



**RISE GOLD CORP.**  
Suite 650 – 669 Howe Street  
Vancouver, BC V6C 0B4  
T: 604.260.4577

### **NOTICE OF SPECIAL MEETING**

TO THE STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of stockholders of Rise Gold Corp. (the “**Corporation**”) will be held at the offices of the Corporation, Suite 650 – 669 Howe Street, Vancouver, British Columbia, V6C 0B4, on Friday, September 18, 2020, at 10:00 a.m. (Vancouver time) for the following purposes:

1. to increase the authorized capital stock of the Corporation from 40,000,000 shares of common stock with a par value of \$0.001 to 400,000,000 shares of common stock with a par value of \$0.001; and
2. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Corporation has fixed August 10, 2020 as the record date for the determination of stockholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered stockholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered stockholder of the Corporation and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the accompanying form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered stockholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an

“**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 20<sup>th</sup> day of August 2020.

By Order of the Board of Directors of

**RISE GOLD CORP.**

**Benjamin Mossman**  
Chief Executive Officer

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE VOTE BY PROXY BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING PROXY.**