

RIMFIRE PACIFIC MINING LIMITED

ACN 006 911 744

CLEANSING PROSPECTUS

For the offer of up to 10,000 Shares in the capital of the Company at a price of \$0.06 per Share to raise up to \$600 (before expenses) (**Cleansing Offer**).

This Cleansing Prospectus has been prepared in accordance with section 713 of the Corporations Act, and primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the issue of this Cleansing Prospectus.

This is an important document. If, after reading this Cleansing Prospectus you have any questions about whether you should invest in the Cleansing Offer, you should seek professional advice before making any investment decision. You can also contact the Company (Greg Keane) on +61 497 805 918 between 9.00am to 5.00pm (AEDT) Monday to Friday.

Important information

This Cleansing Prospectus is dated 10 October 2024 and was lodged with ASIC and ASX on that date. ASIC, ASX and their respective officers take no responsibility for the contents of this Cleansing Prospectus or the merits of the investment to which this Cleansing Prospectus relates.

No Shares will be issued on the basis of this Cleansing Prospectus later than 13 months after the date of this Cleansing Prospectus.

It is important that investors read this Cleansing Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Cleansing Prospectus should be considered highly speculative.

The Cleansing Offer is only available to those who are personally invited to accept the Cleansing Offer. Applications for Shares offered pursuant to this Cleansing Prospectus can only be submitted on an original Application Form which accompanies this Cleansing Prospectus.

This Cleansing Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Cleansing Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

The information in this Cleansing Prospectus does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

Definitions, currency and time

Defined terms used in this Cleansing Prospectus are contained in the Glossary.

All references to time are to Australian Western Standard Time, unless otherwise indicated.

All references to "\$" or "A\$" are to Australian dollars unless otherwise noted.

Past performance

Past performance and pro-forma historical information in this Cleansing Prospectus is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future Rimfire performance. The historical information in this Cleansing Prospectus is, or is based upon, information that has been released to ASX.

Future performance and forward looking statements

This Cleansing Prospectus contains certain statements which constitute "forward looking statements". Such statements may include, but are not limited to, use of proceeds from the Cleansing Offer and the anticipated outcome and effects of the Cleansing Offer. Forward looking statements can generally, but not always, be identified by the use of forward looking words such as "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan", "forecast", "likely", "future", "project", "opinion", "opportunity", "outlook", "guidance", "intend", "target", "propose", "to be", "foresee", "aim" and may include, without limitation, statements regarding plans; strategies and objectives of management. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements.

The forward-looking statements are based on information available to the Company as at the date of this Cleansing Prospectus, unless otherwise indicated. Forward-looking statements are provided as a general guide only and should not be relied upon as an indicator or guarantee of future performance and may involve significant elements of subjective judgement, assumptions as to future events that may not be correct, known and unknown risks, uncertainties and other factors, many of which are outside the control of Rimfire. Forward-looking statements, opinions and estimates provided in this Cleansing Prospectus are based on assumptions and contingencies that are subject to change without notice. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements.

A number of important factors could cause actual results or performance to differ materially from the forward-looking statements, including known and unknown risks (including, Section 5 of this Cleansing Prospectus). These factors may include, but are not limited to, changes in commodity prices, general economic factors, increased capital costs and operating costs, the speculative nature of exploration and project development, general mining and development risks, changes to the regulatory framework within which Rimfire operates or may in the future operate, environmental conditions and environmental issues, and the recruitment and retention of key personnel, and litigation.

Investors should consider the forward-looking statements contained in this Cleansing Prospectus in light of those risks and disclosures. Neither Rimfire, nor any of its directors, officers, employees, agents or advisers makes any representation or warranty, express or implied as to the accuracy, likelihood of achievement or reasonableness of any forward-looking statement contained in this Cleansing Prospectus. Except as required by law or regulation (including the ASX Listing Rules), none of Rimfire, nor any of its directors, officers, employees, agents or advisers undertakes any obligation to supplement, revise or update forward-looking statements or to publish prospective financial information in the future, regardless of whether new information, future events, results or other factors affect the information contained in this Cleansing Prospectus.

Electronic Cleansing Prospectus

If you, being an investor who has been personally invited to accept the Cleansing Offer, have received this Cleansing Prospectus in electronic form please ensure that you have received the entire Cleansing Prospectus accompanied by the relevant Application Form. If you have not, please contact the Company during the Offer Period and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Cleansing Prospectus.

The Corporations Act prohibits any person from passing the Application Form on to

another person unless it is accompanied by a hard copy of the Cleansing Prospectus or the complete and unaltered electronic version of the Cleansing Prospectus.

Not for distribution outside Australia

This Cleansing Prospectus, any accompanying ASX announcements and the Application Form do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in any place in which, or to any person to whom, it would not be lawful to make an offer or invitation. This Cleansing Prospectus is not to be distributed in, and no offer of Shares is to be made, in any jurisdiction other than Australia.

No action has been taken to register or qualify the Shares or otherwise permit the public offering of the Shares in accordance with the Cleansing Offer, in any jurisdiction other than Australia. The distribution of this Cleansing Prospectus (including an electronic copy) outside Australia may be restricted by law and any such restrictions should be observed. If you come into possession of the information in this Cleansing Prospectus, you should observe those restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Risks

An investment in the Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Rimfire, including possible delays in repayment and loss of income and principal invested. Rimfire does not guarantee any particular rate of return or the performance of Rimfire, nor does it guarantee the repayment of capital from Rimfire or any particular tax treatment.

Shareholders should refer to Section 5 this Cleansing Prospectus for a summary of general and specific risk factors that may affect Rimfire.

Other general matters

Please read Section 6 of this Cleansing Prospectus carefully for other important notices, disclaimers and acknowledgements.

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1 KEY DATES OF CLEANSING OFFER

1.1 Indicative timetable

Event	Date
Lodgement of Cleansing Prospectus with ASIC and ASX	10 October 2024
Opening Date	11 October 2024
Closing Date	14 October 2024
Issue of Shares pursuant to the Cleansing Offer (assuming Applications are received)	18 October 2024

These dates are indicative only and are subject to change without notice. Rimfire reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws.

1.2 Enquiries

If, after reading this Cleansing Prospectus, you have any doubts about the Cleansing Offer, you should seek professional financial advice before making any investment decision.

2 DETAILS OF THE CLEANSING OFFER

2.1 Background

In connection with placements by the Company in August and December 2023, Rimfire issued an aggregate of 138,333,330 free attaching unlisted options with an exercise price of \$0.02 each, and an expiry date of 28 February 2025, and in addition issued 5,000,000 unlisted options as a facilitation fee in relation to a placement on the same terms in February 2023 (**2c Options**).

On 26 September 2024 the Company announced that certain holders of 2c Options had agreed to exercise their 2c Options.

The Company issued 60,166,665 Shares in respect of those exercised 2c Options on 8 October 2024. On and from their issue, these Shares (**Restricted Shares**) have been subject to on-sale restrictions, pending “cleansing”.

In the ordinary course, the Company would facilitate the on-sale of issued shares without disclosure by issuing a “cleansing notice” in accordance with section 708A(5) of the Corporations Act. However, the Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result is precluded from issuing a “cleansing notice” in accordance with section 708A(5) of the Corporations Act to ensure the Restricted Shares are not subject to on-sale restrictions. This Cleansing Prospectus has been prepared for the purpose of removing the on-sale restrictions from the Restricted Shares.

2.2 Purpose of the Cleansing Prospectus

Rimfire is seeking to raise only a nominal amount of \$600 under this Cleansing Prospectus and, accordingly, the primary purpose of this Cleansing Prospectus is not to raise capital.

The primary purpose of this Cleansing Prospectus is to remove any trading restrictions that may have attached to the Shares issued by Rimfire prior to the date of this Cleansing Prospectus in accordance with section 708A(11) of the Corporations Act, including the Restricted Shares described in Section 2.1.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom Shares were issued without disclosure under Part 6D of the Corporations Act to on-sell those Shares within 12 months of the date of their issue.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a “cleansing notice” under and in accordance with section 708A(5). However, the Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result is precluded from issuing a “cleansing” notice in accordance under section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides an exception to section 707(3) where:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and

- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

The purpose of this Cleansing Prospectus is to comply with section 708A(11)(b)(i) of the Corporations Act so that the holders of the Restricted Shares can sell the Restricted Shares within twelve months of issue without disclosure under Chapter 6D of the Corporations Act.

2.3 Cleansing Offer

Under this Cleansing Prospectus, the Company invites investors identified by the Directors to apply for up to 10,000 Shares at an issue price of \$0.06 per Share payable in full on application to raise up to \$600 before costs. This Cleansing Offer is only being extended to investors who are invited by the Company to subscribe for the Cleansing Offer and is not open to the general public.

There is no minimum subscription for the Cleansing Offer, and oversubscriptions will not be accepted. The issue of any Shares under the Cleansing Offer is not subject to Shareholder Approval. The Cleansing Offer is not underwritten.

Any new Shares issued under the Cleansing Offer will rank equally in all respects with Rimfire's existing Shares.

2.4 Application for Shares

Applications for Shares under the Cleansing Offer must be made using the Application Form accompanying this Cleansing Prospectus. To the maximum extent permitted by law, the Directors will have discretion over whether to accept any or all Applications. There is no guarantee that any Applications will be accepted.

Payment for the Shares must be made in full at the issue price of \$0.06 per Share. Payment for the Shares must be made by Electronic Funds Transfer (**EFT**) (in accordance with Section 2.5), so that it is received by no later than 5.00pm (AWST) on the Closing Date.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date.

2.5 Payment

For payment by EFT, please follow the instructions on the Application Form. You should be aware of your financial institution's cut-off time and any associated fees with processing an EFT. It is your responsibility to ensure funds are submitted correctly by the Closing Date and processed in time.

Please ensure you use your unique payment reference number located on the Application Form. This will ensure your payment is processed correctly. Failure to do so may result in your funds not being allocated to your application and Shares subsequently not being issued.

2.6 Dispute resolution

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the Cleansing Offer. The decision of Rimfire will be conclusive and binding on all participants and other persons to whom the determination relates. Rimfire's rights may be exercised by the Board or any delegate of the Board. The powers of Rimfire under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors or senior officers of Rimfire.

2.7 Shares will be quoted

Subject to the Corporations Act and the Listing Rules, application will be made to ASX no later than 7 days after the date of this Cleansing Prospectus for Official Quotation of any Shares issued under the Cleansing Offer. Rimfire can provide no assurance that the application will be granted.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares offered under the Cleansing Offer.

2.8 Issue

The issue of Shares under the Cleansing Offer (if any) will take place as soon as practicable after the Closing Date of the Cleansing Offer. Application Monies will be held in a separate account until the Shares are issued. This account will be established and kept by the Company in trust for each Application. Any interest earned on the Application Monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares. The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for.

If the number of Shares issued is less than the number applied for, the surplus monies will be returned as soon as practicable after the Closing Date. When no issue of Shares is made, the amount tendered on application will be returned in full as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

Securities issued pursuant to the Cleansing Offer will be issued in accordance with the ASX Listing Rules and timetable set out in Section 1.

2.9 Overseas shareholders

The distribution of this Cleansing Prospectus outside the Commonwealth of Australia may be restricted by law.

This Cleansing Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Cleansing Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Cleansing Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

This Cleansing Prospectus is not to be distributed in, and no offer of Shares is to be made, in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

No action has been taken to register or qualify the Cleansing Offer or the Shares or otherwise permit the public offering of the Shares, in any jurisdiction other than Australia.

The distribution of this Cleansing Prospectus (including an electronic copy) outside Australia, is restricted by law. If you come into possession of the information in this Cleansing Prospectus, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

2.10 Enquiries

Any questions concerning the Cleansing Offer should be directed to the Company (Greg Keane) on +61 497 805 918 between 9.00am to 5.00pm (AEDT) Monday to Friday.

3 PURPOSE AND EFFECT OF THE CLEANSING OFFER

3.1 Purpose of the Cleansing Offer

The purpose of the Cleansing Offer is to issue up to 10,000 Shares in the capital of the Company at an issue price of \$0.06 per Share to raise up to \$600 (before expenses) and to remove any secondary trading restrictions that may have attached to the Shares issued by the Company prior to the date of this Cleansing Prospectus (including, the Restricted Shares).

3.2 Effect of the Cleansing Offer

The principal effect of the Cleansing Offer, assuming all Shares offered under the Cleansing Prospectus pursuant to the Cleansing Offer are issued, will be to increase the number of Shares currently on issue by 10,000 Shares.

3.3 Financial effect of the Cleansing Offer

After expenses of the Cleansing Offer of approximately \$22,500, there will be no proceeds from the Cleansing Offer. The expenses of the Cleansing Offer that exceed proceeds of the Cleansing Offer will be met from the Company's existing cash reserves.

3.4 Effect on capital structure

The effect of the Cleansing Offer on the capital structure of the Company, assuming the maximum number of Shares offered under this Cleansing Prospectus are issued, is set out below.

Securities	Number ¹
Shares ²	
Shares currently on issue	2,355,401,076
Shares to be issued pursuant to the Cleansing Offer ³	10,000
Total Shares on issue after completion of the Cleansing Offer	2,355,411,076
Options	
Options on issue as at the date of this Cleansing Prospectus	194,199,997 ⁴
Options offered pursuant to the Cleansing Offer	Nil
Total Options on issue after completion of the Cleansing Offer	194,199,997

¹ All figures assume that no options are exercised after the date of this Cleansing Prospectus.

² The rights and liabilities attaching to Shares are summarised in Section 4.1.

³ This assumes the Cleansing Offer is fully subscribed.

⁴ This figure comprises:

- (a) 15,266,665 unlisted options (exercise price: \$0.05, expiry date: 31 December 2025);
- (b) 82,333,332 unlisted options (exercise price: \$0.02, expiry date: 28 February 2025);
- (c) 35,000,000 unlisted employee options (exercise price: \$0.0125, expiry date: 9 March 2026);
- (d) 6,600,000 unlisted employee options (exercise price: \$0.0125, expiry date: 29 April 2026);
- (e) 30,000,000 unlisted employee options (exercise price: \$0.0154, expiry date: 15 June 2026); and
- (f) 25,000,000 unlisted employee options (exercise price: \$0.0152, expiry date: 30 August 2026).

3.5 Details of substantial holders

Based on the publicly available information as at the date of this Cleansing Prospectus (including the latest substantial holding notices received by the Company and the Company's share register), those persons that have voting power in Shares comprising 5% or more of the Shares on issue are set out in the table below.

Shareholder	Shares	Percentage
Anthony Billis and the persons listed in the Annexure contained in the substantial holder notice lodged with ASX on 8 July 2024	206,805,000	9.20%
Reef Investments Pty Ltd as trustee for The Nairn Family Trust and each of the entities listed in item 4 contained in the substantial holder noticed lodged with ASX on 11 August 2023	149,177,486	7.086%

4 RIGHTS AND LIABILITIES ATTACHING TO SHARES

4.1 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours and on the Company's website at <https://www.rimfire.com.au/corporate/corporate-governance>.

(a) General meeting and notices

Subject to the Corporations Act, the Company must provide at least 28 days' notice of a general meeting.

Each Shareholder and Director is entitled to receive notice of, and to attend, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the ASX Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting of the Company each Shareholder (of fully paid ordinary Shares) present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per Share on a poll.

On a poll, a person who holds a share which is not fully paid is entitled to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.

Where there are 2 or more joint holders of a Share and more than one of them is present at a meeting and tenders a vote in respect of the Share, the Company will only count the vote cast by the member whose name appears first in the Company's Register of members.

In the event of an equality of votes on a given resolution, the Chair of the meeting does not have a casting vote in addition to the vote or votes to which the Chair may be entitled (as a Shareholder, proxy, attorney or duly appointed representative).

(c) Issues of further Shares

The Board may issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Board decides.

(d) Variation of Rights

The rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, and subject to the Listing Rules, be varied with the written consent of Shareholders with at least 75% of the votes in the class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(e) **Transfer of Shares**

Subject to the Constitution, the Corporations Act and ASX Listing Rules, Shares are freely transferable.

A Shareholder may transfer all or any of the Shareholder's Shares:

- (i) by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating transfers in shares, including a transfer that takes effect pursuant to the Settlement Operating Rules or some other computerised or electronic transfer process; or
- (ii) by a written instrument of transfer in any usual form or in any other form approved by either the Directors or ASX that is permitted by the Corporations Act.

The Directors may decline to register a transfer of Shares when permitted to do so under the ASX Listing Rules. The Directors must decline to register a transfer of Shares when required by law, by the ASX Listing Rules or by the ASX Settlement Operating Rules. If the Directors decline to register a transfer, the Company must, within 5 Business Days after the transfer was lodged with the Company, give the party lodging the transfer written notice of the refusal and the reasons for the refusal.

(f) **Dividends**

The Board may, from time to time, determine or declare that a dividend is payable, fix the amount and the time for payment and authorise the payment or crediting by the Company to, or at the direction of, each Shareholder entitled to that dividend. The Board may rescind or alter any such determination or declaration before payment is made.

All dividends are to be apportioned and paid proportionately to the amounts paid on the Shares during any portion of the period for which the dividend is paid, subject to any Share being issued on terms providing that it will rank for dividend as from a particular date.

(g) **Dividend reinvestment plan**

Subject to the requirements in the ASX Listing Rules, the Directors may implement and maintain dividend reinvestment plans (under which any Shareholder may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company).

(h) **Capitalisation of profits**

Subject to the ASX Listing Rules and any rights or restrictions attaching to any class of Shares, the Company may capitalise profits, reserves or other amounts available for distribution to members. Members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(i) **Winding-up**

Subject to the rights of holders of shares with special rights in a winding-up and the Corporations Act, if the Company is wound up all monies and property that are to be distributed among Shareholders on a winding-up, shall be distributed in proportion to the Shares held by them respectively.

(j) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(k) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and voting at the general meeting. In addition, at least 28 days' notice stating the resolution and specifying the intention to propose the resolution as a special resolution must be given.

(l) **Appointment and removal of Directors**

Subject to the terms of the Constitution, the Board may, at any time, appoint any person as a Director until the next annual general meeting of the Company, where the Director will be eligible for election by Shareholders.

A Director, other than the Managing Director, must not hold office without re-election past the third annual general meeting following the Director's appointment or last election or for more than 3 years, whichever is longer.

5 RISK FACTORS

An investment in Rimfire involves general risks associated with an investment in the share market. The price of Shares may rise or fall. There are also a number of risk factors, both specific to Rimfire and of a general nature, which may affect the future operating and financial performance of Rimfire and the value of an investment in Rimfire.

Before participating in the Cleansing Offer or making any investment in Rimfire, prospective investors should carefully consider this “Risk Factors” Section in this Cleansing Prospectus and carefully consider whether such an investment is suitable for you. Potential investors should consider publicly available information on Rimfire (such as that available on the Rimfire and ASX websites) and should consult a stockbroker, legal advisor, tax advisor, accountant and/or other professional advisors before making an investment decision.

The risks factors set out in this section have been formulated based on the risks inherent in Rimfire’s business model and risks associated with the Cleansing Offer. In preparing these risk factors, the Company has considered its current and proposed future operations as well as any areas in which Rimfire conducts business which poses a risk, including any remote risks.

5.1 Overview

This Section provides an overview of some of the risks relating to participation in the Cleansing Offer and key risks associated with any investment in the Company.

The risks set out below do not constitute an exhaustive list of all risks involved with an investment in Rimfire. The selection of risks in this Cleansing Prospectus is based on both the probability of the risk occurring and the impact of the risk if it did occur, based on the knowledge of the Directors as at the date of this Cleansing Prospectus.

This Section discusses the following key risks:

- (a) Company specific risks (refer to Section 5.2); and
- (b) general risks in relation to an investment in Rimfire Shares (refer to Section 5.3).

The risk factors in Sections 5.2 and 5.3 below, and others not specifically referred to in this Cleansing Prospectus may, in the future, materially affect the financial performance of Rimfire and the value of Rimfire’s securities.

The Company seeks to reduce risk to its business through appropriate management strategies, however, if any of the following risks materialise, the Company’s business, financial condition and operating results may be adversely impacted.

5.2 Company specific risks

(a) Future funding and profitability risks

The Company is involved in exploration for minerals in Australia, and continues to evaluate new project opportunities primarily in the critical minerals sector to complement and expand its existing project portfolio. The Company is in the growth stage of its development and is currently making losses and yet to generate meaningful revenues. The Company’s performance will be impacted by, among other things, the success of its exploration activities, economic conditions in the markets in which it operates, competition factors and any regulatory developments. Accordingly, the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.

In addition, the Company may require substantial additional financing in the future to sufficiently fund exploration commitments and its other longer-term objectives. As the

Company is still in the early stages of exploration development it has the ability to control the level of its operations and hence the level of its expenditure. However, the Company's ability to raise additional funds will be subject to factors including, cyclical factors affecting the economy and share markets generally and are likely beyond the control of the Company. If the Company requires access to further funding at any stage in the future, there can be no assurance that additional funds will be available either at all or on terms and conditions which are commercially acceptable to the Company. If for any reason the Company was unable to raise future funds, its ability to meet the exploration commitments and future development would be significantly affected.

The Directors regularly review the spending pattern and ability to raise additional funding to ensure the Company's ability to generate sufficient cash inflows to settle its creditors and other liabilities.

(b) Earn-in and joint venture operations risks

The Company participates in earn-ins which, if the earn-in partner meets its commitments, will crystallise into joint ventures. This is a common form of business arrangement designed to share risk and other costs, and until the joint venture is crystallised, the Company maintains management control. There are risks associated with the failure of the Company's earn-in partner to meet its obligations under an earn-in agreement, including failure to satisfy payment obligations and financing commitments. Where an earn-in partner does not comply with its obligations under an earn-in agreement, the relevant earn-in milestones may not be achieved, and the joint venture may not crystallise. This may result in an adverse impact on the Company's business and operations. The Company is currently involved in litigation in relation to the Company's termination of the Fifield Project Earn-in Agreement – refer to Section 6.1.

In circumstances where earn-in arrangements crystallise into joint ventures (in particular, joint venture operating agreements), the Company may not control the approval of work programs and budgets and a joint venture partner may vote to participate in certain activities without the approval of the Company. As a result, the Company may experience a dilution of its interest or may not gain the benefit of the activity, except at a significant cost penalty later in time. Failure to reach agreement on exploration, development and production activities may have a material impact on the Company's business.

Failure of the Company's joint venture partners to meet financial and other obligations may have an adverse impact on the Company's business. The Company is unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used the Company for any activity.

(c) Litigation risks

The Company is currently involved in litigation in relation to the Company's termination of the Fifield Project Earn-in Agreement – refer to Section 6.1.

In addition, the Company may be exposed to possible litigation risks including native title claims, tenure disputes, other disputes in relation to earn-in agreements or other contractual entitlements, environmental claims, occupational health and safety claims and employee claims (among other potential claims). Further, the Company may be involved in disputes with other parties now or in the future which may result in litigation or other forms of dispute resolution procedure. Any such claim or dispute if proven, may impact adversely on the operations, financial performance and financial position of the Company.

(d) **Metallurgical process risk**

Mineral recoveries are dependent on the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

- (i) identifying a metallurgical process through test work to produce a saleable metal;
- (ii) developing an economic process route to produce a metal; and
- (iii) any changes in mineralogy in the ore deposit, which can result in inconsistent metal recovery.

These factors may affect the production and commercialisation of the Broken Hill Cobalt Copper Project, Valley Project, East Cowal Copper Gold Project and the Melrose and Murga North Resources which could adversely impact financial performance and financial position.

(e) **Title and tenure**

The Company and its controlled entities hold participating interests in a number of exploration tenements across NSW, Australia. Interests in mining tenements in NSW, Australia are governed by state legislation and are evidenced by the granting of leases or licences. The Company's projects are in the exploration stage of development, and, in the future, the Company may be required to secure and maintain additional title for exploration and mining tenements necessary for the conduct of its exploration activities. There is no guarantee additional exploration or mining tenements will be granted. Applications for additional exploration or mining tenements are made by way of application to the relevant government department. There is no guarantee that any applications will be granted, other than in accordance with the applicable state or territory mining legislation. In addition, the relevant department may impose conditions on any tenements as applicable which may restrict or otherwise limit the Company's activities on the tenements.

(f) **Environmental and social risks**

The Company's operations and activities are subject to Australian environmental laws and regulations. As with most exploration projects and mining operations, the Company's activities (and proposed future activities) are expected to have an impact on the environment or cause exposure to hazardous materials, particularly if advanced exploration or mine development proceed. While the Company proposes to comply with applicable laws and regulations and conduct its programs in a responsible manner with regard to the environment, there is the risk that the Company may incur liability for any unforeseen breaches of these laws and regulations. The Company is unable to predict the effect of additional environmental laws and regulations which may be enforced or adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments which could have a material adverse effect on the Company's business, financial condition and performance. There is no guarantee the Company will not be subject to claims due to environmental damage arising out of current or former activities at sites that the Company owns or operates. The Company may also become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past activities for which it was not responsible. These could have an adverse effect on the Company's Share price.

(g) **Native title and aboriginal heritage**

It is possible that, in relation to tenements in which the Company has an interest or may acquire such an interest, there may be areas over which legitimate native title rights exist or which are subject to native title claims made under the *Native Title Act 1993* (Cth) or Aboriginal land claims made under the *Aboriginal Land Rights Act 1983* (NSW), or surface rights holders exist. In such circumstances, the ability of the Company to gain access to the tenements (through obtaining consent of any relevant traditional owner, body, group or landowner) or progress from the exploration phase to the development and mining phases of the operation, may be adversely affected. The Company's mineral titles may also be subject to access by third parties including, but not limited to, the areas' traditional owners which may lead to the Company entering into compensation arrangements or other agreements with traditional owners (including statutory rights to compensation under the Native Title Act. Considerable expense may be incurred in negotiating and resolving issues, including any compensation arrangements reached in settling native title claims lodged over any of the tenements held or acquired by the Company or its subsidiaries.

It is possible that areas containing sacred sites or sites of significance to Aboriginal people in accordance with their tradition that are protected under the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) exist on the Company's mining tenements. As a result, land within the tenements may be subject to restrictions on exploration, mining or other uses and/or significant approval hurdles may apply. There is a risk that the Company's operations require engagement and/or agreement with affected Aboriginal people, which may increase the timeframe and cost of developing its projects. Additionally, there is a risk that the disturbance of Aboriginal sites and objects on land the subject of the tenements and/or the Company's operations is likely to be an offence under the applicable legislation, exposing the Company to fines and other penalties.

(h) **Exploration risk**

The business of minerals exploration, project development and production, by its nature, is speculative and high-risk, and may be impeded by circumstances and factors beyond the control of the Company. There is no guarantee of success in this process. Exploration requires large amounts of expenditure over extended periods of time. Continuous success of activities is dependent on a number of factors, such as:

- (i) securing and maintaining title to mineral exploration projects and tenements;
- (ii) discovery and proving up, or acquiring, an economically recoverable resource or reserve;
- (iii) access to adequate capital throughout the acquisition/discovery and project development phases;
- (iv) obtaining required regulatory and development consents and approvals necessary for the acquisition, mineral exploitation, development, and production phases;
- (v) securing plant and equipment necessary for the acquisition/discovery and project development phases; and
- (vi) access to the necessary experienced operational management and staff, financial management including the availability and reliability of skilled contractors, consultants, and employees.

Even a combination of these factors and experience, knowledge and careful evaluation may not be able to overcome inherent risks associated with exploration activities. There can be no assurance that exploration on the Company's projects, or

any other exploration properties that may be acquired in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited. Exploration on the Company's existing tenements may be unsuccessful, resulting in a reduction of value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the tenements.

The Company is entirely dependent upon its projects, which are the sole potential source of future revenue, and any adverse development affecting these projects including for example the loss of tenure and/or further tenure not being granted (refer to "Title and Tenure risks") have a material adverse effect on the Group, its business, prospects, results of operations and financial condition. The Company's exploration activities will also be subject to all the hazards and risks normally encountered in the exploration of minerals, including climatic conditions, hazards of operating vehicles and plant, risks associated with operating in remote areas, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company. Conclusions drawn during exploration and development are subject to the uncertainties associated with all sampling techniques and to the risk of incorrect interpretation of geological, geochemical, geophysical, drilling and other data.

(i) **Access to land**

With respect to privately owned freehold or leasehold land, the Company may experience significant delays in gaining access to privately owned freehold or leasehold land which may be required for exploration or other operational activities of the Company. Delays may be caused by weather, deference to landholders' activities such as cropping, harvesting, calving and mustering, and other factors.

(j) **Approvals**

The Company requires government regulatory approvals for its operations. If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. Obtaining necessary approvals can be a costly and time-consuming process and there is no guarantee that the Company will be able to obtain all required approvals, licences and permits, in a timely manner, or at all. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

In addition, the costs and delays associated with obtaining necessary approvals and complying with approvals, licences and permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with its exploration and development intentions, including those previously outlined to the market, as well as any other future mining operations or developments.

(k) **Resource and reserve estimates**

The Company's Mineral Resource estimates are made in accordance with the 2012 edition of the JORC Code. Mineral Resource and Ore Reserve estimates are expressions of judgement based on knowledge, experience, resource modelling, and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available, or commodity prices change. In addition, by their very nature, Mineral Resource and Ore Reserve estimates are imprecise and depend to some extent on interpretation which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the Mineral Resource and Ore Reserve estimates may change.

Whilst the Company intends to undertake exploration activities with the aim of defining new Mineral Resources, there is no guarantee that the Company's exploration activities will result in the determination of a resource. Even if a Mineral Resource is identified, there is no guarantee that it can be converted to Ore Reserves or can be provided that the resource can be economically extracted or that material included in the Company's Ore Reserves estimates will be successfully produced. No assurances can be provided that the resource can be economically extracted.

There is no guarantee that the Company's exploration activities will result in the discovery of new material, or reclassification of material previously discovered, to be included in Mineral Resource and Ore Reserve estimates. In addition, changes in factors outside of the Company's control, such as adverse changes to long term forecasts of commodity prices, may result in an adverse change to the Company's Mineral Resource and Ore Reserve estimates.

As the Company obtains new information through additional drilling and analysis, the Mineral Resource and Ore Reserve estimates are likely to change. This may result in alterations to the exploration, development and production plans of the Company which may, in turn, positively or negatively affect the operations and financial position of the Company.

(l) Commodity prices

The Company's future prospects, and the Rimfire Share price will be influenced by the prices obtained for the mineral products ultimately produced. Prices for mineral products are volatile, fluctuate and are impacted by factors including the relationship between global supply and demand for minerals, forward selling by producers, costs of production, geopolitical factors (including trade tensions) and general global economic conditions. Prices for mineral products may also be affected by changing consumer trends. In addition, certain mineral commodities are not traded on recognised exchanges or otherwise extensively traded, which may result in opaque and potentially volatile trading with limited opportunities for validating pricing outcomes.

These factors may have an adverse effect on the Company's exploration and future production activities and any subsequent development and production activities, as well as its ability to fund its future activities.

(m) Reliance on key personnel

The Company's success depends on its key management personnel, as well as other management and technical personnel including those employed on a contractual basis. The loss of the services of such personnel or the reduced ability to recruit additional personnel could have an adverse effect on the performance of the Company. The Company maintains a mixture of permanent staff and expert consultants to advance its programs and ensure access to multiple skill sets. The Company, through the Remuneration and Nomination Committee (or in its absence, the Board) reviews remunerations to human resources regularly.

(n) Third party risks

There is no guarantee that the Company will be able to find suitable third-party providers and third-party collaborators to complete the exploration work. There is no guarantee that third parties will comply with their obligations under contracts with the Company. The Company is exposed to the risk that any of these parties can experience problems related to operations, financial strength or other issues, and collaborative agreements may be terminated by the Company or the Company's partners. The non-performance, suspension or termination of relevant agreements could adversely impact the progress or success of the Company's exploration efforts, financial condition and results of operations and/or cost increases.

(o) **IT system failure and cyber security risks**

The operations of the Company are supported by information technology systems, consisting of infrastructure, networks, applications and service providers. Any information technology system is potentially vulnerable to interruption and/or damage from a number of sources, including but not limited to computer viruses, cyber security attacks and other security breaches, power, systems, internet and data network failures, and natural disasters. The Company is committed to preventing and reducing cyber security risks. Information technology services are outsourced to a reputable third-party services provider. However, there is no guarantee the third-party service provider can prevent against any possible information technology system failures or cyber security risks. The impact of information technology systems interferences or disruption could include production downtime, operational delays, destruction or corruption of data, disclosure of sensitive information and data breaches, any of which could have a material impact on the business, operations, financial performance and/or financial position of the Company.

5.3 General risks

(a) **Securities market risks**

Securities listed on the stock market, including securities of mineral exploration companies, can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

The market price of Shares could fluctuate significantly based on a number of factors including operating performance and the performance of competitors and other similar companies, the public's reaction to press releases, other public announcements and filings with the various securities regulatory authorities, changes in earnings estimates or recommendations by research analysts who track Shares of the Company or the shares of other companies in the resource sector, changes in general economic conditions, the number of shares publicly traded in the Company and the arrival or departure of key personnel, acquisitions, strategic alliances or joint ventures involving the Company or its competitors.

In addition, the market price of Shares may be affected by many variables not directly related to their success and are therefore not within their control, including economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(b) **Occupational health and safety**

Exploration and development activities may expose Rimfire's staff and contractors to potentially dangerous working environments. Workplace incidents may occur for a number of reasons, including due to non-compliance with occupational health and safety legislation and regulations. If any the Company's staff or contractors suffer injury, illness or death, compensation payments or fines may be payable by the Company in certain circumstances and could result in the loss of a licence or permit required to carry on the Company's business. Such an incident may also have an adverse effect on the Company's business and reputation. Accordingly, any liabilities for workplace accidents could have an adverse impact on the Company's operations, financial performance and/or financial position.

It is not possible to anticipate the impact on the Company's business of any change to workplace health and safety legislation or directions necessitated by concern for the health of the workforce and may also have an adverse impact on the Company's operations, financial performance and/or financial position.

(c) **Insurance**

Exploration and development activities involve numerous risks which could result in damage to property, personal injury or death, environmental damage, delays in development, monetary losses and possible legal liability (including for indirect or consequential losses suffered by third parties). The Company maintains insurance coverage which is substantially consistent with exploration industry practice. However, in certain circumstances, the Company's insurance may not be available or of a nature of level to provide adequate insurance to cover all liability and potential risks. There is also no guarantee that such insurance or any future necessary coverage will be available to the Company at economically viable premiums (if at all).

The occurrence of an event that is not covered or fully covered by insurance may cause substantial delays to exploration activities and/or require significant capital outlays, which could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.

(d) **Force majeure**

The Company's current and future projects and operations, financial performance and/or financial position may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, pandemics (COVID-19), explosions or other catastrophes, epidemics or quarantine restrictions.

(e) **Climate change**

The impacts of climate change may affect Rimfire's operations and the markets in which Rimfire may sell its products through regulatory changes aimed at reducing the impact of, or addressing climate change, including reducing or limiting carbon emissions, technological advances and other market or economic responses (including increased capital and operating costs, including increased costs of inputs and raw materials). Climate change may also result in more extreme weather events and physical impacts on the Company's operations due to the Company's reliance on either fossil fuels or favourable weather events for generating energy for its exploration activities.

(f) **Economic risks**

Changes to general economic conditions and security market conditions, such as consumer spending, supply and demand for mineral products (including critical minerals), inflation and interest rates, foreign exchange rates, currency fluctuations, changes in investor sentiment toward particular market sectors, new legislation, national and international political circumstances (such as war, terrorist acts and industrial disruption), may have an adverse impact on the Company's operating and financial performance and may affect the value of the quoted securities of the Company regardless of their operating performance.

In response to changing economic conditions, the Company may dispose of operations, projects and investments at below market value. The Company may miss certain opportunities. Increasing demand for critical minerals may make acquisitions of operations and projects challenging. There may be geopolitical restraints on the jurisdictions and counterparties the Company works in and with.

(g) **Unknown risks**

Additional risks and uncertainties not currently known to the Company may also have a material adverse effect on the Company's financial and operational performance. The information set out in this Cleansing Prospectus regarding the risks does not purport to be, nor should it be considered as representing, an exhaustive list of the risks the Company faces.

6 ADDITIONAL INFORMATION

6.1 Litigation

On 26 September 2024, the Company announced to ASX (see Rimfire ASX announcement “*Termination of Fifield Project Earn-in Agreement and Funding Update*”) that it had terminated the Fifield Project Earn-In Agreement with GPR, and is considering its rights in relation to the Avondale Project Earn-in Agreement.

On 27 September 2024, the Company announced to ASX (see Rimfire ASX announcement “*Fifield Termination Update*”) the receipt of a letter from GPR, disputing the termination of the Fifield Project Earn-in Agreement.

On 3 October 2024, the Company announced to ASX (see Rimfire ASX announcement “*Fifield Termination Update*”):

- (a) the receipt of a dispute notice under the Fifield Earn-in Agreement, asserting that the Company’s notice of termination was invalid;
- (b) the application by GPR to the Supreme Court of Victoria for an order (among others) that Rimfire be prevented from acting on its termination of the Fifield Earn-in Agreement. The substantive hearing of that application will be on 16 October 2024; and
- (c) the Company has undertaken that it will not, until the conclusion of the hearing of the injunction on 16 October 2024:
 - (i) take any steps or action pursuant to or in reliance on the notice of termination; and
 - (ii) otherwise act as though the notice of termination was a valid notice of termination of the Fifield Project Earn-in Agreement.

The Company notes that further legal proceedings may eventuate separate from GPR’s current application to the Supreme Court of Victoria, if the steps required to be taken by GPR and the Company under the Fifield Earn-in Agreement in relation to GPR’s dispute notice do not resolve the dispute. Such a claim could include that the termination of the Fifield Project Earn-In Agreement is invalid. The timing and outcome of proceedings (if any) is uncertain.

Apart from the matters mentioned above, as at the date of this Cleansing Prospectus, the Company is not involved in any other legal proceedings and, other than as discussed above, the Directors are not aware of any other legal proceedings pending or threatened against the Company.

6.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations, including the preparation of annual and half yearly reports. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities. That information is available to the public at <https://www.rimfire.com.au/investor-center/ASX-Announcements>.

This Cleansing Prospectus is a “transaction specific prospectus” to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It

is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Cleansing Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a securities exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

There may be additional announcements Rimfire makes during the period of the Cleansing Offer. Therefore, it is prudent that you check whether any further announcements have been made by Rimfire before submitting an application. Announcements made by Rimfire can be found at: <https://www.rimfire.com.au/investor-center/ASX-Announcements>.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Cleansing Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the securities exchange conducted by ASX.

Information that is already in the public domain has not been reported in this Cleansing Prospectus other than that which is considered necessary to make this Cleansing Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Cleansing Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Cleansing Prospectus with ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Cleansing Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours or may be obtained from, or inspected at, an ASIC office.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Cleansing Prospectus with ASIC are set out in the table below.

Date	Title of Announcement
8 October 2024	Application for quotation of securities - RIM
4 October 2024	Drilling confirms high-grade Co & associated Cu at Bald Hill
3 October 2024	Fifield Termination Update
30 September 2024	Appendix 4G and Corporate Governance Statement

6.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the 3 months immediately preceding the date of lodgement of this Cleansing Prospectus with ASIC and the last dates of those respective sales were:

	Price	Date
Highest	\$0.082	2 September 2024
Lowest	\$0.028	12 July 2024
Last	\$0.058	9 October 2024

6.4 Interests of Directors

Other than as set out in this Cleansing Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Cleansing Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Cleansing Offer; or
- (c) the Cleansing Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Cleansing Offer.

6.5 Directors' Interests in securities

The relevant interest of each of the Directors in the securities of the Company as at the date of this Cleansing Prospectus is set out in the table below:

Director	Shares	Options
Ian McCubbing	34,666,669	15,000,000
David Hutton	3,155,666	30,000,000
Andrew Knox	21,222,915	10,000,000
Greg Keane ⁵	7,306,044	15,000,000

6.6 Remuneration of Directors

The following table shows the total annual remuneration paid to both executive and non-executive Directors in the financial years ended 30 June 2023 and 2024 respectively:

Director	Remuneration for year ended 30 June 2024 (\$)	Remuneration for year ended 30 June 2023 (\$)
Ian McCubbing	101,133	117,092
David Hutton	305,689	347,062
Andrew Knox	62,314	77,955
Greg Keane ⁶	246,143	195,891

Please refer to the Remuneration Report, which is contained on page 22 of the Company's Annual Report for the financial year ended 30 June 2024, for full details of the remuneration of the Company's Directors.

The Annual Report, which contains information about the experience of Directors and management, was lodged with ASX on 30 September 2024 and is available on the Company's website at <https://www.rimfire.com.au/investor-center/financial-reports>.

A hard copy of the Annual Report is also available free of charge by contacting the Company at its registered address or Greg Keane (Chief Financial Officer) on +61 497 805 918.

6.7 Interests of experts and advisers

Other than as set out below or elsewhere in this Cleansing Prospectus, no:

- (a) person named in this Cleansing Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Cleansing Prospectus; or
- (b) promoter of the Company;
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Cleansing Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Cleansing Prospectus with ASIC, any interest in:

⁵ Greg Keane is the Company's Chief Financial Officer and was also appointed as an Alternate Director to Ian McCubbing on 17 August 2022.

⁶ Refer to footnote 5.

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Cleansing Offer; or
- (f) the Cleansing Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Cleansing Offer.

6.8 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), the Directors, the persons named in the Cleansing Prospectus with their consent as proposed Directors, any underwriters, persons named in the Cleansing Prospectus with their consent having made a statement in the Cleansing Prospectus and persons involved in a contravention in relation to the Cleansing Prospectus, with regard to misleading and deceptive statements made in the Cleansing Prospectus. Although the Company bears primary responsibility for the Cleansing Prospectus, the other parties involved in the preparation of the Cleansing Prospectus can also be responsible for certain statements made in it.

Each of the Directors has given their written consent to being named in this Cleansing Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement with ASIC of this Cleansing Prospectus.

6.9 Estimated expenses of the Cleansing Offer

The total expenses of the Cleansing Offer are estimated to be approximately \$22,500 (excluding GST) comprising legal costs and other administrative expenses, including ASIC fees.

6.10 Taxation implications

The Directors do not consider it appropriate to provide advice to the invited investors regarding the taxation consequences of subscribing for Shares under the Cleansing Offer. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to the Applicant. As a result, any applicant for Shares under the Cleansing Offer should consult their professional tax adviser in connection with subscribing for Shares under the Cleansing Offer.

6.11 Not financial product advice

This Cleansing Prospectus is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. This Cleansing Prospectus does not constitute investment or financial product advice or any recommendation to acquire Shares and does not and will not form any part of any contract for the acquisition of Shares.

Each recipient of this Cleansing Prospectus should make their own enquiries and investigations regarding all information in this Cleansing Prospectus, including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of the Company and the impact that different future outcomes may have on the Company. This

Cleansing Prospectus has been prepared without taking account of any person's investment objectives, financial situation or particular needs.

Before making an investment decision, Shareholders should consider the appropriateness of the information having regard to their own objectives, financial situation and needs, make their own assessment of the information and seek advice appropriate to their jurisdiction in relation to the information and any action taken on the basis of the information. Any reference to, or explanations of legislation, regulatory issues or any other legal commentary (if any) are indicative only, and do not summarise all relevant issues and are not intended to be a full explanation of a particular matter. Rimfire is not licensed to provide financial product advice in respect of its Shares.

6.12 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

6.13 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates with respect to the Shares. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a holding statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Cleansing Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

6.14 Governing law

This Cleansing Prospectus and the Cleansing Offer and the contracts formed on acceptance of Applications made pursuant to the Cleansing Offer are governed by the law applicable in Western Australia, Australia. Each Shareholder who applies for Shares in the Company submits to the non-exclusive jurisdiction of the courts of that jurisdiction.

6.15 Information availability

Shareholders in Australia can obtain a copy of this Cleansing Prospectus during the period of the Cleansing Offer by calling the Company (Greg Keane, Chief Financial Officer) on +61 497 805 918 between 9.00am to 5.00pm (AEDT) Monday to Friday during the period of the Cleansing Offer.

Persons who access the electronic version of this Cleansing Prospectus should ensure that they download and read the entire Cleansing Prospectus.

Neither this Cleansing Prospectus nor the accompanying Application Form may be distributed to or relied upon by, persons in the United States or persons that are acting for the account or benefit of a person in the United States (to the extent such person holds Rimfire Shares and is acting for the account or benefit of a person in the United States), or otherwise distributed in the United States.

6.16 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Cleansing Offer that is not contained in this Cleansing Prospectus.

Any information or representation that is not in this Cleansing Prospectus may not be relied on as having been authorised by Rimfire, or its related bodies corporate, in connection with the Cleansing Offer. Except as required by law, and only to the extent so required, none of Rimfire, its directors, officers or employees or any other person, warrants or guarantees the future performance of Rimfire or any return on any investment made pursuant to this Cleansing Prospectus.

6.17 Withdrawal of the Cleansing Offer

Rimfire reserves the right to withdraw all or part of the Cleansing Offer and the information in this Cleansing Prospectus at any time, subject to applicable laws, in which case Rimfire will refund Application Monies in relation to Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Rimfire will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Rimfire.

6.18 Privacy Act

As a Shareholder, Rimfire and the Share Registry have already collected certain personal information from you. If you apply for Shares, Rimfire and the Share Registry may update that personal information or collect additional personal information for the purposes of:

- (a) processing your application and assessing your acceptance of the Shares;
- (b) servicing your needs as a Shareholder and providing facilities and services that you request; and
- (c) carrying out appropriate administration.

Company and tax laws require some of the information to be collected. If you do not provide your personal information, we may not be able to process your application.

Rimfire and the Share Registry may disclose this information for these purposes to its subsidiaries and relevant organisations involved in providing, managing or administering your product or service such as third party suppliers, other organisations, printers, posting services, call centres, and our advisors. Rimfire and the Share Registry may need to share some of your information with organisations outside Australia.

Where personal information is disclosed, Rimfire will seek to ensure that the information is held, used or disclosed consistently with the *Privacy Act 1988* (Cth) and any other applicable privacy laws and codes.

You can ask us to access information that we hold about you or to correct information we hold about you by writing to Rimfire through the Share Registry or see the Share Registry Privacy Policy at <https://www.computershare.com/au/privacy-policies>.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

7 DIRECTORS' AUTHORISATION

This Cleansing Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Cleansing Prospectus with ASIC.



Mr David James Hutton
Managing Director / CEO
For and on behalf of
RIMFIRE PACIFIC MINING LIMITED

8 GLOSSARY

ABN means Australian business number.

AEDT means Australian Eastern Daylight Time.

AWST means Australian Western Standard Time.

Application means an application made to subscribe for the Cleansing Offer.

Application Form means the application form either attached to or accompanying this Cleansing Prospectus.

Application Monies means the aggregate amount payable for the Cleansing Offer applied for in a duly completed Application Form.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

Avondale Project Earn-in Agreement means the earn-in and joint venture agreement with GPR in respect of the Avondale Project, referred to in the Company's ASX announcement "*RIM Secures \$7.5 million Avondale Farm Out*" dated 25 June 2021.

Board means the Directors, acting as a board.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Cleansing Prospectus means this document.

Closing Date means 5.00pm (AWST) on 14 October 2024 or such other date determined by the Company.

Company or **Rimfire** means Rimfire Pacific Mining Limited (ACN 006 911 744).

Constitution means the constitution of the Company as at the date of this Cleansing Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company as at the date of this Cleansing Prospectus.

Fifield Earn-in Agreement means the subscription, earn-in and joint venture agreement with GPR in respect of the Fifield Project, referred to in the Company's ASX announcement "*Rimfire Enters into \$4.5million Earn-in Agreement*" dated 4 May 2020.

GPR means Golden Plains Resources Pty Ltd (ACN 636 974 108).

JORC Code means the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Official Quotation means official quotation on ASX.

Opening Date means 11 October 2024.

Register means the register of Rimfire Shareholders maintained by the Share Registry.

Section means a section of this Cleansing Prospectus.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

Shareholder means a registered holder of a Share.

9 CORPORATE DIRECTORY

Directors	Ian McCubbing (Non-Executive Chairman) David Hutton (Managing Director and CEO) Andrew Knox (Non-Executive Director) Greg Keane (Alternate Director to Ian McCubbing)
Company Secretary	Stefan Ross
Registered Office	Suite 142, 1 Queens Road Melbourne VIC 3004 Telephone: +61 3 9620 5866
Share Registry*	Computershare Investor Services Pty Limited Yarra Falls 452 Johnston St Abbotsford VIC 3067 Telephone: 1300 850 505 (within Australia) Overseas: + 61 3 9415 5000
Investor Enquiries	Attention: Greg Keane Email: rimfire@rimfire.com.au Telephone: +61 497 805 918
Stock Exchange Listing	Australian Securities Exchange Home Exchange – Melbourne ASX Code: RIM
Email	rimfire@rimfire.com.au
Website	https://www.rimfireresources.com.au/

* Computershare Investor Services Pty Ltd is included for information purposes only. It has not been involved in the preparation of the Cleansing Prospectus and has not consented to being named in the Cleansing Prospectus.