

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): **February 14, 2019**

**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.)*

**650 – 669 Howe Street**  
**Vancouver, British Columbia**  
**Canada**  
*(Address of principal executive offices)*

**V6C 0B4**  
*(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 8.01 Other Events**

On February 20, 2019, Rise Gold Corp. issued a news release announcing that further to the news release dated February 15, 2019 and the intention to raise up to C\$2.0 million through the issuance of up to 20,000,000 units at a price of C\$0.10 per Unit, with each Unit comprising one share of common stock and one-half of one share purchase warrant (the “**Offering**”), it wishes to make additional Canadian prospectus exemptions available for wider participation by investors in the Offering.

The Offering will be conducted pursuant to available prospectus exemptions including sales to accredited investors, family members, close friends and business associates of directors and officers of the Corporation, to purchasers who have obtained suitability advice from a registered investment dealer pursuant to the exemption set out in BC Instrument 45-536 (*Exemption from prospectus requirement for certain distributions through an investment dealer*) (the “**Investment Dealer Exemption**”) and to existing shareholders of the Corporation pursuant to the exemption set out in British Columbia Securities Commission BC Instrument 45- 534 (*Exemption from prospectus requirement for certain trades to existing security holders*) (the “**Existing Shareholder Exemption**”).

The Existing Shareholder Exemption is available to shareholders residing in all Canadian jurisdictions. Shareholders of record of the Corporation as at February 15, 2019 (the “**Record Date**”) are eligible to participate under the Existing Shareholder Exemption. To rely upon the Existing Shareholder Exemption, the subscriber must: a) have been a shareholder of the Corporation on the Record Date and continue to hold shares of the Corporation until the date of closing of the Offering, b) be purchasing the Shares as a principal and for their own account and not for any other party, and c) may not subscribe for more than \$15,000 of securities from the Corporation in any 12 month period unless they have first received advice from a registered investment dealer regarding the suitability of the investment.

Additional information is provided in the news release, a copy of which is included as Exhibit 99.1.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release dated February 20, 2019

## 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: February 20, 2019

**RISE GOLD CORP.**

/s/ Benjamin Mossman

**Benjamin Mossman**  
Chief Executive Officer



## **Rise Gold Announces Existing Shareholder Exemption for Financing**

**February 20, 2019 – Vancouver, British Columbia** – Rise Gold Corp. (CSE: RISE, OTCQB: RYES) (“**Rise Gold**”) announces that further to its news release dated February 15, 2019 announcing its intention to raise up to C\$2.0 million through the issuance of up to 20,000,000 units at a price of C\$0.10 per Unit, with each Unit comprising one share of common stock and one-half of one share purchase warrant (the “**Offering**”), the Corporation wishes to make additional Canadian prospectus exemptions available for wider participation by investors in the Offering.

The Offering will be conducted pursuant to available prospectus exemptions including sales to accredited investors, family members, close friends and business associates of directors and officers of the Corporation, to purchasers who have obtained suitability advice from a registered investment dealer pursuant to the exemption set out in BC Instrument 45-536 (*Exemption from prospectus requirement for certain distributions through an investment dealer*) (the “**Investment Dealer Exemption**”) and to existing shareholders of the Corporation pursuant to the exemption set out in British Columbia Securities Commission BC Instrument 45- 534 (*Exemption from prospectus requirement for certain trades to existing security holders*) (the “**Existing Shareholder Exemption**”).

There is no minimum Offering size and the maximum offering is 20,000,000 units for gross proceeds of \$2,000,000. Assuming the Offering is fully subscribed, the Corporation plans to allocate the gross proceeds of the Offering to: (i) exploration on its Idaho-Maryland Gold Project (\$1,800,000) and (ii) general working capital (\$200,000).

If the Offering is not fully subscribed, the Corporation will apply the proceeds to the above uses in priority and in such proportions as the Board of Directors and management of the Corporation determine is in the best interests of the Corporation. Although the Corporation intends to use the proceeds of the Offering as described above, the actual allocation of proceeds may vary from the uses set out above depending on future operations, events or opportunities.

If the Offering is over-subscribed, subscriptions will be accepted at the discretion of the Corporation; therefore, it is possible that a subscriber’s subscription may not be accepted by the Corporation even though it is received within the Offering period unless the Corporation determines to increase the size of the Offering.

The Existing Shareholder Exemption is available to shareholders residing in all Canadian jurisdictions. Shareholders of record of the Corporation as at February 15, 2019 (the “**Record Date**”) are eligible to participate under the Existing Shareholder Exemption. To rely upon the Existing Shareholder Exemption, the subscriber must: a) have been a shareholder of the Corporation on the Record Date and continue to hold shares of the Corporation until the date of closing of the Offering, b) be purchasing the Shares as a principal and for their own account and not for any other party, and c) may not subscribe for more than \$15,000 of securities from the Corporation in any 12 month period unless they have first received advice from a registered investment dealer regarding the suitability of the investment. Existing shareholders interested in participating in the Offering should consult their investment advisor or the Corporation directly.

In accordance with the requirements of the Existing Shareholder Exemption and the Investment Dealer Exemption, the Corporation confirms there is no material fact or material change related to the Corporation which has not been generally disclosed.

The Offering may be closed in one or more tranches as subscriptions are received. There is no minimum subscription amount.

All securities issued pursuant to the Offering will be subject to statutory hold periods in accordance with applicable United States and Canadian securities laws.

The securities offered have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), 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. Rise Gold’s principal asset is the historic past-producing Idaho-Maryland Gold Mine located in Nevada County, California, USA. The Idaho-Maryland Gold Mine is a past producing gold mine with total past production of 2,414,000 oz of gold at an average mill head grade of 17 gpt gold from 1866-1955. Historic production at the Idaho-Maryland Mine is disclosed in the Technical Report on the Idaho-Maryland Project dated June 1st, 2017 and available on [www.sedar.com](http://www.sedar.com). 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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T: 604.260.4577

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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 Rise Gold 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.