



**RIMFIRE PACIFIC MINING
LIMITED**

ABN 59 006 911 744

Level 4
96-100 Albert Road
SOUTH MELBOURNE VIC 3205
Australia.

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28 April 2025

RIMFIRE PACIFIC MINING LIMITED – GENERAL MEETING OF SHAREHOLDERS – 30 MAY 2025

Notice is hereby given that the General Meeting of Shareholders of Rimfire Pacific Mining Limited (“Rimfire” or the “Company”) will be held at ShineWing Australia, Level 10, 530 Collins Street, Melbourne VIC 3000 on Friday, 30 May 2025 at 11:00am (AEST) (“GM”).

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to shareholders as to how the communication from the Company can be received. The Company will not be dispatching physical copies of meeting documents and notices, including the Notice of Meeting for the GM, unless you request a physical copy to be posted to you.

The Notice of Meeting and accompanying explanatory statement (“**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> 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 have 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.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details 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 at the above website links please contact our share registry Computershare Investor Services Pty Limited at <https://www.computershare.com/au> or by phone on +61 3 9415 5000 (outside Australia) or 1300 850 505 (within Australia) to obtain a copy.

Yours sincerely,

Stefan Ross
Company Secretary
Rimfire Pacific Mining Limited



RIMFIRE PACIFIC MINING LIMITED
ABN 59 006 911 744

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 30 May 2025

Time of Meeting:
11.00AM (AEST)

Place of Meeting:
ShineWing Australia
Level 10, 530 Collins Street, Melbourne VIC 3000

*This Notice of 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 LIMITED

ABN 59 006 911 744

Registered office: Level 4, 96-100 Albert Road, South Melbourne VIC 3205

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting (**GM** or **Meeting**) of Shareholders of Rimfire Pacific Mining Limited (**Company**) will be held at ShineWing Australia, Level 10, 530 Collins Street, Melbourne VIC 3000 on Friday, 30 May 2025 at 11:00am (AEST).

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to shareholders as to how the communication from the Company can be received. The Company will not be dispatching physical copies of meeting documents and notices, including the Notice of Meeting for the AGM, unless you request a physical copy to be posted to you.

The Notice of Meeting, accompanying explanatory statement ("**Meeting Materials**") is being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website www.rimfire.com.au or at the Company's share registry's online voting site, Investor Vote at www.investorvote.com.au.
- 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.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details at www.investorcentre.com. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting, being **11:00am (AEST) on Wednesday, 28 May 2025**. To lodge your proxy, please follow the directions on your personalised proxy form.

The Company will conduct a poll on each resolution presented at the Meeting. The Company will accept questions during the meeting.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to stefan.ross@vistra.com. 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).

RIMFIRE PACIFIC MINING LIMITED

ABN 59 006 911 744

Registered office: Level 4, 96-100 Albert Road, South Melbourne VIC 3205

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

Resolution 1: Ratification of Prior Issue of 72,000,000 Shares under Placement

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

"That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 72,000,000 fully paid ordinary shares at an issue price of \$0.025 (2.5 cent) per Share to sophisticated investors eligible under section 708 of the Corporations Act (Cth) on the terms and conditions set out in the Explanatory Statement."

Resolution 2: Ratification of Prior Issue of 72,000,000 Free Attaching Unlisted Options under Placement

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

"That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 72,000,000 free attaching unlisted options in the Company, issued to participants of the Placement, on the terms and conditions set out in the Explanatory Statement."

Resolution 3: Ratification of Prior Issue of 17,650,000 Options to Lead Manager (and/or their nominee)

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

"That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,650,000 unlisted options in the Company to the Lead Manager, Euroz Hartleys Limited (and/or their nominee), on the terms and conditions set out in the Explanatory Statement."

Resolution 4: Ratification of Prior Issue of 3,688,302 Shares

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

"That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,688,302 fully paid ordinary shares at a deemed issue price of \$0.026787 per Share to Euroz Hartleys Limited (or their nominee) on the terms and conditions set out in the Explanatory Statement."

Resolution 5: Approval to issue 6,000,000 Shares and 6,000,000 free attaching unlisted options to Director - Mr Ian McCubbing (and/or his nominee) as part of the Placement

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

"That, under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve, the allotment and issue of 6,000,000 fully paid ordinary shares at an issue price of \$0.025 (2.5 cents) per Share and 6,000,000 free attaching Unlisted Options to Mr Ian McCubbing (and/or his nominee), a director of the Company, on the terms and conditions set out in the Explanatory Statement."

Resolution 6: Approval to issue 2,000,000 Shares and 2,000,000 free attaching unlisted options to Director - Mr Andrew Knox (and/or his nominee) as part of the Placement

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

"That, under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve, the allotment and issue of 2,000,000 fully paid ordinary shares at an issue price of \$0.025 (2.5 cents) per Share and 2,000,000 free attaching Unlisted Options to Mr Andrew Knox (and/or his nominee), a director of the Company, on the terms and conditions set out in the Explanatory Statement."

BY ORDER OF THE BOARD



Stefan Ross
Company Secretary
Dated: 28 April 2025

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 General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

3. Proxies

- a. Votes at the 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 General Meeting, this is no later than **11:00am (AEST) on Wednesday, 28 May 2025**. Any proxy received after that time will not be valid for the scheduled meeting.
 - i. By post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001
 - ii. By fax to 1800 783 447 (within Australia) or +61 3 9473 2500 (outside Australia)
 - iii. Online by going to www.investorvote.com.au or by scanning the QR code found on the enclosed Proxy Form with your mobile device
 - iv. For Intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

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 Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statement:

Resolutions 1, 2, 3 and 4

The Company will disregard any votes cast in favour of these resolutions by or on behalf of any person who participated in the issue of securities or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of these resolution by:

- a) a person as a 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
- b) 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
- c) 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 of 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 5 and 6

The Company will disregard any votes cast in favour of Resolutions 5 and 6 (respectively and separately) by or on behalf of:

- Mr Ian McCubbing and Mr Andrew Knox or any person(s) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- an associate of person referred to in the preceding paragraph.

However, this does not apply to a vote cast in favour of the resolution by:

- a) a person as a 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
- b) 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
- c) 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 of 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.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Stefan Ross at stefan.ross@vistra.com or 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 General Meeting ("Notice") for the 2025 General Meeting ("Meeting") to be held at ShineWing Australia, Level 10, 530 Collins Street, Melbourne VIC 3000 on Friday, 30 May 2025 at 11:00am (AEST).

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

Resolution 1: Ratification of Prior Issue of 72,000,000 Shares under Placement

Background

On 12 March 2025 the Company announced that it has received firm commitments to raise \$2,000,000 through the issue of 80,000,000 fully paid ordinary shares ("Shares") at an issue price of \$0.025 (2.5 cents) per Share ("Placement") pursuant to Section 708 of the Corporations Act (Cth) ("Corporations Act"). As part of the Placement, participant were also offered one free attaching unlisted option ("Options") in the Company, exercisable at \$0.03 (3 cents) each, expiring 31 March 2027, for every new Share subscribed. The Placement was Lead Managed by Euroz Hartleys Limited, who were also issued 17,650,000 Options as part of their fee.

The Placement would be carried out in two Tranches, with Tranche 1 consisting of 72,000,000 Shares and 72,000,000 Options issued to sophisticated investors and Tranche 2 to consisting of 8,000,000 Shares and 8,000,000 Options to be issued to Directors of the Company.

The 72,000,000 Shares as part of Tranche 1 were issued without shareholder approval under Rimfire's ASX Listing Rule 7.1 placement capacity on 21 March 2025. The Company is seeking ratification of the issue of the Placement Shares under Resolution 1.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over a twelve (12) month period to fifteen percent (15%) of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares does not fall within any of those exceptions and, as it has not been approved by the Company's shareholders, it effectively uses up part of the Company's fifteen percent (15%) placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the twelve (12) months following the date of issue of the Placement Shares.

ASX Listing Rule 7.4 provides that an issue under ASX Listing Rule 7.1 is treated as having been made with shareholder approval if the issue did not breach ASX Listing Rule 7.1 and shareholders of the company subsequently approve it. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

Resolution 1 is an ordinary resolution. If Resolution 1 is passed, the 72,000,000 Shares will be excluded in calculating the Company's 15% Placement Facility, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the Placement issue date. If Resolution 1 is not passed, the 72,000,000 Shares will be included in calculating the Company's 15% Placement Facility, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Placement issue date.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the total number of fully paid ordinary shares in the Company that were issued is 72,000,000;
- b) the Shares were issued at an issue price of \$0.025 (2.5 cents) per Share;
- c) the Shares allotted and issued rank pari passu with all existing securities of their class;

- d) the Shares were issued on 21 March 2025;
- e) the Shares were allotted and issued to sophisticated investors eligible under section 708 of the Corporations Act 2001 (Cth), identified through the book build process. There were no participants in the Placement that were investors required to be disclosed under ASX Guidance Note 21;
- f) funds raised from the Placement will be used to underpin high impact near term scandium drilling programs at Currajong, Murga and Rabbit Trap, as well as providing additional working capital.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

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

Voting Exclusions

A voting exclusion statement for this resolution is set out in Note 6 above.

Resolution 2: Ratification of Prior Issue of 72,000,000 Free Attaching Unlisted Options under Placement

Background

As noted above in Resolution 1, the Company is seeking shareholder approval to ratify the issue of 72,000,000 Options issued on 21 March 2025, to sophisticated investors, who participated in the Placement, as a free attaching option, under the terms of the Placement announced on 12 March 2025.

The Options were issued without shareholder approval under the Company's existing Placement Capacity under ASX Listing Rule 7.1.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over a twelve (12) month period to fifteen percent (15%) of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the 72,000,000 Options does not fall within any of those exceptions and, as it has not been approved by the Company's shareholders, it effectively uses up part of the fifteen percent (15%) limit in Listing Rule 7.1. This reduces the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the twelve (12) months following the date of issue of the Unlisted Options.

ASX Listing Rule 7.4 provides that an issue under ASX Listing Rule 7.1 is treated as having been made with shareholder approval if the issue did not breach ASX Listing Rule 7.1 and shareholders of the Company subsequently approve it. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 2 is approved, the prior issue of the 72,000,000 Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Options the subject of Resolution 2 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

If Resolution 2 is not approved, the prior issue of 72,000,000 Options will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1, which will limit the Company's future placement capacity under Listing Rule 7.1 over the 12 month period.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the total number of Options in the Company that were issued is 72,000,000 unlisted options;
- b) the Options were issued for Nil consideration, as a free attaching Option pursuant to the terms of the Placement;
- c) a summary of the terms of the Options are as follows:
 - 72,000,000 Unlisted Options exercisable at \$0.03 (3 cents) each, expiring on 31 March 2027, with each Option exercisable into one (1) fully paid ordinary share in the Company if the option is exercised.

The full terms and conditions of the Options are set out in Annexure A.

- d) the Options were issued on 21 March 2025;
- e) the Options were allotted and issued to sophisticated investors, who participated in the Placement. There were no participants in the Placement that were investors required to be disclosed under ASX Guidance Note 21; and
- f) the Options were issued as part of the Placement in the form of free-attaching unlisted options and therefore no funds will be raised from the issue of the Options. However, fund raised from the exercise of the Options are intended to be used as general working capital of the Company.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

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

Voting Exclusions

A voting exclusion statement for this resolution is set out in Note 6 above.

Resolution 3: Ratification of Prior Issue of 17,650,000 Options issued to Lead Manager (and/or their nominee)

Background

As noted above in Resolution 1, the Company is seeking shareholder approval to ratify the issue of 17,650,000 Options issued on 21 March 2025, to the Lead Manager, Euroz Hartleys Limited (or their nominee), under the terms of the Placement announced on 12 March 2025.

The 17,650,000 Lead Manager Options were issued without shareholder approval under Rimfire's ASX Listing Rule 7.1 placement capacity on 21 March 2025. The Company is seeking ratification of the issue of the Options under Resolution 3.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over a twelve (12) month period to fifteen percent (15%) of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the 17,650,000 Options does not fall within any of those exceptions and, as it has not been approved by the Company's shareholders, it effectively uses up part of the fifteen percent (15%) limit in Listing Rule 7.1. This reduces the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the twelve (12) months following the date of issue of the Unlisted Options.

ASX Listing Rule 7.4 provides that an issue under ASX Listing Rule 7.1 is treated as having been made with shareholder approval if the issue did not breach ASX Listing Rule 7.1 and shareholders of the company subsequently approve it. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

Resolution 3 is an ordinary resolution. If Resolution 3 is approved, the prior issue of the 17,650,000 Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Options the subject of Resolution 3 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

If Resolution 3 is not approved, the prior issue of 17,650,000 Options will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1, which will limit the Company's future placement capacity under Listing Rule 7.1 over the 12 month period.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the total number of Options in the Company that were issued is 17,650,000 unlisted options;
- b) the Options were issued at an issue price of \$0.00001 per Option, as part consideration for the provision of Lead Manager services in connection with the Placement announced on 12 March 2025;
- c) a summary of the terms of the Options are as follows:
 - 17,650,000 Unlisted Options exercisable at \$0.03 (3 cents) each, expiring on 31 March 2027, with each Option exercisable into one (1) fully paid ordinary share in the Company if the option is exercised.

The full terms and conditions of the Options are set out in Annexure A.

- d) the Options were issued on 21 March 2025;
- e) the Options were allotted and issued to Euroz Hartleys Limited (or their nominee);
- f) the purpose of the issue is part consideration for the provision of Lead Manager services in connection with the Placement announced on 12 March 2025; and
- g) the Options were issued as part consideration for service provided, and therefore no funds will be raised from the issue of the Options. However, fund raised from the exercise of the Options are intended to be used as general working capital of the Company.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

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

Voting Exclusions

A voting exclusion statement for this resolution is set out in Note 6 above.

Resolution 4: Ratification of Prior Issue of 3,688,302 Shares

Background

On 4 December 2024 the Company announced that it had entered into an underwriting agreement with Euroz Hartleys Limited (Underwriter) pursuant to which the Underwriter agreed to underwrite up to 82,333,332 unlisted Options to acquire fully paid ordinary shares in the capital of the Company, at an exercise price of \$0.02 (2 cents) expiring 28 February 2025 (2 cent Unlisted Options), which upon exercise would raise \$1.65million.

Certain holders of the 2 cent Unlisted Options elected to exercise their 2 cent Unlisted Options prior to the expiry date of 28 February 2025. On 5 March 2025, the Company issued 36,333,332 Shares in respect of the exercised 2 cent Unlisted Options. 46,000,000 2 cent Unlisted Options were not exercised prior to the expiry date of 28 February 2025 and were cancelled.

On 19 March 2025 the Company issued 46,000,000 shares which were subscribed for by the Underwriter.

In accordance with the Underwriting Agreement, the Company issued 3,688,302 Shares to the Underwriter or its nominee as consideration for its underwriting commitments (Fee Shares).

The 3,688,302 Fee Shares were issued without shareholder approval under Rimfire's ASX Listing Rule 7.1 placement capacity on 19 March 2025. The Company is seeking ratification of the issue of the Fee Shares under Resolution 4.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over a twelve (12) month period to fifteen percent (15%) of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Fee Shares does not fall within any of those exceptions and, as it has not been approved by the Company's shareholders, it effectively uses up part of the Company's fifteen percent (15%) placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the twelve (12) months following the date of issue of the Fee Shares.

ASX Listing Rule 7.4 provides that an issue under ASX Listing Rule 7.1 is treated as having been made with shareholder approval if the issue did not breach ASX Listing Rule 7.1 and shareholders of the company subsequently approve it. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

Resolution 4 is an ordinary resolution. If Resolution 4 is passed, the 3,688,302 Fee Shares will be excluded in calculating the Company's 15% Placement Facility, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the Fee Shares issue date. If Resolution 4 is not passed, the 3,688,302 Fee Shares will be included in calculating the Company's 15% Placement Facility, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Fee Shares issue date.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the total number of fully paid ordinary shares in the Company that were issued is 3,688,302;
- b) the Shares were issued at a deemed issue price of \$0.026787 per Share;
- c) the Shares allotted and issued rank pari passu with all existing securities of their class;
- d) the Shares were issued on 19 March 2025;
- e) the Shares were allotted and issued to Euroz Hartleys Limited (or their nominee);
- f) there were no funds raised from the issuance of the Fee Shares. The Fee Shares were issued as the Underwriting Fee under the Underwriting Agreement, being 6% of the Underwritten Amount.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

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

Voting Exclusions

A voting exclusion statement for this resolution is set out in Note 6 above.

Resolutions 5 and 6: Approval to issue Securities to Directors - Mr Ian McCubbing and Mr Andrew Knox (and/or their nominee(s)) to as part of the Placement

Background

The Company is seeking shareholder approval to allow the Company's Directors, Mr Ian McCubbing and Mr Andrew Knox (and/or their nominee(s)) to participate in Tranche 2 of the Placement as announced on 12 March 2025 and pursuant to ASX Listing Rule 10.11 to allot and issue 8,000,000 Shares at an issue

price of \$0.025 (2.5 cents) per Share and 8,000,000 free attaching Options. The issue price of \$0.025 (2.5 cents) per Share is same as the issue price at which the Shares have been offered to sophisticated investors under the Placement outlined in Resolution 1.

The details of the Shares and Options proposed to be issued under Resolutions 5 and 6 are as follows:

Resolution	Name of Director	Number of Shares*	Issue Price	Number of Options	Fund Raised
Resolution 5	Mr Ian McCubbing (or his nominee(s))	6,000,000	\$0.025	6,000,000	\$150,000
Resolution 6	Mr Andrew Knox (or his nominee(s))	2,000,000	\$0.025	2,000,000	\$50,000
Total		8,000,000		8,000,000	\$200,000

**The 8,000,000 shares will be escrowed for a period of 12 months from the date of issue of the Shares.*

ASX Listing Rules

Listing Rule 10.11 requires a listed Company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. Approval pursuant to Listing Rule 7.1 is not required in order to issue the securities to the Directors as approval is being obtained under Listing Rule 10.11.

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue, and each of Mr Ian McCubbing and Mr Andrew Knox (and/or their nominee(s)) will receive a total of 8,000,000 Shares at an issue price of \$0.025 (2.5 cents) per share and 8,000,000 free attaching Options.

If all or any of Resolutions 5 and 6 are not passed, the Company will not proceed with the issue of the Shares and Options to the applicable party, and the applicable party (or their nominee(s)) will not receive the Shares as described above.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares and Options to each Director under Resolutions 5 and 6 (respectively):

- the proposed recipients are Mr Ian McCubbing and Mr Andrew Knox each of whom is a Director of the Company, or their respective nominees (each of which would be an associate of the respective Director);
- each of the proposed recipients are related parties of the Company as Mr Ian McCubbing and Mr Andrew Knox are Directors of the Company and thus fall into ASX Listing Rule 10.11.1;
- the number and class of securities to be issued are 8,000,000 Shares and 8,000,000 Options are proposed to be issued as per the table above. The 8,000,000 shares will be escrowed for a period of 12 months from the date of issue of the Shares;
- the date by which the Company will issue the securities will be no later than one (1) month after the date of this Meeting (or such later date as may be approved by ASX);
- the issue price of the Shares will be \$0.025 (2.5 cents) per Share;
- the Options are to be issued with an exercise price of 0.03 (3 cents) each, expiring on 31 March 2027. The material terms of Options are as set out in Annexure A;
- the Options will be issued as part of the Placement in the form of free-attaching unlisted options and therefore no funds will be raised from the issue of the Options. However, fund raised from the exercise of the Options are intended to be used as general working capital of the Company; and
- funds raised from the Placement will be used to underpin high impact near term scandium drilling programs at Currajong, Murga and Rabbit Trap, as well as providing additional working capital.

Board Recommendation

The Board (with the respective Director abstaining in relation to the relevant Resolution regarding their own proposed Shares and Options) recommends that shareholders vote in favour of Resolutions 5 and 6.

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

Voting Exclusions

A voting exclusion statement for this resolution is set out in Note 6 above.

GLOSSARY

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

“\$” means Australian Dollars;

“**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;

“**AEST**” means Australian Eastern 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 Limited ABN 59 006 911 744;

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

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

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

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

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

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

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

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

“**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.

ANNEXURE A – TERMS AND CONDITIONS OF OPTIONS

Terms and Conditions of Options

1. Options may be exercised in whole or in parcels by:
 - (a) delivering to the Company before 5.00pm (Australian Eastern Standard Time) prior to the expiry date (the Option Expiry Date) the application for shares on exercise of options (**Exercise Notice**) duly executed by the Option holder (together with holding statement) specifying the number of Options being exercised (**Relevant Number**); and
 - (b) payment to the Company in immediately available funds of an amount equal to the Exercise Price multiplied by the number of Options being exercised (the **Settlement Price**).
2. The Company must within 3 Business Days of the receipt by it of the last of the documents referred to above and subject to receipt by the Company of the Settlement Price:
 - (a) issue to the Option holder the Relevant Number of Shares;
 - (b) issue, or cause to be issued, to the Option holder a holding statement for the Relevant Number of Shares; and
 - (c) if applicable, issue a replacement Option Certificate to the Option holder for the balance of any unexercised Options.
3. The Shares issued pursuant to the exercise of the Options will be issued as fully paid.
4. Until the Option Expiry Date for so long as the Option holder holds any unexercised Options, the Company will give the Option holder notice of all general meetings of the Company and of all resolutions to be considered at those meetings and all other statements, notices, annual reports or circulars at the same time the shareholders of the Company are issued with those notices.
5. Until the Option Expiry Date, the Company must ensure that the Option holder is given at least 3 Business Days written notice prior to the Record Date in relation to any Pro-Rata Issue of shares or rights to subscribe for shares issued or to be issued by the Company (**Additional Rights**).
6. An Option does not confer any rights of a shareholder of the Company, including any rights to vote or dividends.
7. An Option does not confer any right on the holder to participate in a new issue without exercising the Option.
8. The Option holder will be entitled to participate in any rights to take up Additional Rights on the same terms and conditions as applicable to the other offerees or shareholders of the Company provided that the Option holder has exercised any Option prior to the Record Date for the relevant offer.
9. Any Shares issued to the Option holder as a result of the exercise of an Option will rank *pari passu* in all respects with all other Shares then on issue. Shares issued upon the exercise of Options will only carry an entitlement to receive a dividend if they were issued before the Record Date for that dividend.
10. If there is a Bonus Issue to holders of Shares, the number of Shares over which an Option is exercisable is increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the Record Date for the Bonus Issue.
11. If, before exercise or expiry of the Options, the Company implements a reorganisation of its capital:
 - (a) the Options must be treated in the manner required by the ASX Listing Rules;
 - (b) the Company must notify the Option holder of any proposed variation to the terms of Options no less than 5 Business Days prior to the date of variation; and
 - (c) the Company must provide confirmation to the Option holder immediately after the date of variation that the terms of the Options have been varied as proposed.
12. At the time any Shares are issued upon the exercise of an Option, the Company will:
 - (a) apply to ASX for official quotation of the Shares as soon as practicable, and in any event within 3 Business Days after the date that the Shares are issued;
 - (b) procure that the relevant ASIC and ASX forms are lodged to reflect the issue of the Shares, including a notice under section 708A(5)(e) of the Corporations Act in accordance with sub-clause 12(c) below; and

- (c) *give to the ASX a notice under section 708A(5) of the Corporations Act on the day following the issue of Shares on exercise of the Option unless it cannot meet the criteria in "case 1" of section 708A of the Corporations Act in which case:*
- (i) *the Company will comply with the criteria in "case 2" of section 708A of the Corporations Act and issue a disclosure document under chapter 6D.2 of the Corporations Act as soon as reasonably practicable after the date of exercise of the Option and in any event within 20 Business Days of that date; and*
 - (ii) *until the Company has issued the disclosure document under clause 12(c)(i), the Option holder will only transfer the relevant Shares to a person that comes within section 708(8), (10) or (11) of the Corporations Act.*



Rimfire Pacific Mining Limited
ABN 59 006 911 744

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 **11:00am (AEST)** on **Wednesday, 28 May 2025**.

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:

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: 184859

SRN/HIN:

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Rimfire Pacific Mining Limited 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 General Meeting of Rimfire Pacific Mining Limited to be held at ShineWing Australia, Level 10, 530 Collins Street, Melbourne, VIC 3000 on Friday, 30 May 2025 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

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	Ratification of Prior Issue of 72,000,000 Shares under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue of 72,000,000 Free Attaching Unlisted Options under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of 17,650,000 Options to Lead Manager (and/or their nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of 3,688,302 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue 6,000,000 Shares and 6,000,000 free attaching unlisted options to Director - Mr Ian McCubbing (and/or his nominee) as part of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue 2,000,000 Shares and 2,000,000 free attaching unlisted options to Director - Mr Andrew Knox (and/or his nominee) as part of the Placement	<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