

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: RISE

Date: May 2, 2024

1. New Options Granted:

Date of Grant: May 1, 2024

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 Mossman	director	Y	502,238	US\$0.17	May 1, 2029	273,517
Daniel Oliver Jr.	director	Y	15,000	US\$0.17	May 1, 2029	294,070
Lawrence W. Lepard	director	Y	15,000	US\$0.17	May 1, 2029	47,775
John Proust	director	Y	15,000	US\$0.17	May 1, 2029	167,775
Thomas I. Vehrs	director	Y	15,000	US\$0.17	May 1, 2029	47,775
Murray Flanigan	director	Y	15,000	US\$0.17	May 1, 2029	47,775
Clynt Nauman	director	Y	15,000	US\$0.17	May 1, 2029	141,845
Joseph Mullin	officer	Y	412,241	US\$0.17	May 1, 2029	NIL

Total Number of optioned shares proposed for acceptance: 1,004,479.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Daniel Oliver Jr.	200,000	US\$0.25	Dec. 12, 2023	Dec. 12, 2028
Daniel Oliver Jr.	94,070	US\$0.26	Sept. 22, 2023	Sept. 22, 2028
Clynt Nauman	47,775	US\$0.25	Dec. 12, 2023	Dec. 12, 2028
Clynt Nauman	94,070	US\$0.26	Sept. 22, 2023	Sept. 22, 2028
Benjamin Mossman	268,877	US\$0.25	Dec. 12, 2023	Dec. 12, 2028
Benjamin Mossman	4,640	US\$0.26	Sept. 22, 2023	Sept. 22, 2028
Benjamin Mossman	375,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028
Benjamin Mossman	300,000	US\$0.65	Feb. 7, 2022	Feb. 7, 2027
Benjamin Mossman	1,338,500	US\$0.90	Sept. 22, 2020	Sept. 22, 2025
John Proust	47,775	US\$0.25	Dec. 12, 2023	Dec. 12, 2028
John Proust	120,000	US\$0.26	Sept. 22, 2023	Sept. 22, 2028
John Proust	105,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028
John Proust	100,000	US\$0.65	Feb. 7, 2022	Feb. 7, 2027
John Proust	75,000	C\$0.70	Aug. 21, 2019	Aug. 21, 2024
Murray Flanigan	47,775	US\$0.25	Dec. 12, 2023	Dec. 12, 2028
Murray Flanigan	105,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028
Murray Flanigan	100,000	US\$0.65	Feb. 7, 2022	Feb. 7, 2027
Murray Flanigan	40,000	C\$0.70	Aug. 21, 2019	Aug. 21, 2024
Lawrence W. Lepard	47,775	US\$0.25	Dec. 12, 2023	Dec. 12, 2028
Lawrence W. Lepard	105,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028
Lawrence W. Lepard	100,000	US\$0.65	Feb. 7, 2022	Feb. 7, 2027
Lawrence W. Lepard	100,000	C\$0.70	Aug. 21, 2019	Aug. 21, 2024
Thomas I. Vehrs	47,775	US\$0.25	Dec. 12, 2023	Dec. 12, 2028
Thomas I. Vehrs	25,000	US\$0.26	Sept. 22, 2023	Sept. 22, 2028
Thomas I. Vehrs	105,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028
Thomas I. Vehrs	100,000	US\$0.65	Feb. 7, 2022	Feb. 7, 2027
Thomas I. Vehrs	40,000	C\$0.70	Aug. 21, 2019	Aug. 21, 2024
Vince Boon	30,000	US\$0.26	Sept. 22, 2023	Sept. 22, 2028
Vince Boon	75,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028
Vince Boon	40,000	US\$0.65	Feb. 7, 2022	Feb. 7, 2027
Vince Boon	10,000	C\$0.70	Aug. 21, 2019	Aug. 21, 2024
Eileen Au	30,000	US\$0.26	Sept. 22, 2023	Sept. 22, 2028
Eileen Au	75,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

Eileen Au	40,000	US\$0.65	Feb. 7, 2022	Feb. 7, 2027
Eileen Au	10,000	C\$0.70	Aug. 21, 2019	Aug. 21, 2024
Emma Espinosa	50,000	US\$0.26	Feb. 21, 2023	Sept. 22, 2028
Emma Espinosa	25,000	US\$0.65	Feb. 7, 2022	Feb. 7, 2027
Emma Espinosa	5,000	C\$0.70	Aug. 21, 2019	Aug. 21, 2024
Capital Markets Advisory CA	20,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028
Russell Horton	30,000	US\$0.53	Feb. 21, 2023	Feb. 21, 2028

(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. May 2, 2024
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 55,785,106
- (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. 0
- (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. USD\$0.095 (CDN\$0.128)/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:

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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 May 2, 2024.

Vince Boon
Name of Director or Senior
Officer

"Vince Boon"
Signature

Chief Financial Officer
Official Capacity