



RIMFIRE PACIFIC MINING NL
ABN 59 006 911 744

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting	24 November 2010
Time of Meeting	11:00 am
Place of Meeting	RACV Club (City) 501 Bourke Street Melbourne Victoria 3000 "Bayside Room 5" Level 2

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 RACV Club (City) 501 Bourke Street, Melbourne Victoria 3000, "Bayside Room 5" Level 2 on 24 November 2010 at 11:00 am (Melbourne time).

The Explanatory Memorandum which accompanies and forms part of this "Notice of Annual General Meeting" describes the various matters to be considered at the annual general meeting.

AGENDA

ORDINARY BUSINESS

Item 1 - FINANCIAL STATEMENTS AND REPORTS

"To receive and consider the Company's annual report comprising the Directors' Report, Auditor's Report and Financial Statements for the year ended 30 June 2010."

The electronic version of the annual report can be found at:

Rimfire Pacific Mining NL website www.rimfire.com.au/asx_announcements.htm
ASX website at asx.com.au/research/companies/index.htm

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

Item 2 - Resolution 1: REMUNERATION REPORT

"To adopt the Remuneration Report for the Year ended 30 June 2010."

Short explanation

The Corporations Act 2001 requires listed companies to put to shareholders at the AGM a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report.

Shareholders will be given an opportunity to ask questions concerning the Remuneration Report at the AGM. As stated, the resolution is non-binding.

Item 3 - Resolution 2: RE-ELECTION OF DIRECTOR RAMONA ENCONNIERE

"That Ms Ramona Enconniere, who retires by rotation in accordance with Article 40 of the Company's constitution, and being eligible offers herself for re-election, be re-elected as a Director".

Short explanation

The Company's constitution requires one third of the Directors (other than the Managing Director) to retire at each Annual General Meeting, being the Directors longest in office at the date of the Annual General Meeting. A Director may not serve for a period of more than 3 years, without retiring, but may make himself/herself available for re-election for a subsequent period.

Ms Enconniere must therefore retire and has offered herself for re-election. The details of all Directors are set out in the Directors' Report section of the Annual Report.

BY ORDER OF THE BOARD



Graham Billinghamurst
Company Secretary
DATED: 16th October 2010

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 (Cth).

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, as follows:

**Suite 411, 530 Little Collins Street, Melbourne, Victoria, Australia, 3000
or Fax (03) 9620 5822 (or International Fax +61 3 9620 5822)**

and 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, 22nd November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of members of Rimfire Pacific Mining NL ABN 59 006 911 744 ("Rimfire" or "Company") in connection with the business to be conducted at the Annual General Meeting of members to be held on 24th November 2010 at 11:00am ("Meeting").

The Notice of Meeting sets out the details of two (2) separate resolutions to be put to Shareholders comprising the following:

- Resolution 1 (Item 2) seeks the approval to adopt the Remuneration Report as it appears in the 2010 Annual Report. The resolution is non binding on the Company.
- Resolution 2 (Item 3) seeks the re-election Ms Ramona Enconniere as a Director of the Company;

Resolutions 1 & 2 are standard for an Annual General Meeting of a Company and no further comments are made below.

Proxy Form

RIMFIRE PACIFIC MINING NL
ABN 59 006 911 744

All correspondence to:
Rimfire Pacific Mining NL
Suite 411, "Exchange Tower"
530 Little Collins Street
Melbourne, Victoria, 3000
Phone : (03) 9620 5866
Facsimile : (03) 9620 5822

Shareholder Reference Number:

Appointment of Proxy

I/we being member/s of Rimfire Pacific Mining NL and entitled to attend and vote hereby appoint

The Chairman
of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Rimfire Pacific Mining NL to be held on 24 November 2010 at 11:00 am and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all of the Resolutions below.

Voting directions to your proxy - please mark to indicate your directions

Business

- Item 2 TO ADOPT THE REMUNERATION REPORT
- Item 3 RE-ELECTION OF RAMONA ENCONNIERE AS A DIRECTOR

	For	Against	Abstain*
Item 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Date

Contact Daytime Telephone

Contact Email

How to complete the Proxy Form

1. Your Name and Address

Please complete your name and address. Please note that you cannot change ownership of your securities using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person or company you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two entities as proxies to attend the meeting and vote on a poll, which can be persons or companies. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation which is either the shareholder or the proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by delivery or facsimile to:

Rimfire Pacific Mining NL
Suite 411, "Exchange Tower"
530 Little Collins Street
Melbourne Victoria 3000
Fax no: (03) 9620 5822