



RISE RESOURCES INC.
Suite 488, 1090 West Georgia Street
Vancouver, BC V6E 3V7
T: 604.687.7130

NOTICE OF ANNUAL GENERAL MEETING

TO THE STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of stockholders of Rise Resources Inc. (the “**Corporation**”) will be held at the offices of the Corporation, Suite 488, 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, on Thursday, December 15, 2016, at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended July 31, 2016, and the accompanying report of the auditors;
2. to elect Benjamin Mossman, Fred Tejada, Cale Thomas, Bradley Scharfe and John Anderson as directors of the Corporation;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Corporation for the fiscal year ending July 31, 2017 and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor; and
4. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Corporation has fixed November 10, 2016 as the record date for the determination of stockholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered stockholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered stockholder of the Corporation and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the accompanying form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of

British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered stockholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 21st day of November, 2016.

By Order of the Board of Directors of

RISE RESOURCES INC.

“Cale Thomas”

Cale Thomas
Chief Financial Officer, Treasurer, Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE VOTE BY PROXY BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING PROXY.