

RISE GOLD CORP.

PROXY

**FOR USE AT THE
SPECIAL MEETING OF STOCKHOLDERS
SEPTEMBER 18, 2020**

This proxy is solicited on behalf of the management of Rise Gold Corp. (the “Corporation”). The undersigned, being a stockholder of the Corporation hereby appoints, Benjamin W. Mossman, President and Chief Executive Officer of the Corporation, or failing him, Vince Boon, Chief Financial Officer and Treasurer of the Corporation, or instead of either of them, _____, as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the annual meeting of the stockholders of the Corporation to be held on September 18, 2020 (the “**Meeting**”), and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or postponement thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

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|----------------|--------------------------|--|
| FOR | <input type="checkbox"/> | To approve an amendment to the Corporation’s Articles of Incorporation to increase |
| AGAINST | <input type="checkbox"/> | the authorized number of shares of common stock from 40,000,000 shares of common |
| ABSTAIN | <input type="checkbox"/> | stock with a par value of \$0.001 per share to 400,000,000 shares of common stock with a par value of \$0.001 per share. |

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person. **To be valid, this proxy must be received by the Corporation’s transfer agent, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, Fax Number: 416.350.5008, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

DATED this ____ day of _____, 202_.

**Online Voting Instructions
(See Reverse)**

Signature of Stockholder

Name of Stockholder (Please Print)

Number of Shares Held

NOTES AND INSTRUCTIONS

THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.

1. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. **Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy.** The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting.
2. Each stockholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a stockholder of the Corporation.
3. Each stockholder must sign this proxy. Please date the proxy. If the stockholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the stockholders of the Corporation.
5. If the stockholder appoints any of the persons designated above, **including persons other than Management Designees**, as proxy to attend and act at the Meeting:
 - (a) the shares represented by the proxy will be voted in accordance with the instructions of the stockholder on any ballot that may be called for;
 - (b) where the stockholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**