Rimfire Pacific Mining NL
ABN 59 006 911 744

Prospectus

A non-renounceable rights issue to existing shareholders of three (3) New Shares at an issue price of 2.5 cents each for every five (5) Shares held to raise up to approximately $891,910 before costs of the Offer together with one (1) Attaching Option for each New Share allotted exercisable at 8 cents on or before 30 September 2006.

Underwriter

DataTech Financial Services Pty Ltd ACN 091 233 439

CONTENTS

It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance.

A number of terms and abbreviations used in this Prospectus have defined meanings, which are explained in the Glossary.

Money as expressed in this Prospectus is in Australian dollars or else as indicated.

Key Dates for Investors

Record Date for determining entitlements under the Issue:	29 September 2003
Offer Opens:	2 October 2003
Offer Expected to Close:	31 October 2003
Trading of New Shares and Options on the ASX expected to commence:	3 November 2003
Expected Date for Despatch of New Share and Attaching Option holding statements:	14 November 2003

Offer Statistics

Number of New Shares to be Issued:	35,676,394
Issue Price:	2.5 cents

All dates are subject to change and accordingly are indicative only. In particular, the Company and the Underwriter have the right to vary the dates of the Offer, without prior notice. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible.

How to Accept Entitlement to New Shares

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is attached to this Prospectus in accordance with the instructions set out below and on the Entitlement and Acceptance Form.

This Prospectus is available in electronic form on the Internet at www.rimfire.com.au. If you wish to obtain a free copy of this Prospectus, please contact the Company on (07) 3211 7177.

Important Notice

This Prospectus is dated 18 September 2003 and was lodged with the Australian Securities and Investments Commission ("ASIC") on that date. Neither the ASIC nor Australian Stock Exchange Limited ("ASX") take any responsibility for the contents of this Prospectus. No securities will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

The Company has not made investigation as to the regulatory requirements that may prevail in the countries, outside of Australia, in which the Company's Shareholders may reside. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

No person named in this Prospectus, nor any other person, guarantees the performance of Rimfire, the repayment of capital or the payment of a return on the New Shares.

Please read this document carefully before you make a decision to invest. An investment in the Company has specific risks which you should consider before making a decision to invest.

CHAIRMAN'S LETTER

18 September 2003

Dear Shareholder,

On behalf of the Directors I am pleased to invite you to take up your entitlement to new ordinary fully paid shares ("New Shares") and attaching options to subscribe for ordinary shares in Rimfire Pacific Mining N.L. ("the Issue").

Rimfire is making a non-renounceable rights issue of three (3) ordinary New Shares at 2.5 cents per share for every five (5) ordinary shares held, to raise up to $891,910.

Every New Share has one (1) attaching option to subscribe for one ordinary share in the Company exercisable at 8 cents per share on or before 30 September 2006 ("Attaching Option").

The last twelve months have not been the easiest twelve months for junior explorers - a sharp reminder that one cannot take for granted a stable business environment and stable capital raising conditions.

Despite these difficult market conditions and against a poor market environment I am pleased to report that even with limited resources, Rimfire has managed to continue its exploration activities, albeit at a reduced rate. Over the last twelve months we reduced our tenement holdings to focus our exploration activities on our two main areas of interest namely the Fifield Platinum Project and the Bingara Diamond Project.

If you followed the Company's announcements you would have seen that the results from our exploration activities have been exciting and very encouraging. Highlights have included:

- Recovery of five diamonds and numerous diamond indicator garnets in samples taken from the Bingara Diamond Project;
- Commissioning of a Consultant's report on the Fifield Platinum Project which indicated a high prospectivity for significant platiniferous dunite pipes in the Company's areas;
- Positive platinum drill results from the Avondale and Kars prospects on the Company's areas; and
- Pegging a new Exploration Licence Application covering the platinum mineralised Hylea ultramafic north of Fifield where previous drilling indicates platinum mineralisation.

A summary of the results to date are set out in more details in the following pages.

The funds raised by this issue will enable the Company to intensify its activities on the highly prospective Fifield Platinum and Bingara Diamonds Projects.

The Directors intend to take up their entitlement to New Shares.

The Offer is open from 2 October 2003 and is due to close on 31 October 2003. Please read the Prospectus carefully before deciding whether or not to invest. If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional advisor.

On behalf of the Directors, I commend this investment to you.

Yours sincerely,

Norbert Calabro
Chairman

1. INVESTMENT SUMMARY

The information set out in this section is not intended to be comprehensive and should be read in conjunction with the full text of this Prospectus.

1.1 The Offer

This Prospectus is for the non-renounceable rights issue of approximately 35.7 million New Shares at an issue price of 2.5 cents, on the basis of three (3) New Shares for every five (5) Shares held by Shareholders as at the Record Date of 29 September 2003, together with one (1) Attaching Option exercisable at 8 cents each on or before 30 September 2006.

The Company intends to apply for listing of the New Shares and the Attaching Options on the ASX as soon as practicable following their allotment.

1.2 Minimum Subscription

There is no minimum subscription to the Issue.

1.3 New Share Terms

Each New Share will rank equally with all existing Shares then on issue.

1.4 Acceptance of Entitlement to New Shares

Number of New Shares and Attaching Options to which each Shareholder is entitled is shown on the Entitlement and Acceptance Form accompanying this Prospectus. This Prospectus is for the information of Shareholders who are entitled and may wish to apply for the New Shares and the Attaching Options. Fractional entitlements will be rounded up.

Entitlements to New Shares and Attaching Options can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is attached to this Prospectus in accordance with the instructions set out below and on the Entitlement and Acceptance Form.

1.5 Additional Shares

Each Shareholder on the Record Date may apply for additional New Shares ("**Additional Shares**"), in addition to their Entitlement, at an issue price of 2.5 cents per New Share. In the event that there is a Shortfall in subscriptions under the Issue, the Directors reserve the right to allocate any Shortfall of New Shares to subscribers for Additional Shares at their absolute discretion. The Company may reject any application for Additional Shares or allocate fewer New Shares than applied for by subscribers for Additional Shares. The Additional Shares will also have Attaching Options.

The ability for the Company to issue Additional Shares is dependant upon the extent of any Shortfall to the Issue. Applications for Additional Shares must be made in the Additional Shares section on the Entitlement and Acceptance Form accompanying this Prospectus.

In the event that there is a Shortfall in subscriptions (including any shortfall existing after taking into account applications for Additional Shares) under the Issue, the Directors reserve the right, as contemplated within the Listing Rules, to allocate any shortfall of New Shares (and corresponding Attaching Options) in their discretion so as to ensure a maximum amount of funds are raised.

1.6 Purpose of the Issue

The Directors intend to apply the proceeds from the Issue to fund the Company's continuing exploration activities mainly at the Fifield Platinum Project and the Bingara Diamond Project.

To enable the Company to continue its exploration activities additional funding is required and is proposed to be allocated, upon successful completion of the Issue in the following manner:

Proposed Use of Funds	$
Exploration activities	
Fifield Platinum Project	385,000
Bingara Diamond Project	290,000
Many Peaks – regional exploration	30,000
Currabubula – regional exploration	30,000
Costs of issue	85,000
Working capital	71,910
Total	**891,910**

However, in the event that circumstances change or other better opportunities arise the Directors' reserve the right to vary the proposed uses to maximise the benefit to Shareholders.

1.7 Underwriting

The Issue is fully underwritten by DataTech Financial Services Pty Ltd.

Details of the Underwriting Agreement are set forth more particularly in Section 6.5 of this Prospectus.

2. DETAILS OF THE OFFER

2.1 Offer to Shareholders

The Directors of Rimfire have approved a non-renounceable rights issue of approximately 35.7 million New Shares at 2.5 cents ($0.025) per New Share to raise approximately $891,910 (before expenses associated with the Issue are paid) together with one (1) Attaching Option for each New Share allotted exercisable at 8 cents each on or before 30 September 2006. Shareholders of Rimfire are entitled to subscribe for three (3) New Shares for every five (5) Shares held. Only those Shareholders shown on the share register at 5.00pm (Brisbane time) on the Record Date will be entitled to participate in the Issue.

When fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

2.2 Important Dates

Record Date for the Offer	29 September 2003 at 5.00 pm AEST
Opening Date of Offer	2 October 2003 at 9:00am AEST
Closing Date of Offer	31 October 2003 at 5:00pm AEST
Expected date for commencement of trading of New Shares and Attaching Options on ASX	3 November 2003
Expected date of despatch of New Shares and Attaching Options holding statements	14 November 2003

The dates set out in this table are subject to change and are indicative only. The Company, in consultation with the Underwriter, reserves the right to alter this timetable at any time.

2.3 Additional Shares

Each Shareholder on the Record Date may apply for Additional Shares, in addition to their Entitlement, at an issue price of 2.5 cents per share. In the event that there is a Shortfall in the subscriptions under the Issue, the Directors reserve the right to allocate any Shortfall of New Shares to subscribers for Additional Shares at their absolute discretion. The Company may reject any application for Additional Shares or allocate fewer New Shares than applied for by subscribers for Additional Shares. The Additional Shares will also have Attaching Options.

Applications for Additional Shares must be made in the Additional Shares section on the Entitlement and Acceptance Form accompanying this Prospectus.

2.4 Placement of Shortfall

In the event that there is a Shortfall in subscriptions (including any Shortfall existing after taking into account applications for Additional Shares under Section 2.3 of this Prospectus) under the Issue, the Directors reserve the right, as contemplated within the Listing Rules, to allocate any Shortfall of Additional Shares (and Attaching Options) in their discretion so as to ensure a maximum amount of funds are raised.

2.5 Exposure Period

No Acceptances can or will be processed until after the period of 7 days from the date of lodgement of the Prospectus with the ASIC or if that period is extended by the ASIC by notice in writing, 14 days from the date of lodgement ("**Exposure Period**"). No preference will be conferred on Acceptances received during the Exposure Period.

The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds.

Examination during the Exposure Period may result in the identification of deficiencies in this Prospectus and in those circumstances, any Acceptances that have been received may need to be dealt with in accordance with Section 724 of the Corporations Act.

2.6 How to Accept Your Entitlement

Shareholders may accept their Entitlement either in whole or in part.

The number of New Shares and Attaching Options to which Shareholders are entitled to is shown on the Entitlement and Acceptance Form which accompanies this Prospectus.

If Shareholders take no action in respect of their Entitlement they will have no right to subscribe for the New Shares pursuant to this Offer.

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is attached to this Prospectus in accordance with the instructions set out on the Entitlement and Acceptance Form and forwarding the completed Form together with your cheque or bank draft for the full amount payable so as to reach the Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date.

The Issue Price of 2.5 cents per New Share is payable in full on acceptance of part or all of your Entitlement.

Cheques should be in Australian currency and made payable to "Rimfire Pacific Mining NL - Entitlement Offer" and crossed "not negotiable". No brokerage or handling fees are payable by the Applicant for New Shares offered by this Prospectus. Completed Forms and accompanying cheques should be lodged at or forwarded to the following address:

Rimfire Pacific Mining NL c/- Computershare Investor Services Pty Ltd Reply Paid 523 Brisbane Qld 4001	**OR**	Rimfire Pacific Mining NL c/- Computershare Investor Services Pty Ltd Central Plaza One Level 27 345 Queen Street Brisbane Qld 4001

No brokerage or stamp duty is payable by Applicants in respect of their applications for New Shares under this Prospectus. The amount payable on acceptance will not vary during the period of the Offer and no further amount is payable on allotment. Acceptance Monies will be held in trust in a subscription account until allotment of the New Shares and Options. The subscription account will be established and kept by Rimfire on behalf of the Applicants. Any interest earned on the Acceptance Monies will be retained by the Company irrespective of whether allotment takes place.

2.7 Allotment and Allocation Policy

Rimfire will proceed to allocate New Shares and Options as soon as possible after the Closing Date and receiving ASX permission for official quotation of the New Shares and Attaching Options.

In the case that there is less than full subscription by Shareholders to their Entitlements under this Prospectus, the Directors reserve the right to issue any Shortfall at their discretion.

Successful Applicants will be notified in writing of the number of New Shares and Attaching Options allocated to them as soon as possible following the allocation being made.

It is the responsibility of Applicants to confirm the number of New Shares and Attaching Options allocated to them prior to trading in New Shares or the Attaching Options. Applicants who sell New Shares or Options before they receive notice of the number of New Shares allocated to them do so at their own risk. No New Shares or Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus.

2.8 ASX Listing

Within seven (7) Business Days after the date of issue of the Prospectus, Rimfire intends to apply for the listing and quotation of the New Shares on the ASX. If granted, quotation of the New Shares and Attaching Options will commence as soon as practicable after allotment of the New Shares and Attaching Options to Applicants. It is the responsibility of the Applicants to determine their allocation of New Shares prior to trading.

Should the New Shares and Attaching Options not be granted official quotation on the ASX within three (3) months after the date of this Prospectus, none of the New Shares offered or Attaching Options under this Prospectus will be issued and all acceptance money will be refunded without interest to Applicants within the time prescribed by the Corporations Act.

2.9 Investment Risks

Investors should carefully read the section on Risk Factors outlined in Section 5. An investment of this kind involves a number of risks, a number of which are specific to Rimfire and the industry in which it operates.

2.10 CHESS

Rimfire will apply to the ASX for the New Shares and Attaching Options to participate in the Securities Clearing House Electronic Subregister System known as CHESS. CHESS is operated by the ASX's Securities Clearing House ("SCH") in accordance with the ASX Listing Rules and the SCH Business Rules. After allotment of the New Shares and Attaching Options, those who are issuer sponsored holders will receive an issuer sponsored statement and those who are CHESS holders will receive an allotment advice.

The CHESS statements, which are similar in style to bank account statements, will set out the number of New Shares and Options allotted to each successful applicant pursuant to this Prospectus. The statement will also advise holders of their holder identification number. Further statements will be provided to holders which reflect any changes in their holding in Rimfire during a particular month.

2.11 No rights trading

Entitlements to New Shares pursuant to the Issue are non-renounceable and accordingly will not be traded on the ASX.

2.12 Minimum Subscription

There is no minimum subscription to the Issue.

2.13 Underwriting

The Issue is fully underwritten by DataTech Financial Services Pty Ltd.

Details of the Underwriting Agreement are set forth more particularly in Section 6.5 of this Prospectus.

2.14 Optionholders

Optionholders will not be entitled to participate in the Issue unless they:

(a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and

(b) participate in the Issue as a result of being a holder of Shares registered on the share register at 5.00pm (Brisbane time) on the Record Date.

If all entitled Optionholders elect to exercise their Options prior to the Record Date to participate in the Issue, a further 8,030,635 (approximately) New Shares and Attaching Options may be issued under this Prospectus.

2.15 Overseas Shareholders

The Company has not made investigations as to the regulatory requirements that may prevail in the countries, outside of Australia, in which the Company's Shareholders reside.

The distribution of this Prospectus in places outside of Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with those restrictions may violate applicable securities laws.

2.16 Electronic Prospectus

An electronic version of this Prospectus is available on the Internet at www.rimfire.com.au.

The Entitlement and Acceptance Form may only be distributed attached to a complete and unaltered copy of the Prospectus. The Company will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Entitlement and Acceptance Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the Issue period the electronic version of the Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus ought immediately request a paper copy of the Prospectus directly from the Company or a financial adviser.

3. RIMFIRE AND ITS OPERATIONS

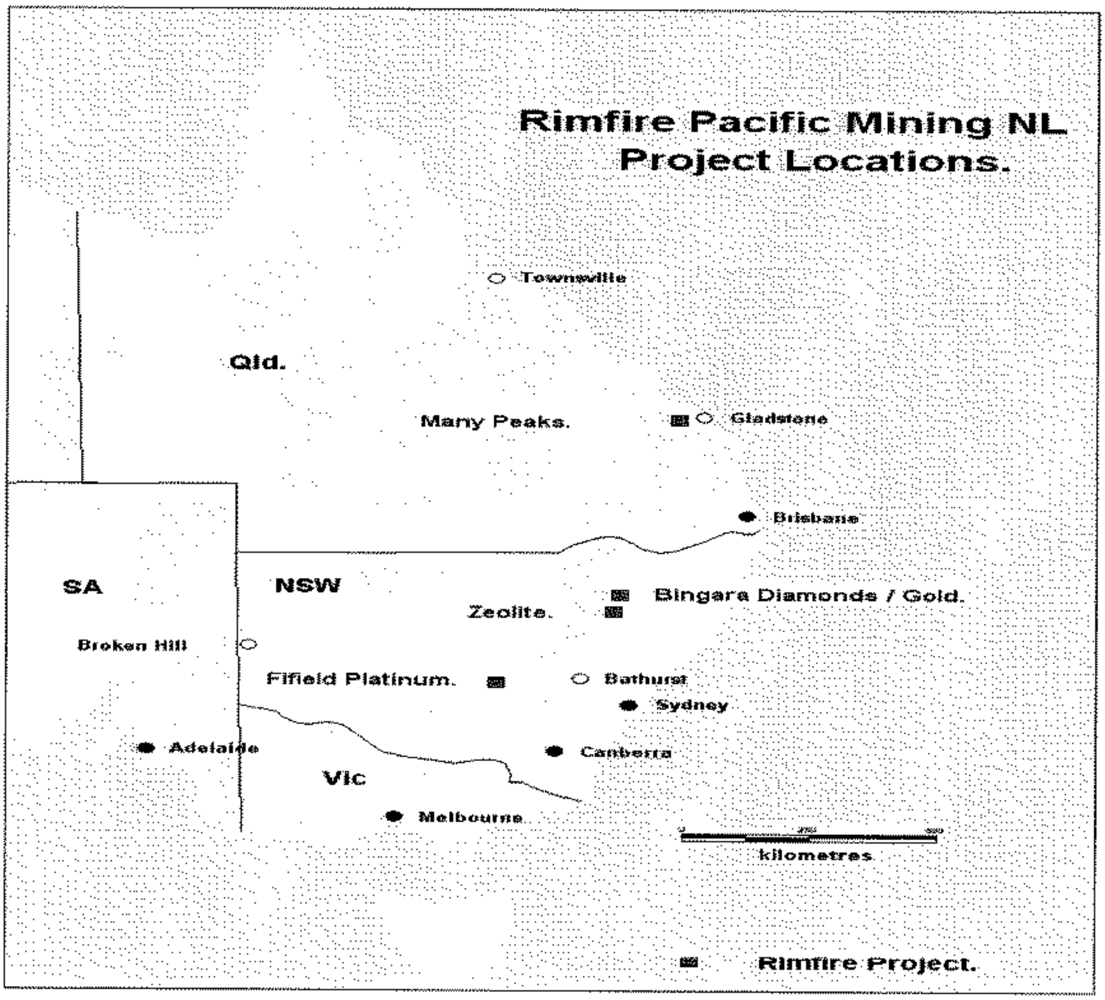
[NB: The meaning of abbreviations used in this section is set out in Section 7 of this Prospectus.]

3.1 Rimfire's Projects

The purpose for which the funds to be raised under this Prospectus are to be directed is to advance exploration operations of Rimfire's diamond interests in northern New South Wales, namely the Bingara Diamond Project and Fifield Platinum Project.

The map set out below indicates the location of the various projects and tenant interest of Rimfire including, the Bingara Diamond Project and Fifield Platinum Project. While the Directors intend to maintain their other holdings in good standing, which may necessarily involve the expenditure of some Company funds, the Bingara Diamond Project and Fifield Platinum Project will be the principal focus of its exploration activities.

Location of Rimfire's Projects



3.2 Overview of Recent Operations

Rimfire has recently concentrated its exploration on the **Bingara Diamond Project** and the **Fifield Platinum Project.**

Exploration highlights during the financial year ended 30 June 2003 have included:

- the recovery in samples of five diamonds and numerous diamond indicator garnets from the Bingara Diamond Project;
- the commissioning of a consultants report on the Fifield Platinum Project which indicated a high prospectivity for bonanza grade platiniferous dunite pipes in Rimfire's exploration licence areas;
- positive platinum drill results from the Avondale and Kars Prospects at Fifield; and
- pegging a new Exploration Licence Application covering the platinum mineralised Hylea ultramafic north of Fifield where previous drilling indicates platinum mineralisation.

A summary of Rimfire's exploration results to date are set out in Section 3.4 below. In particular reference is made to the results of preliminary drilling at the Kars and Avondale Prospects in the Fifield Platinum Prospect overview.

During 2002 and the first half of 2003 the Company reduced its tenement holdings with an objective to focus on exploration activities over the Fifield Platinum Project and Bingara Diamond Project in New South Wales.

The Company also holds tenure over the **Many Peaks Project**, an historic copper – gold mine with existing resources, the **Peel Fault Gold Project** which contains a small gold resource and the **Currabubula Zeolite Project** which has a drill tested zone of high grade clinoptilolite – a marketable zeolite species.

3.3 Summary of Proposed Exploration Activities

The Board, pleased with the results obtained from its current exploration activities, has resolved to intensify its activities both at Fifield and Bingara.

Over the next few months the Company proposes to carry out the following work:

Proposed Use of Funds	$
Fifield Platinum Project	
Aircore drilling – Avondale & Hylea (4000 metres)	150,000
Infill R.C. drilling programme (2000 metres)	130,000
District exploration	60,000
Petrology & Metallurgy	45,000
Total Proposed Expenditure on the Fifield Platinum Project	**385,000**

Bingara Diamond Project	
R.C. drilling at Nareena (2000 metres)	120,000
Sample processing and petrology	60,000
Bulk sampling (5 sites)	5,000
Regional exploration	35,000
Total Proposed Expenditure on the Bingara Diamond Project	**290,000**
TOTAL PROPOSED EXPENDITURE	**675,000**

3.4 Project Description

The funds to be raised under this issue are to be advanced to Rimfire's diamond projects located in northern New South Wales, namely the Fifield Platinum Project and the Bingara Diamond Project.

Set out below is a summary of these Projects and the results of recent exploration activities by Rimfire in those areas.

Project:	**Fifield Platinum**	
Objective:	Economic platinum deposits.	
Tenure:	EL 5534	40 units (120 km^2).
	EL 5565	18units (54 km^2)
	ELA 2047	100 units (300 km$^{2)}$
Holder:	Rimfire Pacific Mining NL Black Range Minerals NL	100% Platinum rights. 80% Nickel – Cobalt rights.
Location:	Central western NSW. Approximately 100 km west of Parkes and 400 km north west of Sydney.	

Rimfire hold two exploration licences and one licence application in the Fifield Platinum Province covering 474 km^2 . The tenements cover several platinum mineralised Alaskan type ultramafic bodies in the Fifield Platinum Province including the only historically mined alluvial platinum deposits in Australia.

The platinum + gold alluvials at Fifield were discovered in 1887 and worked from 1893 periodically to the 1960's with a brief revival on the Platina lead during the 1990's.

The historic production figures are not necessarily reliable with reported production put at 20,000 oz Pt and 6200 oz Au. The majority (15,370 oz Pt & 4000 oz Au) are mined from the Platina Lead.

A consultants report commissioned by Rimfire identifies the source of the alluvial platinum as small platiniferous dunite pipes of high grade.

Rimfire have conducted drill testing of target rock types at the Platina, Avondale and Kars Prospects with positive platinum results at Kars and Avondale with intercepts from the first drill programme including:

Kars Prospect

18m @ .08 g/t Pt	**including 4m @ 1.6 g/t Pt from 42m**
16m @ 0.9 g/y Pt	**including 2m @ 3.4 g/t Pt from 66m in RC02K02**
3m @ 0.8 g/t Pt	**including 2m @ 1.1 g/t Pt from 114m in RC02K04**
4m @ .08 g/t Pt	**including 2m @ 1.1 g/t Pt from 4m in RC02K09**

Avondale Prospect

20m @ 0.8 g/t Pt	**including 2m @ 1.3 g/t Pt from 48m**
6m @ 0.7 g/t Pt	**from 26m in RC02A04.**
12m @ 0.6 g/t Pt	**including 2m @ 1.2 g/t Pt from 10m in RC02A05.**

Follow up air core drilling at Avondale was completed in May 2003 with 43 holes (Number 7 to Number 49 inclusive) drilled for 1735m which reported further encouraging results including:

A08	**28m @ 0.3 g/t Pt from 32m including 4m @ 0.7 g/t Pt.**
A23	**20m @ 0.4 g/t Pt from 7m.**
A25	**20m @ 0.4 g/t Pt from 11m including 4m @ 0.9 g/t Pt.**
A27	**16m @ 0.4 g/t Pt from 22m including 12m @ 0.5 g/t Pt.**

In total 22 holes were drilled into the eastern zone of the Avondale ultramafic with only 5 holes reporting less than 0.1 g/t Pt. Scout drilling through the remainder of the ultramafic body indicates significant mineralisation is restricted to the dunite and pyroxenite on the eastern margin of the intrusive.

Metallurgical work is currently being undertaken on platinum recovery by both conventional gravity and leach techniques.

ELA 2047

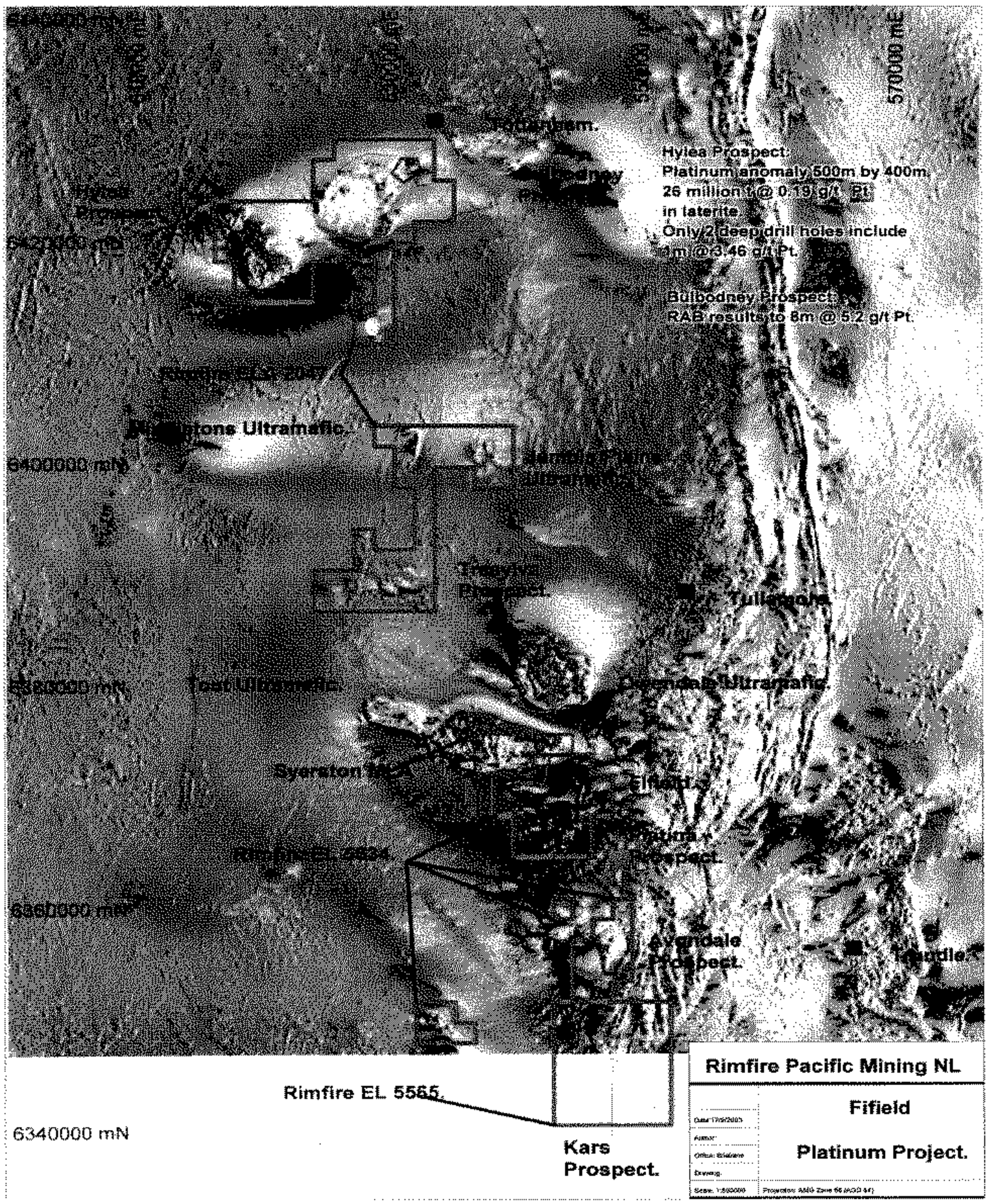
Rimfire reached agreement with Black Range Minerals NL during 2002 to peg several prospective platinum targets to the north of Fifield which were covered in part by Black Range licences.

This new EL Application 2047 covers the Bulbodney and Hylea intrusives both of which have been demonstrated to be platinum mineralised by previous explorers. It also covers several smaller ultramafic bodies.

Previous exploration over the Hylea ultramafic indicates platinum mineralisation over a broad area. RAB drilling at Tiger Creek in the Hylea intrusive by previous explorers outlined an ovoid shaped area of +0.2 g/t Pt in laterites some 700m by 500m Several 3m RAB intersections exceeded 1g/t Pt with one exceeding 2 g/t Pt.

Based on the open file data and using a 0.25g/t cut-off the prospect has the potential to contain **4.0 mt @ 0.46 g/t Pt** for a contained estimate of **60 600oz Pt** . Further drilling is required to extensively test this mineralisation for the purpose of defining the laterite resource and targeting high grade hardrock mineralisation potential at depth.

Fifield Project Area



Project: Bingara Diamonds.

Objective:	Diamonds – entrained in basaltic diatremes.
Tenure:	EL 5880 20 units. ELA 1942. 148 units. Note that prior tenements have been relinquished into ELA 1942.
Holder:	Rimfire Pacific Mining NL.
Location:	100 km north of Tamworth, N.S.W.

Rimfire is exploring for primary diamond deposits associated with basaltic diatremes in the Bingara area of northern New South Wales. To date exploration has resulted in the recovery of five diamonds and numerous indicator minerals.

Diamonds have been mined from alluvial deposits in the Bingara – Copeton area since 1872 with the source remaining undiscovered. Production figures are uncertain with informed estimates by the NSW Department of Mineral Resources at around 500,000 ct. The stones are of a high quality with a parcel of stones submitted from the 1995 bulk sampling at the Monte Christo alluvials independently valued as 98% gem quality.

The large number and high quality of the Bingara diamonds make the source of these a highly attractive exploration target. Previous explorers have included De Beers (Stockdale), CRA and BHP. However, without an understanding of the non-kimberlitic origin of the diamonds or high resolution airborne magnetics, the task was insurmountable. The New South Wales Government recently funded a detailed airborne magnetics programme over the region under the Discovery 2000 initiative. This data, combined with the newly developed model, enable Rimfire to target several pipe like features in the region.

Geologists at the Department of Mineral Resources have conducted extensive research into the nature, and ultimately the origin of the eastern Australian diamonds. The result of this work was the proposal of the ES subduction model for diamonds in eastern Australia. The model proposes that diamonds are formed in a cool subducting slab at shallow depths of 80 – 100 km and brought to the surface in basaltic pipes.

Research into the eastern Australian diamonds has concluded that the Bingara-Copeton diamonds are of a local provenance.
At Penarie, 300 km to the west of Bingara drilling by RTZ recovered 3 diamonds from a basaltic diatreme which confirms that in eastern Australia basaltic diatremes are a source rock for diamonds.

Rimfire have recovered indicator minerals (garnets) and diamonds in the project area from the Tom & Jerry, Trevallyn, Glenidle and Braemar Prospects. These garnets are non-crustal having less than 22 wt % Fe + Mn and have elevated Na content of > 0.07 wt %. These are associated with diamond deposits world wide and indicate a metamorphic paragenesis which has entered the diamond stability field.

Rimfire have recovered diamonds in drainages at Tom & Jerry, Trevallyn and from Five Mile Creek prospect areas.

Exploration to date has entailed:

(a) The collection of 118 stream sediment samples of approximately 100 kg which have been sent to laboratories in Perth for processing. Concentrates have been forwarded for selection of indicator mineral grains, co-ordinating microprobe analysis at Macquarie University and analysis and interpretation of results.

(b) High resolution ground magnetics have been collected over the Nareena pipe and high resolution airborne magnetics and radiometrics collected over the Tom & Jerry, Trevallyn and Minty prospect areas which are within the project area.

(c) One diamond of 0.265 ct has been recovered in bulk sampling of a drainage (Murro Mian Creek). Follow up bulk sampling at this site and 5 other sites at Tom & Jerry have failed to recover further diamonds.

(d) One diamond of 0.271 ct has been recovered in a bulk sample from the drainage below the Trevallyn pipe.

(e) Three diamonds of 0.005, 0.002 and 0.002 ct respectively have been recovered from a bulk sample from Five Mile Creek. This creek drains in part Rimfire's ground. The headwaters of the creek drain an area outside Rimfire's ground which holds workings historically reputed to be diamond workings. No other exploration companies have recovered diamonds from this Creek.

These are the only near micro or micro diamonds recovered in the region and from this it is inferred that the diamonds are proximal to the host diatreme. The closest identified pipe is the large, multi-phase Nareena pipe to the south of the sample area.

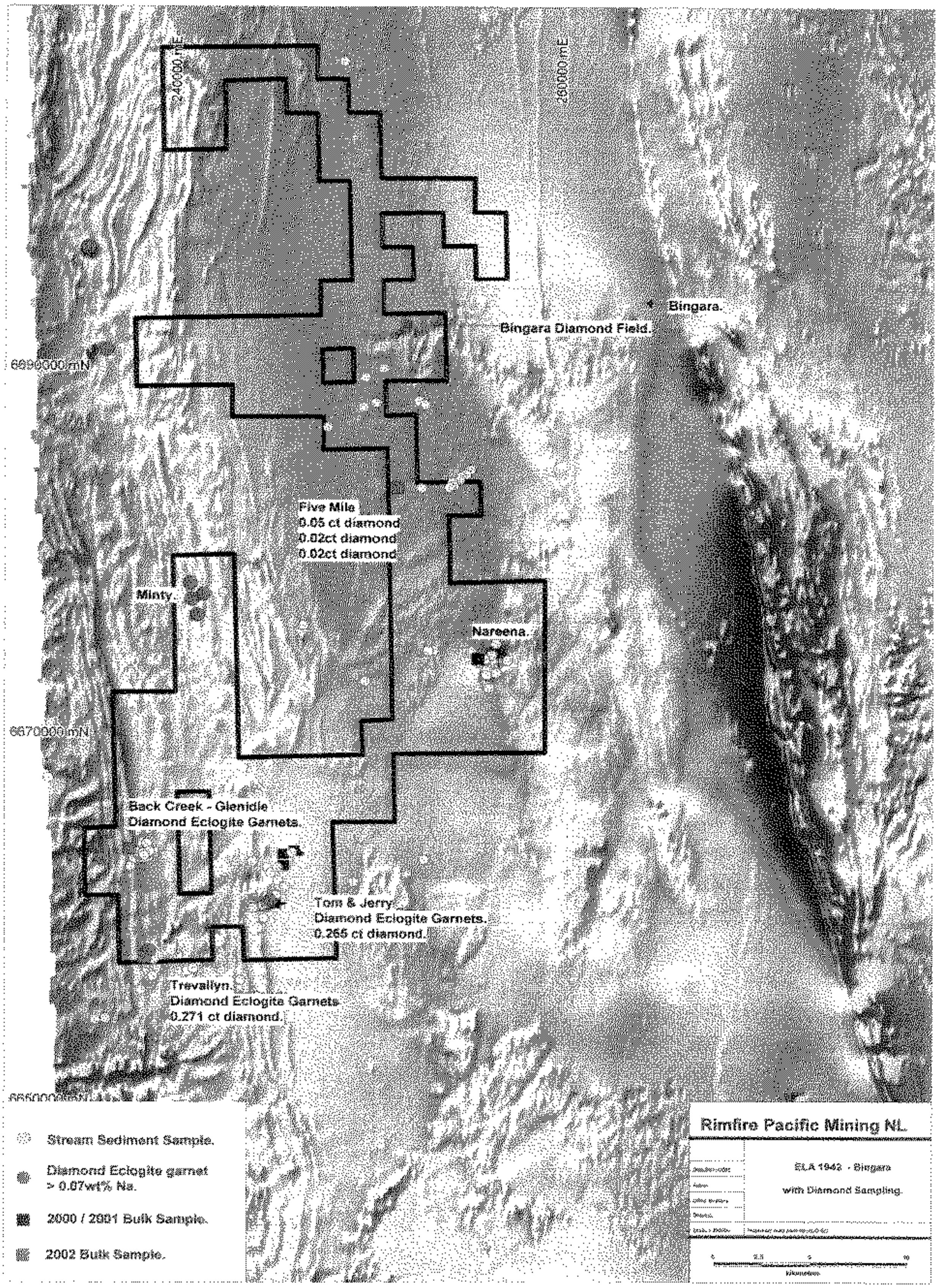
Proposed exploration includes:

(a) Drill testing of the Nareena anomaly.

(b) Application to extract 500 tonne bulk samples from Tom & Jerry, Trevallyn, Braemar and the Minty prospect areas.

(c) Further stream and bulk sampling to the north west of the Bingara alluvial diamond field.

Bingara Project Area



3.5 Other Projects

Peel Fault Gold Project.

Rimfire hold EL 5550 and 5551 over gold mineralisation on the Peel Thrust at Bingara in New South Wales. These tenements have been reduced to a key holding over the most prospective ground which include a small resource of 260,000t @ 1.6 g/t Au.

Rimfire have identified several drill targets which will be tested by reverse circulation drilling when a drill rig has been mobilised to the Bingara district.

Many Peaks Project

The Many Peaks Project comprises two granted mining leases and four mineral development licences over the historic Many Peaks copper mine to the west of Gladstone in central Queensland.

The mineralisation comprises discordant massive sulphide pods with copper – gold mineralisation. Mine records indicate 510,000 t @ 1.7% copper and 0.3 g/t gold has been mined historically with remaining mineralisation estimated at 1.5 million tonnes @ 1.8% copper equivalent.

Further drill testing is required to define a resource. This drilling is not currently planned.

Currabubula Zeolite Project.

Rimfire conducted percussion drill testing over a zone of zeolite mineralisation at Currabubula to the south of Tamworth in central new South Wales in 2001. Petrology and cation exchange analysis indicate the zeolite species is the favoured clinoptilolite with superior (to 258 meq/100g) cation exchange capacity.

Zeolite is a commercial mineral with widespread agricultural and water filtration applications. Further work on this project has been postponed pending further market surveys and approaches to potential markets.

4. EFFECT OF ISSUE ON RIMFIRE

4.1 Financial Position

To illustrate the effect of the issue on Rimfire, the proforma consolidated statement of financial position has been prepared based on 30 June 2003 audited statement of financial position. The audited statement of financial position as provided shows the effect of the Offer as if the Offer under this Prospectus had been made on 30 June 2003. The proforma assumes that the Offer is fully subscribed.

The accounting policies adopted in preparation of the proforma consolidated statement of financial position are consistent with the policies adopted and as described in Rimfire's financial statements for the year ended 30 June 2002. The audited financial statements for the year ended 30 June 2003 were prepared in accordance with the same policies.

	Audited 30 June 2003 $	Share Issue Proceeds $	Proforma June 2003 $
CURRENT ASSETS			
Cash assets	148,404	806,910	955,314
Receivables	47,843		47,843
Other financials	10,622		10,622
Other	4,199		4,199
TOTAL CURRENT ASSETS	211,068	806,910	1,017,978
NON-CURRENT ASSETS			
Receivables	122,755		122,755
Property, plant and equipment	41,816		41,816
Exploration and evaluation assets carried forward	1,288,954		1,288,954
TOTAL NON-CURRENT ASSETS	1,453,525		1,453,525
TOTAL ASSETS	1,664,593	806,910	2,471,503
CURRENT LIABILITIES			
Payables	167,424		167,424
Interest bearing liabilities			
Current tax liabilities			
Provisions	2,428		2,428
TOTAL CURRENT LIABILITIES	169,852		169,852
NON-CURRENT LIABILITIES			
Interest bearing liabilities			
Provisions			
TOTAL NON-CURRENT LIABILITIES			
TOTAL LIABILITIES	169,852		169,852
NET ASSETS	1,494,741	806,910	2,301,651
EQUITY			
Contributed equity	7,488,407	806,910	8,295,317
Retained profits / (losses)	(5,993,666)		(5,993,666)
TOTAL EQUITY	1,494,741	806,910	2,301,651

4.2 Capital Structure

Assuming full subscription under the Prospectus, the share capital structure of Rimfire immediately following the Issue assuming the Issue is fully subscribed will be as follows:

	Shares
Ordinary Shares on issue at the date of this Prospectus	59,341,657
Maximum number of New Shares under Prospectus	35,676,394
Total:	**95,137,051**

As at the date of this Prospectus, the Company has options on issue as follows:

No. of Options	Exercise Price	Option Details	Expiry Date
Options on issue at the date of this Prospectus – 13,384,391	8,500,000 at 12 cents	Unlisted	30 November 2003
	4,884,394 at 20 cents	Unlisted	30 September 2003
Maximum number of Options issued under Prospectus - 35,676,394	8 cents	Listed	30 September 2006
Total:			**49,060,785**

5. RISK FACTORS

5.1 Introduction

Activities of Rimfire, as in any business, are subject to risks which may impact on its future performance. Rimfire has appropriate actions, systems and safeguards for known risks however, some are outside its control. The principal risk factors are described below.

You should carefully consider the risks and uncertainties set out below and the information contained elsewhere in this Prospectus before you decide whether to accept New Shares.

5.2 General Mining Risks

An investment in the New Shares should be considered speculative due to the nature of the mining industry generally. Exploration from minerals involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There can be no assurance that the Company's intended exploration targets will lead to the development of mining operations.

The operations of the Company in developing and commissioning a mine may be affected by a range of factors including the failure to obtain all government approvals (to commence mining), protected grades in exploration, mining and processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, metallurgical problems which affect extraction rates and costs, adverse weather conditions, industrial and environment accidents, industrial disputes, unexpected shortages or increases in the cost of consumables, spare parts, plant and equipment.

5.3 Share Price Fluctuations

The market price of the Company's Shares will be subject to varied and often unpredictable influences in the share market. Both domestic and world economic conditions may affect the performance of the Company. Factors such as the level of industrial production, inflation and interest rates impact all commodity prices including minerals.

5.4 Management Actions

The Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its securities.

5.5 Government Policy

Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Australia, may have an adverse affect on the assets, operations and ultimately the financial performance of the Company and the market price of its securities.

5.6 Native Title

The High Court of Australia has recognised traditional native title rights to the land and the Commonwealth and States have passed legislation relating to native title which provides for native title claims to be made. Native title claims may be a risk in respect of future development and exploration activities of the Company.

5.7 Environmental Regulations and Risks

National and local environmental laws and regulations affect nearly all of the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality, provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted. The Company will minimise the potential impact of these laws and regulations by taking steps to ensure compliance occurs and, where possible, by carrying appropriate insurance.

Significant liability could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of properties acquired by the Company or non-compliance with environmental laws or regulations.

5.8 Financing

In order to expand its activities the Company will be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise capital when it is required or that the terms associated with providing such capital will be satisfactory to the Company.

5.9 Insurance Arrangements

The Company intends to maintain insurance within ranges of coverage the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance however, can be given that the Company will be able to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.

5.10 General Economic Conditions

Any prolonged economic slowdown of the Australian economy as well as fluctuations between the Australian dollar and the currency of countries in which the Company will have operations, may have an adverse impact on financial performance.

6. ADDITIONAL INFORMATION

6.1 Transaction Specific Prospectus

Rimfire is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, Rimfire is obliged to comply with all applicable continuous disclosure and reporting requirements in the ASX Listing Rules.

This Prospectus is issued under Section 713 of the Corporations Act. This section enables disclosing entities to issue a prospectus in relation to securities in a class of securities which has been quoted by ASX at all times during the 12 months before the date of the Prospectus or options to acquire such securities. Apart from formal matters this Prospectus need only contain information relating to the terms and conditions of the Offer, the effect of the Offer on the Company and the rights and liabilities attaching to the New Shares and Attaching Options.

Copies of the documents lodged by Rimfire with ASIC may be obtained from, or inspected at an office of ASIC.

The Company will provide a copy of any of the following documents, free of charge, to any person who asks for a copy of the document before the Closing Date in relation to this Prospectus:

- audited financial statements for the Company for the year ended 30 June 2002;
- half-yearly financial statements for the Company for the period ending 31 December 2002;
- any other financial statements lodged in relation to Rimfire with ASIC and any continuous disclosure notices given by Rimfire to ASX, in the period starting immediately after lodgement of the half-yearly financial statements of Rimfire and ending on the date of lodgement of this Prospectus with ASIC being the following announcements:
    - Appendix 3B – for exploration commitments (15-04-03);
    - Placement (22-04-03);
    - Third Quarter Activities & Cash Flow Reports (30-04-03);
    - Share Placement (08-05-03);
    - Appendix 3B – New Issue (08-05-03);
    - Platinum Drilling Commenced at Avondale Prospect (08-05-03);
    - Appendix 3B – Exploration Commitments (08-05-03);
    - Platinum drilling progress (20-05-03);
    - Positive Platinum Results (18-06-03).

The highest and lowest prices of shares in the Company on the ASX in the 6 month period before the date of this Prospectus and the respective dates of those sales were 5 cents on 11 June 2003 and 2.7 cents on 27 June 2003.

6.2 Rights and liabilities attaching to New Shares

The rights attaching to ownership of the New Shares (and the Shares issued upon the exercise of the Attaching Options) are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours. The following is a summary of the principal rights of holders of the New Shares, subject to any special rights attaching to any class of share at a future time. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

- *Voting*

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

- *Dividends*

The New Shares will rank equally with all other issued shares in the capital of the Company and will participate in dividend out of profits earned by the Company from time to time. Subject to the rights of holders of shares of any special preferential or qualified rights attaching thereto, the profits of the Company are divisible amongst the holders of Shares in proportion to the Shares held by them irrespective of the amount paid up or credited as paid up thereon. The Directors may from time to time pay to Shareholders such interim dividends as in their judgment the position of the Company justifies.

- *Transfer of the Shares*

Uncertificated System

Transfer of Shares may be effected by an instrument of transfer in accordance with any system recognised by the ASX Listing Rules and effected in accordance with the Securities Clearance House Business Rules approved under the Corporations Act or by an instrument of transfer in any usual from or by another form approved by the Directors or recognised by the Corporations Act or the ASX Listing Rules.

Certificated System

Subject to the Constitution and the Corporations Act, a Shareholder's share may be transferred by instrument in writing in any form authorised by the Corporations Act and the ASX Listing Rules or in any other form authorised by the Corporations Act and the ASX Listing Rules or in any other form that the Directors approve. No fee shall be charged by the Company on the transfer of any Shares.

Refusal to Register

The Directors, may, in their absolute discretion, refuse to register any transfer of Share or other securities where permitted to do so by the Corporations Act, the ASX Listing Rules or the SCH Business Rules. The Directors must refuse to register any transfer of Shares or other securities when required to do so by the Corporations Act or the ASX Listing Rules. If the Directors decline to register a transfer, the Company must within five (5) business days after the date of lodgement of such transfer give to the lodging party written notice of the refusal and the reasons for it.

- *Winding up*

Upon accepting the Entitlement to New Shares and paying the Acceptance Monies, Shareholders will have no further liability to make payments to the Company in the event of the Company being wound up pursuant to the provisions of the Corporations Act.

- *Future increases in Capital*

The allotment and issue of any new shares is under the control of the Directors. Subject to the Listing Rules, the Company's Constitution and the Corporations Act, the Directors may allot or otherwise dispose of new shares on such terms and conditions as they see fit.

- *Variation of Rights*

At present, the Company has only ordinary shares on issue. If the shares of another class were issued, the rights and privileges attaching to ordinary shares could only be altered with the approval of a resolution passed at a separate general meeting of the holders of ordinary shares by a three quarter majority of such holders or the written consent of the holders of at least three quarters of the ordinary shares.

- *General Meeting*

Each holder of Shares will be entitled to receive notice of and to attend and vote at general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

For more particular details of the rights attaching to ordinary shares in the Company, investors should refer to the Constitution of the Company.

6.3 Rights Attaching to Options

The Attaching Options will be exercisable at 8 cents each on or before 30 September 2006 and in accordance with the following terms and conditions:

(a) the Attaching Options are exercisable on or before 30 September 2006;

(b) the Attaching Options may be exercised by notice in writing to the Company on or before 30 September 2006 by delivering a duly completed form of notice of exercise together with a cheque for the exercise price of 8 cents per option to the Company at any time prior to the expiry date;

(c) the exercise price for each Attaching Option will be 8 cents;

(d) the Attaching Options may be transferred at any time;

(e) the Company intends to seek listing of the Attaching Options on ASX;

(f) prior to any new issue of shares or other securities in the Company to shareholders, the holders of Attaching Options issued under this Prospectus will be notified by the Company and will be afforded ten (10) Business Days before the books closing date (to determine entitlements to the issue) to exercise the Attaching Options;

(g) holding statements will be issued for the Attaching Options. In addition, accompanying the new option holding statement there will be endorsed a notice that is to be completed when exercising the Attaching Options. Both the option holding statement and the Notice of Exercise of Option Form are required to be duly completed and sent to the Company or the Company's Share Registry when exercising the Attaching Options. If there is more than one Option on a holding statement and prior to the expiry date those Attaching Options are exercised in part the Company will issue another holding statement for the balance of the options held and not yet exercised; and

(h) on a reorganisation of capital, the rights of the Optionholder will be changed to comply with the Listing Rules then applying to a reorganisation of capital.

6.4 Directors' Interests

The nature and extent of the interest (if any) that any of the Directors of the Company holds, or held at any time during the last 2 years in:

(a) The formation or promotion of the Company;
(b) Property acquired or to be acquired by the company in connection with:

  (i) its formation or promotion; or
  (ii) the Offer; or

(c) The Offer,

is set out below.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit to any director or proposed director:

(a) to induce them to become, or to qualify as, a Director of the Company; or
(b) for services provided by a director in connection with:

    (i) the formation or promotion of the Company; or
    (ii) the Offer.

Set out below are details of the interest of the Directors in the securities of the Company immediately prior to lodgement of the Prospectus with the ASIC. Interest includes those securities held directly and indirectly. The table does not take into account any New Shares the directors may acquire under the Offer.

Director	Number of Shares	Number of Options
Norbert Calabro	2,115,735	3.6 million
Graham Billinghurst	1,374,350	3 million
Geoff Stuart	702,933	2 million

6.5 Underwriting Agreement

Rimfire has entered into the Underwriting Agreement with DataTech Financial Services Pty Ltd ACN 091 233 439 ("the Underwriter') on 18 September 2003.

Set out below is a summary of the material terms of the Underwriting Agreement.

The Company has agreed to pay the Underwriter an underwriting fee of six (6) per cent of the amount underwritten by the Underwriter namely the amount to be raised by the Offer.

The Company has agreed to indemnify the Underwriter, in respect of all costs of and incidental to the Issue, and indemnify the Underwriter and related parties against all liabilities, losses, damages, costs or expenses arising out of the Prospectus and associated documents to the Issue.

The Underwriting Agreement provides that the Underwriter may terminate its obligations to underwrite the Offer upon the happening of the following:

(a) the Underwriter becomes aware of any information in the Prospectus which, in the reasonable opinion of the Underwriter, is untrue, incorrect or misleading in its content in a material way or the Underwriter becomes aware of any omission or non-disclosure therein or there is made public any item, transaction or event of a material nature not previously made public, which the Underwriter reasonably considers to be material (not being an item, transaction or event the full particulars of which have been advised to the Underwriter in writing prior to the date of the Underwriting Agreement and referred to in the Prospectus and the Company has drawn such matter(s) to the specific attention of the Underwriter);

(b) any default by the Company in the performance of its obligations under the Underwriting Agreement which the Underwriter acting reasonably considers to be material;

(c) the occurrence or announcement of any material adverse change in the condition or financial position of the Company or a subsidiary of the Company including without limitation;

    (i) any one or more of the provisions of the constituent documents of the Company or a subsidiary of the Company being altered in any of the ways referred to in Section 136 Corporations Act;
    (ii) the Company or a subsidiary of the Company disposing, or agreeing to dispose of the whole, or a substantial part, of its business or property, unless agreed to in advance by the Underwriter in writing; or

(iii) the Company or a subsidiary of the Company charging, or agreeing to charge, the whole or a substantial part of its business or property, unless agreed to in advance by the Underwriter in writing; or

(d) a contravention by the Company of any provision of its Constitution or of legislation of the Commonwealth of Australia or any State or Territory thereof relating to the securities industry or taxation or any of the Listing Rules;

(e) there is any new outbreak or escalation of existing hostilities or new acts of terrorism, after the date of the Underwriting Agreement involving any of Australia, Japan, the United Kingdom, the United States of America, Afghanistan, Iraq, Pakistan, Canada, any member of the Organisation of Petroleum Exporting Countries or any other country of the Middle East region, People's Republic of China, Russia, other countries of the Commonwealth Independent States or any other country;

(f) any of the following indices fall 5% from their values at 5.00 pm on the date the Underwriting Agreement is signed until the date of this Prospectus:

(i) the Australian All Ordinaries Index;
(ii) the Dow Jones Industrial Average; and
(iii) the Australian All Resources Index,

on two or more days (consecutive or non consecutive) on which the relevant exchange(s) are open after the date of the Underwriting Agreement;

(g) any person who does not as at the date of the Underwriting Agreement hold at least 20% of the issued share capital of the Company acquires more than 20% of the issued share capital of the Company;

(h) any law being introduced into the Parliament of the Commonwealth of Australia or any of the legislatures of the States or Territories of Australia or any prospective law or other measures being passed or becoming effective, having the effect of restricting capital issues or company profits or imposing any excess profits tax or imposing any other measure which, in the opinion of the Underwriter, is likely to have an adverse effect on the success of the Issue, the underwriting of the Issue, or the financial position or prospects of the Company;

(i) any law or budget being introduced into the Parliament of the Commonwealth of Australia or any of the legislatures of the States or Territories of Australia, any prospective law or other measure being passed or becoming effective, or there being adopted by any Government Authority any major change in monetary or fiscal policy which in the opinion of the Underwriter is likely to have an adverse effect on the Issue, the Underwriting of the Issue or the financial position or prospects of the Company;

(j) at any time, excepting any event required to restructure or structure the Company to achieve agreed objectives to facilitate the Issue:

(i) the Company or its subsidiaries (as that term is defined in Section 46 Corporations Act) or any of them, are wound up, or suffer any act whereby any of them might be wound up;
(ii) a meeting is called to consider a resolution for the winding up of the Company;
(iii) proceedings are commenced against the Company which would materially impact upon or inhibit the Company carrying on its business;
(iv) the Company otherwise becomes an externally-administered body corporate (within the meaning of Section 9 Corporations Act);

(k) the Company is taken to fail to comply with a statutory demand in accordance with the Law or any proceedings are commenced or threatened against the Company for its winding up;

(l) an increase in the interest rate for the issue of Australian Government or semi-Government securities by more than one half of one percent above that prevailing on the date of the signing of the Underwriting Agreement ;

(m) any material breach of any written warranty given by the Company to the Underwriter;

(n) the ASIC makes any stop order or gives notice of an intention to hold a hearing in relation to the Prospectus under the Law;

(o) unconditional ASX Approval or conditional ASX Approval (provided such conditions would not, in the opinion of the Underwriter, have a material adverse effect on the success of the Issue or the Underwriting of the Issue) is refused, or is not granted prior to 5 pm on the fifth day after the Closing Date or such approval is granted but then withdrawn;

(p) a Court or the ASIC concludes that the Prospectus fails to comply with the Law or any other applicable law;

(q) a supplementary or replacement document in relation to the Issue is required to be lodged under Section 719 Corporations Act;

(r) any of the Material Contracts are repudiated, rescinded or terminated without the Underwriter's prior written consent;

(s) ASX Approval is refused, not granted or granted subject to any condition which the Underwriter, on reasonable grounds, considers unacceptable, on or before 3 months from the date of the Prospectus;

(t) the ASIC issues an order or indicates an intention to hold a hearing arising out of or in connection with the Issue under Section 739 Corporations Act or the ASIC commences an examination of any person or requires any person to produce documents arising out of or in connection with the Issue or the Company under Sections 19 or 30 to 33 Australian Securities and Investments Commission Act 2001 (Cwlth);

(u) an application is made by the ASIC for an order under Section 1324B Corporations Act in relation to the Prospectus; or

(v) any person (other than the Underwriter) gives a notice under Section 733(3) Corporations Act or any person (other than the Underwriter) who has previously consented to the inclusion of its name in the Prospectus or to be named in the Prospectus withdraws that consent.

Notwithstanding paragraphs (a) to (v) above, the Underwriter's right to terminate the Underwriting Agreement is subject to the following:

(a) if a notice is given in respect of a matter specified in paragraphs (c), (d), or (q) above and such event is capable of remedy by the Company that notice shall be of no force or effect if the event is remedied by the Company within five Business Days after the notice is given. This shall not prejudice the right of the Underwriter to give a notice in respect of any other event which may have occurred, or which occurs subsequently;

(b) the Underwriter may continue to underwrite the Issue after the happening of any one or more of the events set out in paragraphs (a) to (v) above, at its sole discretion. In doing so, the Underwriter may reserve its rights to terminate the Underwriting Agreement upon the provision of written notice to the Company which notice shall have immediate effect.

6.6 Limitation on Foreign Ownership

The only limitations under Australian law on the rights of non-Australian residents to hold or vote the shares of an Australian company are set forth in the Foreign Acquisitions and Takeovers Act (the "FATA").

The FATA regulates acquisitions giving rise to ownership of substantial amounts of a company's shares. The FATA prohibits:

- any natural person not ordinarily resident in Australia; or
- any corporation in which either a natural person not ordinarily resident in Australia or a foreign corporation (as defined in the FATA) holds a substantial interest (defined below); or
- two or more such persons or corporations which hold an aggregate substantial interest (defined below), from entering into an agreement to acquire shares if after the acquisition such person or corporation would hold a substantial interest in a corporation, without first applying in the prescribed form for approval thereof by the Australian Treasurer and receiving such approval or receiving no response in the 40 days after such application was made.

A holder will be deemed to hold a substantial interest in a corporation if the holder alone or together with any associates (as defined in the FATA) is in a position to control not less than 15 percent of the voting power in the corporation or holds interests in not less than 15% of the issued shares in that corporation. Two or more holders hold an aggregate substantial interest in a corporation if they, together with any associates (as so defined), are in a position to control not less than 40% of the voting power in that corporation or hold not less than 40 % of the issued shares in that corporation.

The Constitution of the Company contains no limitations on a non-resident's right to hold or vote the Company's Shares.

6.7 Subsequent Events

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

(a) the operations of the Company,

(b) the results of those operations; or

(c) the state of affairs of the Company.

6.8 Litigation

The Company is not engaged in any litigation which has or would be likely to have a material adverse effect on either the Company or its business.

6.9 Interests of Experts and Advisers

This section applies to persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, promoters of the Company and stockbrokers or arrangers (but not sub-underwriters) to the Offer (collectively Prescribed Persons).

Other than as set out below or elsewhere in this Prospectus, no Prescribed Person has, or has had in the last 2 years, any interest in:

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired in connection with the formation or promotion of the Company or the Offer; or
- the Offer of New Shares under this Prospectus.

Other than that as set out below or elsewhere in this Prospectus, no benefit has been given or agreed to be given to any Prescribed Person for services provided by a Prescribed Person in connection with the:

- formation or promotion of the Company; or
- offer of New Shares under this Prospectus.

DataTech Financial Services Pty Ltd has acted as Underwriter to the Offer, in respect of which they are entitled to receive fees and commission under the Underwriting Agreement as set out in Section 6.5 above.

Hopgood Ganim Lawyers has acted as solicitors to the Offer and has performed work in relation to the Prospectus and in relation to preparing the due diligence and verification program and performing due diligence required on legal matters, however, they do not make any statement in this Prospectus. In respect of this work, the Company estimates that it will pay approximately $8,000 (excluding disbursements and GST) to Hopgood Ganim Lawyers. Further amounts may be paid to Hopgood Ganim Lawyers in accordance with its normal time based charges.

6.10 Expenses of the Offer

All expenses connected with the Offer are being borne by the Company. Total expenses of the Offer are estimated to be in the order of $85,000.

6.11 Consents and Disclaimers

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

Computershare Investor Services Pty Ltd has given and has not withdrawn its consent to be named in this Prospectus as the share registry of the Company in the form and context in which it is named. It has had no involvement in the preparation of any part of this Prospectus other than recording its name as share registrar to the Company. It takes no responsibility for any part of the Prospectus other than the references to its name.

DataTech Financial Services Pty Ltd has given and has not withdrawn its consent to be named in this Prospectus as Underwriter in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

Hopgood Ganim Lawyers has given and has not withdrawn its consent to be named in this Prospectus as lawyers to the Offer in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

PKF has given and has not withdrawn its consent to be named as auditors in the Prospectus in the form and context in which it is named. It takes no responsibility for any part of this Prospectus other than references to its name.

6.12 Directors' Statement

This Prospectus is issued by Rimfire Pacific Mining NL. Each director has consented to the lodgement of the Prospectus with ASIC.

Signed on the date of this Prospectus on behalf of Rimfire Pacific Mining NL by

Norbert Calabro
Director

7. DEFINITIONS & GLOSSARY

Terms and abbreviations used in this Prospectus have the following meaning:

Acceptance	An acceptance of Entitlements
Acceptance Monies	The Issue Price multiplied by the number of New Shares accepted for
Additional Shares	Those Shares which Eligible Participants may apply for under this Prospectus in excess of their Entitlement, in the event that there is a Shortfall
Applicant	A person who submits an Entitlement and Acceptance Form
Attaching Option	An option to subscribe for an ordinary share in Rimfire exercisable at 8 cents each on or before 30 September 2006 to be issued on the basis of one (1) attaching option for each New Share allotted under the Issue
ASIC	Australian Securities & Investments Commission
ASX	Australian Stock Exchange Limited
ASX Approval	The ASX agreeing to quoting of the New Shares and Attaching Options issued under this Prospectus on the official list of the ASX
Au	Gold
Board	The board of directors of Rimfire
Business Day	A day, other than a Saturday or Sunday, on which banks are open for general banking business in Brisbane
Closing Date	The date by which valid acceptances must be received by the Share Registrar being 31 October 2003 or such other date determined by the Board and the Underwriter
Company or Rimfire	Rimfire Pacific Mining NL ABN 59 006 911 744
Constitution	The Constitution of the Company
Corporations Act	*Corporations Act* 2001 (Cth)
ct	Carat
Directors or Board	The board of directors of Rimfire from time to time

EL	Exploration Licence
ELA	Exploration Licence Application
Eligible Participant	A shareholder of the Company that holds shares in the Company on the Record Date
Entitlement	An entitlement to subscribe for a New Share for a price of 2.5 cents per New Share
Entitlement and Acceptance Form or Form	An entitlement and acceptance form in the form attached to this Prospectus
Entitlements	The entitlement to accept New Shares under this Prospectus
Existing Options	All existing options to subscribe for Shares currently on issue as at the date of this Prospectus
Exposure Period	The period commencing on the date of lodgement of this Prospectus with ASIC and ending 7 days after that date, or 14 days after that date if the period is extended by ASIC
Fe	Iron
g	Gram
g/t	Grams per tonne
Hard Copy Prospectus	Paper version of this Prospectus
Issue or Offer	The issue of New Shares and Attaching Options in accordance with this Prospectus
Issue Price	2.5 cents for each New Share applied for
kg	Kilogram
km^2	Square kilometre
Law	The Corporations Act or any relevant and applicable law in Australia
Listing Rules	The official listing rules of the ASX
Material Contracts	The material agreement referred to in this Prospectus namely the Underwriting Agreement
meq	Milliequivalent

Mn	Manganese
mt	Million tonnes
Na	Sodium
Official List	The official list of entities that ASX has admitted and not removed
Official Quotation	Quotation on the Official List
Online Prospectus	The electronic version of this Prospectus which can be viewed at www.rimfire.com.au.
Opening Date	The date of commencement of the Offer in respect of the Preference Shares, expected to be 2 October 2003
Option Holders	The holders of the Existing Options
Options	Options on issue in Rimfire from time to time
oz	Troy ounce (31.1 grams)
ppb	Parts per billion
Prospectus	This prospectus dated 18 September 2003 as modified or varied by any supplementary prospectus made by the Company and lodged with the ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus
Pt	Platinum
Record Date	29 September 2003
Register	Company register of Rimfire
Securities	Has the same meaning as in Section 92 of the Corporations Act
Share Registry	Computershare Investor Services Pty Limited
Shares	The ordinary shares on issue in Rimfire from time to time
Shareholders	The holders of Shares from time to time
Shortfall	Those New Shares for which the Entitlement lapses and the benefit reverts to other Eligible Participants that have applied for additional New Shares in excess of their Entitlement
t	Tonne (1,000 kilograms)

Underwriter	DataTech Financial Services Pty Ltd ACN 091 233 439 (see Corporate Directory)
Underwriting Agreement	The agreement between DataTech Financial Services Pty Ltd and the Company summarised in Section 6.5
wt	weight

CORPORATE DIRECTORY

Directors	Solicitors to the Offer	Auditors
Norbert Calabro, Chairman Graham Billinghurst Geoff Stuart	Hopgood Ganim Lawyers Level 8 Waterfront Place 1 Eagle Street Brisbane QLD 4000	PKF Level 6, 120 Edward Street Brisbane Qld 4000
Administration and Registered Office	**Underwriter**	**Share Registry**
Level 13, 379 Queen Street **Brisbane Qld 4000** **Tel: (07) 3211 7177** **Fax: (07) 3211 7166** **Email:** rimfire@rimfire.com.au	DataTech Financial Services Pty Ltd Suite 2103 Level 21 St Martins Tower 31 Market Street Sydney NSW 2000	Computershare Investor Services Pty Ltd Central Plaza One Level 27 345 Queen Street Brisbane Qld 4001