

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Rimfire Pacific Mining NL (RIM)**ACN/ARSN **006 911 744****1. Details of substantial holder(1)**Name **Anthony Billis and the persons listed in the Annexure (Group)**ACN/ARSN (if applicable) **Refer to Annexure**

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

15/02/2023

The previous notice was given to the company on

27/01/2023

The previous notice was dated

27/01/2023**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	226,000,000	12.512%	228,000,000	12.62%

3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
14/02/2023	Nimby (see Annexure)	Acquisition	\$0.0079 per Share	1,863,583 Shares	1,863,583
15/02/2023	Nimby (see Annexure)	Acquisition	\$0.008 per Share	136,417 Shares	136,417

4. Present relevant interests

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

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

5. Changes in association

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

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

6. Addresses

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

Name	Address
Refer to Annexure	

Signature

print name

Anthony Billis

capacity

sign here

date 15 February 2023

DIRECTIONS

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

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

ANNEXURE

(This is the Annexure of 98 pages referred to in the Form 604 Notice of Change of interests of Substantial Holder dated 15 February 2023)

Signature	print name	Anthony Billis	capacity
	sign here		date 15 February 2023

Introduction

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

[This Annexure restates information included in the Annexure to Form 604 lodged by the Group on 27 January 2023 \(January 604\). Since lodging the January 604, the Group has identified typographical errors in certain references to RCL which should have been references to another Group Member, RCL MI. Corrections are set out in this Annexure and shown in mark-up. In addition, the mark-up also shows the changes in relevant interests arising from the acquisitions by Nimby as shown in section 3 of the Form 604 to which this Annexure is attached.](#)

In this document, **Group** means RCL [MI](#), AB, PW, Adriatic, Nimby, Lake Grace, Northwest, [RCL](#), GPR and TG Capital, and **Group Member** means any of them. Refer to paragraph 5 of this Annexure for details of each Group Member, together with a description of associate relationships.

3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to the change (7)	Class and number of securities	Person's votes affected
5 August 2020	GPR	Acquisition	\$0.005 per Share	10,000,000 Shares	10,000,000
29 September 2020	<u>RCL MI</u> ¹	Acquisition	\$0.0125 per Share	40,000,000 Shares	40,000,000
16 Oct 2020	Nimby	Acquisition	\$0.011 per Share	5,000,000 Shares	5,000,000
28 Oct 2020	TG Capital	Acquisition	\$0.0125 per Share	27,000,000 Shares	27,000,000

¹ Correction - these shares were originally acquired by RCL MI and not RCL.

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to the change (7)	Class and number of securities	Person's votes affected
2 Mar 2021	Adriatic	Acquisition	\$0.009 per Share	1,314,445 Shares	1,314,445
3 Mar 2021	Adriatic	Acquisition	\$0.009 per Share	125,001 Shares	125,001
4 Mar 2021	Adriatic	Acquisition	\$0.009 per Share	304 Shares	304
5 Mar 2021	Adriatic	Acquisition	\$0.009 per Share	200,000 Shares	200,000
9 Mar 2021	Adriatic	Acquisition	\$0.009 per Share	1,631,000 Shares	1,631,000
10 Mar 2021	Adriatic	Acquisition	\$0.01 per Share	1 Share	1
11 Mar 2021	Adriatic	Acquisition	\$0.01 per Share	2 Shares	2
12 Mar 2021	Adriatic	Acquisition	\$0.01 per Share	6,729,247 Shares	6,729,247
18 Mar 2021	Adriatic	Acquisition	\$0.011 per Share	10,000,000 Shares	10,000,000
1 Apr 2021	Adriatic	Acquisition	\$0.009 per Share	10,000,000 Shares	10,000,000
10 May 2021	Adriatic	Acquisition	\$0.009 per Share	3,000,000 Shares	3,000,000
17 June 2021	GPR	Acquisition	\$0.008 per Share	5,000,000 Shares	5,000,000
12 Nov 2021	Adriatic	Acquisition	\$0.008 per Share	1,000,000 Shares	1,000,000
12 Nov 2021	Lake Grace	Acquisition	\$0.008 per Share	3,821,687 Shares	3,821,686
12 Nov 2021	Lake Grace	Acquisition	\$0.008 per Share	1,000,000 Shares	1,000,000
16 Nov 2021	Lake Grace	Acquisition	\$0.008 per Share	109,707 Shares	109,707
15 Nov 2021	Lake Grace	Acquisition	\$0.01 per Share	1 Share	1
1 Dec 2021	Lake Grace	Acquisition	\$0.008 per Share	68,606 Shares	68,606

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to the change (7)	Class and number of securities	Person's votes affected
14 Feb 2023	Nimby	Acquisition	\$0.0079 per Share	1,863,583 Shares	1,863,583
15 Feb 2023	Nimby	Acquisition	\$0.008 per Share	136,417 Shares	136,417

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Group	Adriatic	Adriatic	Described below	34,000,000 Shares	34,000,000
Group	RCL MI ²	RCL MI	Described below	40,000,000 Shares	40,000,000
Group	GPR	GPR	Described below	90,000,000 Shares	90,000,000
Group	Lake Grace	Lake Grace	Described below	17,500,000 Shares	17,500,000
Group	Nimby	Nimby	Described below	75 ,000,000 Shares	75 ,000,000 ³
Group	Northwest	Northwest	Described below.	12,500,000 Shares	12,500,000
Group	TG Capital	TG Capital	Described below	27,000,000 Shares	27,000,000

² Refer to footnote 1 above.

³ Updated to incorporate the acquisitions disclosed in section 3 of this Form 604.

Details of relevant interests

Holder of the relevant interest	Nature of relevant interest (7)	Class and number of securities
RCL MI ⁴	Relevant interest under section 608(1)(a) as registered holder of 40,000,000 Shares.	40,000,000 Shares
ABPW	Relevant interest under section 608(3)(a) as ABPW has voting power greater than 20% in RCL MI . Relevant interest under sections 608(1)(b) and (c) as ABPW has the power to control voting and disposal decisions for Shares held by RCL MI .	
Other Group Members	Relevant interest under section 608(3)(a) as each other Group Member has voting power greater than 20% in RCL after taking into account the voting power of its associates under section 610.	
Lake Grace	Relevant interest arises under section 608(1)(a) as registered holder of 17,500,000 Shares.	17,500,000 Shares
AB	Relevant interest under sections 608(1)(b) and (c) as AB is the sole director of Lake Grace with the power to control voting and disposal decisions for Shares held by Lake Grace. Further, relevant interest under section 608(3)(a) and (b) as AB via his associate PW has voting power greater than 20% in Lake Grace and controls Lake Grace.	
PW	Relevant interest under section 608(3)(a) as PW has voting power greater than 20% in Lake Grace.	
Other Group Members	Relevant interest under 608(3)(a) as each other Group Member has voting power greater than 20% in Lake Grace after taking into account the voting power of its associates under section 610.	
GPR	Relevant interest under section 608(1)(a) as registered holder of 90,000,000 Shares.	
RCL MI ⁵	Relevant interest under section 608(3)(a) and (b) as RCL MI has voting power greater than 20% in GPR and RCL MI controls GPR.* *Note: A former director of Golden Plains has purported to issue shares in Golden Plains to himself and the issue of such shares is disputed by RCL MI Resource Capital . The dispute remains unresolved as at the date of this document. The relevant interests referred to in this document are calculated on the basis that RCL	90,000,000 Shares

⁴ Refer to footnote 1 above.

⁵ Correction – RCL MI is the registered holder of shares in GPR (not RCL).

Holder of the relevant interest	Nature of relevant interest (7)	Class and number of securities
	<p>MI Resource Capital successfully resolves this dispute in its favour. If RCL MI Resource Capital's claim is unsuccessful then it may cease to have a relevant interest in the 90,000,000 Shares held by Golden Plains.</p>	
AB	<p>Relevant interest in Shares held by GPR because:</p> <p>(a) AB via his associate PW has voting power greater than 20% in RCL <u>MI</u> and under section 608(3)(a) has a relevant interest in securities held by that company; and</p> <p>(b) RCL <u>MI</u> has a relevant interest in Shares held by GPR under section 608(3)(b) because RCL <u>MI</u> controls GPR.</p>	
Other Group Members	<p>Relevant interest under section 608(3)(a) and (b) as each other Group Member has via its associates voting power greater than 20% in RCL <u>MI</u> and RCL <u>MI</u> controls GPR.</p>	
Northwest	<p>Relevant interest under section 608(1)(a) as registered holder of 12,500,000 Shares.</p>	12,500,000 Shares
RCL	<p>Relevant interest under section 608(3)(a) and (b) as RCL has voting power greater than 20% in Northwest and RCL controls Northwest.</p>	
AB	<p>Relevant interest in Shares held by Northwest because:</p> <p>(a) AB via his associate PW has voting power greater than 20% in RCL and as such under section 608(3)(a) has a relevant interest in securities held by that company; and</p> <p>(b) RCL has a relevant interest in the Shares held by Northwest under section 608(3)(b) because RCL controls Northwest.</p> <p>Also, relevant interest under section 608(1)(b) and (c) as AB is the sole director of Northwest with the power to control voting and disposal decisions for Shares held by Northwest.</p>	
PW	<p>Relevant interest in Shares held by Northwest because:</p> <p>(a) PW has voting power greater than 20% in RCL and as such under section 608(3)(a) has a relevant interest in securities held by that company; and</p> <p>(a) RCL has a relevant interest in the Shares held by Northwest under section 608(3)(b) because RCL controls Northwest.</p>	

Holder of the relevant interest	Nature of relevant interest (7)	Class and number of securities
Other Group Member	Relevant interest under section 608(3)(a) and (b) as each other Group Member has via its associates voting power greater than 20% in RCL and RCL controls Northwest.	
Adriatic	Relevant interest under section 608(1)(a) as registered holder of 34,000,000 Shares.	34,000,000 Shares
AB	<p>Relevant interest under sections 608(1)(c) and (b) as AB has the power to control voting and disposal decisions for the Shares held by Adriatic.</p> <p>Relevant interest under section 608(3)(a) and (b) as AB has voting power greater than 20% in Adriatic and AB controls Adriatic.</p>	
Other Group Members	Relevant interest under section 608(3)(a) as each other Group Member has voting power greater than 20% in Adriatic after taking into account the voting power of its associates under section 610.	
Nimby	Relevant interest under section 608(1)(a) as registered holder of 75,000,000 Shares.	75,000,000 Shares
AB	<p>Relevant interest under sections 608(3)(a) and (b) as AB has voting power of more than 20% and AB controls Nimby.</p> <p>Further, AB has a relevant interest under sections 608(1)(c) and (b) as AB is the sole director of Nimby and has the power to control voting and disposal decisions for the Shares held by Nimby.</p>	
Other Group Members	Relevant interest under section 608(2)(a) as each Group Member has voting power greater than 20% in Nimby after taking into account the voting power of its associates under section 610.	
TG Capital	Relevant interest under section 608(1)(a) as registered holder of 27,000,000 Shares.	27,000,000 Shares
PW	Relevant interest under sections 608(3)(a) and (b) as PW has voting power of more than 20% and PW controls Nimby TG Capital.	
AB	<p>Relevant interest under sections 608(1)(c) and (b) as AB is the sole director of TG Capital and has the power to control voting and disposal decisions for the Shares held by TG Capital.</p> <p>Further, relevant interest under section 608(3)(a) and (b) as AB via his associate PW has voting power greater than 20% in TG Capital and controls TG Capital.</p>	

Holder of the relevant interest	Nature of relevant interest (7)	Class and number of securities
Other Group Members	Relevant interest under section 608(2)(a) as each Group Member has voting power greater than 20% in TG Capital after taking into account the voting power of its associates under section 610.	

5. Changes in association and addresses

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows. This section also sets out the addresses of persons named in this form.

Name and ACN/ARSN (if applicable)	Address	Nature of association
Anthony (Anton) Billis (AB)	Unit 1, 27 Mary Street, Como WA 6152	<p>AB is an associate of PW as an incident of their spousal relationship. AB and PW act in concert in relation to the affairs of RIM and investment decisions generally.</p> <p>AB is an associate of the following other Group Members for the reasons set out in this document:</p> <ul style="list-style-type: none"> ▪ Adriatic ▪ RCL ▪ RCL MI ▪ GPR ▪ Lake Grace ▪ Northwest ▪ TG Capital ▪ Nimby
Phanatchakorn Wichaikul (PW)	Unit 1, 27 Mary Street, Como WA 6152	<p>PW and AB are associates as an incident of their spousal relationship. AB and PW act in concert in relation to the affairs of RIM and investment decisions generally.</p> <p>PW is also an associate of Trans Global and Lake Grace as she controls each company through owning 100% of each company's shares and acts in concert with Trans Global and Lake Grace in relation to the affairs of RIM.</p>

Name and ACN/ARSN (if applicable)	Address	Nature of association
Resource Capital Ltd (a company incorporated in Seychelles) (RCL)	A.C.T. Offshore (Proprietary) Limited – Oliaji Trade Centre 1st Floor – Victoria, Maha, Seychelles	RCL and Northwest are associates because RCL holds 100% of the shares in Northwest, and as such, is a body corporate that controls Northwest under section 12(2)(a)(ii). RCL and AB are associates because AB is a director of the company and the parties act in concert in relation to the affairs of RIM.
Resource Capital Ltd (a company registered in the Marshall Islands) Entity Number: 34228 (RCL MI)	C/-Equiom Fiduciary Services Pte Ltd, 50 Raffles Place 15-05/06, Singapore Land Tower 048623, Singapore	RCL MI and AB are associates because AB is the sole director of RCL MI and owns 100% of the issued shares in RCL MI. Therefore, AB controls RCL MI. Because AB controls RCL MI, RCL MI is associated with the other Group Members that AB controls under section 12(2)(a)(iii) including Adriatic, Lake Grace, Northwest, TG Capital.
Adriatic Prospect Pty Ltd ACN 645 592 561 (Adriatic)	Unit 1, 49 Melville Parade South Perth, Western Australia 6151	Adriatic and AB are associates because AB is the sole director of Adriatic and the parties act in concert in relation to the affairs of RIM. As AB controls Adriatic, Adriatic is associated with the other entities that AB controls under section 12(2)(a)(iii) including Nimby, Lake Grace, Northwest, TG Capital and RCL MI .
Golden Plains Resources Pty Ltd ACN 636 974 108 (GPR)	c/- Davenport Taylor, Suite 3, 395 Nepean Highway, Frankston, VIC 3199	GPR and RCL MI are associates because RCL MI holds greater than 51% of the shares in GPR, and as such, is a body corporate that controls GPR under section 12(2)(a)(ii). * *Note: A former director of Golden Plains has purported to issue shares in Golden Plains to himself and the issue of such shares is disputed by RCL MI Resource Capital . The dispute remains unresolved as at the date of this document. The relevant interests referred to in this document are calculated on the basis that RCL MI Resource Capital successfully resolves this dispute in its favour. If RCL MI Resource Capital 's claim is unsuccessful then it may cease to have a relevant interest in the 90,000,000 Shares held by Golden Plains. Because RCL controls GPR, GPR is associated with other Group Members controlled by RCL including Northwest.
Lake Grace Exploration Pty Ltd ACN 009 406 437	Suite G1, 49 Melville Parade, South Perth WA 6151	Lake Grace and AB are associates because AB is the sole director of Lake Grace, and the

Name and ACN/ARSN (if applicable)	Address	Nature of association
(Lake Grace)		<p>parties act in concert in relation to the affairs of RIM.</p> <p>Because AB controls Lake Grace, Lake Grace is associated with the other Group Members controlled by AB including Northwest.</p> <p>Lake Grace and PW are associates because as PW owns 100% of the share capital in Lake Grace and they act in concert in relation to the affairs of RIM.</p>
Nimby WA Pty Ltd ACN 116 410 112 (Nimby)	'Central Park' Level 43, 152-158 St Georges Terrace, Perth WA 6005	<p>Nimby and AB are associates because AB is the sole director of Nimby, and the parties act in concert in relation to the affairs of RIM.</p> <p>Because AB controls Nimby, Nimby is associated with the other Group Members that AB controls under section 12(2)(a)(iii) including Adriatic, Lake Grace, Northwest, RCL MI and TG Capital.</p>
Northwest Capital Pty Ltd ACN 147 302 743 (Northwest)	Suite G1, 49 Melville Parade, South Perth WA 6151	<p>Northwest and AB are associates under section 12(2)(c) because AB is the sole director of Northwest and the parties act in concert in relation to the affairs of RIM.</p> <p>Because AB controls Northwest, Northwest is associated with the Group Members that AB controls under section 12(2)(a)(iii) including Adriatic, Lake Grace, Nimby, RCL MI and TG Capital.</p>
Trans Global Capital Ltd (a company incorporated in the Seychelles) (TG Capital)	C-/Equiom Fiduciary Services Pte Ltd, 50 Raffles Place 15-05/06, Singapore Land Tower 048623, Singapore	<p>AB and TG Capital are associates because AB is the sole director of TG Capital and the parties act in concert in relation to the affairs of RIM.</p> <p>TG Capital and PW are associates as PW owns 100% of the shares capital in TG Capital and they act in concert in relation to the affairs of RIM.</p>