



rimfire pacific mining nl
a.c.n. 006 911 744

ASX Codes: "RIM", "RIMOA"

Exchange Tower
Suite 411, 530 Little Collins St
Melbourne Victoria
Australia. 3000

T 61 3 9620 5866
F 61 3 9620 5822
E rimfire@rimfire.com.au
W www.rimfire.com.au

5th August 2016

Companies Announcement Office
Australian Securities Exchange

Letter and Offer to Shareholders to Participate in SPP

Offer closes Friday, 26th August 2016

The attached letter with associated offer/acceptance form is currently under despatch to shareholders as of 5th August 2016.

Yours faithfully,

A handwritten signature in black ink, appearing to read "J Kaminsky", with a long horizontal flourish underneath.

JOHN KAMINSKY

**CEO and Managing Director
Rimfire Pacific Mining NL**

5th August 2016

Dear Shareholder,

T 61 3 9620 5866
F 61 3 9620 5822
E rimfire@rimfire.com.au
W www.rimfire.com.au

Thank you for your shareholding and the support shown to your Company to date. In this letter I am providing you with the offer, terms and conditions for the recently announced (ASX announcement dated 3rd August 2016) **Share Purchase Plan (SPP)**, which the Board of Directors of Rimfire Pacific Mining NL (ASX:"RIM" or the "Company") has approved.

The SPP entitles Eligible Shareholders in the Company, irrespective of the size of their shareholding, to purchase **up to \$15,000** worth of ordinary fully paid shares in the Company (Shares) **free from all brokerage and commissions** (Offer). The Board has a target for the SPP to raise up to \$950,000, and may scale back any excess above this amount.

The Directors of the Company intend to participate in the SPP and we also look forward to your continued support.

Price of Shares under the Offer – Share Price History

The purchase price of the new Shares being offered under the SPP has been set at **2.1 cents per Share**.

The VWAP (volume weighted average price) of Rimfire Shares up to the 26th July 2016 for 30 days prior was **2.31 cents** per share and for 10 days prior was **2.64 cents** per share respectively. The **offer price of 2.1 cents** per share represents a discount respectively of approximately a **9%** and **20%** to these VWAPs.

During 2016 the market pricing for the shares, based on close, was a high point of **3.4 cents** on 25th July 2016, with a low point at **1.2 cents** on 3rd March 2016, and the shares closed at **2.3 cents** on 29th July 2016.

The SPP announced recognises that loyal shareholders should be afforded the participation right alongside the recent placement completed. Pricing for the SPP is identical to the placement.

The SPP offers opportunity to access securities in larger volumes at a fixed price than general on market purchases.

Shareholders Eligible to Participate in the SPP

The right to participate in the Offer under the SPP is available exclusively to shareholders who are registered as holders of Shares in RIM at 7pm (AEST) on the record date of **2nd August 2016** and whose jurisdiction allows participation under the laws of that country (Eligible Shareholders).

Subscription and Application Procedure

If you would like to participate in the Offer, please return your completed Application Form enclosed with this letter, together with your **cheque, or BPay payment** for the subscription monies for the number of Shares you wish to acquire, to Rimfire Pacific Mining NL on or before the **closing date of 5pm (AEST) on 26th August 2016**. No late applications will be accepted (subject to the Company's discretion to extend the closing date). A reply paid envelope is included for your convenience. **Please note that the statutory maximum investment per shareholder under the SPP is \$15,000.**

Under this SPP, a shareholder may only elect to purchase shares from one of the offers outlined below:

Offer	Number of shares	Payment
A	70,000	\$1,470
B	140,000	\$2,940
C	280,000	\$5,880
D	420,000	\$8,820
E	560,000	\$11,760
F	714,285	\$15,000

The maximum investment that each shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account).

Additional Information and Important Dates

The Offer cannot be transferred and the Directors of the Company reserve the right to reject any application over \$15,000, or to group applications that in their judgment are from the same entity. Shares allotted under the SPP will be issued

approximately 5 business days after the closing date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The target number of Shares of the SPP to be issued pursuant to this Offer is approximately 45.2 million shares raising a value of \$950,000. In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on a pro-rata or other basis, or accept the oversubscription.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

While the offer price is at a discount to the average trading price as described above, the market price of the Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are allotted to you as a result of your acceptance of this Offer. This means that the subscription price you pay for the Shares may exceed the market price of the Shares at the date of allotment of Shares under this Offer.

Further this offer is not a prospectus and does not require the types of disclosures required under the Corporations Act. You must rely on your own knowledge of RIM, previous disclosures made by RIM to ASX or consult your professional adviser when deciding whether or not to accept the offer and participate in the SPP.

The Company Website can be accessed at www.rimfire.com.au for more information on the Company and its activities.

Offers made under the SPP are not renounceable (i.e. eligible shareholders may not transfer their rights to any Shares offered under the SPP).

Indicative Timetable

Record Date	2 nd August 2016
Opening date of Offer	3 rd August 2016
Closing date of Offer	26 th August 2016
Issue of Shares under the SPP	1 st September 2016
Quotation of Shares on ASX	5 th September 2016

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Entitlement and Acceptance Forms as early as possible.

A placement was finalized on 3rd August 2016 and was also at 2.1 cents per share, raising approximately \$1.6 million before costs. Net proceeds from the SPP and the placement will provide additional working capital and be applied to the Company's Fifield NSW projects, including the major focus on the 18km² area surrounding the Sorpresa gold and silver resource.

This area includes the recently established 7km x 2km north-south Sorpresa corridor, with the new Fortuna gold prospect (1.2km x 0.4km), amongst other high order targets, which are ready for drill testing.

The potential for significant discovery growth exists in this area. Economic assessment of the known high grade gold and silver lenses within the Sorpresa resource will also be pursued. The Company continues to review partnership opportunities as a means of accelerating the project area discovery potential, district wide.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact the Company, on (03) 9620 5866.

On behalf of the Board of Directors we thank you for the support you have shown your Company to date and I encourage you to strongly consider further support, through this SPP offer.

Yours Sincerely



John Kaminsky
CEO and Managing Director
Rimfire Pacific Mining

rimfire



rimfire pacific mining nl
abn 59 006 911 744

For all enquiries:

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

Web:
www.investorcentre.com

RIM

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEST) Friday, 26 August 2016**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Rimfire Pacific Mining NL and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Rimfire Pacific Mining NL shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Rimfire Pacific Mining NL may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Rimfire Pacific Mining NL will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Rimfire Pacific Mining NL reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all eligible shareholders even where Rimfire Pacific Mining NL does not notify you of that event.

Step 1: Registration Name

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Rimfire Pacific Mining NL Share Purchase Plan (SPP) Application Form. Payment must be received by 5:00pm (AEST) Friday 26 August 2016

NOTE: AUSTRALIA POST SERVICES ARE SLOWER THESE DAYS FOR GENERAL MAIL

© Registered to BPAY Pty Limited ABN 69 079 137 518

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the slip with BPAY payment.

By Mail: Complete the reverse side of this slip and detach and return with your payment. Make your cheque, money order or bank draft payable in Australian dollars to **"Rimfire Pacific Mining NL"** and crossed **"Not Negotiable"**. The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip overleaf as indicated. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you..

Turn over for details of the Offer →

Share Purchase Plan Application Form

X 9999999991

I ND

STEP 1**Registration Name & Offer Details**

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **5:00pm (AEST) Tuesday, 2 August 2016**

Minimum value available to purchase:	\$1,470
Maximum value available to purchase:	\$15,000

STEP 2**Make Your Payment****Pay by Mail:**

Bill Code: 168799
Ref No: 1234 5678 9123 4567 89



Make your cheque, money order or bank draft payable to **"Rimfire Pacific Mining NL"** and crossed **"Not Negotiable"**.
Return your cheque with the below slip to:
Rimfire Pacific Mining NL
c/ Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

Your payment must be received by no later than **5:00pm (AEST) on Friday, 26 August 2016**. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Rimfire Pacific Mining NL accepts any responsibility for loss incurred through incorrectly completed BPAY® payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.

If you are paying by cheque, money order or bank draft the slip below must be received by CIS by no later than **5:00pm (AEST) on Friday, 26 August 2016**. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Shareholders outside Australia will need to affix the appropriate postage. Return the slip below with cheque attached. Neither CIS nor Rimfire Pacific Mining NL accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Statement

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for Rimfire Pacific Mining NL (choose one option)

☐ \$1,470 (70,000 shares)	OR	☐ \$2,940 (140,000 shares)	OR	☐ \$5,880 (280,000 shares)
☐ \$8,820 (420,000 shares)	OR	☐ \$11,760 (560,000 shares)	OR	☐ \$15,000 (714,285 shares)



Entitlement No: 12345678

Payment must be received by 5:00pm (AEST) Friday, 26 August 2016

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____
Email Address _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$