

# RISE GOLD CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

NUMBER  
SP.1

THIS CERTIFIES THAT

CUSIP: 76760M101  
ISIN: US76760M1018

SHARES

\*\*\*1\*\*\*\*\*  
\*\*\*1\*\*\*\*\*  
\*\*\*1\*\*\*\*\*  
\*\*\*1\*\*\*\*\*  
\*\*\*\*\*1\*\*\*\*\*

\* SPECIMEN \*

is the registered owner of

\* ONE \*

FULLY-PAID AND NON-ASSESSABLE COMMON SHARES IN THE CAPITAL STOCK OF

**RISE GOLD CORP.**

Transferable only on the books of the Company by the registered holder in person or by duly authorized Attorney on surrender of this Certificate properly endorsed subject to the Articles of Incorporation of the Company.

This Certificate is not valid until countersigned and registered by the Transfer Agent and Registrar of the Company.

**IN WITNESS WHEREOF,** the Company has caused this Certificate to be signed by the facsimile signatures of its duly authorized officers.

FRED TEJADA  
PRESIDENT

CALE THOMAS  
CFO

**DATED MARCH 27, 2017**  
Countersigned and Registered  
**CAPITAL TRANSFER AGENCY INC.**  
(Toronto, Ontario, Canada)  
Transfer Agent and Registrar

By \_\_\_\_\_  
**AUTHORIZED SIGNATURE**

The Shares represented by this Certificate are transferable at the offices of Capital Transfer Agency, Inc., Toronto, Ontario, Canada

**RISE GOLD CORP.**

**RESTRICTIONS**

For Value Received, I/We \_\_\_\_\_ hereby sells, assigns and transfers unto

\_\_\_\_\_  
(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL CODE,  
OF ASSIGNEE)

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares  
of the Capital Stock represented by the within Certificate, and do hereby irrevocably  
constitute and appoint

\_\_\_\_\_ Attorney  
to transfer the said stock on the books of the within named Company, with full  
power of substitution in the premises.

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH  
THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY  
PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE  
WHATSOEVER, AND MUST BE GUARANTEED BY A SCHEDULE 1 CANADIAN  
CHARTERED BANK OR AN ELIGIBLE GUARANTOR INSTITUTION WITH MEMBERSHIP  
IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM.

Guaranteed by:

\_\_\_\_\_



**SECURITY INSTRUCTIONS - INSTRUCTIONS DE SÉCURITÉ**  
THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING  
WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.  
PAPIER FILIGRANÉ. NE PAS ACCEPTER SANS VÉRIFIER LA PRÉSENCE  
DU FILIGRANE. POUR CE FAIRE, PLACER À LA LUMIÈRE.