

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 17, 2017**

RISE GOLD CORP.

(Exact Name of Registrant as Specified in Charter)

Nevada
*(State or other jurisdiction of
incorporation)*

000-53848
*(Commission File
Number)*

30-0692325
(IRS Employer Identification No.)

488 – 1090 West Georgia Street
Vancouver, British Columbia
Canada
(Address of principal executive offices)

V6E 3V7
(Zip Code)

Registrant's telephone number, including area code: **(604) 260-4577**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the exchange Act (17 CFR 240.13e -4)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02 Termination of a Material Definitive Agreement

On July 17, 2017 the Company terminated a purchase agreement (the "Purchase Agreement") dated May 26, 2016 with Klondike Gold Corp. The terms of the Purchase Agreement were disclosed in the Company's Form 8-K dated June 6, 2016. The Company and Klondike mutually agreed not to proceed with the second closing contemplated in the Purchase Agreement. The Company paid CDN\$100,000 to Klondike.

Item 3.02. Unregistered Sales of Equity Securities.

On August 8, 2017, the Company entered into a shares for debt settlement transaction with one of its creditors, providing for the settlement of approximately CDN\$95,952 of indebtedness through the issuance of an aggregate of 417,184 Units of the Company (the "Units") at a deemed issue price of Cdn\$0.23 per Unit. Each Unit is comprised of one common share (a "Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one additional Share at an exercise price of \$0.40 until May 5, 2019.

The Company is relying on Rule 903 of Regulation S under the Securities Act of 1933, as amended, for the offer and sale of the Units to the creditor, based on the fact that the Units were sold in an offshore transaction, as defined in Regulation S. The Company has not engaged in any directed selling efforts in the United States in connection with the sale of the Units, and the creditor was not a U.S. person and did not acquire the securities for the account or benefit of any U.S. person.

Item 8.01 Other Events.

On August 8, 2017, the Company issued a press release announcing the divestment of certain of its BC exploration properties and a shares for debt settlement transaction with one of its creditors. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No. _____ Description

99.1 Press release dated August 8, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 9, 2017

RISE RESOURCES INC.

/s/ Cale Thomas

Cale Thomas

Chief Financial Officer



RISE PROVIDES CORPORATE UPDATE

Aug 8, 2017 – Vancouver, British Columbia ó Rise Gold Corp. (CSE: RISE, OTC: RYES) (õRiseö or the õCompanyö) is pleased to provide an update of its corporate activities.

The Company has been conducting detailed planning for its upcoming exploration program at the Idaho-Maryland Gold Project. The Company is anticipating that the upcoming exploration program will be the first significant exploration at the Idaho-Maryland Mine since it was closed in 1956.

The Company will provide a comprehensive update of the upcoming exploration program within the next couple of weeks and is providing an update on other corporate activities in this news release.

Industrial Land Holdings

The Company currently owns 93 acres of M1 zoned industrial land in Nevada County, California which was purchased along with the 2,800 acres of private mineral rights which encompasses the Idaho-Maryland Mine Project. In addition to the 93 acres, the Company has invested US\$600,000 into the purchase of an 82-acre parcel (the õMill Siteö) adjacent to the historic New Brunswick mine shaft. A further payment of US\$1,300,000 to complete the purchase of the Mill Site is due on September 30th 2017.

The Company will own 175 acres of M1 Zoned Industrial Land upon completion of the Mill Site property acquisition. Rise Gold Corp will be a significant Industrial land holder and will own approximately 18% of the M1 Zoned Industrial land in Nevada County, California.

Divestment of BC Exploration Properties

The Company announces that on July 17th 2017, it returned the exploration stage mineral properties in British Columbia related to the Klondike Gold Corp. (õKlondikeö) acquisition announced July 18th 2016. The Company provided a cash payment of \$100,000 to Klondike and the agreement has been mutually terminated. There will be no further payments, in relation to the Second Closing, to Klondike which would have required payments of \$150,000 in cash, 2,000,000 shares and 1,000,000 warrants.

The Company has now divested itself of all its BC exploration properties and will focus all resources on the development of the Idaho-Maryland Gold Project, located in Nevada County, California.

Debt Settlement

The Company announces that it has settled \$95,952.41 in debt by issuance of 417,184 units (each a "Unit") at \$0.23 per Unit where each Unit consists of one common share (a "Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one additional Share at an exercise price of \$0.40 until May 5, 2019. This debt is related to finders fees on the previous private placement closed on May 5th 2017.

About Rise Gold Corp

Rise is an exploration-stage mining company. The Company's principal asset is the historic past producing Idaho-Maryland Gold Mine located in California, USA. The Idaho-Maryland Gold Mine is one of the United States' greatest past producing gold mines with total past production of 2,414,000 oz of gold from 1866-1955. Rise is a US corporation incorporated in Nevada, USA and maintains its head office in Vancouver, British Columbia, Canada.

On behalf of the Board of Directors:

Benjamin Mossman
President, CEO and Director
Rise Gold Corp.

For further information, please contact:

RISE GOLD CORP

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INVESTOR RELATIONS

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Mario Vetro
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Benjamin Mossman, P.Eng, CEO of the Rise Gold Corp, is the Qualified Person responsible for the content of this news release. The CSE has not reviewed, approved or disapproved of the contents of this news release.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of applicable securities laws. Forward-looking statements are frequently characterized by words such as "plan," "expect," "project," "intend," "believe," "anticipate," "estimate" and other similar words or statements that certain events or conditions may or will occur.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks, uncertainties and assumptions related to certain factors including, without limitation, obtaining all necessary approvals, meeting expenditure and financing requirements, compliance with environmental regulations, title matters, operating hazards, metal prices, political and economic factors, competitive factors, general economic conditions, relationships with vendors and strategic partners, governmental regulation and supervision, seasonality, technological change, industry practices, and one-time events that may cause actual results, performance or developments to differ materially from those contained in the forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements and information contained in this release. Rise undertakes no obligation to update forward-looking statements or information except as required by law.