



RISE RESOURCES INC.
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FORM 2A

LISTING STATEMENT

DATE: January 29, 2016

Table of Concordance

INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE FINAL LONG FORM PROSPECTUS OF THE ISSUER DATED NOVEMBER 10, 2015	PROSPECTUS PAGE NUMBER
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2. Corporate Structure		
2.1 Name	Prospectus Summary – The Company, Corporate Structure	vi, 1
2.2 Statute	Prospectus Summary – The Company, Corporate Structure, Description of Business – Three Year History	vi, 1, 3
2.3 Intercorporate relationships	N/A	-
2.4 Fundamental change/proposed transaction	N/A	-
2.5 Non-corporate/non-Canadian issuers	N/A (no material differences as the issuer is currently a reporting issuer in British Columbia pursuant to National Instrument 51-105 <i>Issuers Quoted in the U.S. Over- the-Counter Markets</i>)	-
3. General Development of the Business		

INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE FINAL LONG FORM PROSPECTUS OF THE ISSUER DATED NOVEMBER 10, 2015	PROSPECTUS PAGE NUMBER
3.1 Development of business over past three financial years (and subsequent period)	Description of Business – General, Description of Business – Option Agreement, Description of Business – Three Year History	1, 3
3.2 Significant acquisitions and dispositions	N/A	-
3.3 Material trend, commitment, event, uncertainty	N/A	-
4. Narrative Description of the Business		
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4.1(1)(a) Objectives within 12 month period	Prospectus Summary – Use of Proceeds, Prospectus Summary – Business Objectives, Use of Proceeds – Principal Purposes, Use of Proceeds – Business Objectives and Milestones	vii, viii, 31, 32
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4.1(2)(a) Methods of distribution and principal markets for products and services	N/A	-
4.1(2)(b) Information concerning production and sales	N/A	-
4.1(2)(c) Information concerning the development of products and services	N/A	-
4.1(3)(a) Method of producing products	N/A	-
4.1(3)(b) Lease or mortgage information	N/A	-
4.1(3)(c) Specialized skill and knowledge requirements	N/A	-
4.1(3)(d) Sources, pricing and availability of raw materials, component parts or finished products	N/A	-

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4.1(3)(e) Intellectual property	N/A	-
4.1(3)(f) Seasonality	N/A	-
4.1(3)(g) Impact on operations of termination or renegotiation of contracts in the next 12 months	N/A	-
4.1(3)(h) Impact of environmental protection requirements	N/A	-
4.1(3)(i) Number of employees	N/A	-
4.1(3)(j) Foreign operations risks	N/A	-
4.1(3)(k) Dependence on contracts	N/A	-
4.1(3)(l) Impact on operations of termination or renegotiation of contracts in the current financial year	N/A	-
4.1(4) Competitive conditions in principal markets and competitive advantage	N/A	-
4.1(5) Lending operations	N/A	-
4.1(6) Bankruptcy, receivership or similar proceedings	N/A	-
4.1(7) Material restructuring transaction	N/A	-
4.1(8) Social or environmental policies	N/A	-
4.2 Disclosure by issuers with asset- backed securities	N/A	-
4.3 Disclosure by issuers with mineral projects	Description of Business – The Property	5
4.4 Disclosure by issuers with oil and gas operations	N/A	-
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5.1 Annual information	Prospectus Summary – Summary of Financial Information, Management’s Discussion and Analysis – Results of Operations, Management’s Discussion and Analysis – Liquidity and Capital Resources	viii, 34, 35

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<u>Annual MD&A</u>		
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6.17 Additional disclosure for issuers without significant revenue	N/A	-
6.18 Description of securities	N/A	-
6.19 Breakdown	N/A	-
6.20 Negative cash-flow	N/A	-
6.21 Additional disclosure for issuers with significant equity investees	N/A	-
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14. Capitalization

14.1 Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	31,347,011	31,831,011	100	100
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	12,150,357	12,150,357	38.8	38.2
Total Public Float (A-B)	19,196,654	19,680,654	61.2	61.8
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	24,792,993	24,792,993	79.1	77.9
Total Tradeable Float (A-C)	6,554,018	7,038,018	20.9	22.1

Public Securityholders (Registered)

Instruction: For the purpose of this report, “public securityholders” are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security	Common Stock	
<u>Size of Holding</u>	<u>Number of Holders</u>	<u>Total Number of Securities</u>
1-99 securities	1	1
100-499 securities	2	438
500-999 securities	1	688
1,000-1,999 securities	2	3,750
2,000-2,999 securities	0	0
3,000-3,999 securities	1	3,000
4,000-4,999 securities	0	0
5,000 or more securities	36	12,862,894
Prospectus Offering (500 or more Securities)	212	6,050,000
TOTAL	255	18,920,771

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the issuer has been given written confirmation of shareholdings. For the purposes of this section, it is down sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security	Common Stock	
<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1-99 securities	0	0
100-499 securities	0	0
500-999 securities	0	0
1,000-1,999 securities	0	0
2,000-2,999 securities	0	0
3,000-3,999 securities	0	0
4,000-4,999 securities	0	0
5,000 or more securities	0	0
Unable to confirm	1	275,883
TOTAL	1	275,883

Non-Public Securityholders (Registered)

Instruction: For the purpose of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security	Common Stock		
	<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
	1-99 securities	0	0
	100-499 securities	0	0
	500-999 securities	0	0
	1,000-1,999 securities	0	0
	2,000-2,999 securities	0	0
	3,000-3,999 securities	0	0
	4,000-4,999 securities	0	0
	5,000 or more securities	4	12,150,357
	TOTAL	4	12,150,357

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities.

Description of security (include conversion /exercise terms, including conversion /exercise price)	Number of convertible /exchangeable securities outstanding	Number of listed securities issuable upon conversion /exercise
Agent's Warrants ⁽¹⁾	484,000	484,000

⁽¹⁾ Each agent's warrant is exercisable into one share of common stock at a price of \$0.10 per share until January 29, 2018.

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2

None

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Rise Resources Inc. hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true, and plain disclosure of all material information relating to Rise Resources Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, this 29th day of January, 2016.

"Fred Tejada"

FRED TEJADA
President, Chief Executive Officer, Secretary,
Director

"Cale Thomas"

CALE THOMAS
Chief Financial Officer, Treasurer,
Director

"Bradley Scharfe"

BRADLEY SCHARFE
Director

"Michael Evans"

MICHAEL EVANS
Director

FINAL LONG FORM PROSPECTUS

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