

18 October 2021

Dear Shareholder

Rimfire Pacific Mining NL – Annual General Meeting of Shareholders, 18 November 2021

Notice is hereby given that the Annual General Meeting of Shareholders of Rimfire Pacific Mining NL (**Company**) will be held virtually via a webinar conferencing facility at 3:00pm (AEDT) on Thursday, 18 November 2021 (“Annual General Meeting”, “AGM” or “Meeting”). Notice is also given that the Company’s Annual Report for the year ended 30 June 2021 (“Annual Report”) is available.

In accordance with the Treasury Laws Amendment (2021 Measures No1) Bill 2021, the Company will not be dispatching physical copies of the Notice of Meeting. Instead, the Notice of Meeting, accompanying explanatory statement and Annual Report (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website <https://www.rimfire.com.au/site/investor-center/ASX-Announcements> or at the Company’s share registry’s website www.investorvote.com.au by logging in with your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six-digit Control Number shown on the Proxy Form.
- A complete copy of the Meeting Materials has been posted to the Company’s ASX Market announcements page at www.asx.com.au under the Company’s ASX code “RIM”.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://www.computershare.com/au>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Computershare Investor Services Pty Limited on <https://www.computershare.com/au> or by phone on +61 03 9415 4000 or 1300 850 505 (within Australia), to obtain a copy.

As a result of the potential health risks and the Governments restrictions in response to the COVID-19 pandemic, the Meeting will be held via a webinar conferencing facility. Details of how to register to attend the Meeting are contained in the Meeting Materials. The Company strongly recommends to Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

Yours sincerely,



Stefan Ross
Company Secretary
Rimfire Pacific Mining NL

rimfire



RIMFIRE PACIFIC MINING NL
ABN 59 006 911 744

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 18 November 2021

Time of Meeting:
3.00PM (AEDT)

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 which renewed the temporary relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Annual General Meeting and Explanatory Memorandum Statement will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website www.rimfire.com.au.

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay*

RIMFIRE PACIFIC MINING NL

ABN 59 006 911 744

Registered office: St Kilda Road Towers, Suite 142, Level 1, 1 Queens Road, Melbourne VIC 3004

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Rimfire Pacific Mining NL (the “Company”) will be held at the virtually via a webinar conferencing facility at 3.00PM (AEDT) on Thursday, 18 November 2021 (“Annual General Meeting”, “AGM” or “Meeting”)

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances as a result of COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company will conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the AGM.

The virtual meeting can be attended using the following details:

When: Thursday, 18 November 2021 at 3:00pm (AEDT)
Topic: Rimfire Pacific Mining NL Annual General Meeting

Register in advance for the virtual meeting:

https://us02web.zoom.us/webinar/register/WN_E9HwVFrjRyGFbTSdjd0rQw

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to sross@leydinfreyer.com.au. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

Any shareholders who wish to attend the AGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: RIM) and on its website at www.rimfire.com.au.

RIMFIRE PACIFIC MINING NL

ABN 59 006 911 744

Registered office: St Kilda Road Towers, Suite 142, Level 1, 1 Queens Road, Melbourne VIC 3004

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and Consideration of Accounts and Reports

To receive and consider the Financial Report of the Company and the Directors' Report (including the Remuneration Report) and Auditor's Report as set out in the Company's Annual Report for the year ended 30 June 2021.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2021 be adopted."

Resolution 2: Election of Mr Misha Collins as a Director of the Company

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That Mr Misha Collins, having been appointed to the Board of Directors during the year, vacates office in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company".

Resolution 3: Election of Mr David Hutton as a Director of the Company

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That Mr David Hutton, having been appointed to the Board of Directors during the year, vacates office in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company".

Resolution 4: Approval to increase Aggregate Non-Executive Director Fee pool

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of clause 13.8 of the Constitution, ASX Listing Rule 10.17, and for all other purposes, the maximum aggregated annual Directors' fees payable to Non-Executive Directors for the financial year from and including the year commencing 1 July 2021, be increased from \$200,000 per annum to \$240,000 per annum, as described in the Explanatory Statement which accompanies and forms part of this Notice."

SPECIAL BUSINESS

Resolution 5A: Change of Company Type

To consider and, if thought fit, pass the following Resolution as a **special resolution**:

“That, in accordance with section 162 of the Corporations Act and for all other purposes, Shareholders approve the conversion of the Company’s type from a public no liability company to a public company limited by shares.

Resolution 5B: Change of Company Name

To consider and, if thought fit, pass the following Resolution as a **special resolution**:

“That, in accordance with section 157 of the Corporations Act and for all other purposes, subject to the passage of Resolution 5A and the conversion of the Company to a ‘public company limited by shares’, Shareholders approve the change of the Company’s name from Rimfire Pacific Mining NL to Rimfire Pacific Mining Limited.”

Resolution 6: Replace and Repeal Company Constitution

To consider and, if thought fit, pass the following Resolution as a **special resolution**:

“That, for the purposes of Sections 136(1)(b) and 136(2) of the Corporations Act and for all other purposes, subject to the passage of Resolutions 5A and 5B, the existing Constitution of the Company be repealed in its entirety and the Company adopt the New Constitution in its place, which will be initialled by the Chairman for identification purposes, with effect from the conclusion of the Meeting”.

Note: Resolutions 5A, 5B and 6 are interdependent and are conditional on Shareholders approving each of those Resolutions.

BY ORDER OF THE BOARD



Stefan Ross
Company Secretary
Dated: 18 October 2021

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, Proxy Forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 3:00pm (AEDT) on Tuesday, 16 November 2021. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chairman will vote Undirected Proxies

Subject to the restrictions set out in Notes 6 and 7 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (KMP voter), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the KMP voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - a. does not specify the way the proxy is to vote on the resolution; and
 - b. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolutions 2 & 3

There are no voting exclusions on these resolutions.

Resolution 4

The Company will disregard any votes cast on this Resolution:

- in favour of the resolution by or on behalf of any Directors or any associate of a Director, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast on this Resolution:

- as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- by the Chairman of the meeting, as proxy for a person entitled to vote on the resolution, and the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 5A, 5B & 6

There are no voting exclusions on these Resolutions.

7. Special Resolution

Resolutions 5A, 5B and 6 are proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

8. Enquiries

Shareholders are invited to contact the Company Secretary, Stefan Ross on +61 3 9620 5866 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement (“Statement”) accompanies and forms part of the Company’s Notice of Annual General Meeting (“Notice”) for the 2021 Annual General Meeting (“Meeting”) to be held virtually via a webinar conferencing facility at 3.00pm (AEDT) on Thursday, 18 November 2021.

The Notice incorporates, and should be read together, with this Statement.

Receipt and Consideration of Accounts and Reports

A copy of the Annual Report for the financial year ending 30 June 2021 which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution costs associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at +61 3 9620 5866, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website <http://www.rimfire.com.au> or via the Company's announcement platform on ASX under the ASX Code “RIM”. Except for as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on the 2021 Annual Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company's 2021 Annual Financial Statements.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors’ Report in the Company’s 2021 Annual Report. The Remuneration Report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company’s last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company’s remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 2: Election of Mr Misha Collins as a Director of the Company

Background

Mr Collins was appointed as a Non-Independent, Non-Executive Director on 2 July 2021 as a casual vacancy and is eligible for election.

Mr Collins has 23 years of experience in resources as a mining executive, financial analyst, and company director, including time with BHP, Bankers Trust / BT Funds Management, ING Australia and most recently was Chief Executive Officer of Cassidy Gold Corporation and has acted as adviser to several significant debt and equity transactions in the gold mining industry.

Mr Collins was a Non-Executive Director of ASX Listed Ask Funding from 2010 to 2015. He has been Non-Executive Director of Sihayo Gold since 2008 (and was Chairman of Sihayo Gold in 2009 to 2010 and 2013 to June 2020) and he has also been acting as an unpaid technical adviser to Golden Plains Resources, who is the Earn-in Party of the Fifield Earn-in Project (ASX Announcement: 4 May 2020 - Rimfire Enters into \$4.5 Million Earn-in Agreement) and Avondale Earn-in Project (ASX Announcement: 25 June 2021 - RIM Secures \$7.5 Million Avondale Farm Out).

Mr Collins holds a Bachelor of Engineering in Metallurgy, graduating with First Class Honors from the RMIT University, a Graduate Certificate in Banking and Finance from Monash University and a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australia. Mr Collins has been awarded the Chartered Financial Analyst (CFA) designation and is a member of the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors.

Board Recommendation

The Board (with Mr Collins abstaining), recommends that shareholders vote in favour of the election of Mr Collins.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 3: Election of Mr David Hutton as a Director of the Company

Background

Mr Hutton was appointed as an Independent, Non-Executive Director on 15 October 2021 as a casual vacancy and is eligible for election. It is also noted that as announced on 15 October 2021, Mr Greville intends to retire as a Non-Executive Director at the conclusion of the Annual General Meeting, and will not offer himself for re-election. The retirement of Mr Greville satisfies rule 13.2 of the Company's constitution and the ASX Listing Rules regarding retirement of Directors.

Mr Hutton is a geologist who has spent the last 30 years working in both exploration and mining throughout Australia and overseas. David has recently established Terrace Minerals, an independent consultancy offering technical and corporate services to the resources sector. Prior to establishing Terrace Minerals in June 2020, David spent 19 years working in a range of senior operational geological roles with the MIM Group, Forrestania Gold, Western Metals, LionOre Australia and Breakaway Resources, followed by a further 11 years working as a Chief Executive Officer / Managing Director of ASX listed mineral exploration companies Breakaway Resources Limited and Mithril Resources Limited.

David has been intimately involved with the discovery and / or delineation of numerous precious and base metal deposits, including the Thunderbox Gold Deposit and Horn Nickel Deposit (WA Goldfields), Altia Silver-

Lead-Zinc Deposit (Cloncurry District, Qld), F8 Zinc Deposit (Lennard Shelf, WA), and the Barda Gonzales Copper Deposit (Western Argentina).

David brings considerable experience in the development of corporate strategy, business networking and stakeholder engagement, and is a Fellow of the AusIMM and a Member of the Australian Institute of Geoscientists (AIG).

Board Recommendation

The Board (with Mr Hutton abstaining), recommends that shareholders vote in favour of the election of Mr Hutton.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 4: Approval to increase Aggregate Non-Executive Director Fee pool

Background

The Company seeks shareholder approval to increase the maximum aggregate fees paid to Non-Executives of the Board by \$40,000, from \$200,000 to \$240,000 per annum. Shareholder approval is sought under clause 13.8 of the Constitution and ASX Listing Rule 10.17.

The Board notes that whilst there is no current intention to increase Non-Executive Director fees, it considers it appropriate to increase the maximum Non-Executive Director fees cap, to take account of:

- the Board potentially appointing additional Non-Executive Directors to provide additional skills and expertise in the future;
- bringing in line with market benchmarking of similar Company's in size and nature;
- the need to enable incremental increases in Non-Executive Director remuneration as required over time; and
- the need for appropriate succession planning.

It is imperative that the Company remains able in the future to attract and retain Non-Executive Directors with the appropriate experience, expertise, skills and diversity to oversee the Company's business and strategic direction. An increased maximum Non-Executive Director fees cap will assist to achieve this and will also provide the Company with sufficient flexibility to make appropriate appointments to the Board if suitable candidates are identified.

Shareholders should also note that, if the proposed new maximum Non-Executive Director fees cap is approved, it will not necessarily represent the full sum paid to Non-Executive Directors each financial year.

The Company will in future continue to set the actual level of remuneration of its Non-Executive Directors within the maximum fees cap, having regard to independent external advice, market practice, Board performance and other appropriate factors.

The remuneration of each Non-Executive Director for the financial year ended 30 June 2021 is detailed in the Annual Report.

As required by ASX Listing Rule 10.17, the following is a list of all securities issued to the Company's Non-Executive Directors under ASX Listing Rule 10.11 or 10.14 within the preceding three years:

- 4,338,000 fully paid ordinary shares as part of the shortfall shares in connection with the Rights Issue Prospectus dated 4 October 2018, in addition to a total of 4,338,000 free attaching Options associated with the Rights Issue (Options exercisable at a price of \$0.022 (2.2 cents) each, expiring 1 May 2020). The Shares and Options were issued on 19 November 2018, with the Shares issued at an issue price of \$0.009 (0.9 cents) per Share, to Mr Ian McCubbing (or his nominee). The issue of Shares and Options were approved by shareholders at the Company's Annual General Meeting held on 15 November 2018; and
- 1,000,000 fully paid ordinary shares as part of the shortfall shares in connection with the Rights Issue Prospectus dated 4 October 2018, in addition to a total of 1,000,000 free attaching Options

associated with the Rights Issue (Options exercisable at a price of \$0.022 (2.2 cents) each, expiring 1 May 2020). The Shares and Options were issued on 19 November 2018, with the Shares issued at an issue price of \$0.009 (0.9 cents) per Share, to Mr Andrew Greville (or his nominee). The issue of Shares and Options were approved by shareholders at the Company's Annual General Meeting held on 15 November 2018.

Board Recommendation

Given their interest in the outcome of this resolution, the Board does not make any recommendation on how Shareholders vote in respect of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Note: Resolutions 5A, 5B and 6 are interdependent and are conditional on Shareholders approving each of those Resolutions. Shareholders should consider Resolutions 5A, 5B and 6 together.

Resolutions 5A and 5B: Change of Company Type and Name

Background

The Company is currently a public no liability company and proposes to change to a public company limited by shares. Section 112(s) of the Corporations Act states that in order for a company to be registered as a 'no liability' company, its constitution must state that its sole objects are mining purposes. The Corporations Act also prohibits a no liability company from engaging in any activities outside of its stated mining purposes objects. As such, it is proposed to change the Company's status to a public company limited by shares to streamline administration and provides the most suitable Company structure for ongoing operations.

In accordance with section 162 of the Corporations Act, a public no liability company may change to a public company limited by shares by passing a special resolution resolving to change its company type. The Company does not have any partly paid shares on issue.

Accordingly, pursuant to Resolution 5A the Company is seeking the approval of Shareholders by special resolution to change from a public no liability company to a public company limited by shares.

Further, pursuant to Resolution 5B and subject to the passage of Resolution 5A, the Company is also seeking approval by special resolution to change its name from "Rimfire Pacific Mining NL" to "Rimfire Pacific Mining Limited" to reflect the change in company type, in accordance with section 157 of the Corporations Act.

The change of the Company's type and name will take effect from the date on which ASIC alters the details of the Company's registration, following the Company providing ASIC with notice of the passage of the relevant Resolutions after the Meeting.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 5A and 5B.

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 6: Replace and Repeal Company Constitution

Background

In accordance with the proposed change of the Company's type from a public no liability company to a public company limited by shares, the Company also proposes to adopt a new constitution.

Under the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders. The Company's current Constitution was updated in 2013 however contains certain provisions appropriate only to a no liability company. It is proposed under Resolution 6 that the Company's current Constitution be repealed and replaced with a new constitution (**New Constitution**).

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the New Constitution rather than to amend multiple specific provisions. The changes to the Company's constitution which will occur as a result of adopting the New Constitution are generally of an administrative nature and will enable the Company to streamline its administration, minimise costs and improve methods of communicating with Shareholders, in keeping with market standards and consistent with constitutions customary to ASX-listed public companies limited by shares. For example, the New Constitution incorporates:

- (i) recent regulatory and technological updates and permits the Company to utilise various electronic platforms and tools to hold and conduct Shareholder meetings;
- (ii) amendments to the Corporations Act and Listing Rules since the time that the existing Constitution was adopted, including updated escrow provisions; and
- (iii) developments in corporate governance.

A copy of the New Constitution is available for review by Shareholders at:

<https://www.rimfire.com.au/site/corporate/corporate-governance>.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2021;

“**ASIC**” means the Australian Securities and Investments Commission;

“**Associate**” has the meaning given to it in the Listing Rules;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEDT**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Rimfire Pacific Mining NL ABN 59 006 911 744;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**NED**” means each of the Non-Executive Directors of the Company;

“**New Constitution**” has the meaning given in the Explanatory Statement;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Options**” means the right of the holder to be issued one new Share on payment of the applicable exercise price.

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Rimfire Pacific Mining NL for the financial year ended 30 June 2021 and which is set out in the 2021 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Share Registry**” means Computershare Investor Services Pty Limited (ABN 48 078 279 277);

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“**VWAP**” means volume weighted average price.

rimfire



rimfire pacific mining nl
abn 59 006 911 744



RIM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT) on Tuesday, 16 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Rimfire Pacific Mining NL hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Rimfire Pacific Mining NL to be held as a virtual meeting on Thursday, 18 November 2021 at 3:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Misha Collins as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr David Hutton as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to increase Aggregate Non-Executive Director Fee pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5A	Change of Company Type	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5B	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Replace and Repeal Company Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

RIM

2 8 1 3 8 0 A



Computershare

