Golden Rim Resources Ltd (ASX: GMR, Company or Golden Rim) today announced a proposed two part placement, raising up to A$1,050,680 (Capital Raising) as follows:

- A$800,680 (108,200,000 ordinary fully paid shares (Shares)), with a minimum of A$606,800 (82,000,000 Shares) to an affiliate of Sprott Inc. (Sprott); and
- an additional A$250,000 (33,783,784 Shares) to Acorn Capital Limited (Acorn).

The Capital Raising is at an issue price of A$0.0074 per Share, representing a 7.5% discount to the last closing price of the Company’s shares. The Company and Sprott have signed a non-binding Indicative Term Sheet for their portion of the Capital Raising.

Why the Capital Raising?

Golden Rim believes it is important to secure funding to commence a reverse circulation (RC) drilling program at Korongou ahead of the wet season. The Company has been very pleased with the results received to date from the Guitorga auger gold anomaly at Korongou. Follow up work, including an RC drilling program, is the next vital step that will assist the Company to determine the significance of these auger results and if the drilling is positive move towards outlining a gold resource at Korongou as quickly as possible, thereby delivering value to shareholders.

Golden Rim is therefore planning a 4,000m RC drilling program during the current field season.

It is envisaged the RC drilling program will take two months to be completed. A delay in commencing the drilling program would mean that work would not commence until after the wet season (July – September) and the Company would be unable to deliver results to shareholders until at least November 2015.

The Company is conscious of minimising shareholder dilution, especially in expectation of cash to be received from the Balogo sale and therefore intends to only raise enough funds to undertake an essential and targeted drilling program ahead of the wet season.
The Balogo Sale Funds

Golden Rim recently announced it had entered into an agreement with MNG Gold Burkina Sarl (MNG) to sell its Balogo Project, with staged payments totalling US$10M (A$12.8M\(^1\)).

It is important to note, however, that Golden Rim will not receive the first payment for some time.

Set out below is a schedule of the anticipated payments for the Balogo Sale:

<table>
<thead>
<tr>
<th>Cash Payment</th>
<th>Status</th>
<th>When Golden Rim Expects to Receive Funds</th>
</tr>
</thead>
<tbody>
<tr>
<td>US$0.5 million deposit (A$0.6 million)</td>
<td>Paid and currently held in escrow</td>
<td>Upon transfer of the Balogo exploration permits to MNG which is estimated to take several months</td>
</tr>
<tr>
<td>US$4.5 million (A$5.8 million)</td>
<td></td>
<td>Upon transfer of the Balogo exploration permits to MNG which is estimated to take several months</td>
</tr>
<tr>
<td>US$2 million (A$2.6 million)</td>
<td></td>
<td>Upon the earlier of the granting of an exploitation permit for mining, which is estimated to take 12 months</td>
</tr>
<tr>
<td>US$3 million (A$3.8 million)</td>
<td></td>
<td>Upon commercial production at Balogo</td>
</tr>
</tbody>
</table>

An update regarding the conditions precedent under the sale agreement is provided in Attachment 1.

Golden Rim is working hard to ensure the transfer of the Balogo permits to MNG is completed as quickly as possible. The Company notes, however, that the timing for the transfer of the permits is largely under the control of the Burkina Faso Government.

Details of the Capital Raising

Sprott is Golden Rim’s second largest shareholder and a leading North American-based asset management firm with an enviable track record of identifying and funding successful early stage resource companies.

Acorn is Golden Rim’s third largest shareholder. Acorn is a leading investor in small and microcap companies in Australia and Asia and has been a long term supporter of Golden Rim.

Both Sprott’s and Acorn’s willingness to participate in the Capital Raising is recognition of the potential at the Company’s Korongou Project and in strong support of the strategy to commence the RC drilling program at Korongou as quickly as possible.

The funds from the Capital Raising will be primarily used for the RC drilling program at Korongou and for working capital.

Participation by Sprott in the Capital Raising is subject to satisfactory due diligence and execution of a finder’s agreement. Sprott will receive 6% cash commission on the Shares sold by it, payable on the closing date, anticipated to be around 11 March 2015.

\(^1\) All references to A$ have been calculated at the conversion rate of US$1 = A$0.78
Golden Rim recently satisfied another of the conditions precedent when it was confirmed to the Company that shareholder approval for the Balogo sale is not required by the ASX Listing Rules. As such, the remaining conditions under the sale agreement are:

1. Golden Rim Resources Burkina Limited (GMRB) providing MNG Gold Burkina Sarl (MNG) with a “good standing confirmation” issued by the Ministry of Mines (Burkina Faso) to GMRB in relation to the fulfilment of all requirements relating to Balogo within 6 months of signing the Agreement;

2. approval of the transfer of the Balogo Permit and the Dabinyan III Permit to MNG by the relevant Ministry within 6 months of signing the Agreement; and

3. the Balogo Permit and Dabinyan III Permit being transferred to MNG within 6 months of signing the Agreement.

For further information, please contact:

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This announcement does not constitute an offer of securities for sale in the United States of America. These securities may not be offered or sold in the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements.
Further Company Information

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Capital Structure
Issued Shares: 1,296,536,216
Unlisted Options: 229,625,067

Major Shareholders
Aurora Minerals 15.9%
Sprott 13.7%
Acorn Capital 8.6%
Royal Group, Abu Dhabi 4.2%

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