

rimfire



22nd October 2013

**The Manager
Company Announcement Office
Australian Securities Exchange**

Annual General Meeting and Proposed New Constitution

Rimfire Pacific Mining NL (ASX code RIM) advises details concerning the upcoming Annual General Meeting (AGM) for 2013.

The AGM will be held on Friday 22nd November 2013 with information attached in the Notice of Meeting (NOM) and the proforma Proxy Form.

In addition, a special item of business at the AGM is proposed, namely to modernise the Company Constitution. The proposed new Constitution document will be available on the Company website, according to the hyperlink shown in the NOM.

Yours Sincerely

A handwritten signature in black ink, appearing to read 'J Kaminsky', with a stylized flourish underneath.

John Kaminsky
Executive Chairman
Rimfire Pacific Mining NL



RIMFIRE PACIFIC MINING NL
ABN 59 006 911 744

NOTICE OF ANNUAL GENERAL MEETING

And

EXPLANATORY MEMORANDUM

Date of Meeting	Friday 22 nd November 2013
Time of Meeting	10:00 am
Place of Meeting	RACV Club (City) 501 Bourke Street Melbourne Victoria 3000 "Bourke Room 1" Level 2

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Rimfire Pacific Mining NL ("Company") will be held at RACV Club (City) 501 Bourke Street, Melbourne Victoria 3000, "Bourke Room 1" Level 2 on 22 November 2013 at 10:00 am (Melbourne time).

The Explanatory Memorandum which accompanies and forms part of this "Notice of Annual General Meeting" describes the various matters to be considered at the annual general meeting.

AGENDA

ORDINARY BUSINESS

Item 1 - FINANCIAL STATEMENTS AND REPORTS

"To receive and consider the Company's annual report comprising the Directors' Report, Auditor's Report and Financial Statements for the year ended 30 June 2013."

The electronic version of the annual report can be found at:

Rimfire Pacific Mining NL website http://www.rimfire.com.au/asx_announcements.htm 2013 Annual Report

ASX website at <http://www.asx.com.au/asx/research/companyInfo.do?by=asxCode&asxCode=RIM>

To consider, and if thought fit, pass the following resolutions, with or without amendment, as ordinary resolutions of the Company.

Item 2 - Resolution 1: REMUNERATION REPORT

"To adopt the Remuneration Report for the Year ended 30 June 2013."

Short explanation

The Corporations Act 2001 requires listed companies to put to shareholders at the AGM a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report.

Shareholders will be given an opportunity to ask questions concerning the Remuneration Report at the AGM. As stated, the resolution is non-binding.

Voting Exclusion Statement

In accordance with the ASX guidelines to the changes in resolutions pertaining to the Remuneration Report, the Company will disregard any votes cast on this resolution by Key Management Personnel (KMP) and closely related parties to KMP. All Executive and Non-Executive Directors are considered KMP for the purposes of this resolution.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by KMP or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

Item 3 - Resolution 2: RE-ELECTION OF DIRECTOR GRAHAM BILLINGHURST

"That Mr Graham Billingham, who retires by rotation in accordance with Article 40 of the Company's constitution, and being eligible offers himself for re-election, be re-elected as a Director".

Item 4 – Resolution 3: RE-ELECTION OF DIRECTOR JOHN KAMINSKY

“That Mr John Kaminsky, who retires by rotation in accordance with Article 40 of the Company’s constitution, and being eligible offers himself for re-election, be re-elected as a Director”.

Short explanation – Resolutions 2 & 3

The Company’s Constitution requires one third of the Directors (other than the Managing Director) to retire at each Annual General Meeting, being the Directors longest in office at the date of the Annual General Meeting.

Mr Billingham and Mr Kaminsky must therefore retire and have offered themselves for re-election and election respectively. The details of all Directors are set out in the Directors’ Report section of the Annual Report.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, with or without amendment, as ordinary resolutions of the Company.

Item 5 – Resolution 4: RATIFICATION OF PLACEMENT TO INVESTORS

“That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of 47,372,093 fully paid ordinary shares at an issue price of \$0.043 per share in the capital of the Company in September 2013 to the entities described in Item 5 - Resolution 4, schedule A, of the Explanatory Memorandum.”

Short explanation- Resolution 4

The Board of Rimfire is allowed to issue up to 15% of its issued capital without shareholder approval each 12 months. The shares described above were issued without shareholder approval and were within this limit. Under the Listing Rules, Rimfire can seek shareholder ratification of an issue made within the 15% limit, and, if given, the effect of the ratification is to deem that the shares issued were issued with shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without shareholder approval.

The purpose of this resolution is to seek this ratification for the placement completed by the Company in September 2013. Further details of the shares issued are set out in the attached Explanatory Memorandum.

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by a recipient of the shares, in schedule A, to which this resolution relates as described in the Explanatory Memorandum, and any associate of a recipient.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

Item 6 – Resolution 5: ADOPTION OF A NEW CONSTITUTION FOR THE COMPANY

As a special resolution:

5.1 “That the new constitution be adopted for the Company, replacing the previous constitution.”

As an ordinary resolution:

5.2 “That as a consequence of resolution 5.1, the remuneration for non-executive directors be increased by \$80,000 to a new pool total of \$200,000.”

Short explanation- Resolution 5

The Board has recently reviewed Rimfire's Constitution and determined that it should be updated to incorporate changes to the Corporations Act and ASX Listing Rules in areas such as use of technology in communicating with shareholders and meetings, reductions of capital and director remuneration issues.

As the current Constitution is quite old, the Board has determined to ask shareholders to replace it by adopting a new Constitution, instead of making piecemeal changes to the various sections of the current Constitution.

The new Constitution is as to be expected a lengthy document, therefore the Board has also determined to set out the significant changes to the current Constitution brought about by the new Constitution, rather than include a full copy of the new Constitution. Shareholders however are able to download a copy of the new Constitution http://www.rimfire.com.au/asx_announcements.htm alternatively a hard copy will be provided to any shareholder on request to the Company.

The significant changes from the current Constitution are set out in the attached Explanatory Memorandum.

It is proposed that the remuneration pool for Non-Executive Directors also be increased as part of the new constitution to be more flexible for any expansion in the size of the Board and to be in line with industry peers.

Voting Exclusion Statement

As the new Constitution changes the remuneration regime for non-executive directors from a fixed sum to a pool, the Company is required to exclude directors and their associates from voting on this resolution.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

BY ORDER OF THE BOARD



Graham Billingham
Company Secretary
DATED: 19th October 2013

PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY AND BODY CORPORATE REPRESENTATIVE INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under Section 250D of the Corporations Act 2001 (Cth).

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate appointing a body corporate representative must be deposited at, posted to, or sent by facsimile transmission to the Company's office, as follows:

**Suite 411, 530 Little Collins Street, Melbourne, Victoria, Australia, 3000
or Fax (03) 9620-5822 (or International Fax 613 9620-5822)**

and not less than 48 hours before the time for holding the Meeting, or adjourned Meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorized in writing or, if the shareholder is a corporation, in the manner permitted by the Corporations Act.

The proxy may, but need not, be a shareholder of the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm, 19th November 2013 Melbourne Time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of members of Rimfire Pacific Mining NL ABN 59 006 911 744 ("Rimfire" or "Company") in connection with the business to be conducted at the Annual General Meeting of members to be held on 22nd November 2013 at 10:00am ("Meeting").

The Notice of Meeting sets out the details of six (6) separate resolutions to be put to Shareholders comprising the following:

- **Resolution 1 (Item 2)** seeks the approval to adopt the Remuneration Report as it appears in the 2013 Annual Report. The resolution is binding on the Company;
- **Resolution 2 (Item 3)** seeks the re-election Mr Graham Billingham as a Director of the Company;
- **Resolution 3 (Item 4)** seeks the re-election Mr John Kaminsky as a Director of the Company;
- **Resolution 4 (Item 5)** seeks the ratification of placement to investors;
- **Resolution 5.1 and 5.2 (Item 6)** seeks the adoption of a new constitution for the Company and a change in the Non-Executive Director remuneration pool ;

Resolutions 1, 2 & 3 are standard for an Annual General Meeting of a Company. However, additional background is provided for Resolution 1 given the implications for this resolution with the changes in regulations and legislation.

1. BACKGROUND FOR RESOLUTION 1 (ITEM 2) – REMUNERATION REPORT ADOPTION

An important change in relation to the resolution for the adoption of the remuneration report is the ability of shareholders to "spill" the Company's board following "two strikes" against the adoption of the remuneration report at two successive AGMs.

In summary, if at least 25% of the votes cast on the resolution to adopt the remuneration report are voted against adopting the remuneration report at the 2013 AGM, and then again at the Company's 2014 AGM, the Company will be required to put to shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of new Directors to the Company (Spill Resolution).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the Company's 2014 AGM. All of the Directors who are in office when the Company's 2014 Directors' Report is approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, each person whose election or re-election as a Director is approved, will become a Director of the Company.

Specific comments relating to Resolutions 4 and 5 are set out below.

2. RESOLUTION 4 (ITEM 5) – RATIFICATION OF PLACEMENT TO INVESTORS

2.1. Summary of proposal

As announced to the market, in September 2013 the Company completed a Share Placement, whereby 47,372,093 fully paid ordinary shares were completed to investors. The total capital that was raised before costs, was \$2.037 million and this was to be used for general working capital and exploration activity purposes.

2.2. Listing Rule requirements

(a) ASX LISTING RULE 7.4

Listing Rule 7.4 enables the Company to ratify an issue of shares made without prior shareholder approval under Listing Rule 7.1 if:

- (i) the issue of shares did not breach Listing Rule 7.1; and
 - (ii) shareholders subsequently approve the issue of those shares by the Company.
- (b) ASX LISTING RULE 7.5

ASX Listing Rule 7.5 lists information which must be contained in the Notice of General Meeting and Explanatory Memorandum where shareholders will consider a resolution pursuant to ASX Listing Rule 7.4. This information is set out below:

- (i) *The number of securities allotted:* the Company allotted 47,372,093 fully paid ordinary shares.
- (ii) *The issue price of the securities:* the issue price of the shares was \$0.043 per share.
- (iii) *The names of the allottees:* this information is set out in schedule A.
- (iv) *The terms of the securities:* the shares are fully paid ordinary shares in the Company and rank pari passu with other fully paid ordinary shares on issue.
- (v) *The use or intended use of the funds raised:* this information is set out in paragraph 2.1
- (vi) *A voting exclusion statement:* this information is set out in the Notice of Meeting.

3. RESOLUTION 5 (ITEM 6) – ADOPTION OF A NEW CONSTITUTION

3.1. Summary of proposal

The Board has recently reviewed Rimfire's Constitution and determined that it should be updated to incorporate changes to the Corporations Act and ASX Listing Rules in areas such as use of technology in communicating with shareholders and meetings, reductions of capital and director remuneration issues.

As the current Constitution is quite old, the Board have determined to ask shareholders to replace it by adopting a new Constitution, instead of making piecemeal changes to the various sections of the current Constitution.

The new Constitution is as to be expected a lengthy document, therefore the Board has also determined to set out the significant changes to the current Constitution brought about by the new Constitution, rather than include a full copy of the new Constitution. Shareholders however are able to download a copy of the new Constitution at http://www.rimfire.com.au/asx_announcements.htm alternatively a hard copy will be provided to any shareholder on request to the Company.

In order to change the Constitution, a special resolution is required meaning at least 75% of share voted at the meeting must be in favour of it.

3.2. Outline of the significant changes in the Constitution

(a) Buy Backs

Clause 10.3 includes the ability to carry out a buy back in accordance with the Corporations Act. That act allows some buy backs without the necessity to obtain shareholder approval. The current Constitution (clause 23.1) does not deal specifically with buy backs and requires a special majority of shareholders to approve all capital reductions.

(b) Shareholder meetings

Clause 11.4 allows any director to convene a shareholder meeting. Currently, a majority of directors is required to so convene (clause 24.2.1). The clause also allows a secretary to convene a meeting if there are no directors able to do so. The current Constitution does not make provision this.

Notice required to be given is as required under the Corporations Act or the Listing Rules under clause 11.5, currently being 28 days. The current Constitution requires 14 days notice (clause 24.3).

A quorum under clause 12.1 is 2 shareholders, it is currently 3. Also, the new constitution allows a proxy to be counted in quorum calculations, while currently only persons present can be counted (clause 25.3).

Under clause 12.8 the Chairman is given a casting vote at shareholder meetings. He currently does not have such a vote.

Under clause 12.22 proxies can be delivered electronically. This is not currently provided for.

(c) Directors

Under clause 13.3 30 business days' notice must be given of a nomination for election of directors. The current provision is 15 days under clause 40.13, which reflects the shortened notice period contained in the current Constitution.

Clause 13.7 allows an aggregate remuneration for non executive directors. The Constitution currently requires a shareholder resolution specifying a fixed amount of remuneration for each non executive director, which is in aggregate \$120,000. Under clause 13.8 the aggregate remuneration is fixed at \$200,000.

Clause 14.5 deals with retirement benefits to directors and limitations on these under the Corporations Act. This is not currently provided for.

Under clause 15.3 a quorum for director meetings is 2. Currently the quorum is 3 (clause 46.2).

Under clause 16.1 a director can attend meetings by all instant communication devices, for example by Skype. The current provisions do not provide for all such devices.

Directors can resign immediately under the new Constitution while under the current Constitution clause 37.2 one month's notice must be given.

(d) General

Clause 25.1 allows for service of notices by electronic devices. This is not currently provided for.

Under clause 28(b) of the new Constitution the Company can enter into an agreement binding it to give access to documents to former directors.

Clause 67.2 of the current Constitution allows for an employee securities plan. This is not provided for in the new Constitution as it is not required to be in Constitutions.

(e) Definitions

Various changes to update definitions, such as Australia Stock Exchange Limited to Australian Securities Exchange Limited, Corporations Law to Corporations Act etc.

(f) Director Remuneration

As stated above, the current Constitution contains unusual provisions concerning director remuneration in that it requires a determination of a specific amount to be paid to each non executive director. Constitutions usually provide for a pool of funds, giving flexibility into the future if more directors are appointed.

As the proposed change to director remuneration involves an increase to the total amount payable to directors, Listing Rule 10.17 provides that a separate ordinary resolution must be passed (resolution 5.2) and the following information must be provided to shareholders:

- The amount of the increase - \$80,000

- The maximum amount that may be paid to directors as a whole - \$200,000
- A voting exclusion statement – is provided on page 4.

The purpose of the resolution is not to increase each director's remuneration at this point in time, but the resolution is proposed to bring the Constitution in line with usual provisions concerning director remuneration, and to provide flexibility into the future should new directors be appointed.

SCHEDULE A – Resolution 4

Name	No Shares
MR CHOONG GUANG KOH	2,558,140
Karen Marie Patterson	1,000,000
DR GARY ROBERT LILICRAP + MR DAMIAN GARY LILICRAP + MRS IMELDA ANNE LILICRAP <LILICRAP SUPER FUND A/C>	500,000
COOEE INVESTMENTS PTY LTD	400,000
DR GARY ROBERT LILICRAP	100,000
HALFMOON BAY CAPITAL LIMITED	2,325,581
MR KENNETH DAVIDSON + MRS SANDRA DAVIDSON <K D SUPERANNUATION FUND A/C>	1,000,000
MR FRANK WILLIAM PENHALLURIACK <PENHALLURIACK S/F A/C>	1,000,000
SUVALE INVESTMENTS PTY LTD <THE SUVOLTOS SUPER FUND A/C>	1,000,000
TRANCO PTY LIMITED <THE EXCELSIOR A/C>	4,000,000
TJS INVESTMENTS (AUST) PTY LTD <TJS INVESTMENTS A/C>	2,325,581
RALSTON CORPORATION PTY LTD <RALSTON SUPER FUND A/C>	500,000
Jeremy Warde Barlow	1,162,791
MR ANDREW GREVILLE + MRS LOUISE GREVILLE <ALG FAMILY A/C>	1,000,000
Toltec Holdings	1,000,000
MR RONALD ROY FOOTE + MRS RENATE FOOTE	1,500,000
MR THOMAS PAUL PINANSKY	500,000
Terry Morris Pty Ltd <Morris Family Super A/C>	500,000
4 FIFTY PTY LTD	3,000,000
Penstock Advisory Pty Ltd	2,000,000
Darren Hargreaves	1,000,000

Name	No Shares
Mr Vaughan James	1,000,000
Glennfield Pty Ltd <Glennfield Family A/C>	500,000
Ruijuan Huang	500,000
Wong Mei Fan	2,500,000
Alice Kwan Yim Mui	1,000,000
WONG Yuk Loi	1,000,000
Fong Chiu Yeung Henry	1,000,000
TRIGLOBAL MANAGEMENT LIMITED	2,000,000
S P NOMINEES PTY LTD <SHARP-PAUL PROVIDENT A/C>	1,000,000
Mr Wenbiao Guan	500,000
MR SIMON KORUA	2,000,000
Simgon Pty Ltd atf Khor & Tan Family Trust	1,500,000
R K Super Pty Ltd atf RK Super Fund	1,000,000
Gandise Pty Ltd atf Cody Superannuation Fund	500,000
MR THEAM CHYE LIM	650,000
MR THEAM CHYE LIM & Ms Swee Leng CHAN <Lim Super Fund A/c>	350,000
Mr Kok Eng See	1,000,000
Mr Michael John Elliott Mrs Victoria Lorraine Arthur < Estoril Blue Super A/C>	1,000,000
Total	47,372,093

The shares issued represented 7.76% of the Company's capital at the time the placement was completed.

Proxy Form

RIMFIRE PACIFIC MINING NL
ABN 59 006 911 744

All correspondence to:
Rimfire Pacific Mining NL
Suite 411, "Exchange Tower"
530 Little Collins Street
Melbourne, Victoria 3000
Phone : (03) 9620 5866
Facsimile : (03) 9620 5822

Shareholder Reference:

Appointment of Proxy

I/we being member/s of Rimfire Pacific Mining NL and entitled to attend and vote hereby appoint

	The Chairman of the Meeting (mark with an 'X')	OR		Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting
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or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Rimfire Pacific Mining NL to be held on 22 November 2013 at 10.00 am and at any adjournment of that meeting. **Chairman authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Item 2, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though Item 2 is connected with the remuneration of a member of key management personnel for Rimfire Pacific Mining NL

*****IMPORTANT for Item 6 Only***:**

	If either the Chairman of the Meeting or a director is to be your proxy and you have not directed your proxy how to vote on Item 6 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy, even if he has an interest in the outcome of that Resolution and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your vote on the resolutions and your vote will not be counted in calculating the required majority if a poll is called on the resolution.
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The Chairman of the Meeting intends to vote undirected proxies in favour of all of the Resolutions below unless they are from his related parties.

Voting directions to your proxy - please mark Business

to indicate your directions

	For	Against	Abstain
Item 2 TO ADOPT THE REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 RE-ELECTION OF DIRECTOR GRAHAM BILLINGHURST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 RE-ELECTION OF DIRECTOR JOHN KAMINSKY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 RATIFICATION OF PLACEMENT TO INVESTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6.1 ADOPTION OF A NEW CONSTITUTION FOR THE COMPANY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6.2 INCREASE IN REMUNERATION POOL FOR NON EXECUTIVE DIRECTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Date

Contact Daytime Telephone

Email Address

How to complete the Proxy Form

1. Your Name and Address

Please check your name and address. Please note that you cannot change ownership of your securities using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person or company you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses, but the Chairman will be restricted on Item 6, if the form is not marked correctly. If you mark more than one box on an item your vote on that item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two entities as proxies to attend the meeting and vote on a poll, which can be persons or companies. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation which is either the shareholder or the proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by delivery or facsimile to:

Rimfire Pacific Mining NL
Suite 411, "Exchange Tower"
530 Little Collins Street
Melbourne VIC 3000
Fax No: (03) 9620-5822