

ASX : ENR

30 November 2012

Company Announcements Office
Australian Securities Exchange
Level 4 20 Bridge St
Sydney NSW 2000

Appendix 3B and Appendix 3Y (x2)

Please find attached an Appendix 3B and Appendix 3Y's in relation to the issue of unlisted options.

For further information please contact:

Mr Will Robinson
Managing Director
Encounter Resources Limited
Tel: 08 9486 9455

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Encounter Resources Limited

ABN

47 109 815 796

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Unlisted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,200,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ul style="list-style-type: none">• 1,450,000 unlisted options exercisable at 30 cents each on or before 30 November 2016; and• 750,000 unlisted options exercisable at 39 cents each on or before 30 November 2017. |

+ See chapter 19 for defined terms.

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New issue announcement

4	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities? If the additional securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	No	
5	Issue price or consideration	N/a	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	2,000,000 options issued pursuant to shareholder approval at the Company's AGM; and 200,000 options issued to contractors	
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	30 November 2012	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		114,194,360	Ordinary fully paid shares (ENR)

⁺ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	500,000	Exercisable at \$0.535 each by 30 November 2012
	400,000	Exercisable at \$0.55 each by 30 November 2012
	400,000	Exercisable at \$0.70 each by 30 November 2012
	200,000	Exercisable at \$0.30 each by 30 June 2013
	5,425,000	Exercisable at \$1.35 each by 22 November 2014
	550,000	Exercisable at \$0.80 each by 30 September 2015
	550,000	Exercisable at \$0.40 each by 31 May 2016
	1,450,000	Exercisable at \$0.30 each by 30 November 2016
	750,000	Exercisable at \$0.39 each by 30 November 2017
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/a
12 Is the issue renounceable or non- renounceable?	N/a
13 Ratio in which the +securities will be offered	N/a

+ See chapter 19 for defined terms.

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14	+Class of +securities to which the offer relates	N/a
15	+Record date to determine entitlements	N/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/a
17	Policy for deciding entitlements in relation to fractions	N/a
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/a
19	Closing date for receipt of acceptances or renunciations	N/a
20	Names of any underwriters	N/a
21	Amount of any underwriting fee or commission	N/a
22	Names of any brokers to the issue	N/a
23	Fee or commission payable to the broker to the issue	N/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/a
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/a

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/a
28	Date rights trading will begin (if applicable)	N/a
29	Date rights trading will end (if applicable)	N/a
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/a
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/a
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/a
33	⁺ Despatch date	N/a

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) ☐ Securities described in Part 1
- (b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

⁺ See chapter 19 for defined terms.

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- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

- 38 Number of securities for which ⁺quotation is sought
- 39 Class of ⁺securities for which quotation is sought
- 40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
-
- | Number | ⁺ Class |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |
- 42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Director/Company secretary)

Date: 30 November 2012

Print name: Kevin Hart

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+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Encounter Resources Limited
ABN	47 109 815 796

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter Bewick
Date of last notice	30 March 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Bewick is a Director of Solvista Pty Ltd and a beneficiary of the Bewick Family Trust and Bewick Superannuation Fund.
Date of change	30 November 2012
No. of securities held prior to change Solvista Pty Ltd <Bewick Family Trust> P & S Bewick <Bewick Superannuation Fund> P Bewick (direct)	• 4,650,000 ordinary fully paid shares; • 3,000,000 unlisted options exercisable at \$1.35 each on or before 22 November 2014; • 325,000 ordinary fully paid shares; • 500,000 unlisted options exercisable at \$1.35 each on or before 22 November 2014. • 400,000 unlisted options exercisable at 55 cents each on or before 30 November 2012; • 400,000 unlisted options exercisable at 70 cents each on or before 30 November 2012.

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Appendix 3Y

Change of Director's Interest Notice

Class	Unlisted options: • 750,000 exercisable at 30 cents each on or before 30 November 2016; and • 750,000 exercisable at 39 cents each on or before 30 November 2017.
Number acquired	1,500,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/a
No. of securities held after change Solvista Pty Ltd <Bewick Family Trust> P & S Bewick <Bewick Superannuation Fund> P Bewick (direct)	• 4,650,000 ordinary fully paid shares; • 3,000,000 unlisted options exercisable at \$1.35 each on or before 22 November 2014; • 325,000 ordinary fully paid shares; • 500,000 unlisted options exercisable at \$1.35 each on or before 22 November 2014; • 750,000 unlisted options exercisable at 30 cents each on or before 30 November 2016; • 750,000 unlisted options exercisable at 39 cents each on or before 30 November 2017. • 400,000 unlisted options exercisable at 55 cents each on or before 30 November 2012; • 400,000 unlisted options exercisable at 70 cents each on or before 30 November 2012.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Options granted pursuant to Shareholder approval at the Company's AGM.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/a
Nature of interest	N/a
Name of registered holder (if issued securities)	N/a
Date of change	N/a

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/a
Interest acquired	N/a
Interest disposed	N/a
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/a
Interest after change	N/a

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/a
If prior written clearance was provided, on what date was this provided?	N/a

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Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Encounter Resources Limited
ABN	47 109 815 796

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Jon Hronsky
Date of last notice	2 December 2010

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	30 November 2012
No. of securities held prior to change	500,000 unlisted options exercisable at 53.5 cents each on or before 30 November 2012; 800,000 unlisted options exercisable at \$1.35 each on or before 22 November 2014.
Class	Unlisted options exercisable at 30 cents each on or before 30 November 2016
Number acquired	500,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/a

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	• 500,000 unlisted options exercisable at 53.5 cents each on or before 30 November 2012; • 800,000 unlisted options exercisable at \$1.35 each on or before 22 November 2014; • 500,000 unlisted options exercisable at 30 cents each on or before 30 November 2016.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Options granted pursuant to Shareholder approval at the Company's AGM.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/a
Nature of interest	N/a
Name of registered holder (if issued securities)	N/a
Date of change	N/a
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/a
Interest acquired	N/a
Interest disposed	N/a
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/a
Interest after change	N/a

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/a

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If prior written clearance was provided, on what date was this provided?	N/a
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