

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to shares of common stock of Rise Gold Corp. (the “**Issuer**”).

The Issuer has a head office at Suite 650 – 669 Howe Street, Vancouver, BC V6C 0B4.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction that triggered the requirement to file this report was carried out in a private transaction and not through any market. See item 2.2 below.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

The acquiror is Southern Arc Minerals Inc. (“**Southern Arc**”) of Suite 650 – 669 Howe Street, Vancouver, BC V6C 0B4.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On November 5, 2018, Southern Arc acquired 7,500,000 shares of the Issuer’s common stock pursuant to a private placement, representing approximately 5.14% of the Issuer’s issued and outstanding shares of common stock. Southern Arc also acquired warrants to purchase 3,750,000 shares of common stock of the Issuer. The warrants, if exercised, would represent approximately 2.05% of the issued and outstanding shares of common stock of the Issuer, assuming no further shares of common stock of the Issuer have been issued.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

On November 5, 2018, Southern Arc acquired 7,500,000 shares of common stock and 3,750,000 warrants of the Issuer pursuant to a private placement.

Immediately prior to the foregoing acquisition, Southern Arc held (i) 20,000,000 shares of common stock of the Issuer, which represented approximately 14.44% of the Issuer's issued and outstanding shares on a non-diluted basis; and (ii) an aggregate of 20,875,000 warrants of the Issuer, of which 875,000 warrants were finder warrants. If exercised, Southern Arc would own approximately 25.65% of the issued and outstanding shares of common stock of the Issuer on a partially diluted basis, assuming no further shares of common stock of the Issuer have been issued.

Immediately following the acquisition, Southern Arc holds a total of (i) 27,500,000 shares of common stock of the Issuer, which represents approximately 18.84% of the Issuer's currently issued and outstanding shares of common stock; and (ii) an aggregate of 24,625,000 warrants of the Issuer. The foregoing acquisition has resulted in an approximate 4.4% change in Southern Arc's ownership of shares of common stock of the Issuer on a non-diluted basis. If Southern Arc also exercised its 24,625,000 warrants, Southern Arc would own approximately 30.55% of the issued and outstanding shares of common stock of the Issuer on a partially diluted basis, assuming no further shares of common stock of the Issuer have been issued.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Southern Arc acquired ownership of a total of 7,500,000 shares of common stock and 3,750,000 warrants of the Issuer.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately prior to the foregoing acquisition, Southern Arc held (i) 20,000,000 shares of common stock of the Issuer, which represented approximately 14.44% of the Issuer's issued and outstanding shares on a non-diluted basis; and (ii) an aggregate of 20,875,000 warrants of the Issuer, of which 875,000 warrants were finder warrants. If exercised, Southern Arc would own approximately 25.65% of the issued and outstanding shares of common stock of the Issuer on a partially diluted basis, assuming no further shares of common stock of the Issuer have been issued.

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- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**
- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**
 - (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**
 - (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

All securities referred to in Item 3.4 are owned and/or controlled by Southern Arc.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

7,500,000 units (each unit comprised of one share of the Issuer's common stock and one-half of one share purchase warrant) were issued at a price of C\$0.10 per unit for a total of C\$750,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

7,500,000 units (each unit comprised of one share of the Issuer's common stock and one-half of one share purchase warrant) were issued at a price of C\$0.10 per unit for a total of C\$750,000.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

- (j) **a solicitation of proxies from securityholders;**
- (k) **an action similar to any of those enumerated above.**

Southern Arc acquired the securities for investment purposes, and has no present intention to acquire or dispose of further securities of the Issuer. Southern Arc may, in the future participate in financings and/or acquire or dispose of securities of the Issuer in the market, privately or otherwise, as circumstances or market conditions warrant.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

Certificate

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

November 5, 2018
Date

(signed) "Vince Boon"
Authorized Signatory

Vince Boon/CFO
Name/Title