

# **RISE GOLD CORP.**

Filed by  
**OLIVER DANIEL JR**

## **FORM SC 13D/A**

(Amended Statement of Beneficial Ownership)

Filed 10/28/25

Telephone	604-999-4136
CIK	0001424864
Symbol	RYES
SIC Code	1000 - Metal Mining
Industry	Integrated Mining
Sector	Basic Materials
Fiscal Year	07/31

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# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

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### SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)\*

Rise Gold Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

76760R100

(CUSIP Number)

Daniel Oliver Jr.  
713 Silvermine Road,  
New Canaan, CT, 06840  
646-797-3134

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

10/24/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP No. 76760R100

Name of reporting person

	Daniel Oliver Jr								
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)								
3	SEC use only								
4	Source of funds (See Instructions) OO								
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>								
6	Citizenship or place of organization UNITED STATES								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="1"> <tr> <td>7</td> <td>Sole Voting Power: 1,779,723.00</td> </tr> <tr> <td>8</td> <td>Shared Voting Power: 14,663,191.00</td> </tr> <tr> <td>9</td> <td>Sole Dispositive Power: 1,779,723.00</td> </tr> <tr> <td>10</td> <td>Shared Dispositive Power: 14,663,191.00</td> </tr> </table>	7	Sole Voting Power: 1,779,723.00	8	Shared Voting Power: 14,663,191.00	9	Sole Dispositive Power: 1,779,723.00	10	Shared Dispositive Power: 14,663,191.00
7	Sole Voting Power: 1,779,723.00								
8	Shared Voting Power: 14,663,191.00								
9	Sole Dispositive Power: 1,779,723.00								
10	Shared Dispositive Power: 14,663,191.00								
11	Aggregate amount beneficially owned by each reporting person 16,442,914.00								
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>								
13	Percent of class represented by amount in Row (11) 13.6 %								
14	Type of Reporting Person (See Instructions) IN								

Comment for Type of Reporting Person: Percent of class is calculated based on 120,370,467 shares outstanding as of 10-28-25.

## SCHEDULE 13D/A

CUSIP No. 76760R100
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1	Name of reporting person Myrmikan Gold Fund, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)

	OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 0.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.0 %	
14	Type of Reporting Person (See Instructions) IV	

Comment for Type of Reporting Person: The Fund does not have the ability, directly or indirectly, to vote or dispose of the Issuer's shares owned of record by the Fund.

## SCHEDULE 13D/A

CUSIP No. 76760R100
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1	Name of reporting person Myrmikan Capital, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 14,663,191.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 14,663,191.00
11	Aggregate amount beneficially owned by each reporting person 14,663,191.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 12.2 %	
14	Type of Reporting Person (See Instructions) IV	

Comment for Type of Reporting Person: Percent of class is calculated based on 120,370,467 shares outstanding as of 10-28-25.

## SCHEDULE 13D/A

### Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock

(b) Name of Issuer:

Rise Gold Corp.

(c) Address of Issuer's Principal Executive Offices:

345 Crown Point Circle, Suite 600, Grass Valley, CALIFORNIA , 95945.

### Item 2. Identity and Background

(a) This Schedule 13D amendment (this "Amendment") has been jointly filed by Daniel Oliver Jr. as an individual, Myrmikan Gold Fund, LLC, a private investment fund (the "Fund"), and Myrmikan Capital, LLC, an investment adviser and manager of the Fund (the "Manager"). Mr. Oliver owns a 97.5% membership interest in, and is the manager of, the Manager. The parties filing the Amendment are also referred to herein as "reporting persons."

(b) The address of each of the reporting persons is 713 Silvermine Road, New Canaan, Connecticut 06840.

(c) The Fund's principal business is investing in securities. The Manager's principal business is providing investment management for the Fund. Mr. Oliver's principal business is acting as manager of the Manager and providing investment management for the Fund.

(d) During the last five years none of the reporting persons has been convicted in a criminal proceeding.

(e) During the last five years, none of the reporting persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in their being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Oliver is a citizen of the United States. The Fund is a Delaware limited liability company. The Manager is a Delaware limited liability company.

### Item 3. Source and Amount of Funds or Other Consideration

On October 24, 2025, the Manager purchased, on behalf of the Fund, 1,000,000 units (the "Units") from the Issuer in a private offering (the "Offering") for a purchase price of \$0.25 per Unit (the "Purchase Price"). Each Unit was comprised of one share of the Issuer's common stock (each, a "Share") and one

common stock purchase warrant (each, a "Warrant"). By its terms, each Warrant is exercisable to buy an additional Share at an exercise price of \$0.45 for a term of three years. The Manager used the Fund's own investment funds to pay the Purchase Price.

See Items 5, 6 and 7 below for additional information regarding the Warrants and other warrants held by the reporting persons.

**Item 4. Purpose of Transaction**

The Manager, on behalf of the Fund, acquired Units as described in Item 3 for investment purposes. All securities of the Issuer that are beneficially owned by the reporting persons are held for investment purposes. Mr. Oliver intends to continue to seek to influence the policies of the Issuer with a goal of maximizing the value of the Issuer's common stock.

Except as described above, the reporting persons have no plans or proposals that relate to, or could result in, any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D, except that, with respect to paragraph (d), Mr. Oliver may participate in making changes to the present board of directors in connection with the normal nominating process of the full board of directors for the Issuer's annual meetings of stockholders.

The reporting persons may purchase common stock or sell or transfer common stock beneficially owned by them from time to time in private or public transactions depending on economic considerations. Any such transactions may be effected at any time or from time to time subject to any applicable limitations imposed on the purchase or sale of the common stock by applicable law.

**Item 5. Interest in Securities of the Issuer**

- (a) As of the date of this report, Mr. Oliver beneficially owns, directly or indirectly, a total of 16,442,914 shares of the Issuer's common stock, which constitutes 13.6% of the class of common stock as calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934. The Manager has voting and investment power over, and therefore beneficially owns, the 14,663,191 shares of common stock held of record by the Fund, which constitutes 12.2% of the class as calculated in accordance with Rule 13d-3. As the manager of the Manager, Mr. Oliver is likewise deemed to indirectly beneficially own the shares held of record by the Fund, and such shares are included in the shares reported as beneficially owned by him.

Rule 13d-3 provides, in part, that shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option or warrant) within 60 days. In that regard, see the disclosure in Item 6 about warrants of the Issuer held by Mr. Oliver and by the Fund.

In computing the percentage ownership of any person under Rule 13d-3, the number of shares outstanding is deemed to include the number of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of the person does not necessarily reflect a person's actual ownership or voting power with respect to the number of shares actually outstanding.

- (b) Mr. Oliver has sole beneficial ownership of 1,779,723 shares of common stock, 1,210,653 of which are outstanding and 569,070 of which underlie stock options.

Mr. Oliver and the Manager share beneficial ownership of 14,663,191 shares of common stock held of record by the Fund.

- (c) The information in Item 3 is incorporated by reference in this item. Other than as disclosed in Item 3, the reporting persons did not engage in any transactions in the Issuer's class of common stock during the last 60 days.

- (d) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Mr. Oliver serves as a member of the Issuer's Board of Directors.

The information provided in Items 3, 4 and 5 is incorporated by reference in its entirety in this Item 6.

On April 9, 2024, Mr. Oliver and the Fund each entered into a warrant standstill agreement with the Issuer, pursuant to which each agreed not to exercise their outstanding warrants to buy the Issuer's common stock. On May 8, 2025, Mr. Oliver and the Fund each amended and restated their respective warrant standstill agreements with the Issuer to include all warrants of the Issuer held by each at that date. On October 24, 2025, the Fund amended and restated its warrant standstill agreement with the Issuer to include all warrants of the Issuer currently held by the Fund. Each warrant standstill agreement will remain in effect until terminated upon 61 days' written notice to the Issuer from Mr. Oliver or the Fund, respectively. Accordingly, the reporting persons currently do not beneficially own any of the shares of common stock underlying the warrants covered by the agreements, as defined for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.

**Item 7. Material to be Filed as Exhibits.**

The reporting persons entered into a Joint Filing Agreement dated September 29, 2023, which was filed as Exhibit "A" to the initial filing of this Schedule 13D.

The Form of Amended and Restated Warrant Standstill Agreement between Daniel Oliver Jr. and the Issuer dated May 8, 2025 was filed as Exhibit "G" to Amendment No. 4 to this Schedule 13D on May 20, 2025.

The Form of Amended and Restated Warrant Standstill Agreement between Myrmikan Gold Fund, LLC and the Issuer dated October 24, 2025 is filed herewith as Exhibit "I" to this Schedule 13D.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

## Daniel Oliver Jr

**Signature:**        /s/ Daniel Oliver Jr

**Name/Title:**     Daniel Oliver Jr

**Date:**             10/28/2025

## Myrmikan Gold Fund, LLC

**Signature:**        /s/ Daniel Oliver Jr

**Name/Title:**     Daniel Oliver Jr, Manager of Myrmikan Capital,  
LLC

**Date:**             10/28/2025

## Myrmikan Capital, LLC

**Signature:**        /s/ Daniel Oliver Jr

**Name/Title:**     Daniel Oliver Jr, Manager

**Date:**             10/28/2025