

ASX : ENR

22 October 2015

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

Appendix 3B and Section 708 Notice – Share Purchase Plan and Share Placement Completed

Please find attached an Appendix 3B and Notice given under Section 708 of the Corporations Act in respect of the issue of 7,600,000 ordinary fully paid shares, pursuant to the share placement announced to ASX on 19 October 2015 ("Placement") and 2,617,836 ordinary fully paid shares pursuant to the Share Purchase Plan which closed on 16 October 2015 ("SPP" or "Offer").

7.1A DISCLOSURE

The Company provides the following Listing Rule 7.1A disclosure in respect of the issue of 7,600,000 ordinary fully paid shares at \$0.14 per Share raising \$1,064,000, issued pursuant to the Placement announced to ASX on 19 October 2015, in accordance with Listing Rule 3.10.5A.

(a) Details of the dilution to the existing holders of ordinary securities caused by the issue.

Number of shares held by existing shareholders before the Placement (including shares issued pursuant to the Share Placement Plan which closed on 16 October 2015)	148,044,044
Number of Shares on issue after the Placement	155,644,044
% dilutionary effect of Placement on existing shareholders before the Placement	4.9%

No existing Shareholders participated in the Placement which was completed pursuant to Listing Rule 7.1A.

(b) Where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing ordinary security holders would have been eligible to participate.

The Placement was undertaken at the conclusion of a SPP. The SPP enabled the Company's existing Shareholders to apply for up to a maximum of \$15,000 in Shares, at a subscription price of \$0.14 per Share.

The SPP, which was announced to ASX on 22 September 2015, contemplated raising funds of up to \$1,400,000, subject to Shareholder participation in the Offer. The SPP closed on 16 October 2015 raising a total of \$366,500. The Company raised a total of \$1,430,500 through the SPP and the Placement at \$0.14 per share.

(c) Details of any underwriting arrangements, including any fees payable to the underwriter.

No underwriting arrangements or underwriting fees payable were incurred in connection with the Placement.

(d) Any other fees or costs incurred in connection with the issue.

There were no other fees or costs incurred in connection with the Placement.

For further information please contact:

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

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

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 | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 10,217,836 |
| 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) | |

+ 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	Yes
5	Issue price or consideration	14 cents per Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	– 2,617,836 shares issued pursuant to a share purchase plan closing 16 October 2015; and – 7,600,000 shares issued pursuant to a private share placement, announced to ASX on 19 October 2015. Funds will be used to advance exploration programs at the Company's Yeneena copper/zinc project and for working capital purposes.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	Nil

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	7,600,000	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of securities issued under an exception in rule 7.2	2,617,836	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Yes, issued at 14 cents per share. VWAP based on 15 days on which trading in ENR shares occurred prior to the agreement date of 16 October 2015, was 15.1 cents. 75% of this calculated VWAP is 11.3 cents. Source of VWAP calculation was Orient Capital Pty Ltd.	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/a	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Yes	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	21 October 2015	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		155,644,044	Ordinary fully paid shares (ENR)

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all	
	+securities not quoted on ASX	
	(including the securities in	
	section 2 if applicable)	
	450,000	Exercisable at \$0.40 each expiring 31 May 2016
	1,450,000	Exercisable at \$0.30 each expiring 30 November 2016
	600,000	Exercisable at \$0.21 each expiring 31 May 2017
	750,000	Exercisable at \$0.39 each expiring 30 November 2017
	200,000	Exercisable at \$0.31 each expiring 31 January 2018
	670,000	Exercisable at \$0.22 each expiring 31 May 2018
	1,250,000	Exercisable at \$0.23 each expiring 27 November 2018
	750,000	Exercisable at \$0.31 each expiring 27 November 2019
	800,000	Exercisable at \$0.16 each expiring 31 January 2019
	5,441,429	Exercisable at \$0.21 each expiring 30 September 2018
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a

+ See chapter 19 for defined terms.

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
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

⁺ See chapter 19 for defined terms.

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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
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

⁺ See chapter 19 for defined terms.

(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

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

+ See chapter 19 for defined terms.

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New issue announcement

- 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)

- 42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

Number	⁺ Class

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.

⁺ See chapter 19 for defined terms.

- 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:



Company secretary

Date: 22 October 2015

Print name:

Kevin Hart

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for⁺ eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	132,543,350
Add the following: - Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid ordinary securities that became fully paid in that 12 month period <i>Note:</i> - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	2,617,836 shares issued pursuant to a Share Purchase Plan closing on 16 October 2015 (LR 7.2 exception 15). Nil Nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	135,161,186

⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	20,274,177
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period not counting those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 Note: <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	1,250,000 shares - issued in lieu of consideration for drilling services (LR 7.1) 24 October 2014. 750,000 shares – issued to acquire interests in exploration licences (LR7.1) 12 December 2014. 10,882,858 shares and 5,441,429 options – share placement (LR7.1) 30 September 2015.
“C”	18,324,287
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	20,274,177
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	18,324,287
Total [“A” x 0.15] – “C”	1,949,890 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	135,161,186
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	13,516,118
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	7,600,000 ordinary fully paid shares issued pursuant to a share placement (LR7.1A) – 21 October 2015.
“E”	7,600,000

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	13,516,118
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	7,600,000
Total [“A” x 0.10] – “E”	5,916,118 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

22 October 2015

The Manager
Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir or Madam

**ENCOUNTER RESOURCES LIMITED
SECONDARY TRADING NOTICE – NOTIFICATION PURSUANT
TO PARAGRAPH 708A(5)(e) OF THE CORPORATIONS ACT 2001**

This notice is given by Encounter Resources Limited (ACN 109 815 796) ("Encounter") under section 708A(5)(e) of the Corporations Act 2001 (Cth) ("the Act").

On 21 October 2015 Encounter issued 7,600,000 ordinary fully paid shares pursuant to a share placement and 2,617,836 ordinary fully paid shares pursuant to a Share Purchase Plan which closed on 16 October 2015, without disclosure under Part 6D.2 of the Corporations Act.

Encounter gives notice under section 708A(5)(e) of the Act that:

- (a) as a disclosing entity, Encounter is subject to regular reporting and disclosure obligations;
- (b) as at the date of this notice, Encounter has complied with the provisions of Chapter 2M as they apply to Encounter and section 674 of the Act; and
- (c) as at the date of this notice, there is no information that is 'excluded information' within the meaning of section 708A(7) and 708A(8) of the Act which is required to be disclosed by Encounter under section 708A(6)(e) of the Act.



Kevin Hart
Company Secretary