

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): **December 16, 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:

<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 3.03 Material Modifications to Rights of Security Holders

On December 16, 2019, a 1-for-10 reverse split (consolidation) of the Company's authorized and issued shares of common stock (the "**Reverse Split**") became effective at 12:01 a.m. in accordance with Nevada law (NRS Section 78.207). Thus, the consolidation was effective at the commencement of trading on December 16, 2019 on both the Canadian Securities Exchange (the "CSE") in Canada under the symbol "RISE" and on the OTCQB in the United States under the symbol "RYES" (there was no name change or ticker symbol change in connection with the Reverse Split). The new CUSIP and ISIN are 76760M200 and US76760M2008, respectively.

The Reverse Split affects all issued and outstanding shares of the Company's common stock and has resulted in each outstanding ten pre-split shares of common stock automatically combining into one new share of common stock. The Reverse Split did not impact any shareholder's percentage ownership of the Company or voting power, except for the minimal effects resulting from the treatment of fractional shares. As a result of the Reverse Split, the total number of outstanding shares of common stock was reduced from approximately 220.5 million to approximately 22 million shares, and the authorized number of shares of common stock was also proportionately decreased from 400 million to 40 million shares. No fractional shares were issued as a result of the Reverse Split, as any fractional shares resulting from the Reverse Split were rounded up to the nearest whole share on a "per shareholder" basis. The par value of the common stock was unchanged by the Reverse Split and remains \$0.001 per share.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The Reverse Split described in Item 3.03 above became effective on December 16, 2019 pursuant to a Certificate of Change filed by the Company with the Nevada Secretary of State. The Certificate of Change had the effect of amending the number of authorized and issued shares in the Company's articles of incorporation, as described above in Item 3.03, the description of which is incorporated by reference in this Item 5.03.

Item 9.01 Financial Statements and Exhibits

Exhibit

No.

Description

99.1 Press release dated December 16, 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: December 16, 2019

RISE GOLD CORP.

/s/ Benjamin Mossman

Benjamin Mossman
Chief Executive Officer



Rise Gold Announces Share Consolidation Effective

December 16, 2019 – Vancouver, British Columbia – Rise Gold Corp. (CSE: RISE, OTCQB: RYES) (the “**Company**”) announces that the Company has completed the 1 for 10 reverse split (consolidation) of the Company’s authorized and issued shares of common stock with a par value of US\$0.001 per share (the “**Reverse Split**”) described in its November 25, 2019 news release. The reverse split is effective immediately. Effective at the commencement of trading today, December 16, 2019, the Company will begin trading on the Canadian Securities Exchange and the OTCQB on a post consolidated basis (there is no name change or ticker symbol change in connection with the Reverse Split). The new CUSIP and ISIN are 76760M200 and US76760M2008, respectively.

Please note that all open orders were cancelled at the end of business on December 13, 2019. Dealers are reminded to re-enter their orders taking into account the share consolidation.

A letter of transmittal with respect to the Reverse Split will be mailed to registered shareholders of the Company. All registered shareholders with physical certificates will be required to send their respective certificates representing pre consolidated common shares along with a completed letter of transmittal to the Company’s transfer agent, Capital Transfer Agency (“CTA”), in accordance with the instructions provided in the letter of transmittal. Additional copies of the letter of transmittal can be obtained through CTA. All shareholders who submit a duly completed letter of transmittal along with their respective pre consolidated common share certificate(s) to CTA, will receive a post consolidation share certificate.

Shareholders who hold their common shares through a broker or other intermediary and do not have common shares registered in their name, will not need to complete a letter of transmittal.

Capital Transfer Agency, the Company’s transfer agent, will act as exchange agent for the reverse split. Please contact Capital Transfer Agency at info@capitaltransferagency.com or by calling (416)-350-5007.

About Rise Gold Corp.

Rise Gold is an exploration-stage mining company. The Company’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. 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:

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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 or publicly release any revisions to forward-looking statements or information except as required by law.