

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): **April 18, 2018**

**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.

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### **Item 3.02 Unregistered Sales of Equity Securities**

On April 18, 2018, the Company completed the issuance and sale of an aggregate of 35,161,000 units at a price of CAD\$0.10 per unit for gross proceeds of CAD\$3,516,100 (the "Private Placement"). Each unit consists of one share of the Company's common stock and one non-transferable share purchase warrant exercisable into one share of common stock at a price of CAD\$0.15 until April 18, 2021. All securities issued pursuant to the Private Placement and the securities comprising part of the finder's fee are subject to statutory hold periods in accordance with applicable United States securities laws for a minimum of six months and to statutory hold periods in accordance with applicable Canadian securities laws for a minimum of four months and one day.

In connection with the Private Placement, the Company paid one finder cash commissions of a total of CAD\$2,100, being 7% of the gross proceeds raised from an investor introduced to the Company by that finder, and issued 21,000 finder's warrants, being 7% of the number of Units sold to an investor introduced to the Company by the finder. Each warrant is exercisable into one share of the Company's common stock at a price of CAD\$0.15 until April 18, 2020.

The Company issued the shares and warrants underlying the foregoing units and the foregoing finder's warrants in reliance on the exemptions from registration provided by Rule 903 of Regulation S under the Securities Act of 1933, as amended (the "Securities Act") for offers and sales outside of the United States and Section 4(a)(2) of the Securities Act and Rule 506(b) of Regulation D thereunder for offers and sales in the United States and to U.S. persons. The Company's reliance on Rule 903 was based on the fact that the securities were sold in "offshore transactions", as defined in Rule 902(h) of Regulation S. The Company did not engage in any directed selling efforts in the United States in connection with the sale of the securities. The Company's reliance on Rule 506(b) was based on the fact that the U.S. investors in the Private Placement provided representations to the Company regarding their investment intent and status as an "accredited investor", as defined in Rule 501(a) of Regulation D, and that neither the Company nor anyone acting on its behalf engaged in any general advertising or general solicitation in connection with the Private Placement.

### **Item 9.01 Financial Statements and Exhibits.**

Exhibit

No. \_\_\_\_\_

Description

99.1 Press release dated April 19, 2018

## 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: April 19, 2018

**RISE RESOURCES INC.**

/s/ Cale Thomas

**Cale Thomas**

Chief Financial Officer



## RISE GOLD COMPLETES \$3.5M FINANCING

**April 19, 2018 – Vancouver, British Columbia ó Rise Gold Corp. (CSE: RISE, OTCQB: RYES)** (õRise Goldö or the õCompanyö) is pleased to announce that it has completed the non-brokered private placement announced in its April 11, 2018 news release (the õFinancingö).

The Company raised a total of \$3,516,100 through the sale of 35,161,000 units (each a õUnitö) at \$0.10 per Unit where each Unit consists of one share of common stock (a õShareö) and one share purchase warrant (a õWarrantö). Each Warrant entitles the holder to acquire one additional Share at an exercise price of \$0.15 until April 18, 2021. All securities issued pursuant to the Private Placement will be subject to statutory hold periods in accordance with applicable United States and Canadian securities laws. The Company will use the proceeds from the Private Placement for the advancement of its Idaho-Maryland Gold Project and for general working capital.

The Company paid a finderø fee to Leede Jones Gable Inc. in the amount of \$2,100 cash and 21,000 finderø warrants exercisable at a price of \$0.15 per share until April 18, 2020.

Southern Arc Minerals Inc. (õSouthern Arcö), a company listed on the TSX Venture Exchange, has made a strategic investment in the Company through the purchase of 20,000,000 Units of the Financing. Southern Arc has advised the Company that as a result of its purchase of Units, it now owns approximately 17.23% of the Companyø post-closing issued and outstanding shares of common stock. The securities offered have not been registered under the United States Securities Act of 1933, as amended (the õU.S. Securities Actö), or any state securities laws and may not be offered or sold absent registration or compliance with an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

### **About Rise Gold Corp.**

Rise Gold is an exploration-stage mining company. The Companyø principal asset is the historic past producing Idaho-Maryland gold mine located in Nevada County, California, USA. The Idaho-Maryland gold mine is one of the United Statesø greatest past producing gold mines with total past production of 2,414,000 oz of gold from 1866-1955. Rise Gold is 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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*The CSE has not reviewed, approved or disapproved 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, the exercise of warrants of Rise Gold, the appointment of certain directors, officers and technical advisors of Rise Gold, and the payment of finder’s fees. Accordingly, readers should not place undue reliance on forward-looking statements and information contained in this release. Rise Gold undertakes no obligation to update forward-looking statements or information except as required by law.*