



PROSPECTUS

For an Offer of one (1) New Share and one (1) New Option for every three (3) Shares held at an issue price of \$0.003 (0.3 cent) per New Share by way of a Non Renounceable Rights Issue to raise up to approximately \$1.1 million (before costs).

Important Notice

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered as speculative.

IMPORTANT NOTICE

This Prospectus is dated 26th June 2019. A copy of this Prospectus has been lodged with ASIC on that date. ASIC takes no responsibility for the contents of this Prospectus.

No Shares will be issued or allotted on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Rimfire Pacific Mining NL ACN 006 911 744 ("Rimfire") will apply to ASX for quotation of the New Shares and New Options within 7 days after the date of this Prospectus. ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may quote the New Shares and New Options is not to be taken in any way as an indication of the merits of Rimfire.

Before deciding to invest in Rimfire, you should read and understand the entire Prospectus and, in particular, in considering Rimfire's prospects, you should consider the risk factors that could affect Rimfire's performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in Rimfire involves risks. See 'Risk Factors' in Section 4 for a discussion of certain risk factors that you should consider before deciding to invest in Rimfire.

No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Prospectus or has not been released to ASX with the authorisation of Rimfire.

The Entitlement and Acceptance Form accompanying this Prospectus is important. Please refer to the instructions in Section 3 of this Prospectus regarding the acceptance of your Entitlement. Applications can only be submitted on a valid Entitlement and Acceptance Form that is only available with this Prospectus.

Restrictions on distribution

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to lodge this Prospectus in any jurisdiction outside of Australia or New Zealand or to otherwise permit a public offering of Rights or New Shares and New Options in any jurisdiction outside Australia or New Zealand. This Prospectus is not to be distributed in, and no offer of New Shares and New Options is to be made in, countries other than Australia or New Zealand.

Neither the Rights, nor New Shares and New Options have been or will be registered under the US Securities Act of 1933 and may only be offered, sold or resold in, or to persons in, the United States in accordance with an available exemption from registration.

It is the responsibility of Applicants to ensure compliance with any laws of a country relevant to their application. Return of a duly completed Entitlement and Acceptance Form will be taken by Rimfire as a representation that there has been no breach of such laws, that the Applicant is an Eligible Shareholder and that the Applicant is physically present in Australia.

Shareholders outside Australia or New Zealand should refer to Section 1.8 of this Prospectus for details of how your Entitlement will be dealt with.

Rights Entitlement and "Above Entitlement" application opportunity

You may accept your Entitlement in accordance with the instructions in Section 3 of this Prospectus and on the back of the Entitlement and Acceptance Form. In addition, you may apply for additional shares, "above entitlement", subject to availability at the time of closing.

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The Company may also accept subscriptions above the total number of New Shares and New Options issued under this Rights Issue, using its 15% and 10% discretionary capital placement capacity under Listing Rule 7.1 and 7.1a.

Shareholders who take no action in respect of their Rights will receive no benefits. An Entitlement and Acceptance Form accompanies this Prospectus.

Offer Document availability

This Prospectus is available in electronic form at <http://www.rimfire.com.au> and www.asx.com.au only for persons within Australia. Persons who access the electronic form of this Prospectus must ensure that they download and read the entire Prospectus.

A printed copy of this Prospectus is available free of charge by calling Rimfire on (03) 9620 5866.

Definitions and glossary, financial amounts and time

Definitions of certain terms used in this Prospectus are contained in Section 6. **All references to currency are to Australian dollars and all references to time are to AEST, unless otherwise indicated.**

Enquiries

For further information in relation to the Offer, please call Rimfire on (03) 9620 5866.

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IMPORTANT DATES

Key Milestones	Dates
Documents lodged with ASIC	26th June 2019
Letter sent to option holders (all)	26th June 2019
Issue Announced	26th June 2019
Form 3B notified to ASX	26th June 2019
Notice of Issue sent to eligible shareholders	27th June 2019
Ex rights Date	28th June 2019
Record Date to determine Entitlements under the Rights Issue	1st July 2019
Prospectus and Entitlement and Acceptance Form despatched – Offer opens	3rd July 2019
Closing Date for acceptances	18th July 2019
Notification of shortfall to ASX	22nd July 2019
Allotment and issue of New Shares and New Options	24th July 2019
Quotation of New Shares and New Options	25th July 2019
Despatch of statements for New Shares and New Options	26th July 2019

This timetable is indicative only and subject to change. The Directors generally reserve the right to vary these dates, including the Closing Date without prior notice. The Directors also reserve the right not to proceed with the whole or part of the Offer at any time prior to allotment. In that event, all Application Money will be returned without interest as appropriate to the decision.

Corporate Directory

Directors:	Ian McCubbing (Chairman) Craig Riley (Managing Director & CEO) Andrew Greville
Company Secretary:	Melanie Leydin
Registered Office:	Suite 411, 530 Little Collins Street Melbourne, Victoria 3000 Ph 03 9620 5866
Auditors:	BDO East Coast Partnership Collins Square / Tower Four, Level 18, 727 Collins Street, Melbourne, Victoria 3008
Lawyers for the Company:	Carton Solicitors 8 Chapel Street, Cremorne, VIC 3121
Share Registry:	Computershare Investor Services Pty Limited "Yarra Falls", 452 Johnston Street Abbotsford, VIC 3067 Australia Phone: 1300 850 505 www.computershare.com.au
Stock Exchange Listing:	Australian Securities Exchange Home Exchange – Melbourne ASX Code – RIM, RIMOB
Email address:	rimfire@rimfire.com.au
Website address:	http://www.rimfire.com.au

Section 1 DETAILS OF RIGHTS ISSUE

1.1 The Issue

This Prospectus offers via a non renounceable pro rata entitlements issue to Shareholders up to approximately 356,539,358 New Shares and up to approximately 356,539,358 New Options on the basis of 1 New Share and 1 New Option for every 3 Shares held at the Record Date at an issue price of 0.3 cent for each New Share to raise up to approximately \$1.1 million (before costs).

1.2 Entitlement to Rights Issue

Shareholders who are on Rimfire's Share Register at the close of business on the Record Date, being 7:00 pm on 1st July 2019, will receive **Rights to acquire one (1) fully paid ordinary Shares (each a "New Share") for every three (3) ordinary Shares held** as at the Record Date, at an issue price of 0.3 cent (\$0.003) per Share and one (1) free option attaching to every one (1) New Share issued, having an exercise price of 1.0 cent (\$0.01) and an expiry date of 5:00pm (AEST) 1st May 2020 (each a "New Option"). The Company will apply to ASX to list the New Options.

Fractional entitlements will be rounded up to the nearest whole number of New Shares and New Options. For this purpose, holdings in the same name are not aggregated for calculation of Entitlements, however, if Rimfire considers that holdings have been split to take advantage of rounding, Rimfire reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements.

An Entitlement and Acceptance Form setting out your Entitlement to New Shares and New Options accompanies this Offer Document.

1.3 Applying for Additional New Shares – “Above Entitlement”

Entitlements not taken up may become available as Additional New Shares and New Options. Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares and New Options regardless of the size of their present holding.

The allocation of Additional New Shares and New Options (if any) will depend on the availability of Entitlements not taken up and will be determined by the Board at its absolute discretion. It may be necessary to scale back allocations depending on the level of Applications received. The Board will determine the methodology used for any scale back at its absolute discretion.

It is an express term of the Offer that applicants for Additional New Shares and New Options will be bound to accept a lesser number of Additional New Shares and New Options allocated to them than applied for. If a lesser number is allocated to them, excess Application Money will be refunded without interest. There can be no guarantee that you will receive any Additional New Shares and New Options applied for, and you may receive all, some or none of them.

Excess Application Money will be refunded without interest.

In the event that Applications are received for New Shares and New Options, and Additional New Shares and New Options in excess of the total amount of New Shares and New Options being offered under this Rights Issue (being up to 356,539,358 New Shares and up to 356,539,358 New Options), the Board at its total discretion may accept these Applications using Rimfire's 15% discretionary capital placement capability under Listing Rule 7.1 and 10% capital placement capacity under Listing Rule 7.1A.

1.4 Use of proceeds

Rimfire could raise up to approximately \$1.1 million (before costs) under the Rights Issue and will use the proceeds as set out in Section 2. There is no minimum amount to be raised.

1.5 Actions Required by Shareholders

An explanation of the actions required by Shareholders is set out in Section 3.

1.6 Allotment and Application Money

All Eligible Shareholders who accept the Offer will receive their Entitlement in full.

New Shares and New Options will be issued only after all Application Money has been received and ASX has granted permission for the New Shares and New Options to be quoted. It is expected that New Shares and New Options will be issued on 24th July 2019 and trading of the New Shares and New Options on the Australian Securities Exchange is expected to commence on 25th July 2019.

All Application Money received before New Shares and New Options are issued will be held in a special purpose account. Excess Application Money received for Additional New Shares and New Options if not accepted will be refunded without interest. Upon allotment of New Shares and New Options the balance of funds in the account plus accrued interest will be received by the Company. If the New Shares and New Options are not quoted by ASX within three months after the date of this Prospectus, Rimfire will refund all Application Money in full (without interest).

1.7 Closing Date

The Closing Date for acceptance of your Entitlement is 5:00 pm AEST on 18th July 2019. The Company reserves the right to extend the Closing Date or cancel the Rights Issue at any time prior to allotment, subject to the Corporations Act and Listing Rules.

1.8 Treatment of Overseas Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the small number of such Shareholders, the cost of complying with applicable regulations in jurisdictions outside Australia or New Zealand and the value of the Securities offered. The Prospectus is sent to those Shareholders for information only.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

1.9 Rights and liabilities attaching to New Shares and New Options

From Issue, the New Shares issued under this Prospectus will rank equally in all respects with existing Shares and upon exercise of the New Options, if this should occur, the resulting shares from exercise shall rank equally with existing Shares. Summaries of the important rights attaching to Shares, as set out in the Company's Constitution, and rights attaching to New Options are contained in Section 5.4 of this Prospectus. There are no liabilities attaching to New Shares and New Options.

1.10 No prospective financial forecasts

The Company is a mineral exploration company. Given the speculative nature of exploration, mineral development and production and the status of the Company's exploration projects there is no basis for the Directors to forecast future revenue and they do not do so.

1.11 Investment Risks

Section 4 outlines the key risk factors involved in investing in Rimfire. The Directors consider that the key risks include no guarantee of exploration success and no guarantee of a profitable development of any discovery. The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to subscribe for New Shares and New Options.

1.12 Summary only

The information set out in this Section provides a summary of the information contained in this Prospectus. Applicants should read this Prospectus in its entirety prior to making a decision to accept the Offer. If you have any questions about investing in the Company, please contact your stockbroker, accountant or independent financial adviser.

Section 2 PURPOSE AND EFFECT OF THE RIGHTS ISSUE

2.1 Purpose of the Rights Issue

The net funds raised from the issue of New Shares and New Options through the Offer before payment of all associated costs, may provide the Company with up to approximately \$1.1 million (before costs) in additional capital.

The funds raised will enable Rimfire to continue its work programs at Fifield as described within Section 2.1 of this document in an ordered and efficient manner. The use and allocation of capital may need to alter during the course of the Company's priorities and programs. Extra funds may be re-allocated to any particular project according to results and needs. The Directors believe that the capital raised will also provide them with a cash reserve that will give them the ability to take advantage of any opportunities which arise which are complementary to the Company's direction.

Rimfire is an exploration company focused on 915km² of exploration licences near the town of Fifield which is 100km west of Parkes in NSW. The funds raised will be used by the Company for working capital purposes to pursue its Dual Strategy of exploration for a major copper / gold or gold mineralised system such as Northparkes (Cu/Au) or Cowal (Au) in the Northern and Southern Areas in conjunction with ongoing work to monetise the Sorpresa discovery. The Company will continue to pursue options to secure a Joint Venture partner or partnership to accelerate progress.

The Regional Discovery work program will focus on aircore drilling in the Southern and Northern areas. A RC drilling program will be done to test Northern Gold anomaly. The results at Northern Gold could have a significant impact on options for the monetisation of Sorpresa.

The proposed use of funds is as follows;

Source of Funds from 31 December 2018 (Auditors Review)

\$A

Closing Cash 31 December 2018 (Half Year Financial Statements - Auditors Review)	752,716
Less Net Cash outflows as per March 19 Quarterly Cashflow Statement (Appendix 5B)	- 423,846
Cash Balance as per March 19 Quarterly Cashflow Statement (Appendix 5B)	328,870

Maximum Proceeds of Share Issue	1,069,618
Approximate Cost of the Issue	- 50,000
Proforma Funds on completion of the Issue*	1,348,488

Approximate Use of Funds April 2019 to December 2019

\$A

Northern Gold Project Assessment and Sorpresa Monetisation	263,000
Northern and Southern area	438,000
Cash Reserve	120,488
Partnership development, Overheads and Working Capital	527,000
Total*	1,348,488

*The potential funds on completion of the Offer (using 31 March 2019 closing cash as a starting point) does not represent the actual or prospective cash or financial position of Rimfire. The above table does not take into account activities of the Company since 1 April 2019 and this expenditure is not recognised in the pro-forma Statement of Financial Position.

In the event that the Offer is fully subscribed, the estimated expenses of the Offer, including ASX listing fees, legal fees, share registry expenses, printing and postage costs are \$50,000.

The Directors reserve the right to make any adjustments to the use of funds as they see fit to manage the needs of the Company. Additional funds up to a maximum value of \$3.57 million may become available to the Company, should the New Options be exercised, however, the Company is not relying on these additional funds for its planned work programs.

There is no minimum amount to be raised, and participation in the Offer is at the discretion of each Eligible Shareholder. There is a risk that, if less than anticipated funds are raised the Company will not be able to pursue its stated strategy. In these circumstances the Directors reserve the right to use funds received as they see fit to meet the needs of the Company and this may include pursuing an alternate strategy, other joint ventures and partnerships, or asset sales.

2.2 Effects of the Rights Issue

The principal effects of the Rights Issue will be to:

- increase the Company's cash reserves by up to approximately \$1.1 million (before costs);
- provide the Company with additional capital for the purposes referred to in section 2.1, thus enabling the orderly and efficient execution of the current work programs at Fifield; and
- increase the total number of issued Shares (refer section 2.3).

2.3 Effect of the Rights Issue on capital structure

The effect of the Rights Issue on the Company's issued share capital will be as follows:

Ordinary Shares	Number	% Equity
Existing Shares	1,069,618,073	75
Issue under Share Offer *	356,539,358	25
Totals	<u>1,426,157,431</u>	<u>100.0</u>

* This number and the corresponding maximum amount to be raised is approximate. It assumes that as at the Record Date all Shareholders are Eligible Shareholders, and that no Eligible Shareholder applies for more than their Entitlement. It also does not take into account rounding up of Entitlements.

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<u>Listed Options</u>	<u>No.</u>	<u>%'age</u>
Existing Listed Options (exercisable at 2.2 cents by 1 May 2020)	131,140,518	26.9%
New Listed Options as part of Offer (exercisable at 1.0 cent by 1 May 2020)	<u>356,539,358</u>	<u>73.1%</u>
Total Listed Options	<u>487,679,876</u>	<u>100.0%</u>
<u>Unlisted Options</u>	<u>No.</u>	<u>%'age</u>
Employee Options (exercisable at 2.95 cents by 25 September 2020)	1,500,000	2.03%
Employee Options (exercisable at 0.65 cents by 31 August 2021)	20,000,000	27.03%
Employee Options, performance based vesting conditions (exercisable at 0.80 cents by 31 July 2020)	15,000,000	20.27%
Employee Options, performance based vesting conditions (exercisable at 1.10 cents by 31 December 2023)	15,000,000	20.27%
Employee Options, performance based vesting conditions (exercisable at 0.65 cents by 31 August 2021)	7,500,000	10.14%
Employee Options, performance based vesting conditions (exercisable at 0.65 cents by 31 August 2021)	<u>15,000,000</u>	<u>20.27%</u>
Total Unlisted Options	<u>74,000,000</u>	<u>100.00%</u>

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2.4 Effect of the Rights Issue on Rimfire's financial position

Set out below is the Consolidated Balance Sheet of the Company as at 31 December 2018 reviewed by the Company's auditors and an unaudited pro forma Consolidated Balance Sheet of the Company after the Rights Issue assuming that the maximum amount under the Offer of \$1.1m is received, less the estimated costs of the Offer. The financial information prepared below is prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRS).

		Reviewed Accounts 31/12/2018	Proforma Adjustments 31/12/2018	Proforma Accounts 31/12/2018
	Note	A\$	A\$	A\$
CURRENT ASSETS				
Cash and cash equivalents	1	752,716	1,019,618	1,772,334
Trade and other receivables		54,688		54,688
Other current assets		1,422		1,422
TOTAL CURRENT ASSETS		808,826	1,019,618	1,828,444
NON-CURRENT ASSETS				
Trade and other receivables		160,000		160,000
Property, plant and equipment		447,201		447,201
Exploration & evaluation costs		12,971,143		12,971,143
TOTAL NON-CURRENT ASSETS		13,578,344	-	13,578,344
TOTAL ASSETS		14,387,170	1,019,618	15,406,788
CURRENT LIABILITIES				
Trade and other payables		133,206		133,206
Provisions		91,903		91,903
TOTAL CURRENT LIABILITIES		225,108	-	225,108
NON-CURRENT LIABILITIES				
Provisions		1,698		1,698
TOTAL NON-CURRENT LIABILITIES		1,698	-	1,698
TOTAL LIABILITIES		226,807	-	226,807
NET ASSETS		14,160,363	1,019,618	15,179,982
EQUITY				
Contributed equity	2	31,067,207	1,019,618	32,086,825
Reserves		7,705		7,705
Accumulated losses		- 16,914,548		- 16,914,548
TOTAL EQUITY		14,160,363	1,019,618	15,179,981

Note 1	Reconciliation of Cash and Cash Equivalents	
	Cash and cash equivalents at 31 December 2018	752,716
	Funds to be raised from the Offer	1,069,618
	Estimated costs of the issue	- 50,000
	Proforma Cash on Hand	1,772,334

Note 2	Contributed Equity	
	Contributed Equity 31 December 2018	31,067,207
	Shares Issued pursuant to Issue	1,069,618
	Estimated costs of the issue	- 50,000
	Proforma Contributed Equity	32,086,825

*The potential funds on completion of the Offer (using 31 December 2018 closing cash as a starting point) does not represent the actual or prospective cash or financial position of Rimfire. The above table does not take into account activities of the Company since 1 January 2019 and this expenditure is not recognised in the pro-forma Statement of Financial Position.

2.5 Market Price of Shares

The highest and lowest market closing sales prices of the Shares during the last 6 months trading up to 21st June 2019 were:

Highest:	0.7 cents	(7 th February 2019)
Lowest:	0.3 cents	(13 th June 2019)

The volume weighted average sale price (VWAP) on the Australian Securities Exchange of the Shares during the historic periods up to the close on 21st June 2019 were:

0.42 cents VWAP for the 30 day trading period, and
0.36 cents VWAP for the 15 day trading period

The market sale price of the Company's Shares on the Australian Securities Exchange as at the close of business on 21st June 2019 was 0.4 cents.

Section 3 ACTION REQUIRED BY SHAREHOLDERS

3.1 What Eligible Shareholders may do

The number of New Shares and New Options to which Eligible Shareholders are entitled (your Entitlement) is shown on the accompanying Entitlement and Acceptance Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted.

As an Eligible Shareholder, you may:

- take up all of your Entitlement (refer Section 3.2);
- apply for Additional New Shares and New Options (refer Section 3.3);
- take up part of your Entitlement and allow the balance to lapse (refer Section 3.4); or
- allow all or part of your Entitlement to lapse (refer section 3.4).

Non-qualifying Foreign Shareholders may not take any of the steps set out in Sections 3.2 to 3.6.

3.2 Taking up all of your Entitlement

If you wish to take up all of your Entitlement, complete the accompanying Entitlement and Acceptance Form for New Shares and New Options in accordance with the instructions set out in that form.

You should then forward your completed Entitlement and Acceptance Form together with your Application Money in accordance with Section 3.6 to reach the Company's Share Registry no later than 5:00 pm AEST on 18th July 2019.

3.3 Applications for Additional New Shares and New Options

Eligible Shareholders who have applied for their full Entitlement may, in addition to their Entitlement, apply for Additional New Shares and New Options as described in section 1.4. There is no limit to the amount of Additional New Shares and New Options you may apply for, however there can be no guarantee that you will receive all or any of the Additional New Shares and New Options applied for.

A single payment should be used for the Application Money for your Entitlement and the number of Additional New Shares and New Options you wish to apply for as stated on the Entitlement and Acceptance Form.

Payment may also be made by BPay, utilising the reference numbers and details from your personalised Entitlement and Acceptance Form.

3.4 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement and allow the balance to lapse, complete the accompanying Entitlement and Acceptance Form for the number of New Shares and New Options you wish to take up and follow the steps required in accordance with Section 3.6. If you take no further action, the balance of your Entitlement will lapse.

3.5 Allow all your Entitlement to lapse

The Offer is non-renounceable, therefore any part of your Entitlement that is not accepted will lapse and you will receive no benefit from it. Your Entitlement may be used to satisfy an

Eligible Shareholder's application for Additional New Shares and New Options. Further, the Rimfire Board reserves the right to place any Shortfall on the same terms as set out in this Prospectus within the three months after the Closing Date.

3.6 Payment

(a) By Cheque

The Application Price for New Shares and New Options is payable in full on application by a payment of 0.3 cents per New Share. The Entitlement and Acceptance Form must be accompanied by a cheque or bank draft for the Application Monies.

Cheques or bank drafts must be drawn in Australian currency on an Australian bank and made payable to "**Rimfire Pacific Mining NL**" and crossed "Not Negotiable". Applicants must not forward cash. Receipts for payment will not be issued.

You should ensure that sufficient funds are held in relevant account(s) to cover the cheque(s). If the amount of your cheque(s) for Application Money is not sufficient to pay for the number of New Shares and New Options you have applied for, you may be taken to have applied for such lower number of New Shares and New Options as your cleared Application Money will pay for or your Application may be rejected.

**CHEQUES SHOULD BE MADE PAYABLE TO:
"RIMFIRE PACIFIC MINING NL"
AND CROSSED "NOT NEGOTIABLE".**

Entitlement and Acceptance Forms and cheque payments will not be accepted after the Close Date of 5:00pm AEST on 18th July 2019, and no New Shares and New Options will be issued to you in respect of that application and your payment will be refunded to you.

You need to ensure that your completed Entitlement and Acceptance Form and cheque payment reaches the Share Registry at the following address:

**Rimfire Pacific Mining NL
c/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia**

(b) Payment by BPAY®

To apply and pay via BPAY, you should:

- Read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- Make your payment via BPAY for the number of New Shares and New Options you wish to subscribe for (being the Offer Price of \$0.003 per New Share and New Option multiplied by the number of New Shares and New Options you are applying for) so that it is received by no later than 5:00pm (AEST) on 18th July 2019. You can only make a payment via BPAY if you hold an account with an Australian financial institution.

If you choose to pay via BPAY, you are not required to submit the Entitlement and Acceptance Form.

If you make payment by 5:00pm (AEST) on 18th July 2019, New Shares and New Options will be allotted to you on 24th July 2019.

Your payment will not be accepted after 5:00pm (AEST) on 18th July 2019 and no New Shares and New Options will be issued to you in respect of that Application.

If you have multiple holdings you will have multiple BPAY reference numbers. To ensure you receive your Entitlement in respect of that holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares and New Options that you wish to apply for in respect of that holding.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

If the amount of payment is insufficient to pay in full for the number of New Shares and New Options you applied for, or is more than the number of New Shares and New Options you applied for, you will be taken to have applied for such whole number of New Shares and New Options which is covered in full by your payment, to the extent that this does not exceed your Entitlement. Alternatively, Rimfire may in its discretion reject your Application, in which case any payment will be refunded to you after the allotment date in accordance with the Corporations Act, without interest.

If you apply for Additional New Shares and Additional New Options in excess of your Entitlement and you are not allocated all or some of the Additional New Shares and Additional New Options, the relevant payment will be refunded to you after the allotment date in accordance with the Corporations Act, without interest.

Eligible Retail shareholders may also access this Retail Offer Booklet and their personalised payment details at www.rimfire.com.au from 3rd July 2019. To access this website Eligible Retail Shareholders will need their SRN or HIN (which can be found on a previous communication/holding statement or accompanying this Retail Offer Booklet or you will receive it in due course).

3.7 Enquiries

If you have any questions about your Entitlement, please contact the Rimfire on (03) 9620 5866.

Alternatively, contact your stockbroker or other professional adviser.

3.8 Brokerage

No brokerage or stamp duty is payable by Shareholders who accept their Entitlement to New Shares and New Options.

Section 4 RISK FACTORS

The New Shares and New Options offered under this Prospectus are considered speculative because of the inherent risks associated with minerals exploration and appraisal and the current status of the Company's exploration projects. In addition, there are risks inherent in investing in the share market in general.

The Directors have considered and identified in this section of the Prospectus the critical areas of risk associated with investing in the New Shares and New Options. The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to subscribe for New Shares and New Options.

4.1 Specific Risks

4.1.1 Exploration Risks

The Company's projects are at the early exploration stage on most prospects and the Sorpresa resource is predevelopment. The business of minerals exploration, project development and production involves risks by its very nature. There can be no assurance that exploration of the tenements, or any other tenement in which the Company may acquire an interest in the future, will result in the discovery of an economic mineral deposit. Even if an apparent viable mineral deposit is identified, there is no guarantee that it will be able to be profitably exploited.

Any exploitation of a deposit will involve the need to obtain the necessary licences or clearances from relevant authorities, and renewals of licences and permits, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Exploration and development may be hampered by mining, heritage and environmental legislation, industrial disputes, cost overruns, land claims and compensation and other unforeseen contingencies.

Exploration may ultimately be unsuccessful, resulting in a reduction of the value of the Company's projects, diminution in the cash reserves of the Company and possible relinquishment of the exploration tenements. Outcomes of any exploration program outlined in this Prospectus will affect the future performance of the Company and its Shares.

4.1.2 Production Risks

Operations such as design and construction of efficient mining and processing facilities, competent operation and managerial performance, and efficient transport and marketing services, are required to be successful. In particular production operations can be hampered by force majeure circumstances, engineering difficulties, cost overruns, inconsistent recovery rates and other unforeseen events. In the event the Company's exploration projects identify economic deposits, development of production may be affected by these and many other matters.

4.1.3 Access to Land

Significant delays may be experienced in gaining access to privately owned freehold or leasehold land. Delays may be caused by weather, deference to landholders' activities such as cropping, harvesting, calving and mustering, and other factors.

4.1.4 Cultural Heritage

Delays may be experienced if evidence of Aboriginal cultural heritage exists on any land to which the Company requires access.

When exercising a right or permission for access to any land, it is an offence, to disturb physical evidence of human occupation of prehistoric or historic significance without statutory permission. This restriction applies to any activity including minerals exploration and production.

The Company has not undertaken the comprehensive research, investigations or enquiries which would be necessary to enable it to form an opinion with certainty as to whether any such evidence exists on any land covered by Rimfire's tenements.

4.1.5 Environmental Impact Constraints

The Company's exploration and appraisal programs will, in general, be subject to approval by government authorities. Development of any mineral resources will be dependent on the Company being able to obtain environmental approvals to carry out its planned activities, and then being able to meet all environmental conditions placed on such activities.

4.1.6 Exploration and Appraisal Expenditure

Exploration and appraisal is a process subject to unforeseen contingencies. Exploration programs must be flexible enough to respond to the results obtained.

The actual scope, costs and timetables of exploration programs may differ substantially from the proposals set out in this Offer Document. Financial failure, or default by any future alliance or joint venture partner of the Company, may require the Company to face unplanned expenditure or risk forfeiting relevant tenements.

4.1.7 Funding

Unless and until the Company develops or acquires income producing assets, it will be dependent upon its existing financial resources as augmented by the funds raised by this Offer, and its ability to obtain future equity or debt funding to support exploration evaluation and development of the properties in which it has an interest together with general operating expenses. The Company's ability to raise further equity or debt or to divest part of its interest in a project, and the terms of such transactions, will vary according to a number of factors, including the success of exploration results and the future development of the Company's projects, stock market conditions and prices for metals in world markets. As such, there is no guarantee that the Company will be able to raise sufficient funds to pursue its business activities on acceptable terms, or at all. Any future equity or debt raisings may be significantly dilutive to existing Shareholders, and may involve restrictive covenants that impact the Company's business activities.

As stated, there is no minimum amount to be raised, and participation in the Offer is at the discretion of each Eligible Shareholder. There is a risk that, if less than anticipated funds are raised the Company will not be able to pursue its stated strategy, which may be delayed or suspended. In these circumstances the Directors reserve the right to use funds received as they see fit to meet the needs of the Company and this may include pursuing an alternate strategy, other joint ventures and partnerships, or asset sales.

A failure to raise sufficient funds under the Offer could also have a material adverse impact on the Company's activities and operations in the absence of future capital raisings or other future fund raising activities.

4.1.8 Key Personnel

The ability of the Company to achieve its objectives depends on the access to key personnel and external contractors who constitute its technical panel and provide technical expertise. If the Company cannot secure technical expertise (for example to carry out drilling) or if the services of the present technical panel cease to become available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget the Company has decided upon.

Whilst the ability of the Company to achieve its objectives may be affected by the matters mentioned above, the Directors believe that appropriately skilled and experienced professionals would be available to provide services to the Company at market levels of remuneration in the event key external contractors cease to be available.

4.1.9 Volatility in the price of minerals

Commodity prices are influenced by the physical and investment demand for those commodities. Fluctuations in commodity prices may influence timing, viability and management of projects in which the Company has an interest.

4.1.10 Volatility in the market price of Shares

Although the Company is listed on the Official List, there is no assurance that an active trading market for its Shares or the Securities will be sustained. There is also no assurance that the market price for the Securities will not decline below the issue price. The market price of the Company's Shares and Securities could be subject to significant fluctuations due to various external factors and events, including the liquidity of the Shares and Securities in the market, any difference between the Company's actual financial or operating results and broader market-wide fluctuations. Furthermore, any stock market volatility and weakness could result in the market price of the Shares and Securities decreasing so that they trade at prices significantly below the issue price, without regard to the Company's operating performance. Equally, the market price of the Shares may be less than the exercise price of the New Options at the date the New Options are exercisable.

4.1.11 Negative publicity may adversely affect the Share Price

Any negative publicity or announcement relating to any of our substantial shareholders or key personnel may adversely affect the stock performance of the Company, whether or not this is justifiable. Examples of this negative publicity or announcement may include involvement in legal or insolvency proceedings, failed attempts in takeovers, joint ventures or other business transactions.

4.1.12 Insurance Risks

The Company maintains insurance coverage that is substantially consistent with exploration industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at economically viable premiums (if at all) or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

4.1.13 Construction Capital Costs

The Company is conscious that in the future, there could be competition for skilled labour and key materials, and the impact of these factors could be that there are upward costs pressures on any forecasts.

4.1.14 Government Regulation and Policy

The Company's tenements may be subject to extensive regulation by local, state and federal governments in relation to exploration, development, production, exports, taxes and royalties, labour standards, occupational health, waste disposal, protection and rehabilitation of the environment, mine reclamation, mine safety, toxic and radioactive substances, native title and other matters. Compliance with such laws and regulations will increase the costs of exploring, drilling, developing, constructing, operating and closing mines and other production facilities.

There can be no assurance that future government policy will not change and this may adversely affect the long term prospects of the Company. In addition, future changes in governments, regulations and policies may have an adverse impact on the Company.

4.1.15 Native Title

The existence of native title and/or native title claims in relation to the land on which the Company operates may have an adverse impact on the Company's activities and its ability to fund those activities. It is impossible at this stage to quantify the impact that these matters may have on the Company's operations but the main risks include:

- Delays or difficulties in obtaining the grant of the applications for Authorities, renewals or conversions of the Authorities, or further applications, as a result of the right to negotiate process, as this process can take as long as 2 years.
- Compensation may be payable by the Company as a result of agreements made pursuant to the right to negotiate or alternative process or as a result of a compensation order made by the Federal Court in the event native title has been determined to exist. The amount of such compensation is not quantifiable at this stage.
- If native title is found to exist the nature of the native title may be such that consent to mining is required from the native title holders but is withheld or only granted on conditions unacceptable to the Company.
- The risk that Aboriginal sites and objects exist on the land the subject of the Authorities, the existence of which sites and objects may preclude or limit mining activities in certain areas of the Authorities. Further, the disturbance of such sites and objects is likely to be an offence under the applicable legislation, exposing the Company to fines and other penalties.

4.2 General Risks

4.2.1 General Economic Climate

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on operating costs and on metals prices.

The Company's future income, asset values and share price can be affected by these factors and, in particular, by the market price for any metals that the Company may produce and sell.

4.2.2 Stock Market Conditions

The market price of the New Shares and New Options when quoted on the ASX will be influenced by international and domestic factors affecting conditions in equity and financial markets. These factors may affect the prices for the securities of minerals exploration companies quoted on the ASX, including Rimfire.

The stock market has in the past and may in the future be affected by a number of matters including:

- commodity prices;
- market confidence;
- supply and demand for money; and
- currency exchange rates.

4.2.3 Commodity Prices May Go Down

The demand for, and price of, commodities is highly dependent on a variety of factors, including international supply and demand, the level of consumer product demand, weather conditions, the price and availability of alternative commodities, actions taken by governments and international cartels, and global economic and political developments. Commodity prices have fluctuated widely in recent years and may continue to fluctuate significantly in the future. Fluctuations in commodity prices and, in particular, a material decline in the price of commodities may have a materially adverse effect on the Company's business, financial condition and results of operations.

4.2.4 Governments May Stop Exploration and Production Activities

Any material adverse changes in government policies or legislation of the various countries in which it operates affecting mining and exploration activities may affect the viability and profitability of the Company.

4.2.5 Foreign Currency and Exchange Rate Fluctuations

Revenue and expenditure of the Company may be denominated in currencies other than Australian dollars and as such expose the Company to foreign exchange movements, which may have a positive or negative influence on the Australian dollar equivalent of such revenue and expenditure.

The Company will appropriately monitor and assess such risks and may from time to time implement measures, such as foreign exchange currency hedging, to assist manage these risks. However, the implementation of such measures may not eliminate all such risks and the measures themselves may expose the Company to related risks.

4.2.6 Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares in the Company.

Section 5 ADDITIONAL INFORMATION

5.1 Nature of the Prospectus

This Prospectus is issued under section 713 of the Corporations Act. As a disclosing entity, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASX or ASIC lodged under these continuous disclosure obligations may be obtained from, or inspected at, an ASIC office.

The Company will, on request, provide you free of charge with a copy of any of the following documents:

- (i) the annual financial report most recently lodged with ASIC and ASX by the body;
- (ii) any half-year financial report lodged with ASIC and ASX by the body
- (iii) any continuous disclosure notices given by the body after the lodgment of that annual financial report and before the lodgment of the copy of the Offer Document with ASIC and ASX.

ASX Announcements since 31 December 2018 are as follows:

Date	ASX Document
26-Jun-19	Rimfire Corporate Presentation
26-Jun-19	Non Renounceable Rights Issue - to raise up to \$1.1m
24-Jun-19	Trading Halt
21-Jun-19	Sorpresa Resource Appraisal Update
12-Jun-19	Field Work Program Update
7-May-19	Change in Director's Interest Notice – C Riley
1-May-19	Quarterly Activities Report
1-May-19	Quarterly Cashflow Report
30-Apr-19	Appendix 3B
9-Apr-19	Rimfire Exploration Strategy on Track
4-Apr-19	Update on Promising Northern Gold Prospect
3-Apr-19	Final Director's Interest Notice – J Kaminsky
3-Apr-19	Initial Director's Interest Notice – C Riley
1-Apr-19	Promising Exploration Results from Northern Gold Prospect
1-Apr-19	Sorpresa Basin Exploration Results Further Sampling
1-Apr-19	Appointment of Managing Director and Resignation of Director
14-Mar-19	Half Yearly Report and Accounts
11-Feb-19	Transit Corridor Rockchip Results
31-Jan-19	December 2018 Quarterly Activities Report
31-Jan-19	December 2018 Quarterly Cashflow Report
31-Jan-19	Final Directors' Interest Notice
29-Jan-19	Rimfire Corporate Presentation
24-Jan-19	Management Changes and Retirement of Director

5.2 CHESS

The Company participates in CHESS and will despatch holding statements in lieu of share certificates that set out the number of New Shares and New Options issued to each successful Applicant under this Prospectus.

It is the responsibility of Applicants to determine their allocation before trading in the New Shares. Applicants who sell New Shares and New Options before they receive their statement do so at their own risk.

5.3 Rights and liabilities attaching to New Shares

The rights attaching to ownership of the New Shares are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours. The following is a summary of the principal rights of holders of the New Shares:

- Ranking

New Shares are ordinary shares in the capital of the Company and rank equally with all other ordinary shares issued by the Company. Currently all shares issued by the company are ordinary shares.

- Meetings and Voting

Each holder of Shares will be entitled to receive notice of and to attend and vote at any duly convened annual general meeting or extraordinary general meeting of the Company.

At any such meeting of the Company every Shareholder present in person, or by proxy, attorney or representative appointed pursuant to the Corporations Act has one vote on a show of hands and upon a poll, one vote for every Share held by them.

- Dividends

New Shares will participate in any dividend declared by the Company from time to time. Subject to the rights of holders of shares of any special preferential or qualified rights attaching thereto, the profits of the Company are divisible amongst the holders of Shares in proportion to the Shares held by them irrespective of the amount paid up or credited as paid up thereon.

- Transfer of the Shares

Transfer of New Shares may be effected in any manner required or permitted by ASX Listing Rules or Securities Clearance House Business Rules or by an instrument of transfer in any usual form or by another form approved by the Directors or recognised by the Corporations Act or the Listing Rules.

The Company, may refuse to register any transfer of Shares or apply a holding lock to prevent a proper Securities Clearance House transaction where permitted to do so by the Corporations Act, the Listing Rules or the SCH Business Rules. If the Directors decline to register a transfer, the Company must give to the lodging party written notice of the refusal and the precise reasons for it in accordance with the Listing Rules.

- Winding up

Upon paying the Application Price, Shareholders will have no further liability to make payments to the Company in the event of the Company being wound up. Surplus assets after the winding up of the Company shall be distributed firstly in repayment of paid-up capital with any balance being distributed among Shareholders in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up of the Shares held by them.

- Future increases in Capital

The allotment and issue of any New Shares is under the control of the Directors. Subject to the Listing Rules, the Company's Constitution and the Corporations Act, the Directors may allot or otherwise dispose of New Shares on such terms and conditions as they see fit.

- Variation of Rights

At present, the Company has one class of share on issue, being ordinary shares. If shares of another class were issued, the rights and privileges attaching to ordinary shares could only be altered with the approval of a resolution passed at a separate general meeting of the holders of ordinary shares by a three quarter majority of such holders or the written consent of the holders of at least three quarters of the ordinary shares.

There are no liabilities attaching to New Shares.

5.4 Option Terms and Conditions

The terms and conditions of the New Options are as follows:

- i) the New Options will be exercisable at any time prior to 5:00pm AEST on 1st May 2020, New Options not exercised on or before the Option Expiry Date will automatically lapse;
- ii) each New Option entitles the holder to subscribe for one Share upon payment of 1.0 cent per New Option;
- iii) the New Options may be exercisable wholly or in part by completing an application form for Shares delivered to the Company's Share Registry, accompanied by payment of 1.0 cent per New Option, and received by it any time prior to the Option Expiry Date;
- iv) the Company will in accordance with Listing Rule 2.8, make application to have the New Options listed for Official Quotation;
- v) shares issued on the exercise of the New Options will rank pari-passu with the then existing issued ordinary shares;
- vi) the Company will in accordance with Listing Rule 2.8, make application to have Shares allotted pursuant to an exercise of New Options listed for Official Quotation;
- vii) there will be no participating entitlements inherent in the New Options to participate in new issues of capital which may be offered to Shareholders during the currency of the New Options. Prior to any new pro rata issue of securities to Shareholders, holders of New Options will be notified by the Company and will be afforded 7 Business Days before the record date (to determine entitlements to the issue), to exercise New Options;
- viii) in the event the Company proceeds with a pro rata issue (except a bonus issue) of Shares to the holders of Shares after the date of issue of the New Options, the exercise price of the New Options will be adjusted in accordance with the formula set out in Listing Rule 6.22.2;

- ix) in the event of any re-organisation (including reconstructions, consolidations, subdivision, reduction of capital) of the issued capital of the Company, the New Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged; and

the New Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant New Options.

5.5 Taxation

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with the acquisition, sale or exercising of Rights, or the subsequent disposal of any Shares subscribed for under this Prospectus. The Directors recommend that all Eligible Shareholders consult their own professional tax advisors.

5.6 Privacy

If you apply for New Shares and New Options, you will provide personal information to the Company. Company laws and tax laws require some of the information to be collected and kept. The Company will collect, hold and use the information provided by you to process your application and to administer your investment in the Company.

If you do not provide the information requested in the Entitlement and Acceptance Form, the Company and the Share Registry may not be able to process your application.

The Company may disclose your personal information for purposes related to your investment to the Company's agents and service providers. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the shareholder register;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising, on the Shares and for associated actions.

The Company complies with its legal obligations under the Privacy Act 1988 (Cth).

You may request access to your personal information held by (or on behalf of) the Company. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information by writing to or telephoning the Share Registry as follows:

Computershare Investor Services Pty Limited
"Yarra Falls", 452 Johnston Street
Abbotsford, VIC 3067

Or by telephone: 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)

5.7 Interests of Directors

The interests of Directors (direct and indirect) in Shares in the Company as at the date of this Prospectus is as follows:

Director	No. Shares	No. Listed Options	No. Unlisted Options
I. McCubbing	8,857,383	5,241,877	-
A. Greville	2,250,000	1,250,000	-
C. Riley	-	-	42,500,000
Total	11,107,383	6,491,877	42,500,000

The Directors Ian McCubbing and Andrew Greville have advised that they will take up their full entitlements under the Offer.

5.8 Interests and Consents of Experts and Advisers

The following parties have given (and not before the date of this document withdrawn) their consent to be named in this document in the form and context in which they are named.

- Carton Solicitors, in the capacity of Solicitor to the Company;

Carton Solicitors:

- has not authorised or caused the issue of this Prospectus;
- has not made any statement in this Prospectus, or any statement on which a statement in this Prospectus is based, except where expressly stated above;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and except where expressly stated above; and
- was not involved in the preparation of the Prospectus or any part of it except where expressly attributed to that person.

Carton Solicitors is acting as Solicitor to the Company and for this is being paid a fee of approximately \$12,000 (plus GST).

5.9 Electronic prospectus

Pursuant to class order 00/44 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus in the basis of a paper Prospectus lodged with ASIC and the issue of shares and options in response to an electronic application, subject to compliance with certain provisions.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have the entire Prospectus accompanied by the Entitlement and Acceptance Form. If you have not, please e-mail the Company at rimfire@rimfire.com.au and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the Entitlement and Acceptance Form, it was not provided with an entire copy of the Prospectus and any relevant supplementary or replacement material or any of those documents were incomplete

or altered. In such case, the Application monies received will be dealt with in accordance with section 722 of the Corporations Act.

5.10 Directors' authorisation

Each Director of Rimfire Pacific Mining NL has given, and has not withdrawn, their consent to the lodgement of this Prospectus with ASIC.

Signed on behalf of the Directors pursuant to a Resolution of the Board.



Ian McCubbing
NON-EXECUTIVE CHAIRMAN
Dated: 26 June 2019

Section 6 KEY DEFINITIONS

"Additional New Shares and New Options" means New Shares and New Options in addition to an Eligible Shareholder's Entitlement for which an Applicant makes an Application, as described in section 1.4.

"Applicant" means a person who submits an Application.

"Application" means a valid application made to subscribe for Securities in accordance with the Offer.

"Application Money" means monies received from persons applying for Securities pursuant to the terms of the Rights Offer.

"Application Price" means 0.3 cents per Share.

"ASIC" means Australian Securities & Investments Commission.

"ASTC" means ASX Settlement and Transfer Corporation Pty Ltd.

"ASX" means ASX Limited ACN 008 624 691.

"AEST" means Australian Eastern Standard Time

"Business Day" means a day on which trading takes place on the stock market of ASX.

"CHESS" means ASX Clearing House Electronic Sub-registry System.

"Closing Date" means 5.00pm AEST 18th July 2019 or such other date as may be determined by the Directors under this Prospectus.

"Company" and **"Rimfire"** means Rimfire Pacific Mining NL ACN 006 911 744 and where relevant, its subsidiary companies.

"Constitution" means the Company's Constitution as at the date of this Prospectus.

"Corporations Act" means the Corporations Act 2001 (Commonwealth).

"Directors" means the Directors of the Company.

"Dollar" or **\$** means Australian dollars.

"Eligible Shareholder" means a Shareholder other than a Non-Qualifying Foreign Shareholder.

"Entitlement" means a Shareholder's entitlement to subscribe for Securities offered by this Prospectus.

"Entitlement and Acceptance Form" means the Entitlement and Acceptance Form attached to or accompanying this Offer Document that sets out the Entitlement of Shareholders to subscribe for Securities pursuant to the Rights Issue.

"Issue" means the issue of Securities under this Prospectus.

"Listing Rules" means the Listing Rules of the ASX.

"New Share" means a fully paid ordinary share in the capital of the Company to be issued under this Prospectus.

"New Option" means an option to acquire a Share exercisable at 1.0 cent on or before 1st May 2020 to be issued under this Prospectus.

"Non-qualifying Foreign Shareholder" means a Shareholder, whose registered address is not in Australia or New Zealand.

"Rimfire" means Rimfire Pacific Mining NL ACN 006 911 744.

"Offer" means the offer of 1 New Shares and 1 New Options for every 3 existing Shares held at the Record Date at an issue price of 0.3 cents per New Share and an attaching option to acquire a Share exercisable at 1.0 cent on or before 5.00pm AEST 1st May 2020.

"Official List" means the official list of the ASX.

"Prospectus" means the prospectus constituted by this document.

"Record Date" means 7.00pm AEST 1st July 2019.

"Rights" means the right to subscribe for New Shares under this Offer Document.

"Rights Issue" has the same meaning as the Offer.

"SCH Business Rules" means the business rules of the securities clearing house which operates CHESS.

"Securities" means the New Shares and New Options to be issued under this Prospectus.

"Share" means a fully paid ordinary share in the capital of the Company.

"Shareholder" means the holder of a Share registered on the Record Date.

"Share Registry" means Computershare Investor Services Pty Limited (ABN 48 078 279 277)

"Shortfall Shares" means New Shares and New Options for which successful valid applications have not been received by the Closing Date.

rimfire



rimfire pacific mining nl
abn 59 006 911 744

For all enquiries:

Phone:



(within Australia) 03 9620 5866

(outside Australia) +61 3 9620 5866

RIM

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Non-Renounceable Rights Issue — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (AEST) on Thursday 18 July 2019**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

This is an Offer of one (1) New Share and one (1) New Option for every three (3) Shares held at an issue price of \$0.003 (0.3 cent) per New Share by way of a Non Renounceable Rights Issue to raise up to approximately \$1.1 million (before costs).

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Prospectus dated 26 June 2019.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Rimfire Pacific Mining NL**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Rimfire Pacific Mining NL Non-Renounceable Rights Issue
Payment must be received by 5:00pm (AEST) on Thursday 18 July 2019

© Registered to **BPAY** Pty Limited ABN 69 079 137 518

Entitlement and Acceptance Form with Additional Shares

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I ND

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at
1 July 2019:

Entitlement to New Shares
on a 1 for 3 basis:

Amount payable on full acceptance
at \$0.003 per New Share:

STEP 2 Make Your Payment

	Bill Code:
	Ref No:

Pay by Mail:



Make your cheque, bank draft or money order payable to "**Rimfire Pacific Mining NL**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) on Thursday 18 July 2019. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Rimfire Pacific Mining NL accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) on Thursday 18 July 2019. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Rimfire Pacific Mining NL accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here -----

Rimfire Pacific Mining NL Acceptance Payment Details

Entitlement taken up:

Number of Additional New Shares applied for:

Amount enclosed at \$0.003 per New Share: **A\$**



Entitlement No: 12345678

Payment must be received by 5:00pm (AEST) on Thursday 18 July 2019

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+000000001-3051+14