

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: RISE

Date: August 23, 2019

1. New Options Granted:

Date of Grant: August 21, 2019

| 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 |
|---------------------|--|--------------------------|------------------------------|-------------------|------------------|--|
| Benjamin W. Mossman | Director | Yes | 4,612,840 | 0.07 | Aug. 21, 2024 | 1,000,000 |
| John G. Proust | Director | Yes | 750,000 | 0.07 | Aug. 21, 2024 | 1,500,000 |
| Lawrence W. Lepard | Director | Yes | 1,000,000 | 0.07 | Aug. 21, 2024 | 0 |
| Thomas I. Vehrs | Director | Yes | 400,000 | 0.07 | Aug. 21, 2024 | 200,000 |
| Murray Flanigan | Director | Yes | 400,000 | 0.07 | Aug. 21, 2024 | 0 |
| Vince Boon | Officer | Yes | 100,000 | 0.07 | Aug. 21, 2024 | 0 |
| Dela Salem | Consultant | No | 100,000 | 0.07 | Aug. 21, 2024 | 0 |
| Emma Espinosa | Consultant | No | 50,000 | 0.07 | Aug. 21, 2024 | 0 |
| Eileen Au | Officer | Yes | 100,000 | 0.07 | Aug. 21, 2024 | 0 |

Total Number of optioned shares proposed for acceptance: 7,512,840.

2. Other Presently Outstanding Options:

| Name of Optionee | No. of Optioned Shares ⁽¹⁾ | Exercise Price | Original Date of Grant | Expiry Date |
|------------------|---------------------------------------|----------------|------------------------|-------------------|
| Benjamin Mossman | 1,000,000 | 0.10 | Nov. 29, 2018 | Nov. 29, 2023 |
| 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 | 1,500,000 | 0.10 | Nov. 29, 2018 | Nov. 29, 2023 |
| John Proust | 1,200,000 | 0.12 | April 19, 2018 | April 19, 2023 |
| John Anderson | 100,000 | 0.10 | Nov. 29, 2018 | Nov. 29, 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 L Vehrs | 200,000 | 0.10 | Nov. 29, 2018 | Nov. 29, 2023 |
| 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 | 100,000 | 0.10 | Nov. 29, 2018 | Nov. 29, 2023 |
| 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. August 22, 2019
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 220,459,647
- (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. 22,983
- (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. \$0.07/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 August 23, 2019.

Vince Boon
Name of Director or Senior
Officer

"Vince Boon"
Signature

CFO/Treasurer
Official Capacity