

RIMFIRE PACIFIC MINING NL
ABN 59 006 911 744

NOTICE OF ANNUAL GENERAL MEETING
And
EXPLANATORY MEMORANDUM

Date of Meeting 30th November 2004
Time of Meeting 10.00 am
Place of Meeting Christie Corporate
 Congo Room
 Lower Ground Level
 300 Adelaide Street
 BRISBANE QLD 4000

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

**RIMFIRE PACIFIC MINING NL
ABN 59 006 911 744**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Rimfire Pacific Mining NL ("Company") will be held at Christie Corporate, Congo Room, Lower Ground Level, 300 Adelaide Street, Brisbane on 30 November 2004 at 10.00 am (Brisbane time).

AGENDA

ORDINARY BUSINESS

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

1. FINANCIAL STATEMENTS AND REPORTS

1. "To receive and consider the Company's annual report comprising the Directors' and Auditor's Reports, Directors Declaration, Statement of Financial Performance for the year ended 30 June 2004, Statement of Financial Position for the year ended 30 June 2004, Statement of Cash Flows for the Year ended 30 June 2004 and Notes to and forming part of the accounts for the year ended 30 June 2004".

2. RE-ELECTION OF GEOFFREY STUART AS A DIRECTOR

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

3. ELECTION OF JOHN KAMINSKY AS A DIRECTOR

"That Mr John Kaminsky, who was appointed as an additional director of the Company since the last Annual General Meeting, retires in accordance with Article 38.2 of the Company's constitution and being eligible, offers himself for re-election, be elected as a Director".

SPECIAL BUSINESS

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

4. RATIFICATION OF PREVIOUS ISSUE OF SHARES

"That in accordance with Listing Rule 7.4 of the ASX Listing Rules, and for all other purposes, the previous issue of one million (1,000,000) fully paid ordinary shares in the Company ("Shares") at an issue price of 3 cents (\$0.03) each to Mr Ven Sorensen ("the Placee") be hereby ratified.

- (a) The Shares were issued to the Placee at an issue price of 3 cents (\$0.03) per share and rank equally with all other issued ordinary shares of the Company.
- (b) The issue of the Shares to the Placee was in consideration of the acquisition of alluvial plant for testing operations at Fifield from the Placee.
- (b) The Company will disregard any votes cast on this resolution by:
- the Placee; or
 - any associate of the Placee
- However, the Company need not disregard a vote if:
- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the constitution of the Company.

BY ORDER OF THE BOARD



Graham Billinghamurst
Company Secretary
DATED 28 October 2004

PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY AND BODY CORPORATE REPRESENTATIVE INSTRUCTIONS

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

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

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate appointing a body corporate representative must be deposited at, posted to, or sent by facsimile transmission to the Company's office, Level 13, 379 Queen Street, Brisbane (GPO Box 725, Brisbane Queensland 4001) or fax# (07) 3221 7166, not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

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

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

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

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm, 28 November 2004. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.