

ASX : ENR

29 April 2013

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

Share Purchase Plan and Cleansing Notice

The Directors of Encounter Resources Limited are pleased to advise that the attached Share Purchase Plan Offer document has been despatched to Shareholders today.

For further information please contact:

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



encounter

RESOURCES LIMITED

ABN 47 109 815 796

Share Purchase Plan

Offer

The Offer closes at 5.00pm (Perth time) on Friday, 17 May 2013

This is an important document.

This document has been prepared by Encounter Resources Limited. The Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Encounter Shares at a discount and without brokerage and transaction costs.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

29 April 2013

Dear Shareholder,

On 23 April 2013, Encounter Resources Limited ("**Encounter**" or "**the Company**") announced the completion of an earn-in agreement and a private placement with Antofagasta Minerals Perth Pty Limited ("**Antofagasta**"), a wholly owned subsidiary of Antofagasta PLC, one of the world's largest copper producers and explorers. Antofagasta PLC is listed on the London Stock Exchange (LN:ANTO) and has been a constituent of the FTSE-100 index since 2004. Antofagasta has a market capitalisation of approximately US\$15 billion.

Key terms of the agreements with Antofagasta are:

- Antofagasta may earn a 51% interest in tenements E45/2658 and E45/2805 (433km²) within Encounter's highly prospective Yeneena project (approximately 30% of Encounter's Yeneena land holding) by incurring expenditures of US\$20 million over a five year period.
- Antofagasta will complete a private placement and will inject A\$1,940,805 (US\$2,000,000) into Encounter (9,241,931 shares at A\$0.21 per share)
- Details of these agreements are available in the Company's ASX Announcement on 23 April 2013

Your Directors consider that the transactions are a significant endorsement of the large scale copper potential at Yeneena. Antofagasta brings considerable financial, technical and operating resources to progress the exciting copper discoveries made by Encounter at BM1 and BM7.

In conjunction with the Antofagasta agreements, the Company announced it is undertaking a Share Purchase Plan ("**SPP**") offering to each eligible shareholder of up to a maximum of A\$15,000 worth of Shares at A\$0.21 per Share.

The SPP allows shareholders to increase their holdings at the same price, A\$0.21 per share, as the private placement completed with Antofagasta without brokerage charges and to support the growth of the Company by making a direct investment.

Proceeds from the SPP will be used to advance exploration at Encounter's highly prospective Yeneena project and for general working capital purposes.

Your Directors will be subscribing for the maximum amount under the terms of the SPP.

On behalf of the Board, I recommend the attached SPP offer to you, and look forward to your continued participation in the Company's exciting future as we progress with the exploration programs at our flagship Yeneena project.

The Directors encourage all Shareholders to provide email contact addresses to the Company's share registry to enable the Company to provide timely updates on its activities.



Paul Chapman
Non-Executive Chairman

29 April 2013

Dear Shareholder

INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN (SPP)

Encounter Resources Ltd (ABN 47 109 815 796) (**ENR** or **Company**) is pleased to provide eligible shareholders the opportunity to participate in a share purchase plan to subscribe for ordinary, fully paid shares in the Company (**Plan**) on the terms and conditions (**Terms and Conditions**) enclosed with this letter.

Shareholders Eligible to Participate in the Plan

The right to participate in the Offer under the Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the issued capital of ENR (**Shares**) at 5.00pm (WST) on the **Record Date** of Monday 22 April 2013 and whose registered address is in Australia and New Zealand (**Eligible Countries**), unless such registered shareholder holds Shares on behalf of another person who resides outside Australia or New Zealand or other Eligible Countries as permitted by the Company in light of applicable foreign laws (**Eligible Shareholders**).

Share Purchase Plan

The amount intended to be raised under the Plan is A\$2,000,000. If the SPP is oversubscribed the total funds to be raised under the Offer will be limited to a maximum of A\$3,000,000. Applications received in excess of this amount will be scaled back on an equitable basis.

The Offer entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to A\$15,000 worth of Shares.

The Offer is made at the same price, \$0.21 per share, as the private placement with Antofagasta Minerals Perth Pty Limited, a wholly owned subsidiary of London Stock Exchange listed Antofagasta PLC, one of the world's largest copper producers (see ASX Announcement 23 April 2013) and is a discount of 5% to the volume weighted average price (**VWAP**) of the Company's Shares traded on the Australian Securities Exchange (**ASX**) during the 30 trading days immediately prior to the announcement date of the Offer, and is free of brokerage and commission (**Offer**).

An outline of the Plan is set out in this letter and the details are set out in the enclosed Terms and Conditions. An application form for the Plan (**Application Form**) is included in this package.

Current Projects

Details of the Company's current activities are set out in the announcements made by ENR to the ASX and are available from the ASX or ENR's website (www.enrl.com.au).

Purpose of the Offer

The Offer allows many Shareholders to increase their holdings without brokerage and associated charges. It also offers Shareholders the opportunity to support the growth of the Company by making a direct investment in ENR.

The funds raised under the Plan will be used by the Company to advance exploration at Encounter's highly prospective Yeneena project and for general working capital purposes.

The Directors of the Company will be subscribing for the maximum amount under the terms of the Offer.

How much can you invest?

Eligible Shareholders may only acquire a maximum of up to A\$15,000 worth of Shares under the Plan.

Subscription and Application Procedure

If you would like to participate in the Offer, the following payment options are available:

(a) Application Form and Accompanying Cheque or Money order

Eligible Shareholders wishing to pay by cheque or money order must follow the instructions on the Application Form and complete the Application Form, provide a cheque or money order that is payable to "**Encounter Resources Ltd**" and crossed "**Not Negotiable**" and return the completed Application Form and cheque or money order to:

Encounter Resources Limited
c/ - Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

to be received by the share registry no later than 5.00pm (**WST**) on Friday 17 May 2013 (**Closing Date**).

(b) Payment by BPAY^{®1}

Eligible Shareholders wishing to pay by BPAY must use the specific biller code and customer reference numbers detailed on their personalised Application Form.

If you choose to pay via BPAY you are not required to submit your Application Form. Your payment will not be accepted after 5:00pm (WST) on the Closing Date and no Shares will be issued to you in respect of that application. If you have multiple holdings you will have multiple BPAY customer reference numbers. To ensure you receive your Shares under the Offer in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Application Form when paying for any Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded.

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. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

¹ ® Registered to BPAY Pty Ltd, ABN 69 079 137 518

(c) Payment by international wire transfer

If you wish to pay by international wire transfer please register with Mr Kevin Hart, Company Secretary, on (+61) 8 9316 9100, or by email at kevinh@endeavourcorp.com.au to register and receive International Deposit details.

If you have not received your Offer documentation and Personalised Application Form, or require a replacement via post or email, please call Security Transfer Registrars Pty Ltd on (+61) 8 9315 2333.

Eligible Shareholders may participate by selecting one of the following offers to purchase Shares under the Plan:

	Subscription amount	Shares to be allotted
Offer A	\$2,500	11,904
Offer B	\$5,000	23,809
Offer C	\$7,500	35,714
Offer D	\$10,000	47,619
Offer E	\$15,000	71,428

Once an application under the Plan has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the Closing Date of 5:00pm (WST) on Friday 17 May 2013.

The maximum investment any 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).

Custodians and Nominees

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of A\$15,000 worth of Shares in respect of each Beneficiary who is resident in Australia or New Zealand or other Eligible Countries as permitted by the Company in light of applicable foreign laws, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

Acceptance of Risk Factors

The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your application under this Offer.

By making an application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the purchase price is at a discount to the 30 Day VWAP prior to the Record Date, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

Additional Information and Important Dates

The Offer cannot be transferred and the directors of the Company (**Directors**) reserve the right to reject any application over \$15,000. Shares allotted under the Plan will be issued as soon as practicable 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 approximate number of Shares that may be issued pursuant to this Offer is 9,523,809 (and a maximum 14,255,714 in the event of an oversubscription). The Company, however, reserves absolute discretion regarding the final amount raised under the Plan.

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 basis. Scale back for Shares held by a Custodian will be applied at the level of the underlying Beneficiaries.

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.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia or New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Indicative Timetable

Record Date (5:00pm WST)	22 April 2013
Announcement Date of Plan	23 April 2013
Opening Date of Offer*	29 April 2013
Closing Date of Offer (5.00pm WST)*	17 May 2013
Issue of Shares under the Plan*	22 May 2013
Dispatch date for holding statements*	23 May 2013
Quotation of Shares on ASX*	24 May 2013

*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 Application Forms as early as possible.

Enquiries in Relation to the Application Form or the Plan

If you have any enquiries in relation to your Application Form or the Plan, please call Security Transfer Registrars Pty Ltd on (+61) 8 9315 2333 or the Company Secretary on (+61) 8 9316 9100.

Yours faithfully

ENCOUNTER RESOURCES LIMITED

A handwritten signature in black ink, appearing to read 'Will Robinson', with a long horizontal flourish extending to the right.

Will Robinson
Managing Director

ENCOUNTER RESOURCES LTD
ABN 47 109 815 796

Shareholder Share Purchase Plan - Terms and Conditions

Purpose

The Share Purchase Plan (**Plan**) offers shareholders of Encounter Resources Ltd (**Company**) the opportunity to apply for a maximum of \$15,000 to acquire additional fully paid ordinary shares in the Company (**Shares**) at 21 cents per share, being a discount of 5% to the volume weighted average price (**VWAP**) of the Company's Shares traded on the Australian Securities Exchange (**ASX**) during the 30 trading days immediately prior to the announcement date of the Offer, and is free of brokerage and commission, and without the need for Company to issue a Prospectus, upon such terms and conditions as the Board of Directors of the Company, in its absolute discretion, sees fit.

Shareholders eligible to participate

Holders of Shares that are registered with an address in Australia and New Zealand (**Eligible Countries**) at the relevant record date, being 22 April 2013, are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds shares on behalf of another person who resides outside Australia or New Zealand or other Eligible Countries as permitted by the Company in light of applicable foreign laws. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these terms and conditions (**Terms and Conditions**). Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan).

An offer may, at the discretion of the directors of Company (**Directors**), be made under the Plan once a year. The maximum amount, which any shareholder may subscribe for in any consecutive 12 month period, is \$15,000. The Directors of the Company may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order CO 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annexe to your Plan application form (**Application Form**) a certificate to the Company (**Custodian Certificate**) with the following information:

- that you held Shares in the Company on behalf of one or more other persons who are resident in Australia or New Zealand and such other country as the Company may permit having regard to the number of shareholders in the country, the number of shares held and the cost of complying with foreign legal requirements (each a **Participating Beneficiary**) at 5:00pm (WST) on Monday 22 April 2013 who have subsequently instructed you to apply for Shares under the Plan on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;

- that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
- that a copy of the written offer document was given to each beneficiary; and
- where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order CO 09/425 you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence by virtue of Class Order CO 03/184 or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001*;
- is a trustee of a self managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS like schemes;
- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner describes above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To a request Custodian Certificate and if you would like further information on how to apply, you should contact Security Transfer Registrars Pty Ltd on (+61) 8 9315 2333 from 9.00am to 5.00pm (WST) Monday to Friday during the Offer period.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Price of Shares

The price of Shares to be issued under the Plan will be 21 cents per share, being a discount of 5% to the volume weighted average price (**VWAP**) of the Company's Shares traded on the Australian Securities Exchange (**ASX**) during the 30 trading days immediately prior to the announcement date of the Offer.

The 30 day VWAP of the Company's Shares immediately prior to the announcement date of the Offer was 22.2 cents.

Applications and Notices

At the discretion of the Directors, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Over subscriptions to an offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its constitution.

Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors in the relevant offer.

Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Shareholding statements or CHESS notification will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

Modification and Termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer Shares than the person applied for under the Plan if the issue of the Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Raising Amount and Scaleback

The number of Shares intended to be issued pursuant to this Offer is approximately 9,523,809 Shares and the amount to be raised is approximately \$2,000,000. If the SPP is oversubscribed the total funds to be raised under the Offer will be limited to a maximum of \$3,000,000. The Company, however, reserves absolute discretion regarding the final amount raised under the Plan.

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 basis. 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.

Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of the Company under these conditions may be exercised by the Directors or any delegate of the Directors.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser, Security Transfer Registrars Pty Ltd on +61 8 9315 2333 or the Company Secretary Mr Kevin Hart on +61 8 9316 9100.

29 April 2013

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

NOTICE UNDER ASIC CLASS ORDER [CO 09/425]

Encounter Resources Limited (ENR) confirms that it will today dispatch offers to eligible shareholders under the share purchase plan announced to ASX on 23 April 2013. This notice is given pursuant to ASIC Class Order [CO 09/425].

ENR hereby confirms that:

1. ENR will offer up to 14,285,714 fully paid ordinary shares without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (**Corporations Act**).
2. This notice is being given in accordance with ASIC Class Order [CO 09/425].
3. As at the date of this notice, ENR has complied with:
 - a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - b) section 674 of the Corporations Act.
4. As at the date of this notice, there is no information:
 - a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - ii) the rights and liabilities attaching to the shares for issue.
5. The offer is a Share Purchase Plan offered to all ENR shareholders with a registered address in Australia or New Zealand.

The Board expects that the potential effect of the issue of ordinary shares on the control of ENR will be minimal.

Yours sincerely

Encounter Resources Limited



Kevin Hart
Company Secretary