

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): **September 21, 2020**

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 Hothe Corporation 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:

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

Item 3.02 Unregistered Sales of Equity Securities

On September 21, 2020, Rise Gold Corp. (the “**Corporation**”) completed the non-brokered private placement (the “**Placement**”) that was previously announced on August 8, 2020, having raised a total of US\$250,000 through the issuance of 333,333 units (each a “**Unit**”) at a price of US\$0.75 per Unit (CDN\$1.02 per Unit), with each Unit comprising one share of common stock (a “**Share**”) and one-half of one share purchase warrant (the “**Offering**”). Each whole warrant (a “**Warrant**”) entitles the holder to acquire one Share at an exercise price of US\$1.00 until September 21, 2022.

The Corporation issued the shares and warrants underlying the Units in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506(b) of Regulation D thereunder. The Corporation’s reliance on Section 4(a)(2) and Rule 506(b) was based on the fact that the investor provided us with written representations regarding its investment intent and status as an accredited investor and that neither the Corporation nor anyone acting on the Corporation’s behalf engaged in any general advertising or general solicitation.

Item 9.01 Financial Statements and Exhibits

Exhibit

<u>No.</u>	<u>Description</u>
99.1	Press release dated September 22, 2020

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: September 22, 2020

RISE GOLD CORP.

/s/ Benjamin Mossman

Benjamin Mossman
Chief Executive Officer



Rise Gold Closes US\$250,000 Financing

September 22, 2020 – Grass Valley, California – Rise Gold Corp. (CSE: RISE, OTCQX: RYES) (the “**Corporation**”) announces that it has completed the non-brokered private placement announced in its August 8, 2020 news release. The Corporation raised a total of US\$250,000 through the issuance of 333,333 units (each a “**Unit**”) at a price of US\$0.75 per Unit (CDN\$1.02 per Unit), with each Unit comprising one share of common stock (a “**Share**”) and one-half of one share purchase warrant (the “**Offering**”). Each whole warrant (a “**Warrant**”) entitles the holder to acquire one Share at an exercise price of US\$1.00 until September 21, 2022.

The Shares and any shares issued upon the exercise of any Warrants are subject to a hold period until January 22, 2021. All securities issued pursuant to the Offering are also subject to statutory hold periods in accordance with applicable United States 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.

The Corporation is an exploration-stage mining company incorporated in Nevada, USA. The Corporation’s principal asset is the historic past-producing Idaho-Maryland Gold Mine located in Nevada County, California, USA. The Idaho-Maryland Gold Mine produced 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.

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 Corporation believes that the expectations reflected in any 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 impact of the COVID-19 virus and amendments to reporting and other applicable requirements as a result thereof, 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. The Corporation undertakes no obligation to update forward-looking statements or information except as required by law.