase was February 16, 2015 (the "Record Date"). As of that date, we had 20,792,500 issued and outstanding shares of common stock, par value \$0.001. Each share of our common stock entitles the holder thereof to one vote on each matter that may come before a meeting or vote of our stockholders.

The Authorized Capital Increase was approved by the holders of a majority of our stock entitled to vote on the Record Date. The vote required to approve the Authorized Capital Increase was 50% of the shares entitled to vote plus one vote, a simple majority. The actual affirmative vote was 96.23% of the shares.

Under applicable securities laws, we are not permitted to effect the Authorized Capital Increase until at least 20 days after we distribute a definitive information statement to our stockholders who have not previously consented to the corporate action.

#### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth the ownership, as of the Record Date, of our common stock by each of our directors, by all of our executive officers and directors as a group and by each person known to us who is the beneficial owner of more than 5% of any class of our securities. As of the Record Date there were 20,792,500 issued and outstanding shares of our common stock. All persons named have sole or shared voting and investment power with respect to the securities, except as otherwise noted. The number of securities described below includes shares which the beneficial owner described has the right to acquire within 60 days of the date of this information statement.

<b>Title of Class</b>	<b>Beneficial Owner Information</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Common Stock	Greg Johnston (1)	-	-
Common Stock	Fred Tejada (2)	459,259	2.2
Common Stock	Perparim Alikaj (3)	6,250	(4)
<b>All Officers and Directors as a Group</b>		<b>465,509</b>	<b>2.2</b>
Common Stock	Scharfe Holdings Inc. (5) 700 – 510 West Hastings Street Vancouver, BC V6B 1L8	13,548,241	65.16
Common Stock	Jason Scharfe 700 – 510 West Hastings Street Vancouver, BC V6B 1L8	3,000,000	14.43
Common Stock	Cale Thomas 700 – 510 West Hastings Street Vancouver, BC V6B 1L8	2,000,000	9.62

- (1) Greg Johnston has been our Chief Executive Officer and Director since April 23, 2014.
- (2) Fred Tejada has been our President, Secretary and Treasurer since November 22, 2013, our acting Chief Financial Officer since March 4, 2014, and our Director since June 8, 2012.
- (3) Perparim Alikaj has been our director since June 8, 2012.
- (4) Less than 1%.
- (5) Bradley Scharfe exercises sole voting and investment power over the shares held by Scharfe Holdings Inc.

Amendment of Charter, Bylaws or Other Documents

We are undertaking the Authorized Capital Increase to reorganize our capital structure in connection with a recent 1:80 reverse split, which management believes will better position us to attract financing.

The Authorized Capital Increase will be effective upon filing a Certificate of Amendment pursuant to Section 78.209 of the Nevada Revised Statutes with the Nevada Secretary of State.

**Item 2. Statement that Proxys are not Solicited**

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

**Item 3. Interest of Certain Persons in or in Opposition to Matters to be Acted Upon**

The substantial interest, direct or indirect, by security holdings or otherwise, of each person who has been our director or officer at any time since the beginning of the last fiscal year, each nominee for election as our director and each associate of the foregoing persons in the Authorized Capital Increase is as follows:

<b>Title of Class</b>	<b>Beneficial Owner Information</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Common Stock	Greg Johnston (1)	-	-
Common Stock	Fred Tejada (2)	459,259	2.2
Common Stock	Perparim Alikaj (3)	6,250	(4)

- (1) Greg Johnston has been our Chief Executive Officer and Director since April 23, 2014.
- (2) Fred Tejada has been our President, Secretary and Treasurer since November 22, 2013, our acting Chief Financial Officer since March 4, 2014, and our Director since June 8, 2012.

(3) Perparim Alikaj has been our director since June 8, 2012.

(4) Less than 1%.

**Item 4. Proposals by Security Holders**

None.

**Item 5. Delivery of Documents to Security Holders Sharing an Address**

We will deliver only one copy of this information statement to multiple stockholders sharing an address unless we have received contrary instructions from one or more of such stockholders.

We undertake to deliver promptly upon written or oral request a separate copy of this information statement to any stockholder at a shared address to which a single copy of the document was delivered. A stockholder can notify us that he or she wishes to receive a separate copy of this information statement or any future Information Statement by writing to us at 700 – 510 West Hastings Street, Vancouver, British Columbia, Canada V6B 1L8, or by telephoning us at (604) 687-7130.

Stockholders sharing the same address can also request delivery of a single copy of annual reports to security holders, information statements or Notices of Internet Availability of Proxy Materials if they are receiving multiple of such documents in the same manner.

By Order of the Board of Directors:

Dated: February 24, 2015

By: /s/ Greg Johnston  
Greg Johnston  
Chief Executive Officer, Director