



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

May 12, 2023

Benjamin Mossman  
Chief Executive Officer and President  
Rise Gold Corp.  
Suite 650 - 669 Howe Street  
Vancouver, BC V6C 0B4  
Canada

**Re: Rise Gold Corp.**  
**Registration Statement on Form S-1**  
**Filed May 5, 2023**  
**File No. 333-271702**

Dear Benjamin Mossman:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Claudia Rios, Staff Attorney, at (202) 551-8770 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Brad Wiggins, Esq.