
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): **October 2, 2024**

RISE GOLD CORP.

(Exact name of registrant as specified in its 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 V6C 0B4
(Address of principal executive offices) (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(c))

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

Title of each class	Trading Symbols	Name of each exchange on which registered
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 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 1.01 Entry into a Material Definitive Agreement

As announced on October 2, 2024, Rise Gold Corp. (the "Company"), through its wholly owned subsidiary Rise Grass Valley, had entered into a loan agreement to borrow US\$500,000 of secured debt financing (the "Loan") from Myrmikan Capital, LLC (the "Lender"). Daniel Oliver Jr., a director of the Company, is the managing member of the Lender.

The Loan principal of US\$500,000 may be used for general working capital and is secured against the assets of the Company and its subsidiary.

The Loan has a term of 4 years. Interest will be accrued at an annual interest rate of 15% and be paid along with the principal upon the maturity date. The Loan may be repaid prior to the maturity date, in whole or in part, provided that all accrued interest is paid. The Company has agreed to issue 2,882,514 share purchase warrants ("Warrants") to the Lender. Each Warrant entitles the holder to acquire one share of common stock at an exercise price of US\$0.1735 for a period of 4 years from the date of issuance

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The disclosure provided under Item 1.01 above is incorporated by reference in this Item 2.03.

Item 3.02 Unregistered Sales of Securities

As consideration for extending the Loan described above under Item 1.01, the Company agreed to issue 2,882,514 share purchase warrants to the Lender. The disclosure provided under Item 1.01 above is incorporated by reference in this Item 3.02. The Company will issue the Warrants and offer the underlying shares of common stock to the Lender in a private transaction in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits

Exhibit

<u>No.</u>	<u>Description</u>
99.1	Press release dated October 2, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: October 2, 2024

RISE GOLD CORP.

/s/ Joseph Mullin

Joseph Mullin
President and CEO



Rise Gold Negotiates US\$500k in Debt Financing

October 2, 2024 - Grass Valley, California - Rise Gold Corp. (CSE: RISE, OTCQX: RYES) (the "**Company**") announces that it has entered into a secured loan agreement with Myrmikan Gold Fund, LLC (the "**Lender**") for a US\$500,000 loan (the "**Loan**"). The Loan has a term of 4 years and an annual interest rate of 15%. Interest will accrue and be payable along with the principal upon maturity. The Lender will be issued 2,882,514 share purchase warrants (the "**Warrants**") as additional consideration for advancing the Loan. Each warrant entitles the holder to acquire one share of the Company at an exercise price of US\$0.1735 for a period of four (4) years from the date of issuance. The Loan may be repaid prior to the maturity date, in whole or in part, provided that all accrued interest is paid. The Loan will be secured against the assets of the Company and its subsidiary and will be used for the Company's working capital. Daniel Oliver Jr., a director of the Company, is the managing member of the Lender. Mr. Oliver disclosed his interest in the proposed transaction and abstained from voting on the resolution approving the Loan, which was unanimously approved by the remaining directors. 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. The transaction is subject to regulatory acceptance.

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 described in this news release 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 incorporated in Nevada, USA. The Company's principal asset is the historic past-producing Idaho-Maryland Gold Mine located in Nevada County, California, USA.

On behalf of the Board of Directors:

Joseph Mullin
President and CEO
Rise Gold Corp.

For further information, please contact:

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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.
