

4 December 2017

Company Announcements Office  
Australian Securities Exchange  
4th Floor, 20 Bridge Street  
Sydney NSW 2000

### **Appendix 3B and Appendix 3Y – Option Expiry**

Please find attached an Appendix 3B in respect of the cancellation of 750,000 unlisted options on the expiry of the exercise period.

Please also find attached an Appendix 3Y Change of Director Interest Notice for Mr Peter Bewick in respect of the change.

#### **Encounter Resources Limited**

Kevin Hart  
Company Secretary

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# 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   | Unlisted options cancelled  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 750,000   |
| 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) | Options exercisable at 39 cents each and expiring 30 November 2017. |

+ See chapter 19 for defined terms.

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|    |   |   |
|----|---|---|
| 4  | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?   | No  |
|    | <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> |   |
| 5  | Issue price or consideration  | Nil   |
| 6  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)   | Options cancelled on expiry of the exercise period. |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>  | Yes   |
| 6b | The date the security holder resolution under rule 7.1A was passed  | 30 November 2017                                    |
| 6c | Number of +securities issued without security holder approval under rule 7.1  | Nil   |
| 6d | Number of +securities issued with security holder approval under rule 7.1A  | Nil   |

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+ See chapter 19 for defined terms.

|    |  |                       |  |
|----|--|-----------------------|--|
| 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   | Nil                   |  |
| 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. | N/a                   |  |
| 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   | 30 November 2017      |  |
| 8  | Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)   | Number<br>192,007,760 | +Class<br>Ordinary fully paid shares (ENR) |

+ See chapter 19 for defined terms.

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|         | Number   | +Class  |
|---------|--|---|
| 9       | Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable) |   |
|         | 495,000  | 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  |
|         | 500,000  | Exercisable at \$0.16 each expiring 31 January 2019   |
|         | 5,441,429  | Exercisable at \$0.21 each expiring 30 September 2018 |
|         | 400,000  | Exercisable at \$0.14 each expiring 28 February 2020  |
|         | 2,025,000  | Exercisable at \$0.13 each expiring 24 November 2020  |
|         | 750,000  | Exercisable at \$0.175 each expiring 24 November 2021 |
| 825,000 | Exercisable at \$0.105 each expiring 1 November 2021   |   |
| 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<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | 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 |

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+ 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 |

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+ See chapter 19 for defined terms.

### 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

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

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+ See chapter 19 for defined terms.



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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.

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+ 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: 4 December 2017

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

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>  |  |
|--|--|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>  |  |
| <b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue   | 155,894,044  |
| <p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>6,827,500 shares issued pursuant to a share purchase plan (issued 15 June 2017).</p> <p>24,050,000 shares issued at 10 cents each pursuant to a share placement (issued 26 May 2017)</p> <p>2,180,000 shares issued at 10 cents each pursuant to a share placement (issued 1 June 2017)</p> <p>2,806,216 shares issued at 10 cents each pursuant to a share placement (issued 12 July 2017)</p> |
| <b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period   | Nil  |
| <b>“A”</b>   | <b>191,757,760</b>   |

+ See chapter 19 for defined terms.

|   |  |
|---|--|
| <b>Step 2: Calculate 15% of “A”</b>   |  |
| “B”   | 0.15<br><i>[Note: this value cannot be changed]</i>  |
| <b>Multiply “A” by 0.15</b>   | <b>28,763,664</b>  |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>  |  |
| <p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>200,000 options exercisable at 13 cents each and expiring 24 November 2020 (issued 14 December 2016)</p> <p>250,000 shares issued to acquire exploration assets (issued 5 October 2017)</p> |
| “C”   | <b>450,000</b>   |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>   |  |
| <p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>  | 28,763,664   |
| <p><b>Subtract “C”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>   | 450,000  |
| <b>Total [“A” x 0.15] – “C”</b>   | <b>28,313,664</b><br><i>[Note: this is the remaining placement capacity under rule 7.1]</i>  |

+ See chapter 19 for defined terms.

Part 2

| <b>Rule 7.1A – Additional placement capacity for eligible entities</b>  |   |
|---|---|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>   |   |
| <b>“A”</b><br><br><i>Note: number must be same as shown in Step 1 of Part 1</i>   | <b>191,757,760</b>                                    |
| <b>Step 2: Calculate 10% of “A”</b>   |   |
| <b>“D”</b>  | 0.10<br><br><i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>   | <b>19,175,776</b>                                     |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>   |   |
| <b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> |   |
| <b>“E”</b>  | <b>Nil</b>  |

+ See chapter 19 for defined terms.

|  |  |
|--|--|
| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b> |  |
| “A” x 0.10<br><br><i>Note: number must be same as shown in Step 2</i>                                  | 19,175,776   |
| <b>Subtract “E”</b><br><br><i>Note: number must be same as shown in Step 3</i>                         | Nil  |
| <b>Total</b> [“A” x 0.10] – “E”  | <b>19,175,776</b><br><br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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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.

|                       |                             |
|-----------------------|-----------------------------|
| <b>Name of entity</b> | Encounter Resources Limited |
| <b>ABN</b>            | 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.

|                            |              |
|----------------------------|--------------|
| <b>Name of Director</b>    | Peter Bewick |
| <b>Date of last notice</b> | 12 July 2017 |

### 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Indirect   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Mr Bewick is a Director of Solvista Pty Ltd and a beneficiary of the Bewick Family Trust and Bewick Superannuation Fund.   |
| <b>Date of change</b>   | 30 November 2017   |
| <b>No. of securities held prior to change</b><br>Solvista Pty Ltd <Bewick Family Trust>   | <ul style="list-style-type: none"> <li>• 5,000,000 ordinary fully paid shares;</li> <li>• 375,000 unlisted options exercisable at 23 cents each on or before 27 November 2018;</li> <li>• 375,000 unlisted options exercisable at 31 cents each on or before 27 November 2019;</li> <li>• 750,000 unlisted options exercisable at 13 cents each on or before 24 November 2020; and</li> <li>• 750,000 unlisted options exercisable at 17.5 cents each on or before 24 November 2021</li> </ul> |

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

|  |  |
|--|--|
| P & S Bewick <Bewick Superannuation Fund>  | <ul style="list-style-type: none"> <li>• 1,000,000 ordinary fully paid shares;</li> <li>• 750,000 unlisted options exercisable at 39 cents each on or before 30 November 2017;</li> <li>• 375,000 unlisted options exercisable at 23 cents each on or before 27 November 2018; and</li> <li>• 375,000 unlisted options exercisable at 31 cents each on or before 27 November 2019.</li> </ul>  |
| <b>Class</b>   | Options  |
| <b>Number acquired</b>   | Nil  |
| <b>Number disposed</b>   | 750,000  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | N/a  |
| <b>No. of securities held after change</b>   |  |
| Solvista Pty Ltd <Bewick Family Trust>   | <ul style="list-style-type: none"> <li>• 5,000,000 ordinary fully paid shares;</li> <li>• 375,000 unlisted options exercisable at 23 cents each on or before 27 November 2018;</li> <li>• 375,000 unlisted options exercisable at 31 cents each on or before 27 November 2019;</li> <li>• 750,000 unlisted options exercisable at 13 cents each on or before 24 November 2020; and</li> <li>• 750,000 unlisted options exercisable at 17.5 cents each on or before 24 November 2021</li> </ul> |
| P & S Bewick <Bewick Superannuation Fund>  | <ul style="list-style-type: none"> <li>• 1,000,000 ordinary fully paid shares;</li> <li>• 375,000 unlisted options exercisable at 23 cents each on or before 27 November 2018; and</li> <li>• 375,000 unlisted options exercisable at 31 cents each on or before 27 November 2019.</li> </ul>  |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Options cancelled on expiry of exercise term.  |

+ See chapter 19 for defined terms.



**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.

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

**Part 3 – <sup>+</sup>Closed period**

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

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<sup>+</sup> See chapter 19 for defined terms.