

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **Rimfire Pacific Mining NL (RIM)**

ACN/ARSN **006 911 744**

1. Details of substantial holder (1)

Name **Anthony Billis and the persons listed in the Annexure (Group)**

ACN/ARSN (if applicable) **Refer to Annexure**

The holder became a substantial holder on 20 / 5 / 20

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares (Shares)	100,000,000	100,000,000	6.311%**

**Based on 1,584,571,527 Shares on issue

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer to Annexure	Refer to Annexure	Refer to Annexure

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer to Annexure	Refer to Annexure	Refer to Annexure	Refer to Annexure

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer to Annexure	Refer to Annexure	Refer to Annexure	Refer to Annexure	Refer to Annexure

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Refer to Annexure	Refer to Annexure

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer to Annexure	Refer to Annexure

Signature

print name

Anthony Billis

capacity

sign here



date 27 / 01 / 23

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE

(This is the Annexure of 6 pages referred to in the Form 603 Notice of Initial Substantial Holder dated 27 January 2023)

Signature	print name	Anthony Billis	capacity
	sign here		date 27/1/2023

Introduction

All statutory references are to the *Corporations Act 2001* (Cth) unless otherwise specified.

In this document, **Group** means RCL, AB, PW, Lake Grace, Northwest and GPR, and **Group Member** means any of them. Refer to paragraph 5 of this Annexure for details of each Group Member, together with a description of associate relationships.

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of the relevant interest ¹	Nature of relevant interest (7)	Class and number of securities
Lake Grace	Relevant interest arises under section 608(1)(a) as registered holder of 5,000,000 Shares.	12,500,000 Shares
AB	Relevant interest under sections 608(1)(b) and (c) as AB is the sole director of Lake Grace with the power to control voting and disposal decisions for Shares held by Lake Grace. Further, relevant interest under section 608(3)(a) and (b) as AB via his associate PW has voting power greater than 25% in Lake Grace and controls Lake Grace.	
PW	Relevant interest under section 608(3)(a) as PW has voting power greater than 20% in Lake Grace.	
Other Group Members	Relevant interest under 608(3)(a) as each other Group Member has voting power greater than 20% in Lake Grace after taking into account the voting power of its associates under section 610.	

¹ Refer to paragraph 4 for full names of each person with a relevant interest.

Holder of the relevant interest ¹	Nature of relevant interest (7)	Class and number of securities
GPR	Relevant interest under section 608(1)(a) as registered holder of 75,000,000 Shares.	75,000,000 Shares
RCL	Relevant interest under section 608(3)(a) and (b) as RCL has voting power greater than 20% in GPR and RCL controls GPR.	
AB	Relevant interest in Shares held by GPR because: (a) AB via his associate PW has voting power greater than 20% in RCL and under section 608(3)(a) has a relevant interest in securities held by that company; and (b) RCL has a relevant interest in the Shares held by GPR under section 608(3)(b) because RCL controls GPR.	
PW	Relevant interest in Shares held by GPR because: (a) PW has voting power greater than 20% in RCL and under section 608(3)(a) has a relevant interest in securities held by that company; and (b) RCL has a relevant interest in the Shares held by GPR under section 608(3)(b) because RCL controls GPR.	
Other Group Members	Relevant interest under section 608(3)(a) and (b) as each other Group Member has via its associates voting power greater than 20% in RCL and RCL controls GPR.	
Northwest	Relevant interest under section 608(1)(a) as registered holder of 12,500,000 Shares.	12,500,000 Shares
RCL	Relevant interest under section 608(3)(a) and (b) as RCL has voting power greater than 20% in Northwest and RCL controls Northwest.	
AB	Relevant interest in Shares held by Northwest because: (a) AB via his associate PW has voting power greater than 20% in RCL and as such under section 608(3)(a) has a relevant interest in securities held by that company; and (b) RCL has a relevant interest in the Shares held by Northwest under section 608(3)(b) because RCL controls Northwest. Also, relevant interest under section 608(1)(b) and (c) as AB is the sole director of Northwest with the power to control voting and disposal decisions for Shares held by Northwest.	

Holder of the relevant interest¹	Nature of relevant interest (7)	Class and number of securities
PW	Relevant interest in Shares held by Northwest because: <ul style="list-style-type: none"> (a) PW has voting power greater than 20% in RCL and as such under section 608(3)(a) has a relevant interest in securities held by that company; and (b) RCL has a relevant interest in the Shares held by Northwest under section 608(3)(b) because RCL controls Northwest. 	
Other Group Member	Relevant interest under section 608(3)(a) and (b) as each other Group Member has via its associates voting power greater than 20% in Northwest and RCL controls Northwest.	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of the relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Each Group Member	Lake Grace	Lake Grace	12,500,000 Shares
	GPR	GPR	75,000,000 Shares
	Northwest	Northwest	12,500,000 Shares

5. Consideration

Details of consideration paid for each relevant interest referred to in paragraph 3 above:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
GPR	20 May 2020	75,000,000 representing \$0.003 per Share	N/A	75,000,000 Shares
Northwest	31 March 2020	\$15,167 representing \$0.003 per Share	N/A	5,000,000 Shares
Northwest	5 May 2020	\$43,675 representing \$0.0058 per Share	N/A	7,500,000 Shares
Lake Grace	31 March 2020	\$15,167 representing \$0.003 per Share	N/A	5,000,000 Shares
Lake Grace	5 May 2020	\$45,371 representing \$0.006 per Share	N/A	7,500,000 Shares

6. Details of associates of AB and addresses

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Address	Nature of association
Anthony (Anton) Billis (AB)	Unit 1, 27 Mary Street, Como WA 6152	<p>AB is an associate of PW as an incident of their spousal relationship. AB and PW act in concert in relation to the affairs of RIM and investment decisions generally.</p> <p>AB is an associate of the following other Group Members for the reasons set out in this document:</p> <ul style="list-style-type: none"> ▪ RCL ▪ GPR ▪ Lake Grace ▪ Northwest
Phanatchakorn Wichaikul (PW)	Unit 1, 27 Mary Street, Como WA 6152	<p>PW and AB are associates as an incident of their spousal relationship. AB and PW act in concert in relation to the affairs of RIM and investment decisions generally.</p> <p>PW is also an associate of Lake Grace as she controls the company through owning 100% of its shares and acts in concert with Lake Grace in relation to the affairs of RIM.</p>
Resource Capital Ltd (a company incorporated in Seychelles) (RCL)	A.C.T. Offshore (Proprietary) Limited – Oliaji Trade Centre 1st Floor – Victoria, Maha, Seychelles	<p>RCL and Northwest are associates because RCL holds 100% of the shares in Northwest, and as such, is a body corporate that controls Northwest under section 12(2)(a)(i).</p> <p>RCL and AB are associates because AB is a director of the company and the parties act in concert in relation to the affairs of RIM.</p>
Golden Plains Resources Pty Ltd ACN 636 974 108 (GPR)	c/- Davenport Taylor, Suite 3, 395 Nepean Highway, Frankston, VIC 3199	RCL and GPR are associates because RCL holds 99% of the shares in GPR, and as such, is a body corporate that controls GPR under section 12(2)(a)(ii).

Name and ACN/ARSN (if applicable)	Address	Nature of association
Lake Grace Exploration Pty Ltd ACN 009 406 437 (Lake Grace)	Suite G1, 49 Melville Parade, South Perth WA 6151	<p>Lake Grace and AB are associates because AB is the sole director of Lake Grace, and the parties act in concert in relation to the affairs of RIM.</p> <p>Because AB controls Lake Grace, Lake Grace is associated with the other Group Members controlled by AB including Northwest.</p> <p>Lake Grace and PW are associates because as PW owns 100% of the share capital in Lake Grace and they act in concert in relation to the affairs of RIM.</p>
Northwest Capital Pty Ltd ACN 147 302 743 (Northwest)	Suite G1, 49 Melville Parade, South Perth WA 6151	<p>Northwest and AB are associates under section 12(2)(c) because AB is the sole director of Northwest and the parties act in concert in relation to the affairs of RIM.</p> <p>Because AB controls Northwest, Northwest is associated with the Group Members that AB controls including Lake Grace.</p>