

**rimfire**



**rimfire pacific mining nl**

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05 February 2012

**The Manager  
Company Announcement Office  
Australian Stock Exchange**

**Form 603 – Notice of Initial Substantial Holder**

Following is a Notice of Initial Substantial Holder received from Dr Gary Lillicrap on 04 February 2013.

Yours Faithfully,



John Kaminsky  
Executive Chairman  
Rimfire Pacific Mining NL

## Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme

RIMFIRE PACIFIC MINING NL

ACN/ARSN

006 911 744

## 1. Details of substantial holder (1)

Name

Dr GARY LILLICRAP

ACN/ARSN (if applicable)

N/A

The holder became a substantial holder on

01/02/13

## 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	32,980,621	32,980,621	5.40%

## 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
SEE ATTACHED		

## 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
SEE ATTACHED			

## 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	
SEE ATTACHED				

**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
SEE ATTACHED	

**7. Addresses**

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

Name	Address
SEE ATTACHED	

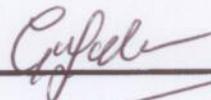
**Signature**

print name

G. R. LILLICRAIP

capacity

sign here



date 12 2013

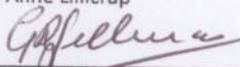
**DIRECTIONS**

- (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.

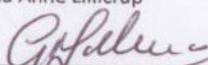
3. Details of relevant interest - Appendix A

Holder of relevant interest	ACN/ARSN if Applicable	Nature of relevant interest	Class	Number of securities
Lillicrap Super Fund	N/A	Ordinary		14,100,000
Cooee Investments Pty Ltd	009 853 132	Ordinary		8,067,500
Dr Gary Robert Lillicrap	N/A	Ordinary		6,580,621
Grial Pty Ltd	009 933 331	Ordinary		3,282,500
Imelda Anne Lillicrap	N/A	Ordinary		950,000

  
 Dr G Lillicrap \_\_\_\_\_ Date 1, 2, 2013

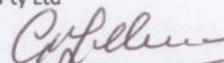
4. Details of present registered holders - Appendix B

Holder of relevant interest	ACN/ARSN if Applicable	Registered holder securities	Person entitled to be registered as holder	Class	Number of securities
Lillicrap Super Fund	N/A		Lillicrap Super Fund	Ordinary	14,100,000
Cooee Investments Pty Ltd	009 853 132		Cooee Investments Pty Ltd	Ordinary	8,067,500
Dr Gary Robert Lillicrap	N/A		Dr Gary Robert Lillicrap	Ordinary	6,580,621
Grial Pty Ltd	009 933 331		Grial Pty Ltd	Ordinary	3,282,500
Imelda Anne Lillicrap	N/A		Imelda Anne Lillicrap	Ordinary	950,000

  
 Dr G Lillicrap \_\_\_\_\_ Date 1, 2, 2013

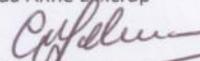
5. Consideration - Appendix C

Holder of relevant interest	ACN/ARSN if Applicable	Date of acquisition	Consideration		Class	Number of securities
			Cash	Non-cash		
Lillicrap Super Fund	N/A	29/08/2012	60,000	-	Ordinary	2,000,000
Cooee Investments Pty Ltd	009 853 132	29/08/2012	30,000	-	Ordinary	1,000,000
Grial Pty Ltd	009 933 331	29/08/2012	15,000	-	Ordinary	500,000
Lillicrap Super Fund	N/A	17/09/2012	9,000	-	Ordinary	300,000
Cooee Investments Pty Ltd	009 853 132	17/09/2012	15,000	-	Ordinary	500,000
Dr Gary Robert Lillicrap	N/A	17/09/2012	9,000	-	Ordinary	300,000
Imelda Anne Lillicrap	N/A	17/09/2012	9,000	-	Ordinary	300,000
Grial Pty Ltd	009 933 331	17/09/2012	9,000	-	Ordinary	300,000

  
 Dr G Lillicrap \_\_\_\_\_ Date 1, 2, 2013

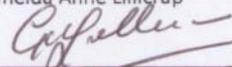
6. Associates - Appendix D

Name and ACN/ARSN (if applicable)	ACN/ARSN if Applicable	Nature of association
Lillicrap Super Fund	N/A	Member of Super Fund
Cooee Investments Pty Ltd	009 853 132	Related Company
Grial Pty Ltd	009 933 331	Trustee for Discretionary Trust
Imelda Anne Lillicrap	N/A	Wife

  
 Dr G Lillicrap \_\_\_\_\_ Date 1, 2, 2013

7. Addresses - Appendix E

Name	Address
Lillicrap Super Fund	173 Adelaide Street East, Clayfield QLD 4011
Cooee Investments Pty Ltd	173 Adelaide Street East, Clayfield QLD 4011
Dr Gary Robert Lillicrap	173 Adelaide Street East, Clayfield QLD 4011
Grial Pty Ltd	173 Adelaide Street East, Clayfield QLD 4011
Imelda Anne Lillicrap	173 Adelaide Street East, Clayfield QLD 4011

  
 Dr G Lillicrap \_\_\_\_\_ Date 1, 2, 2013