

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 24, 2025**

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.)

345 Crown Point Circle, Suite 600
Grass Valley, California
United States
(Address of principal executive offices)

95945
(Zip Code)

Registrant's telephone number, including area code: (**917**) **349-0060**

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 Securities

On October 24, 2025, Rise Gold Corp. (the “**Company**”) closed the non-brokered private placement of units (“**Units**”) previously announced in the Company’s October 17, 2025 news release. The Company raised a total of US\$7,000,000 through the sale of 28,000,000 units (each a “**Unit**”) at a price of US\$0.25 per Unit. Each Unit consists of one share of common stock (a “**Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase an additional Share of the Company at an exercise price of US\$0.45 until October 24, 2028.

The Company paid finder’s fees of US\$1,500 and issued a total of 6,000 finder’s warrants (“**Finder’s Warrants**”), with each Finder’s Warrant entitling the holder to acquire one Share (each a “**Finder’s Warrant Share**”) at a price of US\$0.45 until October 24, 2028.

The Company issued the Units and the Shares and Warrants comprising the Units and offered the Warrant Shares in reliance on Rule 903 of Regulation S ("Regulation S") under the Securities Act of 1933, as amended (the "Securities Act") for offers and sales outside of the United States and Section 4(a)(2) of the Securities Act and Rule 506(b) of Regulation D thereunder for offers and sales in the United States and to U.S. persons. The Company's reliance on Rule 903 was based on the fact that the securities were sold in offshore transactions, neither the Company nor anyone acting on its behalf engaged in any directed selling efforts in the United States in connection with the offer and sale of the securities, and none of the purchasers of those securities was a U.S. person or acquired the securities for the account or benefit of any U.S. person. Reliance on Section 4(a)(2) and Rule 506(b) was based on the fact that each U.S. purchaser provided us with written representations regarding the purchaser’s investment intent and status as an accredited investor and neither the Company nor anyone acting on its behalf engaged in any general advertising or general solicitation.

The Company issued the Finder's Warrants and offered the Finder’s Warrant Shares in reliance on the private offering exemption from registration provided by Section 4(a)(2) of the Securities Act.

Item 9.01 Financial Statements and Exhibits

Exhibit

<u>No.</u>	<u>Description</u>
99.1	Press release dated October 24, 2025
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 24, 2025

RISE GOLD CORP.

/s/ Joseph Mullin

Joseph Mullin
President and CEO



Rise Gold Closes US\$7,000,000 Financing

October 24, 2025 – Grass Valley, California – Rise Gold Corp. (CSE: RISE, OTCQB: RYES) (the “Company” or “Rise”) is pleased to announce that it has closed the non-brokered private placement of units (“Units”) announced in its October 17, 2025 news release (the “Financing”).

The Company raised a total of US\$7,000,000 through the sale of 28,000,000 units (each a “Unit”) at a price of US\$0.25 per Unit (~CDN\$0.35 per Unit). Each Unit consists of one share of common stock (a “Share”) and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase an additional Share of the Company at an exercise price of US\$0.45 (~CDN\$0.63) until October 24, 2028.

The Company has paid finder’s fees in accordance with CSE policies of US\$1,500 and issued a total of 6,000 finder’s warrants, with each finder’s warrant entitling the holder to acquire one Share at a price of US\$0.45 until October 24, 2028.

Rise would like to thank each of the subscribers who participated in this private placement to support the Company’s efforts to unlock the value of the historic Idaho-Maryland-Brunswick Mine (the “IM Mine”).

The IM Mine produced 2.4 million ounces at a mill grade of 17 grams per tonne from the 1860s to 1956. In 2023, Nevada County (the “County”) published an Environmental Impact Report comprised of more than 40,000 pages that concluded that all of the environmental impacts of Rise’s proposed project could be mitigated to a “less than significant” effect with three minor exceptions: visual changes to Rise’s surface property, temporary noise related to construction, and some traffic effects at a single intersection.

County Supervisors then denied Rise’s permit application on spurious grounds. As previously disclosed by a news release (https://www.risegoldcorp.com/news_items) issued on September 16, 2025, the Company expects that in the first quarter of 2026 the Superior Court will render its decision on Rise’s writ of mandamus filed against the County with regards to the Company’s vested right to operate the mine. Should the Court reject Rise’s writ, the County will have taken Rise’s mineral estate and will owe just compensation—the fair market value of the property taken—under the Fifth Amendment of the U.S. Constitution. Based on comparable mines and historic yields at the I-M Mine, management believes the fair market value of Rise’s mineral estate is at least \$400 million.

The Company would like to thank especially Abdiel Capital Advisors, which invested US\$3.6 million in this Financing and now owns 12% of the Company on an undiluted basis, as well as Equinox Partners, which invested US\$1.4 million in this Financing to retain its 19.8% undiluted interest in the Company. Myrmikan Gold Fund also participated, investing US\$250,000, which puts its undiluted ownership stake in the Company at 12.2%.

Joe Mullin, President and CEO, stated: “We are pleased to have Abdiel as a shareholder and also that Equinox retained its 19.8% interest in the Company. Rise is now fully financed to expand its litigation efforts to allow the I-M Mine to move forward towards development.”

Certain directors and officers of Rise Gold, directly, through entities controlled by them, or through entities for which they exercise control or direction over investment decisions, purchased an aggregate of 1,080,000 Units for gross proceeds of US\$270,000. The participation of these directors and officers in the Financing constitutes a “related party transaction” under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). Rise Gold 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 parties’ 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. A material change report, as contemplated by the related party transaction requirements under MI 61-101, was not filed more than 21 days prior to closing as the extent of related party participation in the Financing was not known until shortly prior to the closing.

All securities issued pursuant to the Financing are subject to statutory hold periods in accordance with applicable United States and Canadian securities laws. Under Canadian securities laws the securities are subject to a hold period expiring on February 25, 2026. Rise Gold will use the proceeds from the Financing for general working capital, legal expenses, and technical work.

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:

Joseph Mullin
President and CEO
Rise Gold Corp.

For further information, please contact:

RISE GOLD CORP.

Suite 215, 333 Crown Point Circle

Grass Valley, CA 95945

T: 917.349.0060

jmullin@risegoldcorp.com

www.risegoldcorp.com

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. This information and these statements are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management’s expectations and intentions with respect to, among other things, the anticipated use of the proceeds raised under the Financing, the potential reopening of the IM Mine, the anticipated timing of the Superior Court decision on Rise’s writ of mandamus, and the expected fair market value of Rise’s mineral estate.

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, the risk that the Company will not be able to utilize the proceeds of the Financing as anticipated, the risk that the Superior Court will not render its decision on the timing anticipated, 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.