

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Issuer**

Rise Gold Corp. (the “**Company**”)  
Suite 650, 669 Howe Street  
Vancouver, BC V6C 0B4

**Item 2 Date of Material Change**

September 10, 2024

**Item 3 News Release**

The Company disseminated a news release dated September 10, 2024 through Newsfile Corp.

**Item 4 Summary of Material Change**

The Company announced it has finalized the amended debt agreement with Eridanus Capital LLC as previously announced in its August 30, 2024 news release.

**Item 5 Full Description of Material Change**

The Company announced that it has finalized the amended debt agreement with Eridanus Capital LLC (“**Eridanus**”) as previously announced in its August 30, 2024 news release. The Company has agreed to issue 1,700,000 share purchase warrants (“**Warrants**”) to Eridanus, 340,000 of which Eridanus has directed be issued to Daniel Oliver, Jr., a member of Eridanus, and a director of the Company. The maturity date of the loan has been extended by one year to September 4, 2025, and the interest rate has been reduced to 15% for a period of 12 months commencing September 4, 2024. Each Warrant entitles the holder to acquire one share at an exercise price of US\$0.115 for a period of four years from the date of issuance. The Warrants and any shares acquired upon exercise of the Warrants will be subject to statutory hold periods in accordance with applicable United States and Canadian securities laws.

To the extent that the participation of Mr. Oliver in the transaction may constitute a “related party transaction” under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”), the Company is relying on exemptions from the formal valuation requirements of section 5.4 of MI 61-101 and minority shareholder approval requirements of section 5.6 of MI 61-101. As the fair market value of the related party’s participation is not more than 25% of Rise Gold’s market capitalization, the related party transaction is exempt from the formal valuation requirements pursuant to subsection 5.5(a) of MI 61-101 and from the minority approval requirements pursuant to subsection 5.7(1)(a) of MI 61-101.

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.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Joseph Mullin, President and CEO  
Phone: 530-433-0188

**Item 9 Date of Report**

September 10, 2024