
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): January 27, 2023

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:

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each 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 (§ 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 September 3, 2019, Rise Gold Corp. (the "Company"), through its wholly owned subsidiary Rise Grass Valley, had entered into a loan agreement to borrow US\$1 million of secured debt financing from Eridanus Capital, LLC (the "Lender").

Eridanus has agreed to extend the maturity date of the loan by one year to September 4, 2024, and reduce the interest rate from 25% to 15% for a period of 12 months after closing. The Company has agreed to pay US\$250,000 to Eridanus to reduce the outstanding amount payable on the loan and to issue 575,000 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\$0.60 for a period of two years from the date of issuance. The original terms of the loan were disclosed in a current report on Form 8-K filed by the Company on September 4, 2019.

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 575,000 Warrants to Eridanus. 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

No. Description

[99.1](#) [Press release dated January 27, 2023](#)

104 Cover Page Interactive Data File (embedded withing 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: January 30, 2023

RISE GOLD CORP.

/s/ Benjamin Mossman

Benjamin Mossman

President, CEO and Director



Rise Gold Provides Corporate Update

January 27, 2023 – Grass Valley, California – Rise Gold Corp. (CSE: RISE, OTCQX: RYES) (the “**Company**”) announces that it has renegotiated its debt agreement with Eridanus Capital LLC (“Eridanus”) previously announced in its September 3rd, 2019 news release. Eridanus is an affiliate of Myrmikan Capital, LLC, which operates in the gold and silver junior mining sector. Eridanus has agreed to extend the maturity date of the loan by one year to September 4th, 2024, and reduce the interest rate to 15% for a period of 12 months after closing. The Company has agreed to pay US\$250,000 to Eridanus to reduce the outstanding loan and issue 575,000 share purchase warrants (“**Warrants**”) to Eridanus. Each Warrant entitles the holder to acquire one share at an exercise price of US\$0.60 for a period of two 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. The transaction is subject to any regulatory approval.

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.

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:

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.
