



6th September 2012

Company Announcement Office
Australian Securities Exchange

Letter and Offer to Shareholders to Participate in SPP
- Offer closes 17th September 2012

The attached letter with associated offer/acceptance form was despatched to shareholders on 5th September 2012.

JOHN KAMINSKY
Executive Chairman



rimfire pacific mining nl
a.c.n. 006 911 744

Exchange Tower
Suite 411
530 Little Collins Street
Melbourne Victoria
Australia. 3000

Telephone 61 3 9620 5866
Facsimile 61 3 9620 5822
e-mail: rimfire@rimfire.com.au
website: www.rimfire.com.au

3rd September 2012

Dear Shareholder,

I am writing to you providing you with the offer and terms and conditions with regards to the recently announced (ASX announcement dated 31st August 2012) **Share Purchase Plan (SPP)**.

The Board of Directors of Rimfire Pacific Mining NL (RIM or Company) has approved the introduction of an SPP. The SPP entitles Eligible Shareholders in the Company, irrespective of the size of their shareholding, to purchase **up to \$15,000** worth of ordinary fully paid shares in the Company (Shares) **free from all brokerage and commissions** (Offer). The Board has a target for the SPP to raise up to \$450,000, and may scale back any excess above this amount.

The Directors of the Company intend to participate in the SPP and we also look forward to your continued support.

Price of Shares under the Offer

The purchase price of the new Shares being offered under the SPP has been set at **3.0 cents per Share**.

The VWAP (volume weighted average price) of Rimfire Shares up to the 24th August 2012 for 2 weeks prior was **3.2 cents** per share and for 3 months prior was **3.3 cents** per share respectively. The offer price of 3.0 cents per share represents a discount respectively of approximately a 6.3% and 9.1% to the VWAP market prices. The recent market pricing for the shares was a high point of **3.9 cents** on 13th June 2012, a low point at **2.8 cents** on 31st July 2012, and closing at **3.3 cents** on 29th August 2012.

Current Rimfire Projects – The Sorpresa Gold Area

Details of the Company's current activities are set out in the recent June 2012 Quarterly Report **with hyperlink at [Quarterly Exploration Activities Report June 2012](#)**.

The funds raised under the SPP (and other funds raised in the recent August 2012 Placement) will be used by the Company to increase working capital and to fund continued development and exploration at the Company's Fifield Projects in NSW.

Major work programs at Fifield include the continued delineation and discovery programs operating within the **8km² wider Sorpresa Gold project area**. Extremely encouraging results have been achieved, including hole Fi 160, with **14m @ 21.9g/t Au, (incl. 2m @ 87.5g/t Au) and 6m @ 93.8g/t Ag**. This greater Sorpresa area is considered by the Company to have **multi-million ounce gold potential** and is seen as an extremely exciting project for the Company.

Shareholders Eligible to Participate in the SPP

The right to participate in the Offer under the SPP is available exclusively to shareholders who are registered as holders of Shares in RIM at 5pm (EST) on the record date of 30th August 2012 and whose jurisdiction allows participation under the laws of that country (Eligible Shareholders).

Subscription and Application Procedure

If you would like to participate in the Offer, please return your completed Application Form enclosed with this letter, together with your **cheque, or BPay payment** for the subscription monies for the number of Shares you wish to acquire, to Rimfire Pacific Mining NL on or before the closing date of 5pm (EST) on 17th September 2012. No late applications will be accepted (subject to the Company's discretion to extend the closing date). A reply paid envelope is included for your convenience. **Please note that the statutory maximum investment per shareholder under the SPP is \$15,000.**

Under this SPP, a shareholder may only elect to purchase shares from one of the offers outlined below:

Offer	Number of shares	Payment
A	500,000	\$15,000
B	300,000	\$9,000
C	200,000	\$6,000
D	100,000	\$3,000
E	50,000	\$1,500

The maximum investment that each shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account).

Additional Information and Important Dates

The Offer cannot be transferred and the Directors of the Company reserve the right to reject any application over \$15,000, or to group applications that in their judgment are from the same entity. Shares allotted under the SPP will be issued approximately 5 business days after the closing date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The target number of Shares of the SPP to be issued pursuant to this Offer is 15,000,000 raising a value of \$450,000. In the event of an oversubscription by the Closing Date **the Directors may, in their absolute discretion,** scale-back all applications on a pro-rata or other basis, or accept the oversubscription.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

While the offer price is at a discount to the average trading price as described above the market price of the Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are allotted to you as a result of your acceptance of this Offer. This means that the subscription price you pay for the Shares may exceed the market price of the Shares at the date of allotment of Shares under this Offer. Further this offer is not a prospectus and does not require the types of disclosures required under the Corporations Act. You must rely on your own knowledge of RIM, previous disclosures made by RIM to ASX or consult your professional adviser when deciding whether or not to accept the offer and participate in the SPP.

Offers made under the SPP are not renounceable (i.e. eligible shareholders may not transfer their rights to any Shares offered under the SPP).

Indicative Timetable

Record Date	30 th August 2012
Opening date of Offer	3 rd September 2012
Closing date of Offer	17 th September 2012
Issue of Shares under the SPP	24 th September 2012
Quotation of Shares on ASX	26 th September 2012

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Entitlement and Acceptance Forms as early as possible.

A placement was finalized on 31st August 2012 and **was also at 3.0 cents per share**, raising approximately \$1.7 million before costs. With the extra funds from the placement and the SPP, the Company will be in a position to continue its exciting development and exploration plans on the **Sorpresa Gold Project**.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact the Company, on (03) 9620 5866.

On behalf of the Board of Directors we thank you for the support you have shown your Company to date and I encourage you to strongly consider further support, through this SPP offer.

Yours Sincerely



John Kaminsky
Executive Chairman
Rimfire Pacific Mining