

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): **August 21, 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)

**Securities registered pursuant to Section 12(b) of the Act:**

<b><u>Title of each class</u></b>	<b><u>Trading Symbol(s)</u></b>	<b><u>Name of exchange on which registered</u></b>
N/A	N/A	N/A

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 Securities**

On August 21, 2019, we granted an aggregate of 7,512,840 stock options to directors and employees pursuant to the corporation's stock option plan. Each option vests immediately and is exercisable into one common share at a price of C\$0.07 per share for a period of five (5) years from the date of grant.

We granted options to non-U.S. persons in reliance on the exclusion from registration provided for offshore transactions by Rule 903 of Regulation S under the Securities Act of 1933, as amended (the "**Securities Act**"). We granted options to U.S. persons in reliance on the private offering exemption from registration provided by Section 4(a)(2) of the Securities Act.

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On August 22, 2019 we announced the appointment of Lawrence Lepard as a director of the Company effective August 22, 2019.

Mr. Lepard, age 62, runs Equity Management Associates, LLC ("EMA"), an investment partnership which has focused on investing in precious metals since 2008.

Prior to EMA, Mr. Lepard spent 25 years as a professional investor and venture capitalist. From 1991 to 2004 he was one of two Managing Partners at Geocapital Partners ("Geocapital") in New Jersey which managed six venture capital partnerships, the last of which was \$250 million. Geocapital was very active in technology, software and computer investing and invested heavily in the internet starting in 1993. Geocapital was the lead investor in Netcom, Inc., the first internet service provider to complete an IPO in 1996. Prior to Geocapital Mr. Lepard spent 7 years as a General Partner at Summit Partners in Boston, MA. Summit is a large venture capital and private equity firm. He was employee number 4, joining 1 year after Summit was launched. Mr. Lepard holds an MBA with Academic Distinction from Harvard Business School and a BA in Economics from Colgate University.

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

Exhibit

No.

Description

99.1 Press release dated August 22, 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: August 23, 2019

**RISE GOLD CORP.**

/s/ Benjamin Mossman

**Benjamin Mossman**  
Chief Executive Officer



## **Rise Gold Appoints Lawrence Lepard to Board of Directors**

**August 22, 2019 – Vancouver, British Columbia** – Rise Gold Corp. (CSE: RISE, OTCQB: RYES) (the “Company”) announces that Mr. Lawrence Lepard has been appointed as a director of the Company.

Mr. Lepard runs Equity Management Associates, LLC, an investment partnership which has focused on investing in precious metals since 2008.

Prior to EMA, Mr. Lepard spent 25 years as a professional investor and venture capitalist. From 1991 to 2004 he was one of two Managing Partners at Geocapital Partners in New Jersey which managed six venture capital partnerships, the last of which was \$250 million. Geocapital was very active in technology, software and computer investing and invested heavily in the internet starting in 1993. Geocapital was the lead investor in Netcom, Inc., the first internet service provider to complete an IPO in 1996. Prior to Geocapital Mr. Lepard spent 7 years as a General Partner at Summit Partners in Boston, MA. Summit is a large venture capital and private equity firm. He was employee number 4, joining 1 year after Summit was launched. Mr. Lepard holds an MBA with Academic Distinction from Harvard Business School and a BA in Economics from Colgate University.

The Company announces the grant of 7,512,840 stock options to employees and directors of the Company pursuant to the terms of the Company’s Stock Option Plan. The options are exercisable at C\$0.07 per share for a period of five (5) years and expire on August 22, 2024.

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

Rise Gold is an exploration-stage mining company. The Company’s principal asset is the historic 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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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, 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.