

rimfire



**RIMFIRE PACIFIC MINING NL
ABN 59 006 911 744**

NOTICE OF ANNUAL GENERAL MEETING

And

EXPLANATORY MEMORANDUM

Date of Meeting	Tuesday, 22 nd November 2016
Time of Meeting	10:00 am
Place of Meeting	Conference Rooms, ShineWing Australia Level 10 530 Collins Street Melbourne VIC 3000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Rimfire Pacific Mining NL ("Company") will be held at the offices of ShineWing Australia, 10th Floor Conference Rooms, 530 Collins Street, Melbourne Victoria 3000, 22 November 2016 at 10:00 am (Melbourne time).

The Explanatory Memorandum which accompanies and forms part of this "Notice of Annual General Meeting" describes the various matters to be considered at the annual general meeting.

AGENDA

ORDINARY BUSINESS

Item 1 - FINANCIAL STATEMENTS AND REPORTS

"To receive and consider the Company's annual report comprising the Directors' Report, Auditor's Report and Financial Statements for the year ended 30 June 2016."

The electronic version of the annual report can be found at:

Rimfire Pacific Mining NL website www.rimfire.com.au/asx_news_and_reports/annual_reports/2016;

ASX website at <http://www.asx.com.au/asx/research/company.do#!/RIM>.

To consider, and if thought fit, pass the following resolutions, with or without amendment, as ordinary resolutions of the Company.

Item 2 - Resolution 1: REMUNERATION REPORT

"To adopt the Remuneration Report for the Year ended 30 June 2016."

Short explanation

The Corporations Act 2001 requires listed companies to put to shareholders at the AGM a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report.

Shareholders will be given an opportunity to ask questions concerning the Remuneration Report at the AGM. As stated, the resolution is non-binding.

Voting Exclusion Statement

In accordance with the ASX guidelines for resolutions pertaining to the Remuneration Report, the Company will disregard any votes cast on this resolution by Key Management Personnel (KMP) and closely related parties to KMP. All Executive and Non-Executive Directors are considered KMP for the purposes of this resolution.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by KMP or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. The Chairman may vote on this resolution, as a proxy for the person who is entitled to vote on this resolution, whether or not the shareholder voting form directs how the proxy is to vote, provided the shareholder voting form expressly authorises the Chairman to exercise the proxy (even though the resolution is connected with the remuneration of the KMP of the Company, including the Chairman).

Item 3 – Resolution 2: ELECTION OF DIRECTOR IAN McCUBBING

“That Mr Ian McCubbing, who was appointed by the Board of Directors during the year, and being eligible offers himself for election, be elected as a Director”.

Item 4 - Resolution 3: RE-ELECTION OF DIRECTOR RAMONA ENCONNIERE

“That Ms Ramona Enconniere, who retires by rotation in accordance with Clause 13.2 of the Company’s constitution, and being eligible offers herself for re-election, be re-elected as a Director”.

Short explanation – Resolutions 2 and 3

The Company’s Constitution requires one third of the Directors (other than the Managing Director) to retire at each Annual General Meeting, being the Directors longest in office at the date of the Annual General Meeting. Ms Enconniere must therefore retire and has offered herself for re-election.

In addition, a Director appointed by the Board of Directors during the year, must retire at the next AGM and place him or herself before the AGM for election as a Director. Mr McCubbing must therefore retire and offers himself for election.

The details of all Directors are set out in the Directors’ Report section of the Annual Report.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, with or without amendment:

Item 5 – Resolution 4: ORDINARY RESOLUTION - RATIFICATION OF PLACEMENT TO INVESTORS

“That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of 78,059,524 fully paid ordinary shares at an issue price of \$0.021 per share in the capital of the Company in August/September 2016 to the entities described in Item 5 - Resolution 4, schedule A, of the Explanatory Memorandum.”

Short explanation- Resolution 4

The Board of Rimfire is allowed to issue up to 15% of its issued capital without shareholder approval each 12 months. The shares described above were issued without shareholder approval and were within this limit. Under the Listing Rules, Rimfire can seek shareholder ratification of an issue made within the 15% limit, and, if given, the effect of the ratification is to deem that the shares issued were issued with shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without shareholder approval.

The purpose of this resolution is to seek this ratification for the placement completed by the Company in August/September 2016. Further details of the shares issued are set out in the attached Explanatory Memorandum.

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by a recipient of the shares, in schedule A, to which this resolution relates as described in the Explanatory Memorandum, and any associate of a recipient.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

Item 6 – Resolution 5: SPECIAL RESOLUTION - APPROVAL OF 10% PLACEMENT CAPACITY

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Special Resolution

This resolution is a Special Resolution and requires a majority of at least 75% of votes cast by shareholders at the AGM in person or by proxy.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by any people who may participate in the issue of Equity Securities under this Resolution and a person who may obtain a benefit, except a benefit solely in the capacity of a holder or ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

BY ORDER OF THE BOARD



Graham Billinghamurst
Company Secretary

DATED: 21st October 2016

PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY AND BODY CORPORATE REPRESENTATIVE INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf under Section 249X of the Corporations Act 2001 (Cth). Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under Section 250D of the Corporations Act 2001 (Cth).

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate appointing a body corporate representative must be deposited at, posted to, emailed to, or sent by facsimile transmission to the Company's share registry, as follows:

By MAIL - Share Registry Computershare Investor Services Pty Limited GPO Box 242
Melbourne Victoria 3001, Australia

By FAX - Share Registry 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

and not less than 48 hours before the time for holding the Meeting, or adjourned Meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorized in writing or, if the shareholder is a corporation, in the manner permitted by the Corporations Act.

The proxy may, but need not, be a shareholder of the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm, 20th November 2016 Melbourne Time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of members of Rimfire Pacific Mining NL ABN 59 006 911 744 ("Rimfire" or "Company") in connection with the business to be conducted at the Annual General Meeting of members to be held on 22nd November 2016 at 10:00am ("Meeting").

The Notice of Meeting sets out the details of three (3) separate resolutions to be put to Shareholders as Ordinary Business and two (2) resolution as Special Business if necessary, comprising the following:

Ordinary Business

- **Resolution 1 (Item 2)** seeks the approval to adopt the Remuneration Report as it appears in the 2016 Annual Report. The resolution is non-binding on the Company;
- **Resolution 2 (Item 3)** seeks the election Mr Ian McCubbing as a Director of the Company;
- **Resolution 3 (Item 4)** seeks the re-election Ms Ramona Enconniere as a Director of the Company;

Special Business

- **Resolution 4 (Item 5)** seeks the ratification of a placement to investors;
- **Resolution 5 (Item 6)** seeks the approval of a 10% placement capacity.

Resolutions 1, 2 & 3 are standard for an Annual General Meeting of a Company. However, additional background is provided for Resolutions 1, 4 & 5 given the implications for these resolutions under legislation and regulations.

1. BACKGROUND FOR RESOLUTION 1 (ITEM 2) – REMUNERATION REPORT ADOPTION

An important point in relation to the resolution for the adoption of the remuneration report is the ability of shareholders to "spill" the Company's board following "two strikes" against the adoption of the remuneration report at two successive AGMs.

In summary, if at least 25% of the votes cast on the resolution to adopt the remuneration report are voted against adopting the remuneration report, at the 2016 AGM, and then again at the Company's 2017 AGM, the Company will be required to put to shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of new Directors to the Company (Spill Resolution).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the Company's 2017 AGM. All of the Directors who are in office when the Company's 2017 Directors' Report is approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, each person whose election or re-election as a Director is approved, will become a Director of the Company.

Specific comments relating to Resolutions 4 and 5 are set out below.

2. RESOLUTION 4 (ITEM 5) – RATIFICATION OF PLACEMENT TO INVESTORS

2.1. Summary of proposal

As announced to the market, in August/September 2016 the Company completed a Share Placement, whereby 78,059,524 fully paid ordinary shares were completed to investors. The total capital that was raised before costs was approximately \$1.6 million and this is to be used for general working capital and exploration activity purposes.

2.2. Listing Rule requirements

(a) ASX LISTING RULE 7.4

Listing Rule 7.4 enables the Company to ratify an issue of shares made without prior shareholder approval under Listing Rule 7.1 if:

- (i) the issue of shares did not breach Listing Rule 7.1; and
- (ii) shareholders subsequently approve the issue of those shares by the Company.

(b) ASX LISTING RULE 7.5

ASX Listing Rule 7.5 lists information which must be contained in the Notice of General Meeting and Explanatory Memorandum where shareholders will consider a resolution pursuant to ASX Listing Rule 7.4. This information is set out below:

- (i) *The number of securities allotted:* the Company allotted 78,059,524 fully paid ordinary shares.
- (ii) *The issue price of the securities:* the issue price of the shares was \$0.021 per share.
- (iii) *The names of the allottees:* this information is set out in schedule A.
- (iv) *The terms of the securities:* the shares are fully paid ordinary shares in the Company and rank pari passu with other fully paid ordinary shares on issue.
- (v) *The use or intended use of the funds raised:* this information is set out in paragraph 2.1
- (vi) *A voting exclusion statement:* this information is set out in the Notice of Meeting.

3. RESOLUTION 5 (ITEM 6) – APPROVAL OF 10% PLACEMENT CAPACITY

3.1. General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval by Special Resolution at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 3.2 below).

The effect of Resolution 5 will be to allow the Company to issue Equity Securities representing up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period of up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting or by proxy must be in favour of Resolution 5 for it to be passed.

3.2. ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300m.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation less than \$300m.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of Equity Securities on issue, being the Shares (ASX Code: RIM).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
- (iv) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

3.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed;
or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 3.3(a)(i), the date on which the Equity Securities are issued.

b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) after which date, an approval under Listing Rule 7.1A ceases to be valid (**10% Placement Capacity Period**).

c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	1.00 cent 50% discount in Issue Price	2.0 cents Issue Price	4.0 cents 100% increase in Issue Price
918,091,963 (Current Variable A)	Shares issued - 10% voting dilution	91,809,196 Shares	91,809,196 Shares	91,809,196 Shares
	Funds raised	\$918,092	\$1,836,184	\$3,672,368
1,337,137,945 (50 % increase in Variable A)	Shares issued - 10% voting dilution	137,713,794 Shares	137,713,794 Shares	137,713,794 Shares
	Funds raised	\$1,377,138	\$2,754,276	\$5,508,552
1,836,183,926 (100% increase in Variable A)	Shares issued - 10% voting dilution	183,618,392 Shares	183,618,392 Shares	183,618,392 Shares
	Funds raised	\$1,836,184	\$3,672,368	\$7,344,736

**The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.*

The table above uses the following assumptions:

1. There are currently 918,091,963 Shares on issue, which includes the 78,059,524 Shares for which Shareholder ratification is sought pursuant to Resolution 5.
2. The issue price set out above is the closing price of the Shares on the ASX on the 12th October 2016.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the continued exploration expenditure on the Company's current assets, additional optimisation of enhanced definitive feasibility study, project financing, ongoing project administration, acquisition of new resources, assets and investments (including expenses associated with such an acquisition) and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) Previous approval under ASX Listing Rule 7.1A

The Company has not previously sought approval from Shareholders under ASX Listing Rule 7.1A and therefore there have not been any shares issued pursuant to ASX Listing Rule 7.1A during the twelve month period since the date of the last Meeting.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

3.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

SCHEDULE A – Resolution 4

Name	No. of Shares
Mr Peng Wang	14,285,714
Mr Wenlin Yu	9,523,810
Mr Marc David Harding	9,523,810
Ms Kam Oi Lan	5,000,000
Mr Choong Guang Koh	5,000,000
Mr Long Ding	4,761,905
ANT Nicholson Pty Ltd	3,750,000
Mr Timothy John MacDonald	3,250,000
Coin Superannuation Fund	3,000,000
Mr Brian McCubbing	3,000,000
Mr Jeremy Warde Barlow	2,500,000
DN Superannuation Fund Pty Ltd	2,448,000
Bellarine Gold Pty Ltd	2,428,571
Fast Lane Australia Pty Ltd	2,123,429
Fraternity Pty Ltd	1,500,000
Kookoo Nominees	1,500,000
Southern Cross Capital	1,000,000
KD Health Food Australia Pty Ltd	1,000,000
Mr Donald Malcolm Leembruggen	1,000,000
G&J Angel Superfund	750,000
Mr Neil Nasmyth	714,285
Total	78,059,524

The shares issued represented 8.50% of the Company's capital at the time the placement was completed.

rimfire



rimfire pacific mining nl
abn 59 006 911 744

RIM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 10:00 am (Melbourne time) Sunday, 20 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Rimfire Pacific Mining NL hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Rimfire Pacific Mining NL to be held at the Conference Rooms, Shining Australia, Level 10, 530 Collins Street, Melbourne VIC 3000 on Tuesday, 22 November 2016 at 10:00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Board recommendations and undirected proxies: The Board recommends that shareholders vote, and the Chairman of the Meeting intends to vote undirected proxies (to the extent permitted by law), in the manner set out beside each item of business.

Board recommendations		For	Against	Abstain
FOR	Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	Resolution 2 Election of Director Ian McCubbing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	Resolution 3 Re-Election of Director Ramona Enconniere	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	Resolution 4 Ratification of Placement to Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	Resolution 5 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /