

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Rise Gold Corp. (the "Issuer").

Trading Symbol: RISE

Date: November 30, 2018

### 1. New Options Granted:

Date of Grant: November 29, 2018

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
John D. Anderson	Director	Yes	100,000	0.10	Nov. 29, 2023	250,000
Thomas I. Vehrs	Director	Yes	200,000	0.10	Nov. 29, 2023	250,000
John G. Proust	Director	Yes	1,500,000	0.10	Nov. 29, 2023	1,200,000
Michael Leclerc	Employee	No	100,000	0.10	Nov. 29, 2023	200,000
Benjamin W. Mossman	Director	Yes	1,000,000	0.10	Nov. 29, 2023	2,631,000

Total Number of optioned shares proposed for acceptance: 2,900,000.

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Benjamin Mossman	2,631,000	0.12	April 19, 2018	April 19, 2023
Benjamin Mossman	586,600	0.20	August 8, 2016	August 8, 2021
Benjamin Mossman	2,142,542	0.24	Dec. 27, 2016	December 27, 2021
John Proust	1,200,000	0.12	April 19, 2018	April 19, 2023
John Anderson	250,000	0.12	April 19, 2018	April 19, 2023
John Anderson	500,000	0.27	April 3, 2017	April 3, 2022
Thomas I. Vehrs	250,000	0.12	April 19, 2018	April 19, 2023
Thomas I. Vehrs	400,000	0.28	April 20, 2017	April 20, 2020
Michael Leclerc	200,000	0.12	April 19, 2018	April 19, 2023
Vince Boon	300,000	0.12	April 19, 2018	April 19, 2023
Eileen Au	300,000	0.12	April 19, 2018	April 19, 2023
Dela Salem	200,000	0.12	April 19, 2018	April 19, 2023
Robert Gallagher	250,000	0.12	April 19, 2018	April 19, 2023
Michael Andrews	250,000	0.12	April 19, 2018	April 19, 2023
John Carlile	250,000	0.12	April 19, 2018	April 19, 2023
Alan R. Edwards	300,000	0.12	April 19, 2018	April 19, 2023
Alan R. Edwards	500,000	0.28	April 20, 2017	April 20, 2020
Fred Tejada	400,000	0.15	March 23, 2016	March 22, 2021
Cale Thomas	700,000	0.15	March 23, 2016	March 22, 2021

(1) Set out number of optioned shares for each grant with different terms.

## 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. N/A
- (b) State the date of the news release announcing the grant of options. November 30, 2018

- (c) State the total issued and outstanding share capital at the date of grant or amendment. 145,990,357
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. 10%
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. 88,894
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. \$0.10/unit
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. None

#### **4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated November 30, 2018.

Vince Boon  
Name of Director or Senior  
Officer

"Vince Boon"  
Signature

CFO/Treasurer  
Official Capacity