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5th September 2016

Transaction Specific Prospectus

Rimfire Pacific Mining NL has lodged a transaction specific prospectus this morning with ASIC as part of its compliance requirements for its recent SPP.

The prospectus does not raise any funds, nor is any action required from shareholders with respect to the prospectus.

A handwritten signature in black ink, appearing to read "J. Kaminsky", with a long horizontal flourish underneath.

JOHN KAMINSKY
CEO and Managing Director
Rimfire Pacific Mining NL



PROSPECTUS

For an Offer of 1 New Share at an issue price of
2.1 cents per New Share.

Important Notice

This Prospectus has been prepared primarily for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date. Its purpose is not to raise capital.

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 5 September 2015. A copy of this Prospectus has been lodged with ASIC on that date. ASIC takes no responsibility for the contents of this Prospectus.

This Prospectus has been prepared primarily for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date.

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 Share 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 is not to be taken in any way as an indication of the merits of Rimfire.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

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.

Prospectus 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 AEDT, 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

Documents lodged with ASIC and ASX	5 September 2016
Opening Date for acceptances	5 September 2016
Closing Date for acceptances	5 September 2016

Corporate Directory

Directors:	Ian McCubbing (Chairman) John Kaminsky (CEO & Managing Director) Graham Billinghamurst Ramona Enconniere
Company Secretary:	Graham Billinghamurst
Registered Office:	Suite 411, 530 Little Collins Street Melbourne, Victoria 3000 Ph 03 9620 5866
Lawyers for the Company:	Carton Solicitors 211 Toorak Corporate Centre 19 Milton Parade, Malvern VIC 3144
Stock Exchange Listing:	Australian Securities Exchange Home Exchange – Melbourne ASX Code – RIM
Email address:	rimfire@rimfire.com.au
Website address:	http://www.rimfire.com.au

Section 1 DETAILS OF OFFER

1.1 The Offer

This Prospectus offers 1 New Share at an issue price of 2.1 cents for each New Share to raise 2.1 cents before issue costs. This Prospectus has been prepared for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date.

1.2 Underwriting

The Offer is not underwritten.

1.3 Use of proceeds

This Prospectus has been issued for compliance purposes for a nominal amount and accordingly the purpose is not to raise capital.

1.4 Actions Required by Shareholders

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

1.5 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 and New Zealand and the value of the Securities offered. The Prospectus is sent to those Shareholders for information only.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares and New Options.

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

1.6 Rights and liabilities attaching to New Shares

From Issue, the New Shares issued under this Prospectus will rank equally in all respects with existing Shares

1.7 Investment Risks

Section 4 outlines the key risk factors involved in investing in Rimfire.

1.8 Summary only

The information set out in this Section provides a summary of the information contained in this Prospectus.

Section 2 PURPOSE AND EFFECT OF PROSPECTUS

2.1 Purpose of the Prospectus

This transaction specific Prospectus has been prepared for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date. Its purpose is not to raise capital.

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

(a) the relevant securities are in a class of securities that are quoted securities of the body; and

(b) either:

(i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or

(ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and

(c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

2.2 Effect of the Offer on capital structure

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

Ordinary Shares	Number
Existing Shares	918,091,962
Issue under the Offer	1
Totals	<u>918,091,963</u>

Section 3 ACTION REQUIRED

3.1 What you may do

Applications for Shares must only be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus

3.2 Payment

The Application Price for New Shares is payable in full on application by a payment of 2.1 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 RI AC**" 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 you have applied for, you may be taken to have applied for such lower number of New Shares 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".**

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**

Section 4 RISK FACTORS

The New Shares 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. 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.

4.1 Specific Risks

4.1.1 Exploration Risks

The Company's projects are at the early or late exploration stage. 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 Prospectus. 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. 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.

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.

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 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

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest. Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (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 prospectus with ASIC and ASX.

Documents lodged since the lodgment of the annual report, and financial statements for 30 June 2015 are as follows:

RIMFIRE PACIFIC MINING NL

Date lodged	Nature of document
01/09/2016	Appendix 3B - SPP
25/08/2016	708A Notice
23/08/2016	Drilling at Fortuna Gold Prospect - Roadside Assay Update
19/08/2016	Appendix 3B - SPP closes 26 August - Drilling at Fortuna
05/08/2016	SPP Letter and Acceptance Form Sent to Shareholders
03/08/2016	Successful \$1.6M Placement Completed and SPP Announced
01/08/2016	Trading Halt
29/07/2016	Quarterly Activities Report June 2016
29/07/2016	Quarterly Cashflow Report June 2016
28/07/2016	Initial Director's Interest Notice - Mr Ian McCubbing
25/07/2016	Mr Ian McCubbing appointed as Chairman
15/07/2016	Fortuna Gold anomaly established in 7km Corridor
07/07/2016	Final Directors' Interest Notice - J Gillett and T Burrowes
06/07/2016	Drilling Results incl 1m @ 6.24g/t Gold and 3170 g/t Silver
04/07/2016	Change in Board of Directors
08/06/2016	Change of Director's Interest Notice
31/05/2016	9m at 16.10g/t Gold and 297g/t Silver (incl. 1m @70.2g/t Au)
16/05/2016	7m at 2.44g/t Gold and 461g/t Silver with Bonanza grade
29/04/2016	Quarterly Activities Report 7m at 13.41g/t Au and 751g/t Ag
29/04/2016	Quarterly Cashflow Report March 2016
21/04/2016	Sorpresa results incl 7m at 4.60g/t Gold and 199g/t Silver
08/04/2016	Appendix 4G - Corporate Governance Statement
06/04/2016	Presentation Mines and Money Asia
21/03/2016	New Regional Gold Prospects and Sorpresa Drill Results
11/03/2016	Appendix 3B - Issue of Shares
07/03/2016	Half Year Report December 2015
25/02/2016	Change of Director's Interest Notice - Mr Thomas Burrowes
19/02/2016	7m @ 13.41g/t Au and 751g/t Ag Drilling at Sorpresa
18/02/2016	Appendix 3B - Issue of Shares
08/02/2016	RC Drilling results include 15m @3.91g/t Au & 223g/t Ag
27/01/2016	Quarterly Activities Report December 2015
27/01/2016	Quarterly Cashflow Report December 2015
15/01/2016	Appendix 3B
14/12/2015	Change of Directors' Interest Notices - Rights Issue
08/12/2015	Change of Director's Interest Notice - Mr John Gillett
07/12/2015	Application for Quotation New Securities - Rights Issue
04/12/2015	Drilling Results 9m @ 18.15g/t gold at Sorpresa, Fifield NSW
03/12/2015	New Capital \$1.043M raised - Shortfall Notice
27/11/2015	AGM Results of Meeting All Resolutions Passed Comfortably
27/11/2015	AGM 2015 CEO Presentation Corporate and Exploration
27/11/2015	AGM 2015 H Widdup Presentation Mining Market Snapshot
27/11/2015	AGM 2015 Richard Schodde Presentation Exploration Trends
27/11/2015	Chairman Address AGM 2015
20/11/2015	Sorpresa drilling gives 13m@8.46g/t gold (incl. 2m@31.35g/t)
17/11/2015	Notice to Holders - Options Expiring 14 Dec 2015
13/11/2015	Prospectus - 1 for 7 Rights Issue plus Free Option
10/11/2015	IMARC Conference Presentation 10 Nov 2015
05/11/2015	Ausindustry Funds of \$1.046M Received - Drilling Continues
05/11/2015	Letter to Shareholders 1 for 7 Rights Issue
04/11/2015	Appendix 3B - Rights Issue
02/11/2015	1 for 7 Rights Issue to raise \$2.126m - Directors to uptake
02/11/2015	Quarterly Activities Report Sept 2015
30/10/2015	Quarterly Cashflow Report Sept 2015

27/10/2015	Proxy Form for AGM 27 November 2015
27/10/2015	Notice of Meeting AGM 27 November 2015 8 PDF
20/10/2015	Sorpresa drilling gives high grades include 3m@ 20.42g/t Au 29

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 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 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 ASX 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 ASX 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 Privacy

If you apply for New Shares, 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
 GPO Box 505
 Melbourne VIC 3001

5.5 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no:

- (a) Director or proposed Director;
- (b) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (c) promoter of the Company; or
- (d) financial services licensee named in this Prospectus as a financial services licensee involved the Offer,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offer or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offer.

Other than as set out in Section 4.4 or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (a) to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
- (b) for services provided in connection with the formation or promotion of the Company or the Offer

by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offer.

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

Director	No of Shares	No of listed options (RIMOA)
G Billingham	19,502,375	442,019
R Enconniere	9,069,860	803,405
I McCubbing	2,574,285	Nil
J Kaminsky	33,408,169	3,500,000

The remuneration for each Director during the 2015 financial year was as follows:

Benefits to senior executives and the Non-Executive Directors consisted exclusively of cash benefits in the period. A nonexecutive Director Pool of \$200,000 was available in 2015 (\$200,000 in 2014) and represents the maximum aggregate payments to Non-Executive

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Directors, in their capacities as Directors, that can be paid in any one year without requiring additional shareholder approval. The actual Non-Executive Director pool utilised in the 12 month period was \$117,500 in total (\$90,000 in 2014). This rate is below the industry norm.

2015 Primary Post Employment Equity Compensation

Name of Director	Salary, Fees & Commissions (\$)	Cash Bonus (\$)	Superannuation (\$)	Contributions Shares & Options (\$)	Total (\$)
J Kaminsky	238,532	Nil	22,661	Nil	261,193
J Gillett	25,114	Nil	2,386	Nil	27,500
G Billingham	30,000	Nil	Nil	Nil	30,000
R Enconniere	30,000	Nil	Nil	Nil	30,000
T Burrowes	27,397	Nil	2,603	Nil	30,000
I McCubbing	Nil	Nil		Nil	

5.6 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 rifetime@rifetime.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.

5.7 Cost of Offer

The estimates costs of making this offer is \$5,500 including ASIC filing fees and legal expenses.

5.8 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.



John Kaminsky
Managing Director
Dated: 5 September 2015

Section 6 KEY DEFINITIONS

"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 2.1 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.

"AEDT" means Australian Eastern Daylight 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 September 2016 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.

"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.

"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 Share at an issue price of 2.1 cents per New Share.

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

"Prospectus" means the prospectus constituted by this document.

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

"Securities" means the New Share 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)