

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of 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**

There was a change in the interests of the substantial holder on

28/02/2023

The previous notice was given to the company on

15/02/2023

The previous notice was dated

15/02/2023**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	228,000,000	12.62%	228,000,000	11.53%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
28/02/2023	Group	Decrease in relevant	interest caused by dilution arising from	RIM's placement	
		of new shares to investors other than the Group.			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	See section 1 of the Annexure				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	No change to association.

6. Addresses

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

Name	Address
See section 2 of the Annexure	

Signature

print name

Anthony Billis

capacity

sign here



date 1 March 2023

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE

(This is the Annexure of 5 pages referred to in the Form 604 Notice of Change of interests of Substantial Holder dated 1 March 2023)

Signature	print name	Anthony Billis	capacity
	sign here		date
			1 March 2023

Introduction

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

In this document, **Group** means RCL MI, AB, PW, Adriatic, Nimby, Lake Grace, Northwest, RCL, GPR and TG Capital, 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.

The Group's relevant interests in RIM changed on 28 February 2023 as a result of RIM's placement of 170,666,665 shares in RIM. The Group's did not participate in that placement as such its total voting power decreased from 12.62% to 11.53%.

1. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Group	Adriatic	Adriatic	Described below	34,000,000 Shares	34,000,000
Group	RCL MI	RCL MI	Described below	40,000,000 Shares	40,000,000
Group	GPR	GPR	Described below	90,000,000 Shares	90,000,000
Group	Lake Grace	Lake Grace	Described below	17,500,000 Shares	17,500,000
Group	Nimby	Nimby	Described below	7,000,000 Shares	7,000,000
Group	Northwest	Northwest	Described below.	12,500,000 Shares	12,500,000

Group	TG Capital	TG Capital	Described below	27,000,000 Shares	27,000,000
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Details of relevant interests

Holder of the relevant interest	Nature of relevant interest (7)	Class and number of securities
RCL MI	Relevant interest under section 608(1)(a) as registered holder of 40,000,000 Shares.	40,000,000 Shares
AB	Relevant interest under section 608(3)(a) as AB has voting power greater than 20% in RCL MI. Relevant interest under sections 608(1)(b) and (c) as AB has the power to control voting and disposal decisions for Shares held by RCL MI.	
Other Group Members	Relevant interest under section 608(3)(a) as each other Group Member has voting power greater than 20% in RCL after taking into account the voting power of its associates under section 610.	
Lake Grace	Relevant interest arises under section 608(1)(a) as registered holder of 17,500,000 Shares.	17,500,000 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 20% 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.	
GPR	Relevant interest under section 608(1)(a) as registered holder of 90,000,000 Shares.	90,000,000 Shares
RCL MI	Relevant interest under section 608(3)(a) and (b) as RCL MI has voting power greater than 20% in GPR and RCL MI controls GPR.* *Note: A former director of Golden Plains has purported to issue shares in Golden Plains to himself and the issue of such shares is disputed by RCL MI. The dispute remains unresolved as at the date of this document. The relevant interests referred to in this document are calculated on the basis that RCL MI successfully	

Holder of the relevant interest	Nature of relevant interest (7)	Class and number of securities
	resolves this dispute in its favour. If RCL MI's claim is unsuccessful then it may cease to have a relevant interest in the 90,000,000 Shares held by Golden Plains.	
AB	<p>Relevant interest in Shares held by GPR because:</p> <p>(a) AB has voting power greater than 20% in RCL MI and under section 608(3)(a) has a relevant interest in securities held by that company; and</p> <p>(b) RCL MI has a relevant interest in Shares held by GPR under section 608(3)(b) because RCL MI controls GPR.</p>	
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 MI and RCL MI 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	<p>Relevant interest in Shares held by Northwest because:</p> <p>(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</p> <p>(b) RCL has a relevant interest in the Shares held by Northwest under section 608(3)(b) because RCL controls Northwest.</p> <p>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.</p>	
PW	<p>Relevant interest in Shares held by Northwest because:</p> <p>(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</p> <p>(a) RCL has a relevant interest in the Shares held by Northwest under section 608(3)(b) because RCL controls Northwest.</p>	
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 RCL and RCL controls Northwest.	

Holder of the relevant interest	Nature of relevant interest (7)	Class and number of securities
Adriatic	Relevant interest under section 608(1)(a) as registered holder of 34,000,000 Shares.	34,000,000 Shares
AB	Relevant interest under sections 608(1)(c) and (b) as AB has the power to control voting and disposal decisions for the Shares held by Adriatic. Relevant interest under section 608(3)(a) and (b) as AB has voting power greater than 20% in Adriatic and AB controls Adriatic.	
Other Group Members	Relevant interest under section 608(3)(a) as each other Group Member has voting power greater than 20% in Adriatic after taking into account the voting power of its associates under section 610.	
Nimby	Relevant interest under section 608(1)(a) as registered holder of 7,000,000 Shares.	7,000,000 Shares
AB	Relevant interest under sections 608(3)(a) and (b) as AB has voting power of more than 20% and AB controls Nimby. Further, AB has a relevant interest under sections 608(1)(c) and (b) as AB is the sole director of Nimby and has the power to control voting and disposal decisions for the Shares held by Nimby.	
Other Group Members	Relevant interest under section 608(2)(a) as each Group Member has voting power greater than 20% in Nimby after taking into account the voting power of its associates under section 610.	
TG Capital	Relevant interest under section 608(1)(a) as registered holder of 27,000,000 Shares.	27,000,000 Shares
PW	Relevant interest under sections 608(3)(a) and (b) as PW has voting power of more than 20% and PW controls TG Capital.	
AB	Relevant interest under sections 608(1)(c) and (b) as AB is the sole director of TG Capital and has the power to control voting and disposal decisions for the Shares held by TG Capital. Further, relevant interest under section 608(3)(a) and (b) as AB via his associate PW has voting power greater than 20% in TG Capital and controls TG Capital.	
Other Group Members	Relevant interest under section 608(2)(a) as each Group Member has voting power greater than 20% in TG Capital after taking into account the voting power of its associates under section 610.	

2. Addresses

The addresses of persons named in this form.

Name	Address
Anthony (Anton) Billis (AB)	Unit 1, 27 Mary Street, Como WA 6152
Phanatchakorn Wichaikul (PW)	Unit 1, 27 Mary Street, Como WA 6152
Resource Capital Ltd (a company incorporated in Seychelles) (RCL)	A.C.T. Offshore (Proprietary) Limited – Oliaji Trade Centre 1st Floor – Victoria, Maha, Seychelles
Resource Capital Ltd (a company registered in the Marshall Islands) Entity Number: 34228 (RCL MI)	C/-Equiom Fiduciary Services Pte Ltd, 50 Raffles Place 15-05/06, Singapore Land Tower 048623, Singapore
Adriatic Prospect Pty Ltd ACN 645 592 561 (Adriatic)	Unit 1, 49 Melville Parade South Perth, Western Australia 6151
Golden Plains Resources Pty Ltd ACN 636 974 108 (GPR)	c/- Davenport Taylor, Suite 3, 395 Nepean Highway, Frankston, VIC 3199
Lake Grace Exploration Pty Ltd ACN 009 406 437 (Lake Grace)	Suite G1, 49 Melville Parade, South Perth WA 6151
Nimby WA Pty Ltd ACN 116 410 112 (Nimby)	'Central Park' Level 43, 152-158 St Georges Terrace, Perth WA 6005
Northwest Capital Pty Ltd ACN 147 302 743 (Northwest)	Suite G1, 49 Melville Parade, South Perth WA 6151
Trans Global Capital Ltd (a company incorporated in the Seychelles) (TG Capital)	C/-Equiom Fiduciary Services Pte Ltd, 50 Raffles Place 15-05/06, Singapore Land Tower 048623, Singapore