



encounter

RESOURCES LIMITED

ABN 47 109 815 796



ANNUAL REPORT

CORPORATE DIRECTORY

Directors

| | |
|------------------|------------------------|
| Paul Chapman | Non-Executive Chairman |
| Will Robinson | Managing Director |
| Peter Bewick | Exploration Director |
| Jonathan Hronsky | Non-Executive Director |

Company Secretaries

Kevin Hart
Dan Travers

Principal and Registered Office

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Auditor

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Perth, Western Australia 6000

Share Registry

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770 Canning Highway
Applecross, Western Australia 6153
Telephone (08) 9315 2333
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Stock Exchange Listing

The Company's shares are quoted on the Australian Securities Exchange. The home exchange is Perth, Western Australia.

ASX Code

ENR – Ordinary shares

Company Information

The Company was incorporated and registered under the Corporations Act 2001 in Western Australia on 30 June 2004 and became a public company on 26 May 2005. The Company is domiciled in Australia.



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ENCOUNTER RESOURCES LIMITED

LETTER FROM THE CHAIRMAN AND MANAGING DIRECTOR

Dear Fellow Shareholder,

I am pleased to present the 2016 Annual Report for Encounter Resources Ltd (“**Encounter**”). A number of important developments have occurred over the last year in our expanding exploration portfolio in Western Australia.

This time a year ago, the Lookout Rocks copper project was a sound exploration concept with no prior exploration. It was essentially a blank sheet with a compelling structural address. Over the past year Lookout Rocks has advanced from an early stage, grassroots concept through to the successful intersection of zones of up to 1% Cu in disseminated sulphide mineralisation in our first diamond drill hole at the prospect.

Importantly, this copper-cobalt mineralisation is hosted by black, reduced carbonaceous sediments, located directly above an oxidised “red bed” stratigraphic unit - a stratigraphic position similar to that of many major copper deposits of the Zambian Copperbelt. This is the first time that this style of mineralisation has been identified within the project and, as such, has promising regional exploration implications.

Encounter has now amalgamated the Lookout Rocks and Fishhook Copper prospects. These two prospects combined contain an interpreted 50km of strike of the stratigraphic contact position that hosts the “first reductant” copper sulphide mineralisation intersected at Lookout Rocks. While continuing with the planned exploration, we are also actively pursuing a new partner to advance the combined Lookout Rocks/Fishhook prospect.

Our corporate strategy is to share exploration risk at appropriate points as this approach maximises exploration upside for shareholders while minimising financial demands upon them.

Drilling at the Millennium zinc prospect, completed in conjunction with our joint venture partner Hampton Hill Mining (**ASX:HHM**), continues to reveal the potential of this greenfield zinc discovery. The large scale mineral system discovered at Millennium is over 3km long and is depth extensive. The processes to produce high tenor zinc mineralisation have been established and multiple zinc mineralisation styles have been discovered. In essence the drilling completed to date has established the sort of footprint you would expect to find associated with a major zinc deposit. These sort of exploration opportunities are rare and there is a dearth of new quality zinc developments around the globe. Finding the best parts of the sizable zinc system discovered at Millennium is a key goal in the upcoming year.

LETTER FROM THE CHAIRMAN AND MANAGING DIRECTOR

In addition, Encounter continues to take advantage of our strategic and operational advantages in the Paterson region to build our quality portfolio. With this in mind, back in early 2014, we secured the Telfer West gold project. The Telfer West tenement was recently granted and a review of historical exploration results has been illuminating. This review has identified a large, high quality, gold exploration project. The context of the opportunity is important:

- Telfer West contains a dome of prospective stratigraphy similar to the host units at Telfer;
- The Egg Prospect contains several areas of high grade gold mineralisation within a substantial volume of stockwork style gold mineralisation; and
- Telfer West is sparsely drill tested, particularly at depths below 100 metres, with the most recent diamond drill program completed by Newmont in 1989.

Telfer West is an exciting new addition to the project portfolio in the Paterson region and is characteristic of the exploration opportunities that continue to be generated by the Encounter technical team. First drilling at Telfer West is scheduled to commence in November 2016.

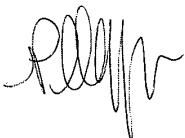
Encounter remains one of the most dedicated and active greenfield explorers in Australia. We are focused on generating value for our shareholders through leading edge greenfield exploration for new Tier 1 mineral assets in favourable mining jurisdictions like Australia.

Encounter provides high quality access to large scale copper, zinc and gold exploration in a region that has demonstrated the capacity to produce major mineral deposits. We are encouraged by the recent increased focus on the Paterson region in WA. The renewed exploration activity in the region appears to be driven by the performance of the Telfer gold/copper mine; the recent acquisition of the Nifty copper mine; and expanded exploration efforts by a number of major multinational and junior companies.

Encounter is disciplined in its approach to capital management and we are steadfast in our commitment to systematic frontier exploration that can create enduring value for our shareholders. Our exploration plans remain well funded and, importantly, we have an extremely capable and experienced team that is dedicated to realising the vast potential of our project portfolio.

In closing, we would like to thank our employees, earn-in partners, suppliers and other business partners. We also would take this opportunity to thank our fellow shareholders for your ongoing support.

Yours sincerely



Paul Chapman
Chairman



Will Robinson
Managing Director

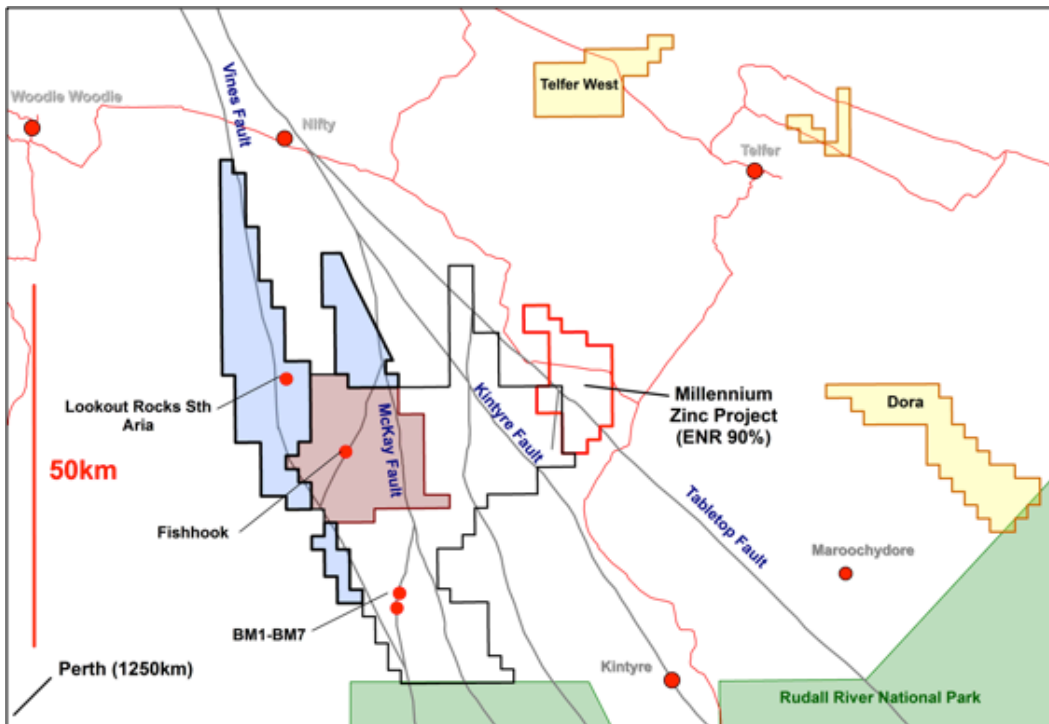


EXPLORATION REVIEW

PATERSON PROVINCE

YENEENA PROJECT

- 100% Encounter - E45/2500, E45/2502, E45/2503, E45/2657, E45/2658, E45/2805, E45/2806, E45/3768, E45/4091, E45/4230 and E45/4408
- 90% Encounter / 10% HHM - E45/2501, E45/2561 and the four eastern sub-blocks of E45/2500 with HHM earning up to 25%
- Paterson Gold projects: E45/4613, E45/4564, ELA45/4757, ELA45/4758



Yeneena covers a 1,900km² of granted exploration licenses in the Paterson Province of WA located between the Nifty copper mine, the Woodie Woodie manganese mine, the Telfer gold-copper mine and the Kintyre uranium deposit (Figure 1).

Figure 1: Yeneena tenements: Projects and Earn-In areas with major regional faults



EXPLORATION REVIEW CONTINUED

2015/16 Exploration Highlights:

- Large scale mineral system discovered at Millennium that is now over 3km long and is depth extensive. The processes to produce very high tenor zinc mineralisation have been established and multiple zinc mineralisation styles have been established. A two hole diamond drill program was completed in July 2016. This drilling has confirmed that the area of shale hosted zinc-lead mineralisation extends at least 400m further south-east than previously known and the system remains open.
- Lookout Rocks copper prospect was advanced from an early stage, grassroots concept through to the successful intersection of narrow zones of disseminated copper sulphide mineralisation, up to 1% Cu, in the first diamond drill hole at the prospect. Importantly, this copper-cobalt mineralisation is hosted by black, reduced carbonaceous sediments, located directly above an oxidised “red bed” stratigraphic unit, a stratigraphic position similar to that of many major copper deposits of the Zambian Copperbelt. This is the first time that this style of mineralisation has been identified within the project and, as such, has promising regional exploration implications.
- Drilling at the Aria IOCG style prospect intersected a hematite-altered, polymictic breccia with zones of weakly disseminated chalcopyrite. The hole was terminated at 400.4m but was left open to be extended to test the modelled gravity and magnetic anomalies identified in surveys completed by Encounter.
- A three hole diamond program was completed at BM1-BM7 testing discrete gravity targets associated with litho-geochemical anomalies. The drilling intersected additional low grade copper mineralisation at BM7 but does not appear to have intersected significant density features as modelled. A review of the drilling and geophysical models is ongoing.
- Telfer West gold prospect is an exciting new addition to the project portfolio in the Paterson Region. A review of historical exploration results has identified a large, high quality gold exploration project. Telfer West contains a dome of prospective stratigraphy similar to the host units at Telfer. The Egg Prospect contains several areas of high grade gold mineralisation within a substantial volume of stockwork style gold mineralisation. The project is sparsely drill tested, particularly at depths below 100 metres, with the most recent diamond drill program completed by Newmont in 1989.

2015/16 Encounter exploration activities at Yeneena included:

- 5,950m of diamond drilling (14 holes)
- 3,180m of RC drilling (16 holes)
- 3,440m of aircore drilling
- Detailed ground gravity surveys at Aria, Millennium and BM7
- A passive seismic survey at Millennium
- Surface geochemical surveys and mapping at Lookout Rocks and Fishhook
- Two aboriginal heritage surveys



ZINC

Millennium Zinc Project - Encounter 90% / HHM 10% in E45/2501, E45/2561 and the four eastern sub-blocks of E45/2500. HHM may earn up to 25% interest.

The Millennium Project is located in the north-east Yeneena (see Figure 1) and is subject to an Earn In Agreement with Hampton Hill Mining ("HHM") (refer ASX announcement 23 April 2015).

The Millennium Project lies on the north eastern margin of Yeneena at the intersection of the NNW trending Tabletop Fault and the NE orientated Tangadee structural lineament. This intersection of two metallogenically important structural corridors is a first order target and typical of the style of setting that is associated with large scale metal deposits.

Previous aircore and RC drilling by Encounter has defined a +3km long zinc regolith anomaly that remains open to the SE. Diamond drilling at Millennium has intersected a thick zinc gossan at the contact between a brecciated carbonate and a thick sequence of carbonaceous shales of the Broadhurst Formation. Previous assay results from the gossan include, (refer ASX announcement 9 July 2015):

- 38.7m @ 0.9% Zn in EPT2201 from 255.8m; and
- 91.8m @ 1.6% Zn in EPT2203 from 344.4m

High tenor zinc sulphide mineralisation, in the form of sphalerite, has been intersected below the gossanous unit and returned assays of, (refer ASX announcements 12 January 2015 and 13 December 2013):

- 0.7m @ 36.7% Zn in EPT1854 from 430m; and
- 7m @ 4.8% Zn in EPT 2198 from 233m.

Three high priority target zones have been identified for follow up (see Figure 3):

1. Target Zone Central – large untested target area south-east of the strongly mineralised gossan intersection EPT2260
2. Target Zone South-East - interpreted zone of coherent zinc sulphide mineralisation including EPT2198 (7m @ 4.8% Zn) that is open to the south-east
3. Target Zone North West – high-grade zinc sulphide mineralisation intersected in EPT1854 (0.7m @ 36.7% Zn) that remains open downdip and along strike to the north and west.

A two hole diamond drill program was completed at Millennium in July 2016. Drilling has confirmed that the area of shale hosted zinc-lead mineralisation extends at least 400m further south-east than previously known and the system remains open.

The Company was successful with its application for WA Government EIS co-funding (up to A\$150,000) for a future diamond drill program at Millennium Deeps targeting shale hosted zinc sulphide mineralisation. This EIS co funded program is scheduled to commence in October 2016.

EXPLORATION REVIEW CONTINUED

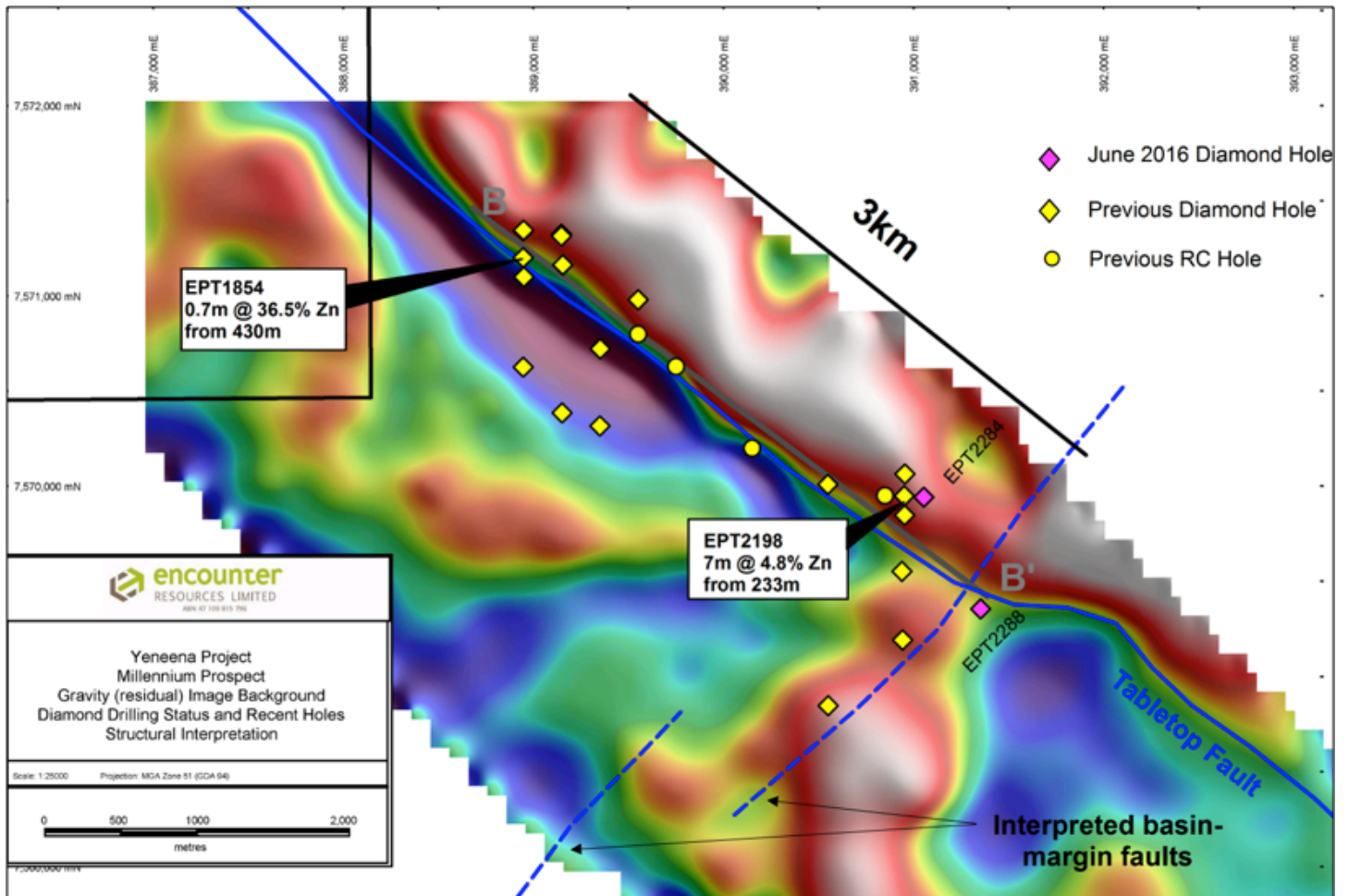


Figure 2: Drill hole collar location – Millennium

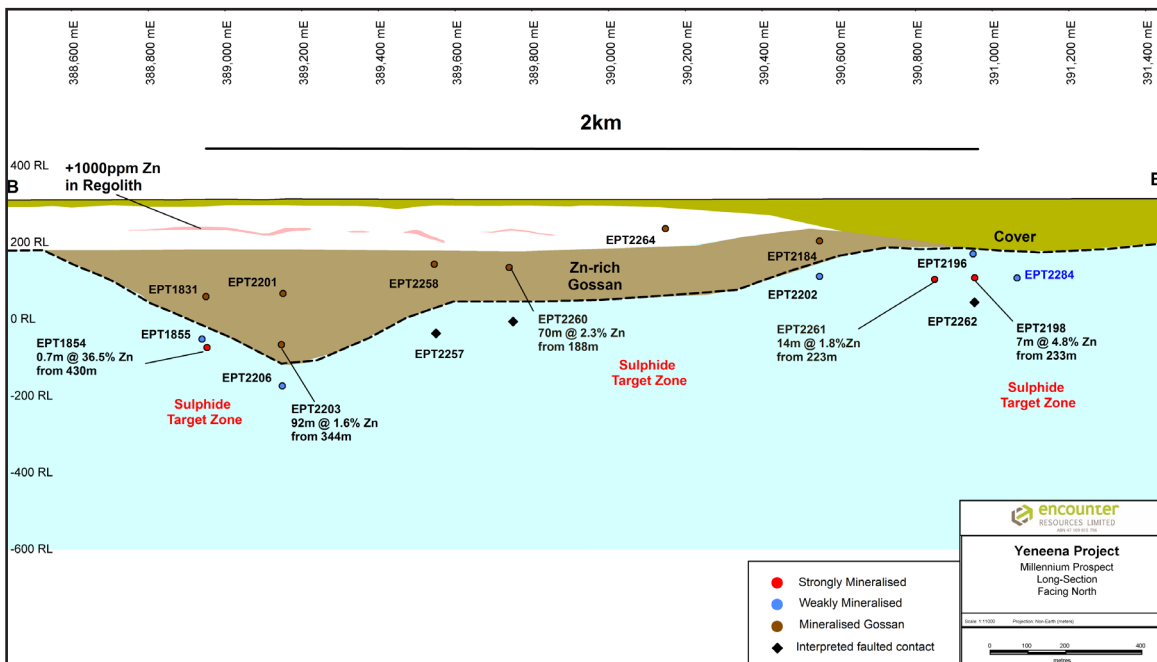


Figure 3: Drill hole long section (B – B') – Millennium Shale-Carbonate contact intersections only. June 2016 diamond hole in blue



COPPER

BM1-BM7 Copper Project

A 14km long copper system, discovered and wholly owned by Encounter, that contains high grade Cu sulphide mineralisation at BM7 and a coherent zone of near surface Cu oxide mineralisation at BM1.

A cover corrected gravity model was produced over 6km of the BM1-BM7 copper trend in the March 2016 quarter. The model highlighted three new, previously untested density anomalies (see Figure 4). The gravity anomalies at BM7, BM7 East and BM1 are situated along strike of bedrock geochemical alteration anomalies (see Figure 4).

A three hole diamond program was completed in June 2016 testing these discrete gravity targets. The drilling intersected additional low grade copper sulphide mineralisation at BM7, however, the results of the down hole logging of the holes at BM1 and BM7 East indicate that the drilling has not intersected significant density features as modelled. A review of the drilling and geophysical modelling is ongoing.

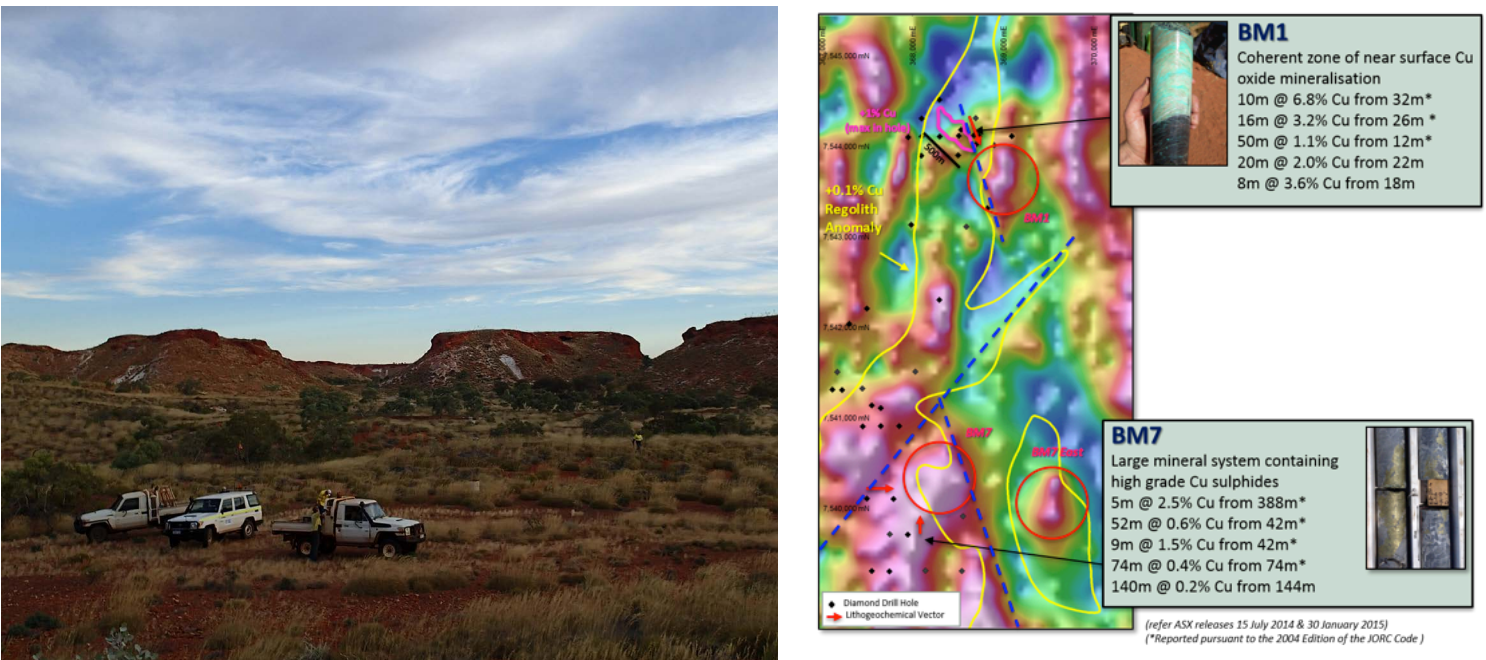


Figure 4: BM1-BM7 cover corrected gravity image (residual filter applied)

Lookout Rocks Project

Lookout Rocks includes four tenements (~450km²) of highly prospective exploration ground located in the north-west of Yeneena. Exploration completed at Lookout Rocks during 2015/16 was fully funded pursuant to a farm in agreement with a wholly-owned subsidiary of Antofagasta plc (refer ASX announcement 30 July 2015).

The two hole diamond program at Lookout Rocks South was completed in June 2016. The drilling successfully intersected narrow zones of disseminated copper sulphide mineralization, up to 1% Cu, at the targeted “first reductant” position. This copper-cobalt mineralisation is hosted by black, reduced carbonaceous sediments, located directly above an oxidised “red bed” stratigraphic unit, a stratigraphic position similar to that of many major copper deposits of the Zambian Copperbelt.

EXPLORATION REVIEW CONTINUED

This first diamond hole has confirmed the targeted mineralisation model at Lookout Rocks, focused at a stratigraphic contact “first reductant” interface (see photos 1 and 2). Surface mapping indicates that this stratigraphic contact, which is the focus of the copper-cobalt mineralisation, is relatively flat and extends laterally over a large part of the Lookout Rocks Project. Accordingly, this result has potentially enhanced the scale and near surface explorability of the opportunity and, as such, has promising regional exploration implications (refer ASX announcement 28 July 2016).

Subsequent to the end of the financial year Antofagasta elected not to continue to sole fund exploration at the Lookout Rocks Copper Project. As such the earn-in agreement has been terminated and the Lookout Rocks copper project reverts back 100%, unencumbered to Encounter. The Company will be continuing with the planned exploration program at Lookout Rocks with diamond drilling to commence in September/October 2016.

The company has taken this opportunity to amalgamate the Lookout Rocks and Fishhook Copper prospects. These two prospects combined contain an interpreted 50km of strike of the stratigraphic contact position that hosts the “first reductant” copper sulphide mineralisation intersected at Lookout Rocks. The Company will actively pursue a new partner to advance the combined Lookout Rocks/Fishhook prospect.



**Photo 1: Disseminated chalcopyrite in carbonaceous shale
EPT2282 ~259.5m downhole (1.0%Cu)
Core width ~60mm**



**Photo 2: Example of “Red Bed” oxidized sediments
EPT2282 ~320m downhole
Core width ~60mm**



Aria

A single diamond drill hole (PADD002A) was completed at the Aria Prospect by a previous explorer under the WA Government EIS program. This drill hole was located to test the northern margin of a discrete magnetic anomaly within the GSWA regional magnetic dataset (Figure 5). The drill hole intersected a hematite altered, polymictic breccia from the start of diamond core at 84.7m to the end of hole (650.1m). Zones of weakly disseminated chalcopyrite and bornite (copper sulphide minerals) were identified in the drill core from approximately 120m to the end of the hole.

A detailed ground gravity survey was completed at Aria in September 2015. The survey was designed to define any density anomalies adjacent to the hematite-altered breccia intercepted in PADD002A, with any resultant anomalies potentially outlining zones of more intense hematite alteration. It has been noted in IOCG deposits that more intense hematite alteration typically has a close spatial relationship to the strongest copper mineralisation.

The gravity survey outlined a discrete density anomaly located on the margin of the previously identified magnetic anomaly, with this anomaly also being located to the south of drill hole PADD002A (see Figure 5 inset).

Diamond drill hole EPT2276 was designed to test the discrete density anomaly located on the margin of the previously identified magnetic anomaly. EPT2276 was completed in October 2015 to a depth of 400.4m and intersected a hematite-altered, polymictic breccia similar to PADD002A with occasional blebs of chalcopyrite noted in the last 50m of the hole. EPT2276 was terminated at 400.4m but the hole was left open to be extended to test the modelled gravity or magnetic anomalies identified at Aria.

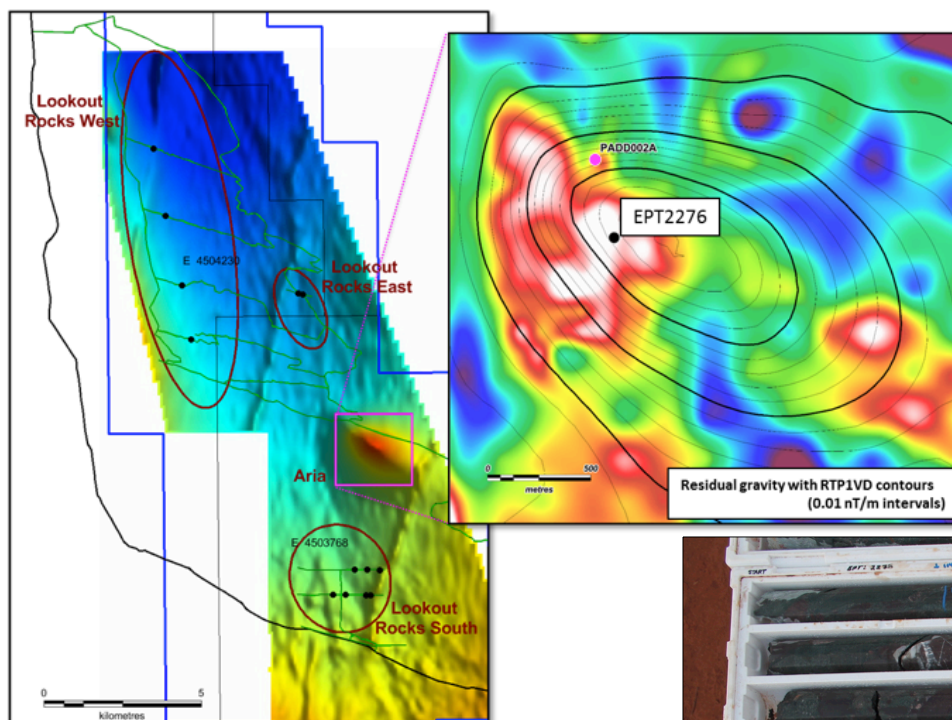


Figure 5: Lookout Rocks Project - Aria Prospect - Magnetics TMI



Photo 3: EPT2276 113.7m to 121.0m – Hematite-altered, polymictic breccia containing clasts of felsic porphyry, gneiss and mafic igneous rocks

EXPLORATION REVIEW CONTINUED

GOLD

Over recent years Encounter has continued to add to its strategic ground holding in the Yeneena region including the acquisition of the Dora and Telfer West gold-copper projects.

Telfer West (100% Encounter)

Background

Telfer West is located 25km north-west of Newcrest's major gold-copper operation at Telfer (Figure 1). Historical exploration at Telfer West was conducted by WMC and Newmont from 1983-1993 targeting gold mineralisation in a similar geological setting to that of Telfer.

The Telfer West Exploration licence E45/4613 (100% Encounter) has now been granted and covers an area of approximately 121km². Encounter has recently flown a detailed airborne magnetic survey over the project. This survey, together with the high resolution aerial photography and historic mapping has confirmed an 8km by 5km domal formation (Figures 7 & 8) at Telfer West. The domal structure has a core of Isdell Formation overlain by the Malu Formation, Telfer Formation and sediments of the Puntapunta Formation. These geological units are the main hosts of gold-copper mineralisation at Telfer. The north-eastern limb of the dome is outcropping and was the focus of historical exploration in the 1980s. Importantly, the south-western limb of the dome and the northern fold nose extends under cover and are largely untested.

Historical Gold Mineralisation at Telfer West

Historical exploration completed by WMC and Newmont focused mostly on the outcropping, north-eastern limb of Malu Formation that forms a north-west trending ridge within the project area (Figure 8). This drilling was predominantly shallow surface geochemical drilling and in total only 18 diamond drill holes have been drilled over the 8km long trend of the dome. The shallow RAB and RC drilling totalled 351 holes with only 3 of these holes exceeding 100m depth, 26 holes drilled to a depth between 65 and 100m, 68 holes drilled between depths of 25 and 65m and the remaining 254 holes drilled to less than 25m depth.

The majority of the 18 diamond drill holes focused on testing magnetic anomalies in the southern part of the dome where strong copper anomalism was identified (Figure 7). The limited remaining diamond drilling was designed to test areas of surface geochemical and geophysical anomalism in the northern part of the project area (Figure 7 and 8). These diamond drill holes intersected gold mineralisation including zones of broad, low grade gold-copper-arsenic anomalism and also narrow bands of high grade gold mineralisation. Only 5 of the 18 diamond holes were drilled deeper than 150m and several holes ended in gold anomalism.

The review of historical exploration data is continuing. However, an area of immediate focus that warrants near term follow up is the Egg Prospect, located on the north-eastern limb of the dome at Telfer West. Four diamond holes were drilled at the Egg Prospect in the period 1986 to 1989 with three of these diamond holes drilled on a single section (Figure 9). Two of the three drill holes are of particular interest:

- Drill hole LHS86-9 was drilled in a south-west direction, perpendicular to interpreted stratigraphy. This hole was abandoned at 78.3m due to mechanical failure but ended in **5.3m @ 1.44g/t gold from 73m to EOH**.



- A follow up hole LHS88-1 was drilled in a north-east direction and as such is interpreted to be drilled down the stratigraphy. However, this hole intersected a broad zone of low grade stockwork mineralisation of 117.7m @ 0.25g/t gold from 156m to EOH and included several narrow zones of high grade gold mineralisation:
 - 0.7m @ 4.92g/t gold from 61.5m
 - 0.13m @ 12.5g/t gold from 95.07m
 - 0.3m @ 10.7g/t gold from 156.6m
 - 0.8m @ 7.91g/t gold from 163.7m incl. 0.2m @ 21.7g/t gold from 163.7m and
 - 0.2m @ 7.23g/t gold from 183.8m

The fourth hole at Egg (LHS86-8) was drilled approximately 100m to the north-west and parallel to LHS 86-9. This 140m deep hole was not extensively sampled but did return an intersection of **5m @ 1.57g/t gold from 81m** including 1m @ 5.63g/t from 81m.

It is interpreted that this historical drilling at the Egg prospect has identified a substantial volume of stockwork style gold mineralisation within the Malu Formation (see Photo 4). This mineralisation remains open and untested in all directions and at depth.

In addition, there are only 2 diamond drill holes that have been drilled north-west of the Egg prospect. Drill hole LHS86-2 was drilled following up an anomalous surface rock chip sample, collected on the edge of the outcropping Malu Formation, approximately 2km north-west of the Egg prospect. This drill hole was drilled to a depth of 152.2m and ended in a broad zone of elevated gold anomalism (0.1 – 0.2 g/t gold).

A further 1.6km to the north-west, a single diamond drill hole, LHS89-6, was drilled to test a magnetic anomaly located under approximately 60m of cover, along the interpreted fold axis of the dome. This hole was drilled to a depth of 107 metres. The drill hole did not explain the magnetic anomaly however it did intersect a broad zone of gold anomalism including zones of higher grade gold including:

- 8.7m @ 0.41g/t gold from 66m
- 0.8m @ 6.49g/t gold from 98.2m
- 3.0m @ 0.23g/t gold from 104m to EOH

In conclusion, the review of the historical exploration at Telfer West has identified a large, high quality gold exploration project. The context of the opportunity is important:

- Telfer West contains a mostly untested dome of prospective stratigraphy similar to the host units at Telfer.
- The Egg Prospect within the Malu Formation contains several areas of high grade gold mineralisation with anomalism extending for at least 4km to the north-west.
- Telfer West is sparsely drill tested, particularly at depths below 100 metres, with the most recent diamond drill program completed by Newmont in 1989.

Upcoming Activity

- An IP (induced polarisation) survey is scheduled to commence in October 2016
- A heritage survey scheduled to commence in October 2016
- Diamond drilling scheduled to commence at Telfer West in November 2016

EXPLORATION REVIEW CONTINUED

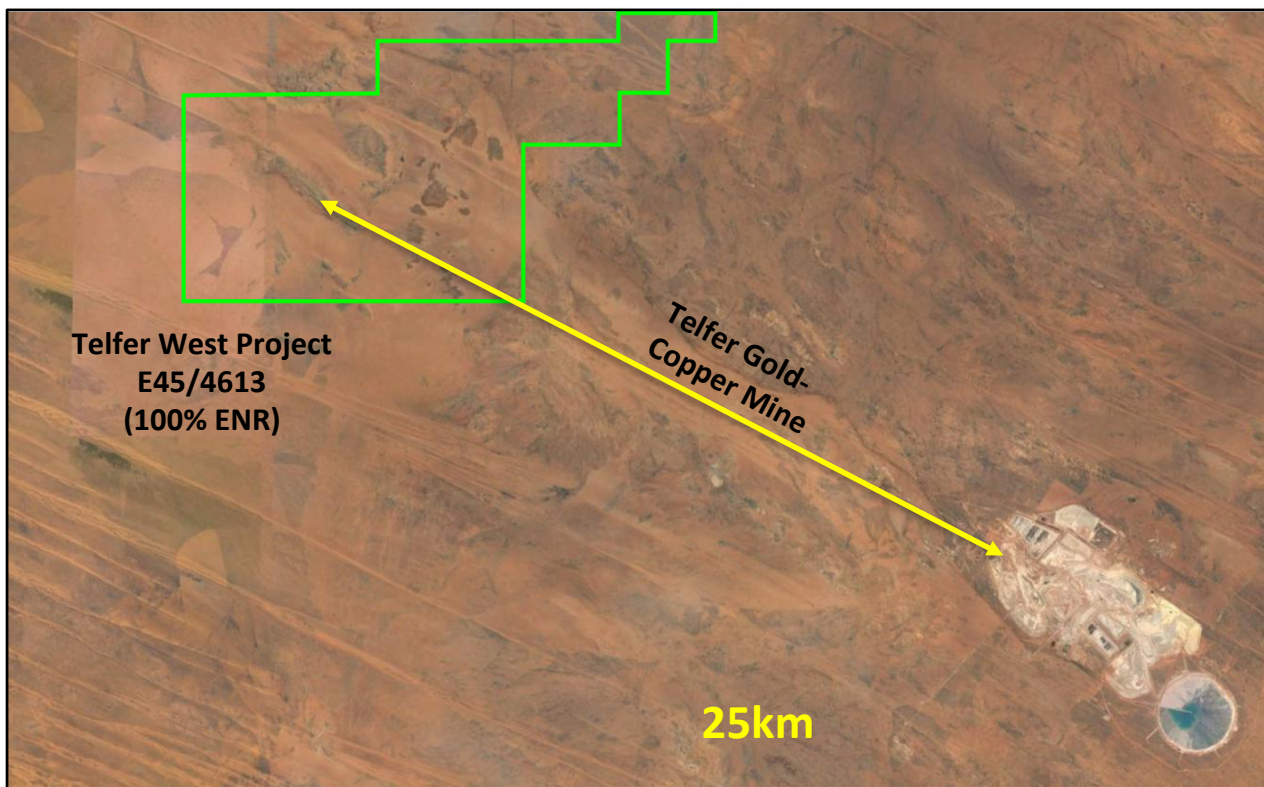


Figure 6: Telfer West location map – Google Earth background

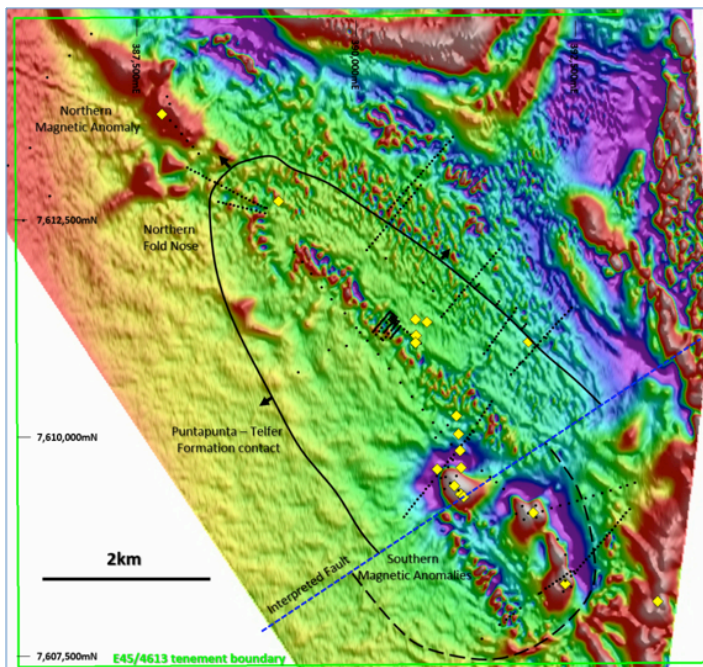


Figure 7: Telfer West historical drilling and interpreted geology. Historical diamond holes (yellow diamonds), all other holes (black dots). Detailed aeromagnetic background (TMI 1VD pseudo colour image)

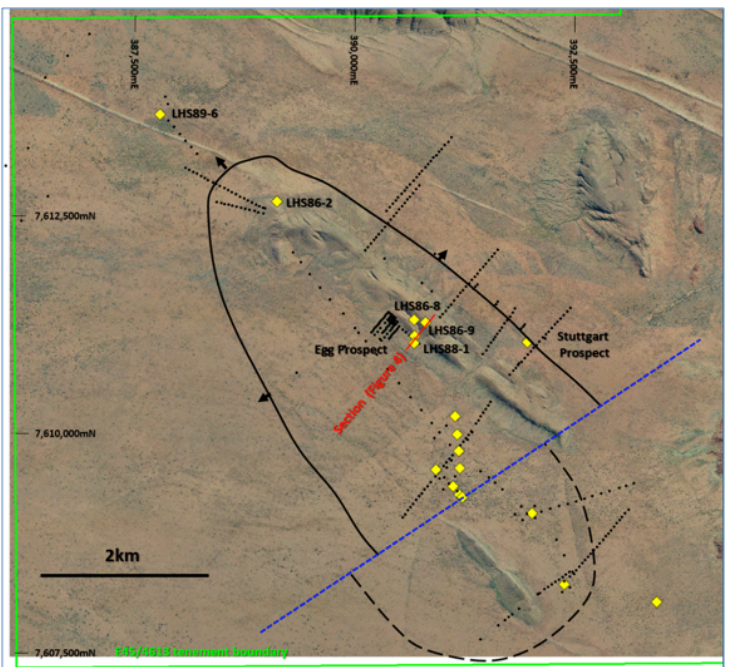


Figure 8: Telfer West airphoto – Historical diamond holes (yellow diamonds), all other holes (black dots)



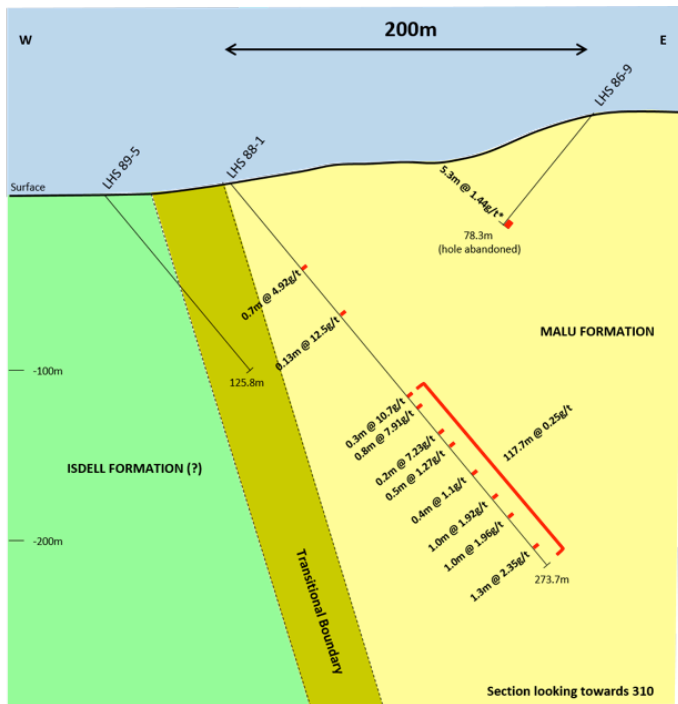


Figure 9: Egg Prospect cross section from historical report

Dora E45/4564 (100% Encounter):

The Dora gold-copper tenement, was granted in December 2015 (see Figure 1). The project covers a series of discrete magnetic anomalies along strike from historical gold occurrences and is located approximately 40km south-east of the Telfer gold-copper operation.

In June 2016, the Company was successful with its application for WA Government Exploration Incentive Scheme ("EIS") co-funding (up to A\$150,000) for future drilling at the Dora gold project.



Photo 4: Egg Prospect LHS 86-9 from ~65m to EOH (note incomplete sampling)

EXPLORATION REVIEW CONTINUED

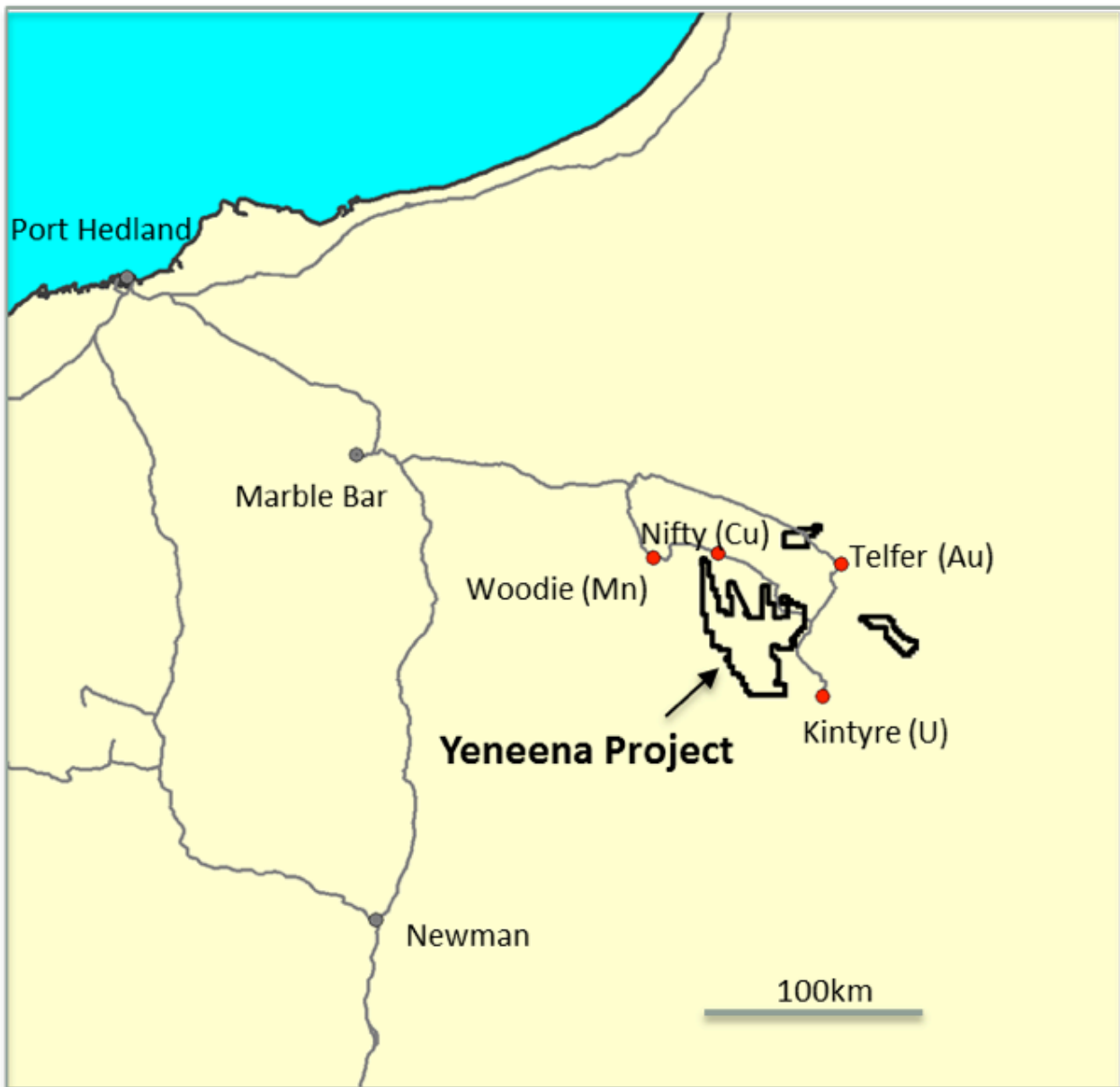


Figure 10: Yeneena Project Location Plan

The information in this report that relates to Exploration Results is based on information compiled by Mr. Peter Bewick who is a Member of the Australasian Institute of Mining and Metallurgy. Mr. Bewick holds shares and options in and is a full time employee of Encounter Resources Ltd and has sufficient experience which is relevant to the style of mineralisation under consideration to qualify as a Competent Person as defined in the 2012 Edition of the 'Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Bewick consents to the inclusion in the report of the matters based on the information compiled by him, in the form and context in which it appears.

The Company confirms that it is not aware of any new information or data that materially affects the information in the relevant ASX releases and the form and context of the announcement has not materially changed. The Company confirms that the form and context in which the Competent Persons findings are presented have not been materially modified from the original market announcements.



SUMMARY OF TENEMENTS

TENEMENT INFORMATION

| Lease | Lease Name | Project Name | Area km ² | Managing Company | Encounter Interest |
|------------|------------------|----------------|-------------------------|------------------------------|-----------------------|
| E45/2500 | Yeneena | Paterson | 163.4 | Encounter Operations Pty Ltd | 90-100%* |
| E45/2501 | Yeneena | Paterson | 41.4 | Encounter Operations Pty Ltd | 90%* |
| E45/2502 | Yeneena | Paterson | 200.5 | Encounter Operations Pty Ltd | 100% |
| E45/2503 | Yeneena | Paterson | 19.1 | Encounter Operations Pty Ltd | 100% |
| E45/2561 | Yeneena | Paterson | 86 | Encounter Operations Pty Ltd | 90%* |
| E45/2657 | Yeneena | Paterson | 222.8 | Encounter Operations Pty Ltd | 100% |
| E45/2658 | Yeneena | Paterson | 171.7 | Encounter Operations Pty Ltd | 100% |
| E45/2805 | Yeneena | Paterson | 171.6 | Encounter Operations Pty Ltd | 100% |
| E45/2806 | Yeneena | Paterson | 63.7 | Encounter Operations Pty Ltd | 100% |
| E45/4564 | Dora | Paterson Cu/Au | 194.2 | Encounter Operations Pty Ltd | 100% |
| E45/4613 | Telfer West | Paterson Cu/Au | 121.4 | Encounter Operations Pty Ltd | 100% |
| ELA45/4730 | Lookout Rocks | Paterson | 82.9 | Encounter Operations Pty Ltd | 100% |
| ELA45/4757 | East Telfer | Paterson Cu/Au | 12.8 | Encounter Operations Pty Ltd | 100% |
| ELA45/4758 | East Telfer | Paterson Cu/Au | 19.2 | Encounter Operations Pty Ltd | 100% |
| E45/3768 | Lookout Rocks | Paterson | 181.5 | Encounter Yeneena Pty Ltd | 100% |
| E45/4091 | Lookout Rocks | Paterson | 136.5 | Encounter Yeneena Pty Ltd | 100% |
| E45/4230 | Lookout Rocks | Paterson | 92.4 | Encounter Yeneena Pty Ltd | 100% |
| E45/4408 | Lookout Rocks | Paterson | 41.7 | Encounter Yeneena Pty Ltd | 100% |
| P45/3001 | Lookout Rocks | Paterson | 0.8 | Encounter Yeneena Pty Ltd | 100% |
| ELA80/5045 | Phillipson Range | West Arunta | 283 | Hamelin Resources Pty Ltd | 100% |

* Tenement subject to Hampton Hill Mining NL Earn-In Agreement (only includes 4 eastern blocks on E45/2500) see ASX announcement April 23, 2015

DIRECTORS' REPORT

The Directors present their report on Encounter Resources Limited (the Company) and the entities it controlled (the Group) at the end of, and during the year ended 30 June 2016.

Directors

The names and details of the Directors of Encounter Resources Limited during the financial year and until the date of this report are:

Paul Chapman – B.Comm, ACA, Grad. Dip. Tax, MAICD, MAusIMM
Non-Executive Chairman appointed 7 October 2005

Mr Chapman is a chartered accountant with over twenty five years' experience in the resources sector gained in Australia and the United States. Mr Chapman has experience across a range of commodity businesses including gold, nickel, uranium, manganese, bauxite/alumina and oil/gas. Mr Chapman has held managing director and other senior management roles in public companies of various sizes.

During the last 3 years, Mr Chapman was a director of ASX listed companies Silver Lake Resources Ltd (resigned 30 September 2015), Rex Minerals Limited (resigned 31 December 2013), and Phillips River Mining (resigned 26 March 2014).

Will Robinson – B.Comm, MAusIMM
Managing Director (Executive) appointed 30 June 2004

Mr Robinson is a resources industry commercial and finance specialist with over twenty years' experience in commercial management, transaction structuring and negotiation, business strategy development and London Metals Exchange metals trading. Mr Robinson held various senior commercial positions with WMC in Australia and North America from 1994 to 2003. Mr Robinson has extensive experience in the sale and distribution of commodities and was Vice President – Marketing for WMC's nickel business from 2001 to 2003. Mr Robinson founded Encounter Resources Limited in 2004 and has overseen the development of the Company as its Managing Director. Mr Robinson is the President of the Association of Mining and Exploration Companies (AMEC), and an Executive Committee Member of Uncover – Australian Exploration Geoscience Research.

Peter Bewick – B.Eng (Hons), MAusIMM
Exploration Director (Executive) appointed 7 October 2005

Mr Bewick is an experienced geologist and has held a number of senior mine and exploration geological roles during a fourteen year career with WMC. These roles include Exploration Manager and Geology Manager of the Kambalda Nickel Operations, Exploration Manager for St Ives Gold Operation, Exploration Manager for WMC's Nickel Business Unit and Exploration Manager for North America based in Denver, Colorado. Whilst at WMC, Mr Bewick gained extensive experience in project generation for a range of commodities including nickel, gold and bauxite. Mr Bewick has been associated with a number of brownfields exploration successes at Kambalda and with the greenfield Collurabbie Ni-Cu-PGE discovery.

Jonathan Hronsky - BAppSci, PhD, MAusIMM, FSEG
Non-executive director appointed 10 May 2007

Dr. Hronsky has more than twenty five years of experience in the mineral exploration industry, primarily focused on project generation, technical innovation and exploration strategy development. Dr. Hronsky has particular expertise in targeting for nickel sulfide deposits, but has worked across a diverse range of commodities. His work led to the discovery of the West Musgrave nickel sulfide province in Western Australia. Dr. Hronsky was most recently Manager-Strategy & Generative Services for BHP Billiton Mineral Exploration. Prior to that, he was Global Geoscience Leader for WMC Resources Ltd. He is currently a Director of exploration consulting group Western Mining Services and Chairman of the board of management of the Centre for Exploration Targeting at the University of Western Australia. During the last 3 years Dr Hronsky has been a director of Cassini Resources Limited (appointed 3 April 2014).



Company Secretaries

Kevin Hart – B.Comm, FCA

Mr Hart is a Chartered Accountant and was appointed to the position of Company Secretary on 4 November 2005. He has over 20 years experience in accounting and the management and administration of public listed entities in the mining and exploration industry.

He is currently a partner in an advisory firm, Endeavour Corporate, which specialises in the provision of company secretarial and accounting services to ASX listed entities.

Dan Travers – BSc (Hons), FCCA

Mr Travers is a Fellow of the Association of Chartered Certified Accountants and was appointed to the position of Joint Company Secretary on 20 November 2008. He is an employee of Endeavour Corporate, which specialises in the provision of company secretarial and accounting services to ASX listed entities in the mining and exploration industry.

Directors' Interests

As at the date of this report the Directors' interests in shares and unlisted options of the Company are as follows:

| Director | Directors' Interests in Ordinary Shares | Directors' Interests in Unlisted Options | Options vested at the reporting date |
|------------|---|--|--------------------------------------|
| P Chapman | 5,707,142 | - | - |
| W Robinson | 22,275,470 | - | - |
| P Bewick | 5,209,142 | 3,000,000 | 3,000,000 |
| J Hronsky | - | 1,000,000 | 1,000,000 |

Included in the Directors' interests in Unlisted Options, there are 4,000,000 options that are vested and exercisable as at the date of signing this report.

Directors' Meetings

The number of meetings of the Company's Directors held during the year ended 30 June 2016, and the number of meetings attended by each Director are as follows:

| Director | Board of Directors' Meetings | |
|------------|------------------------------|----------|
| | Held | Attended |
| P Chapman | 5 | 5 |
| W Robinson | 5 | 5 |
| P Bewick | 5 | 5 |
| J Hronsky | 5 | 5 |

Principal Activities

The principal activity of the Company during the financial year was mineral exploration in Western Australia. There were no significant changes in these activities during the financial year.

Results of Operations

The consolidated net (loss)/profit after income tax for the financial year was \$(5,803,036) (2015: \$523,915 profit).

Included in the consolidated loss for the current year is a write-off of deferred and uncapitalised exploration and joint venture expenditure totalling \$4,635,718 (2015: \$555,286).

DIRECTORS' REPORT CONTINUED

Review of Activities

Exploration

Exploration activities for the financial year have been focussed on the Company's Yeneena Project in the Paterson Province of Western Australia.

During the year the Company continued its copper exploration programs at its 100% owned BM1 and BM7 prospects and at the Lookout Rocks project pursuant to the farm-in agreement with a wholly owned subsidiary of Antofagasta plc. The Company also continued to carry out exploration pursuant to the farm-in agreement with Hampton Hill NL (HHM) during the year at the Millennium zinc project.

The Company continued to diversify its exploration portfolio with its acquisition of the Telfer West and Dora gold prospects, also in the Paterson Province.

Full details of the Company's exploration activities are available in the Exploration Review in the Annual Report.

Financial Position

At the end of the financial year the Group had \$3,684,391 (2015: \$1,372,033) in cash and at call deposits. Capitalised mineral exploration and evaluation expenditure is \$16,156,627 (2015: \$19,703,415).

Expenditure was principally focused on the exploration for base metals at the Company's Yeneena Project in the Paterson Province of Western Australia.

Significant Changes in the State of Affairs

Other than the below, there have been no significant changes in the state of affairs of the Company and Group during or since the end of the financial year.

On 29th July 2015 the Company's previous farm-in arrangement with Antofagasta plc was terminated by Antofagasta plc. On the same date, the Company entered into a separate up to US\$6 million earn-in arrangement with Antofagasta plc at the Lookout Rocks copper prospect within the Yeneena Project.

Options over Unissued Capital

Unlisted Options

As at the date of this report 12,286,429 unissued ordinary shares of the Company are under option as follows:

| Number of Options Granted | Exercise Price | Expiry Date |
|---------------------------|----------------|-------------------|
| 1,450,000 | 30 cents | 30 November 2016 |
| 750,000 | 39 cents | 30 November 2017 |
| 550,000 | 21 cents | 31 May 2017 |
| 200,000 | 31 cents | 31 January 2018 |
| 595,000 | 22 cents | 31 May 2018 |
| 1,250,000 | 23 cents | 27 November 2018 |
| 750,000 | 31 cents | 27 November 2019 |
| 700,000 | 16 cents | 31 January 2019 |
| 5,441,429 | 21 cents | 30 September 2018 |
| 600,000 | 14 cents | 28 February 2020 |

All options on issue at the date of this report are vested and exercisable.



Options over Unissued Capital (Continued)

During the financial year the Company granted 600,000 unlisted options (2015: 2,800,000) over unissued shares to employees, directors and consultants of the Company, and 5,441,429 options pursuant to a share placement.

During the year 275,000 options were cancelled (2015: 225,000) on the cessation of employment, and 850,000 options were cancelled on expiry of the exercise period (2015: 5,375,000).

During the financial year no (2015: Nil) ordinary shares were issued on the exercise of options.

Since the end of the financial year no options have been issued by the Company. No options have been exercised since the end of the financial year.

Since the end of the financial year no options have been cancelled due to the lapse of exercise period.

Options do not entitle the holder to participate in any share issue of the Company or any other body corporate.

The holders of unlisted options are not entitled to any voting rights until the options are exercised into ordinary shares.

Issued Capital

| Number of Shares on Issue | | |
|----------------------------|-------------|-------------|
| | 2016 | 2015 |
| Ordinary fully paid shares | 155,644,044 | 134,543,350 |

Dividends

No dividend has been paid since the end of the previous financial year and no dividend is recommended for the current year.

Matters Subsequent to the End of the Financial Year

Other than the matters below, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect substantially the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

On 2nd September 2016 the Company announced that Antofagasta plc had elected not to continue sole funding the Lookout Rocks Copper Project, and as such the earn-in agreement had been terminated, with the project reverting to Encounter Operations 100% and unencumbered. The Company will be seeking a new partner for this large scale, copper opportunity in this highly prospective Proterozoic Paterson Province.

Likely Developments and Expected Results of Operations

Disclosure of any further information has not been included in this report because, in the reasonable opinion of the Directors to do so would be likely to prejudice the business activities of the Group and is dependent upon the results of the future exploration and evaluation.

Environmental Regulation and Performance

The Group holds various exploration licences to regulate its exploration activities in Australia. These licences include conditions and regulations with respect to the rehabilitation of areas disturbed during the course of its exploration activities.

So far as the Directors are aware, all exploration activities have been undertaken in compliance with all relevant environmental regulations.

DIRECTORS' REPORT CONTINUED

Remuneration Report (Audited)

Remuneration paid to Directors and Officers of the Company is set by reference to such payments made by other ASX listed companies of a similar size and operating in the mineral exploration industry. In addition, reference is made to the specific skills and experience of the Directors and Officers.

Details of the nature and amount of remuneration of each Director, and other Key Management Personnel if applicable, are disclosed annually in the Company's Annual Report.

Remuneration Committee

The Board has adopted a formal Remuneration Committee Charter which provides a framework for the consideration of remuneration matters.

The Company does not have a separate remuneration committee and as such all remuneration matters are considered by the Board as a whole, with no Member deliberating or considering such matter in respect of their own remuneration.

In the absence of a separate Remuneration Committee, the Board is responsible for:

1. Setting remuneration packages for Executive Directors, Non-Executive Directors and other Key Management Personnel; and
2. Implementing employee incentive and equity based plans and making awards pursuant to those plans.

Non-Executive Remuneration

The Company's policy is to remunerate Non-Executive Directors, at rates comparable to other ASX listed companies in the same industry, for their time, commitment and responsibilities.

Non-Executive Remuneration is not linked to the performance of the Company, however to align Directors' interests with shareholders' interests, remuneration may be provided to Non-Executive Directors in the form of equity based long term incentives.

1. Fees payable to Non-Executive Directors are set within the aggregate amount approved by shareholders at the Company's Annual General Meeting;
2. Non-Executive Directors' fees are payable in the form of cash and superannuation benefits;
3. Non-Executive superannuation benefits are limited to statutory superannuation entitlements; and
4. Participation in equity based remuneration schemes by Non-Executive Directors is subject to consideration and approval by the Company's shareholders.

The maximum Non-Executive Directors fees, payable in aggregate are currently set at \$200,000 per annum.

Executive Director and Other Key Management Personnel Remuneration

Executive remuneration consists of base salary, plus other performance incentives to ensure that:

1. Remuneration packages incorporate a balance between fixed and incentive pay, reflecting short and long term performance objectives appropriate to the Company's circumstances and objectives; and
2. A proportion of remuneration is structured in a manner to link reward to corporate and individual performances.

Executives are offered a competitive level of base salary at market rates (based on comparable ASX listed companies) and are reviewed regularly to ensure market competitiveness. To date the Company has not engaged external remuneration consultants to advise the Board on remuneration matters.



Remuneration Report (Continued)

Incentive Plans

The Company provides long term incentives to Directors and Employees pursuant to the Encounter Resources Employee Share Option Plan, which was last approved by shareholders at the Annual General Meeting held on 27 November 2015.

The Board, acting in remuneration matters:

1. Ensures that incentive plans are designed around appropriate and realistic performance targets and provide rewards when those targets are achieved;
2. Reviews and approves existing incentive plans established for employees; and
3. Approves the administration of the incentive plans, including receiving recommendations for, and the consideration and approval of grants pursuant to such incentive plans.

Engagement of Non-Executive Directors

Non-Executive Directors conduct their duties under the following terms:

1. A Non-Executive Director may resign from his/her position and thus terminate their contract on written notice to the Company; and
2. A Non-Executive Director may, following resolution of the Company's shareholders, be removed before the expiration of their period of office (if applicable). Payment is made in lieu of any notice period if termination is initiated by the Company, except where termination is initiated for serious misconduct.

In consideration of the services provided by Dr Jon Hronsky as Non-Executive Director the Company will pay him \$50,000 plus statutory superannuation per annum.

In consideration of the services provided by Mr Paul Chapman as Non-Executive Chairman the Company will pay him \$60,000 plus statutory superannuation per annum.

Messrs Chapman and Hronsky are also entitled to fees for other amounts as the Board determines where they perform special duties or otherwise perform extra services or make special exertions on behalf of the Company. There were no such fees paid during the financial year ended 30 June 2016.

Engagement of Executive Directors

The Company has entered into executive service agreements with Mr Will Robinson and Mr Peter Bewick on the following material terms and conditions:

Mr Robinson's current service agreement with the Company, in respect of his engagement as Managing Director, is effective from 23 January 2013. Mr Robinson will receive a base salary of \$290,000 per annum plus statutory superannuation.

Mr Bewick's current service agreement with the Company, in respect of his engagement as Exploration Director, is effective from 23 January 2013. Mr Bewick will receive a base salary of \$270,000 per annum plus statutory superannuation.

Messrs Robinson and Bewick may also receive an annual short term performance based bonus which may be calculated as a percentage of their current base salary, the performance criteria, assessment and timing of which is negotiated annually with the Non-Executive Directors.

Messrs Robinson and Bewick may, subject to shareholder approval, participate in the Encounter Resources Employee Share Option Plan and other long term incentive plans adopted by the Board.

DIRECTORS' REPORT CONTINUED

Remuneration Report (Continued)

Short Term Incentive Payments

Each year, the Non-Executive Directors set the Key Performance Indicators (KPI's) for the Executive Directors. The KPI's are chosen to align the reward of the individual Executives to the strategy and performance of the Company.

Performance objectives, which may be financial or non-financial, or a combination of both, are weighted when calculating the maximum short term incentives payable to Executives. At the end of the year, the Non-Executive Directors will assess the actual performance of the Executives against the set Performance Objectives. The maximum amount of the Short Term Incentive, or a lesser amount depending on actual performance achieved is paid to the Executives as a cash payment.

No Short Term incentives are payable to Executives where it is considered that the actual performance has fallen below the minimum requirement.

Shareholding Qualifications

The Directors are not required to hold any shares in Encounter Resources under the terms of the Company's constitution.

Group Performance

In considering the Company's performance, the Board provides the following indices in respect of the current financial year and previous financial years:

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|----------------------|-----------|-------------|---------------|-------------|
| Profit/(Loss) for the year attributable to shareholders | \$(5,803,036) | \$523,915 | \$(748,166) | \$(1,566,249) | \$(758,706) |
| Closing share price at 30 June | \$0.13 | \$0.19 | \$0.20 | \$0.16 | \$0.18 |



Remuneration Report (Continued)

Group Performance (Continued)

As an exploration company the Board does not consider the profit/(loss) attributable to shareholders as one of the performance indicators when implementing Short Term Incentive Payments. In addition to technical exploration success, the Board considers the effective management of safety, environmental and operational matters and successful management of the Company's farm-in arrangements, the acquisition and consolidation of high quality landholdings in the Paterson Province, as more appropriate indicators of management performance for the 2016 financial period.

Remuneration Disclosures

The Key Management Personnel of the Company have been identified as:

| | |
|------------------|------------------------|
| Mr Paul Chapman | Non-Executive Chairman |
| Mr Will Robinson | Managing Director |
| Mr Peter Bewick | Exploration Director |
| Dr Jon Hronsky | Non-Executive Director |

The details of the remuneration of each Director and member of Key Management Personnel of the Company is as follows:

| 30 June 2016 | Short Term | | Post Employment | Other Long Term | | |
|---------------|----------------|-------------------------|---------------------------------|---------------------|----------|--|
| | Base Salary \$ | Short Term Incentive \$ | Superannuation Contributions \$ | Value of Options \$ | Total \$ | Value of Options as Proportion of Remuneration % |
| Paul Chapman | 60,000 | - | 5,700 | - | 65,700 | - |
| Will Robinson | 227,352 | 39,875 | 25,387 | - | 292,614 | - |
| Peter Bewick | 227,250 | 37,125 | 25,116 | - | 289,491 | - |
| Jon Hronsky | 50,000 | - | 4,750 | - | 54,750 | - |
| Total | 564,602 | 77,000 | 60,953 | - | 702,555 | |

| 30 June 2015 | Short Term | | Post Employment | Other Long Term | | |
|---------------|----------------|-------------------------|---------------------------------|---------------------|----------|--|
| | Base Salary \$ | Short Term Incentive \$ | Superannuation Contributions \$ | Value of Options \$ | Total \$ | Value of Options as Proportion of Remuneration % |
| Paul Chapman | 60,000 | - | 5,700 | - | 65,700 | - |
| Will Robinson | 271,596 | 36,250 | 29,245 | - | 337,091 | - |
| Peter Bewick | 260,654 | 33,750 | 27,968 | 111,097 | 433,469 | 25.6% |
| Jon Hronsky | 50,000 | - | 4,750 | 36,289 | 91,039 | 39.9% |
| Total | 642,250 | 70,000 | 67,663 | 147,386 | 927,299 | |

DIRECTORS' REPORT CONTINUED

Remuneration Report (Continued)

Remuneration Disclosures (Continued)

Details of Performance Related Remuneration

During the period, short term incentive payments were paid to the executive directors as follows:

| Short term incentive payments - cash bonuses paid | | |
|---|------------------------|------------------------|
| | 2015/16 financial year | 2014/15 financial year |
| Will Robinson | \$39,875 | \$36,250 |
| Peter Bewick | \$37,125 | \$33,750 |

Performance indicators for the 2015/16 financial year included corporate management, project and operational performance (including safety and environmental management, successful management of the Company's farm-in arrangements, cash flow management and results of exploration activity) and share price performance.

Options Granted as Remuneration

During the financial year ended 30 June 2016 no options were granted to Directors or Key Management Personnel of the Company (2015: 2,000,000).

The fair value of options issued as remuneration is allocated to the relevant vesting period of the options. Options are provided at no cost to the recipients.

No options were exercised by Key Management Personnel during the financial year.

Exercise of Options Granted as Remuneration

During the year, no ordinary shares were issued in respect of the exercise of options previously granted as remuneration to Directors or Key Management Personnel of the Company.

Equity instrument disclosures relating to key management personnel

Option holdings

Key Management Personnel have the following interests in unlisted options over unissued shares of the Company.

| 2016 Name | Balance at start of the year | Received during the year as remuneration | Other changes during the year ¹ | Balance at the end of the year | Vested and exercisable at the end of the year |
|------------------|------------------------------|--|--|--------------------------------|---|
| Directors | | | | | |
| P. Chapman | - | - | - | - | - |
| W. Robinson | - | - | - | - | - |
| P. Bewick | 3,000,000 | - | - | 3,000,000 | 3,000,000 |
| J. Hronsky | 1,000,000 | - | - | 1,000,000 | 1,000,000 |



Remuneration Report (Continued)

| 2015 Name | Balance at start of the year | Received during the year as remuneration | Other changes during the year ¹ | Balance at the end of the year | Vested and exercisable at the end of the year |
|------------------|---------------------------------|--|---|-----------------------------------|---|
| Directors | | | | | |
| P. Chapman | - | - | - | - | - |
| W. Robinson | - | - | - | - | - |
| P. Bewick | 5,000,000 | 1,500,000 | (3,500,000) | 3,000,000 | 3,000,000 |
| J. Hronsky | 1,300,000 | 5,000,000 | (800,000) | 1,000,000 | 1,000,000 |

¹ Options lapsing unexercised at the end of the exercise period.

Share holdings

The number of shares in the Company held during the financial year by key management personnel of the Company, including their related parties are set out below. There were no shares granted during the reporting period as compensation.

| 2016 Name | Balance at start of the year | Received during the year on exercise of options | Other changes during the year | Balance at the end of the year |
|------------------|---------------------------------|---|----------------------------------|-----------------------------------|
| Directors | | | | |
| P. Chapman | 5,600,000 | - | 107,142 | 5,707,142 |
| W. Robinson | 22,168,328 | - | 107,142 | 22,275,470 |
| P. Bewick | 5,102,000 | - | 107,142 | 5,209,142 |
| J. Hronsky | - | - | - | - |

| 2015 Name | Balance at start of the year | Received during the year on exercise of options | Other changes during the year | Balance at the end of the year |
|------------------|---------------------------------|---|----------------------------------|-----------------------------------|
| Directors | | | | |
| P. Chapman | 5,600,000 | - | - | 5,600,000 |
| W. Robinson | 22,168,328 | - | - | 22,168,328 |
| P. Bewick | 5,102,000 | - | - | 5,102,000 |
| J. Hronsky | - | - | - | - |

Loans made to key management personnel

No loans were made to key personnel, including personally related entities during the reporting period.

Other transactions with key management personnel

There were no other transactions with key management personnel.

End of Remuneration Report

DIRECTORS' REPORT CONTINUED

Officers' Indemnities and Insurance

During the year the Company paid an insurance premium to insure certain officers of the Company. The officers of the Company covered by the insurance policy include the Directors named in this report.

The Directors and Officers Liability insurance provides cover against all costs and expenses that may be incurred in defending civil or criminal proceedings that fall within the scope of the indemnity and that may be brought against the officers in their capacity as officers of the Company. The insurance policy does not contain details of the premium paid in respect of individual officers of the Company. Disclosure of the nature of the liability cover and the amount of the premium is subject to a confidentiality clause under the insurance policy.

The Company has not provided any insurance for an auditor of the Company.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or Group, or to intervene in any proceedings to which the Company or Group is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company or Group with leave of the Court under section 237 of the Corporations Act 2001.

Non-audit Services

During the year Crowe Horwath the Company's auditor, has not performed any other services in addition to their statutory duties.

| Total remuneration paid to auditors during the financial year: | 2016 \$ | 2015 \$ |
|--|---------|---------|
| Audit and review of the Company's financial statements | 29,000 | 31,000 |
| Other services | - | - |
| Total | 29,000 | 31,000 |

The board considers any non-audit services provided during the year by the auditor and satisfies itself that the provision of any non-audit services during the year by the auditor is compatible with, and does not compromise, the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services are reviewed by the board to ensure they do not impact the impartiality and objectivity of the auditor; and
- the non-audit services provided do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, as they do not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act is set out on the following page.

This report is made in accordance with a resolution of the Directors.

Dated at Perth this 23rd day of September 2016.

W Robinson
Managing Director




ENCOUNTER RESOURCES LIMITED



AUDITOR'S INDEPENDENCE DECLARATION

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Encounter Resources Limited for the year ended 30 June 2016, I declare that, to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

A handwritten signature in black ink that reads "Crowe Horwath Perth".

CROWE HORWATH PERTH

A handwritten signature in black ink that reads "Sean McGurk".

SEAN MCGURK

Partner

Signed at Perth, 23 September 2016

Crowe Horwath Perth is a member of Crowe Horwath International, a Swiss verein. Each member of Crowe Horwath is a separate and independent legal entity. Liability limited by a scheme approved under Professional Standards Legislation other than for the acts or omissions of financial services licensees.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016

| | Note | Consolidated | |
|--|------|--------------------|------------------|
| | | 2016 \$ | 2015 \$ |
| Other income | 5 | 329,853 | 1,633,716 |
| Total income | | 329,853 | 1,633,716 |
| Employee expenses | | (1,271,941) | (1,609,385) |
| Employee expenses recharged to exploration | | 1,075,080 | 1,347,908 |
| Equity based remuneration expense | 19 | (20,992) | (187,033) |
| Non-executive Director's fees | | (110,000) | (110,000) |
| Gain/(loss) in fair value of financial assets | 6 | (799,471) | 368,987 |
| Depreciation expense | 6 | (4,849) | (10,329) |
| Corporate expenses | | (64,448) | (62,953) |
| Administration and Other expenses | | (300,550) | (291,710) |
| Exploration costs written off and expensed | 6 | (4,635,718) | (555,286) |
| Profit/(Loss) before income tax | | (5,803,036) | 523,915 |
| Income tax benefit | 7 | - | - |
| Profit/(Loss) after tax | 19 | (5,803,036) | 523,915 |
| Other comprehensive income | | - | - |
| Total comprehensive income/(loss) for the year | | (5,803,036) | 523,915 |
| Earnings per share for loss attributable to the ordinary equity holders of the Company | | Cents | Cents |
| Basic earnings/(loss) per share | 29 | (3.90) | 0.39 |
| Diluted earnings/(loss) per share | 29 | (3.90) | 0.37 |

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2016

| | Note | Consolidated | |
|--|-------|-------------------|-------------------|
| | | 2016 \$ | 2015 \$ |
| Current assets | | | |
| Cash and cash equivalents | 8 | 3,684,391 | 1,372,033 |
| Trade and other receivables | 9(a) | 307,282 | 852,086 |
| Other current assets | 9(b) | 9,453 | 15,018 |
| Total current assets | | 4,001,126 | 2,239,137 |
| Non-current assets | | | |
| Other financial assets | 11 | 768,723 | 1,568,194 |
| Property, plant and equipment | 12 | 133,693 | 204,652 |
| Capitalised mineral exploration and evaluation expenditure | 13 | 16,156,627 | 19,703,415 |
| Total non-current assets | | 17,059,043 | 21,476,261 |
| Total assets | | 21,060,169 | 23,715,398 |
| Current liabilities | | | |
| Trade and other payables | 15 | 856,018 | 668,552 |
| Employee benefits | 16(a) | 123,688 | 125,754 |
| Total current liabilities | | 979,706 | 794,306 |
| Non-current liabilities | | | |
| Employee benefits | 16(b) | 118,063 | 106,569 |
| Total non-current liabilities | | 118,063 | 106,569 |
| Total liabilities | | 1,097,769 | 900,875 |
| Net assets | | 19,962,400 | 22,814,523 |
| Equity | | | |
| Issued capital | 17 | 34,401,834 | 31,471,913 |
| Accumulated losses | 19 | (14,963,883) | (9,306,923) |
| Equity remuneration reserve | 19 | 524,449 | 649,533 |
| Total equity | | 19,962,400 | 22,814,523 |

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016

| | Consolidated | | | |
|---|----------------------|--------------------------|--------------------------------------|------------|
| | Issued capital \$ | Accumulated losses \$ | Equity remuneration reserve \$ | Total \$ |
| 2015 | | | | |
| Balance at the start of the financial year | 31,113,384 | (12,135,860) | 2,767,522 | 21,745,046 |
| Comprehensive income for the financial year | - | 523,915 | - | 523,915 |
| Movement in equity remuneration reserve in respect of options vested | - | - | 187,033 | 187,033 |
| Transfer to accumulated losses on cancellation of vested options | - | 2,305,022 | (2,305,022) | - |
| Transactions with equity holders in their capacity as equity holders: Shares issued (net of costs) | 358,529 | - | - | 358,529 |
| Balance at the end of the financial year | 31,471,913 | (9,306,923) | 649,533 | 22,814,523 |

| | | | | |
|---|------------|--------------|-----------|-------------|
| 2016 | | | | |
| Balance at the start of the financial year | 31,471,913 | (9,306,923) | 649,533 | 22,814,523 |
| Comprehensive income for the financial year | - | (5,803,036) | - | (5,803,036) |
| Movement in equity remuneration reserve in respect of options vested | - | - | 20,992 | 20,992 |
| Transfer to accumulated losses on cancellation of vested options | - | 146,076 | (146,076) | - |
| Transactions with equity holders in their capacity as equity holders: Shares issued (net of costs) | 2,929,921 | - | - | 2,929,921 |
| Balance at the end of the financial year | 34,401,834 | (14,963,883) | 524,449 | 19,962,400 |

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.



CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016

| | Note | Consolidated | |
|---|------|--------------|-------------|
| | | 2016 \$ | 2015 \$ |
| Cash flows from operating activities | | | |
| Sundry income | | - | 14,284 |
| State Government funded drilling rebate | | 399,350 | 287,018 |
| R&D tax concession tax refund | | 536,952 | - |
| Interest received | | 71,652 | 75,929 |
| Payments to suppliers and employees | | (646,129) | (792,689) |
| Net cash from/(used in) operating activities | 28 | 361,825 | (415,458) |
| Cash flows from investing activities | | | |
| Contributions received from farm-in partners | | 2,638,438 | 2,908,246 |
| Proceeds from disposal of assets | | - | 49,033 |
| Payments for exploration and evaluation | | (3,617,826) | (4,968,272) |
| Payments for plant and equipment | | - | (34,088) |
| Net cash used in investing activities | | (979,388) | (2,045,081) |
| Cash flows from financing activities | | | |
| Proceeds from the issue of shares | | 2,954,097 | - |
| Payments for share issue costs | | (24,176) | (3,971) |
| Net cash from/(used in) financing activities | | 2,929,921 | (3,971) |
| Net increase/(decrease) in cash held | | 2,312,358 | (2,464,510) |
| Cash at the beginning of the financial year | | 1,372,033 | 3,836,543 |
| Cash at the end of the financial year | 8(a) | 3,684,391 | 1,372,033 |

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016

Note 1 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report includes financial statements for the consolidated entity consisting of Encounter Resources Limited and its subsidiaries ("Group").

(a) Basis of preparation

This general purpose financial report has been prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRS), other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The financial report is presented in Australian dollars and all values are rounded to the nearest dollar.

The separate financial statements of the parent entity have not been presented within this financial report as permitted by the Corporations Act 2001.

The financial report of the Group was authorised for issue in accordance with a resolution of Directors on 23rd September 2016.

Statement of Compliance

The consolidated financial report of Encounter Resources Limited complies with Australian Accounting Standards, which include Australian Equivalents to International Financial Reporting Standards (AIFRS), in their entirety. Compliance with AIFRS ensures that the financial report also complies with International Financial Reporting Standards (IFRS) in their entirety.

Adoption of New and Revised Standards - Changes in accounting policies on initial application of accounting standards

In the year ended 30 June 2016, the Group has reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period. It has been determined by the Group that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change is necessary to Group accounting policies.

A number of new standards, amendments to standards and interpretations are effective for annual reporting periods beginning after 1 July 2016, and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the Group.

The Group does not plan to adopt any standards early and the extent of the impact has not been determined.

Reporting basis and conventions

These financial statements have been prepared under the historical cost convention, and on an accrual basis.

Critical accounting estimates

The preparation of financial statements in conformity with AIFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.



Note 1 Summary of significant accounting policies (Continued)

(a) Basis of preparation (Continued)

Principles of consolidation

The financial statements of subsidiary companies are included in the consolidated financial statements from the date control commences until the date control ceases. The financial statements of subsidiary companies are prepared for the same reporting period as the parent company, using consistent accounting policies.

Inter-entity balances resulting from transactions with or between controlled entities are eliminated in full on consolidation. Investments in subsidiary companies are accounted for at cost in the individual financial statements of the Company.

(b) Segment reporting

Operating segments are identified and segment information disclosed, where appropriate, on the basis of internal reports reviewed by the Company's board of directors, being the Group's Chief Operating Decision Maker, as defined by AASB 8. Adoption of AASB 8 by the Group has not resulted in a redefinition of previously reported operating segments.

(c) Revenue recognition and receivables

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, allowances and amounts collectable on behalf of third parties.

Interest income

Interest income is recognised on a time proportion basis and is recognised as it accrues.

Option fee income

Revenue is recognised for option fee income at such time that the option fee becoming receivable by the Company occurs.

Management fee income

Revenue is recognised for management fees from farm-in partners during the period in which the Company provided the relevant service.

(d) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to the temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary timing differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantially enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to those timing differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 1 Summary of significant accounting policies (Continued)

(d) Income tax (Continued)

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(e) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases (note 25). Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight line basis over the period of the lease.

(f) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Non financial assets, other than goodwill, that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

(g) Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Government grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating. Grants relating to assets are deducted from the carrying value of the relevant asset.

Amounts receivable from the Australian Tax Office in respect of research and development tax concession claims are recognised in the year in which the claim is lodged with the Australian Tax Office. Amounts receivable are allocated in the financial statements against the corresponding expense or asset in respect of which the research and development concession claim has arisen.



Note 1 Summary of significant accounting policies (Continued)

(i) Fair value estimation

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(j) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the assets. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight line and diminishing value methods to allocate their cost, net of residual values, over their estimated useful lives, as follows:

| Asset Class | Depreciation Rate |
|------------------------------|----------------------------|
| Field Equipment and Vehicles | 33% |
| Office Equipment | 33% |
| Leasehold Improvements | Over the term of the lease |

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(f)). Gains and losses on disposal are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement.

(k) Mineral exploration and evaluation expenditure

Mineral exploration and evaluation expenditure is written off as incurred or accumulated in respect of each identifiable area of interest and capitalised. These costs are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

- such costs are expected to be recouped through the successful development and exploitation of the area of interest, or alternatively by its sale; or
- exploration and/or evaluation activities in the area have not reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active or significant operations in, or in relation to, the area of interest are continuing.

In the event that an area of interest is abandoned or if the Directors consider the expenditure to be of reduced value, accumulated costs carried forward are written off in the year in which that assessment is made. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Immediate restoration, rehabilitation and environmental costs necessitated by exploration and evaluation activities are expensed as incurred and treated as exploration and evaluation expenditure. Exploration activities resulting in future obligations in respect of restoration costs result in a provision to be made by capitalising the estimated costs, on a discounted cash basis, of restoration and depreciating over the useful life of the asset. The unwinding of the effect of the discounting on the provision is recorded as a finance cost in the income statement.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 1 Summary of significant accounting policies (Continued)

(k) Mineral exploration and evaluation expenditure (Continued)

Farm-in arrangements (in the exploration and evaluation phase)

For exploration and evaluation asset acquisitions (farm-in arrangements) in which the Group has made arrangements to fund a portion of the selling partner's (farmor's) exploration and/or future development expenditures (carried interests), these expenditures are reflected in the financial statements as and when the exploration and development work progresses.

Farm-out arrangements (in the exploration and evaluation phase)

The Group does not record any expenditure made by the farmee on its account. It also does not recognise any gain or loss on its exploration and evaluation farm-out arrangements but redesignates any costs previously capitalised in relation to the whole interest as relating to the partial interest retained.

Monies received pursuant to farm-in agreements are treated as a liability on receipt and until such time as the relevant expenditure is incurred.

(l) Joint ventures and joint operations

Joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Investments in joint ventures are accounted for using the equity method. Under the equity method, the share of the profits or losses of the joint venture is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in joint ventures are carried in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the joint venture. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Income earned from joint venture entities reduce the carrying amount of the investment.

Joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. The Group has recognised its share of jointly held assets, liabilities, revenues and expenses of joint operations. These have been incorporated in the financial statements under the appropriate classifications.

Details of these interests are shown in Note 13.

(m) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and usually paid within 30 days of recognition.

(n) Employee benefits

Wages, salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.



Note 1 Summary of significant accounting policies (Continued)

Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future salaries, experience of employee departures and periods of service. Expected future payments are discounted at the corporate bond rate with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Share based payments

Share based compensation payments are made available to Directors and employees.

The fair value of options granted is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free rate for the term of the option. A discount is applied, where appropriate, to reflect the non-marketability and non-transferability of unlisted options, as the Black-Scholes option pricing model does not incorporate these factors into its valuation.

The fair value of the options granted is adjusted to reflect market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

Upon the exercise of options, the balance of the share based payments reserve relating to those options is transferred to share capital and the proceeds received, net of any directly attributable transaction costs, are credited to share capital.

Upon the cancellation of options on expiry of the exercise period, or lapsing of vesting conditions, the balance of the share based payments reserve relating to those options is transferred to accumulated losses.

(o) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(p) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the earnings attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 1 Summary of significant accounting policies (Continued)

(q) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as a part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flow.

(r) Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(s) Investments and other financial assets

Recognition

When financial assets are recognised initially, they are measured at fair value, plus in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end.

All regular way purchases and sales of financial assets are recognised on the trade date, i.e. the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the marketplace.

(i) Financial assets at fair value through profit or loss

A financial asset designated on initial recognition as one to be measured at fair value with fair value changes in profit and loss is included in the category 'financial assets at fair value through profit or loss'.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on investments held for trading are recognised in profit or loss.

(ii) Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. Investments included to be held for an undefined period are not included in this classification. Investments that are intended to be held-to-maturity, such as bonds, are subsequently measured at amortised cost. This cost is computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initially recognised amount and the maturity amount. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. For investments carried at amortised cost, gains and losses are recognised in profit or loss when the investments are derecognised or impaired, as well as through the amortisation process.



Note 1 Summary of significant accounting policies (Continued)

(iii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

(iv) Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Fair value hierarchy

The Group's investments and other financial assets, are measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

(t) Fair value estimation

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods:

Investments in equity and debt securities

The fair value of financial assets at fair value through profit or loss, held to maturity investments and available for sale financial assets is determined by reference to their quoted bid price at the reporting date. The fair value of held to maturity investments is determined for disclosure purposes only. For investments with no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions, reference to the current market value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models.

Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 1 Summary of significant accounting policies (Continued)

(t) Fair value estimation (Continued)

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Note 2 Financial risk management

The Group has exposure to a variety of risks arising from its use of financial instruments. This note presents information about the Company's exposure to the specific risks, and the policies and processes for measuring and managing those risks. The Board of Directors has the overall responsibility for the risk management framework and has adopted a Risk Management Policy.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from transactions with customers and investments.

Trade and other receivables

The nature of the business activity of the Group does not result in trading receivables. The receivables that the Group does experience through its normal course of business are short term and the most significant recurring by quantity is receivable from the Australian Taxation Office, the risk of non-recovery of receivables from this source is considered to be negligible.

Cash deposits

The Directors believe any risk associated with the use of predominantly only one bank is addressed through the use of at least an A-rated bank as a primary banker and by the holding of a portion of funds on deposit with alternative A-rated institutions. Except for this matter the Group currently has no significant concentrations of credit risk.

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages its liquidity risk by monitoring its cash reserves and forecast spending. Management is cognisant of the future demands for liquid finance resources to finance the Company's current and future operations, and consideration is given to the liquid assets available to the Company before commitment is made to future expenditure or investment.

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising any return.



Note 2 Financial risk management (Continued)

Interest rate risk

The Group has significant cash assets which may be susceptible to fluctuations in changes in interest rates. Whilst the Group requires the cash assets to be sufficiently liquid to cover any planned or unforeseen future expenditure, which prevents the cash assets being committed to long term fixed interest arrangements; the Group does mitigate potential interest rate risk by entering into short to medium term fixed interest investments.

Equity risk

The Group has exposure to price risk in respect of its holding of ordinary securities in Hampton Hill NL (ASX: HHM), which has a carrying value at 30 June 2016 of \$768,723 (2015: \$1,568,194). The investment is classified at fair value through profit or loss and as such any movement in the market value of HHM shares will be recognised as a benefit of expense in profit or loss. No specific hedging activities are undertaken into this investment.

Foreign exchange risk

The Group enters into earn-in arrangements that may be denominated in currencies other than Australian Dollars.

Whilst the Group does not recognise assets or liabilities in respect of these earn-in arrangements and accordingly fluctuations in foreign exchange rates will have no direct impact on the Group's net assets, movements in foreign exchange may favourably or adversely affect future amounts to be incurred by the Group or its earn-in partners pursuant to such agreements.

Other than the above, the Group does not have any direct contact with foreign exchange fluctuations other than their effect on the general economy.

Note 3 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Accounting for capitalised exploration and evaluation expenditure

The Group's accounting policy is stated at 1(k). There is some subjectivity involved in the carrying forward as capitalised or writing off to the income statement exploration and evaluation expenditure, however management give due consideration to areas of interest on a regular basis and are confident that decisions to either write off or carry forward such expenditure reflect fairly the prevailing situation.

Accounting for share based payments

The values of amounts recognised in respect of share based payments have been estimated based on the fair value of the equity instruments granted. Fair values of options issued are estimated by using an appropriate option pricing model. There are many variables and assumptions used as inputs into the models. If any of these assumptions or estimates were to change this could have a significant effect on the amounts recognised. See note 18 for details of inputs into option pricing models in respect of options issued during the reporting period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 4 Segment information

The Group has identified its operating segments based on the internal reports that are reviewed and used by the board of directors in assessing performance and determining the allocation of resources. Reportable segments disclosed are based on aggregating operating segments, where the segments have similar characteristics. The Group's sole activity is mineral exploration and resource development wholly within Australia, therefore it has aggregated all operating segments into the one reportable segment being mineral exploration.

The reportable segment is represented by the primary statements forming these financial statements.

Note 5 Other Income

| | Consolidated | |
|---------------------------------------|--------------|-----------|
| | 2016 \$ | 2015 \$ |
| Operating activities | | |
| Earn-in option fee ¹ | - | 1,199,207 |
| Management fees from farm-in partners | 258,200 | 321,470 |
| Gain on disposal of assets | - | 22,826 |
| Interest receivable | 71,653 | 75,929 |
| Other income | - | 14,284 |
| | 329,853 | 1,633,716 |

¹Fair value of shares received from Hampton Hill NL in relation to an option fee pursuant to an election made under an earn-in agreement in respect of the Company's Millennium project. Refer Note 11.

Note 6 Loss for the year

| | Consolidated | |
|---|--------------|-----------|
| | 2016 \$ | 2015 \$ |
| Loss before income tax includes the following specific benefits/(expenses): | | |
| Depreciation: | | |
| Office equipment | (4,849) | (10,329) |
| Total exploration and joint venture costs not capitalised and written off | (4,635,718) | (555,286) |
| (Loss)/Gain in fair value of financial assets ¹ | (799,471) | 368,987 |

¹Adjustment to carrying value of investment in Hampton Hill NL, based on ASX closing price as at 30 June 2016.

The gain/(loss) on investment has been recognised in the Statement of Profit or Loss. Refer note 11.



Note 7 Income tax

| | Consolidated | |
|---|--------------|-------------|
| | 2016 \$ | 2015 \$ |
| a) Income tax expense | | |
| Current income tax: | | |
| Current income tax charge (benefit) | (974,344) | (1,223,082) |
| Current income tax not recognised | 974,344 | 1,223,082 |
| Deferred income tax: | | |
| Relating to origination and reversal of timing differences | (1,701,810) | - |
| Deferred income tax benefit not recognised | 1,701,810 | - |
| Income tax expense/(benefit) reported in the income statement | - | - |

| | | |
|---|-------------|-----------|
| b) Reconciliation of income tax expense to prima facie tax payable | | |
| Profit/(Loss) from continuing operations before income tax expense | (5,803,036) | 523,915 |
| Tax at the Australian rate of 30% (2015 – 30%) | (1,740,911) | 157,175 |
| Tax effect of permanent differences: | | |
| Non-deductible share based payment | 6,298 | 56,110 |
| Unrealised movement in fair value of financial assets | 239,841 | (110,696) |
| Exploration costs written off | 1,358,073 | 166,586 |
| Capital raising costs claimed | (22,116) | (40,974) |
| Net deferred tax asset benefit not brought to account | 158,815 | (228,201) |
| Tax (benefit)/expense | - | - |

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 7 Income tax (Continued)

| | Consolidated | |
|--|--------------|-------------|
| | 2016 \$ | 2015 \$ |
| c) Deferred tax – Balance Sheet | | |
| Liabilities | | |
| Prepaid expenses | (2,836) | (4,505) |
| Capitalised exploration expenditure | (4,846,988) | (5,911,025) |
| | (4,849,824) | (5,915,530) |
| Assets | | |
| Revenue losses available to offset against future taxable income | 8,952,682 | 8,302,034 |
| Employee provisions | 72,525 | 69,697 |
| Accrued expenses | 13,459 | - |
| Deductible equity raising costs | 10,144 | 40,974 |
| | 9,048,810 | 8,412,705 |
| Net deferred tax asset not recognised | 4,198,986 | 2,497,175 |

| | | |
|---|-----------|-----------|
| d) Deferred tax – Income Statement | | |
| Liabilities | | |
| Prepaid expenses | 1,669 | 23,587 |
| Capitalised exploration expenditure | 1,064,037 | (264,424) |
| Assets | | |
| Deductible equity raising costs | (30,830) | (23,816) |
| Accruals | 13,459 | (56,727) |
| Increase in tax losses carried forward | 650,648 | 28,044 |
| Employee provisions | 2,827 | 20,796 |
| Deferred tax benefit/(expense) movement for the period not recognised | 1,701,810 | (272,540) |

Note 7 Income tax (Continued)

The deferred tax benefit of tax losses not brought to account will only be obtained if:

- (i) The Company derives future assessable income of a nature and an amount sufficient to enable the benefit from the tax losses to be realised;
- (ii) The Company continues to comply with the conditions for deductibility imposed by tax legislation; and
- (iii) No changes in tax legislation adversely affect the Company realising the benefit from the deduction of the losses.

All unused tax losses of \$29,842,273 (2015: \$27,673,446) were incurred by Australian entities.

Note 8 Current assets - Cash and cash equivalents

| | Consolidated | |
|---|--------------|-----------|
| | 2016 \$ | 2015 \$ |
| Cash at bank and on hand | 3,609,304 | 948,676 |
| Deposits at call | 75,087 | 423,357 |
| | 3,684,391 | 1,372,033 |
| (a) Reconciliation to cash at the end of the year The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows: | | |
| Cash and cash equivalents per statement of cash flows | 3,684,391 | 1,372,033 |
| (b) Deposits at call Amounts classified as deposits at call are short term deposits depending upon the immediate cash requirements of the Group, and earn interest at the respective short term interest rates. | | |
| (c) Cash balances not available for use Included in cash and cash equivalents above are amounts pledged as guarantees for the following: | | |
| Office lease bond guarantee (Note 24) | 23,000 | 23,000 |
| Corporate credit card security deposit (Note 24) | 50,000 | 50,000 |
| | 73,000 | 73,000 |

Cash assets include an amount of \$104,847 (2015: \$59,549) in respect of unspent farm-in contributions received. The Company has recognised liabilities in the financial statements for unspent farm-in contributions (Note 15).

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 9 Current assets - Receivables

| | Consolidated | |
|---------------------------------------|--------------|---------|
| | 2016 \$ | 2015 \$ |
| a) Trade and other receivables | | |
| Funds due from farm-in partner | 14,877 | 223,234 |
| R&D tax concession receivable | 194,218 | 536,952 |
| Other receivables | 56,723 | 818 |
| GST recoverable | 41,464 | 91,082 |
| | 307,282 | 852,086 |
| b) Other current assets | | |
| Prepaid tenement costs | 9,453 | 15,018 |

Details of fair value and exposure to interest risk are included at note 20.

Note 10 Non-current assets – Investment in controlled entities

a) Investment in controlled entities

| | Company | |
|---|---------|---------|
| | 2016 \$ | 2015 \$ |
| The following amounts represent the respective investments in the share capital of Encounter Resources Limited's wholly owned subsidiary companies: | | |
| Encounter Operations Pty Ltd | 2 | 2 |
| Hamelin Resources Pty Ltd | 1 | 1 |
| Encounter Yeneena Pty Ltd | 2 | 2 |

| Subsidiary Company | Country of Incorporation | Ownership Interest | |
|------------------------------|--------------------------|--------------------|------|
| | | 2016 | 2015 |
| Encounter Operations Pty Ltd | Australia | 100% | 100% |
| Hamelin Resources Pty Ltd | Australia | 100% | 100% |
| Encounter Yeneena Pty Ltd | Australia | 100% | 100% |



Note 10 Non-current assets – Investment in controlled entities (Continued)

- Encounter Operations Pty Ltd was incorporated in Western Australia on 27 November 2006.
- Hamelin Resources Pty Ltd was incorporated in Western Australia on 24 November 2009.
- Encounter Yeneena Pty Ltd was incorporated in Western Australia on 23 May 2013.

The ultimate controlling party of the group is Encounter Resources Limited.

b) Loans to controlled entities

The following amounts are payable to the parent company, Encounter Resources Limited at the reporting date:

| | 2016 \$ | 2015 \$ |
|------------------------------|------------|------------|
| Encounter Operations Pty Ltd | 20,228,414 | 19,480,080 |
| Hamelin Resources Pty Ltd | 318 | 357 |
| Encounter Yeneena Pty Ltd | 315,235 | 452,574 |

The loans to Encounter Operations Pty Ltd, Hamelin Resources Pty Ltd and Encounter Yeneena Pty Ltd, to fund exploration activity are non interest bearing. The Directors of Encounter Resources Limited do not intend to call for repayment within 12 months.

Note 11 Other financial assets – Investments Designated at Fair Value through Profit or Loss

| | Consolidated | |
|---|--------------|-----------|
| | 2016 \$ | 2015 \$ |
| Balance at the start of the financial year | 1,568,194 | - |
| Investments acquired ¹ | - | 1,199,207 |
| Gain on investments recognised through profit & loss ² | (799,471) | 368,987 |
| Balance at the end of the financial year | 768,723 | 1,568,194 |

¹Fair value of shares received from Hampton Hill NL in relation to an option fee pursuant to an election made under an earn-in agreement in respect of the Company's Millennium project. Refer Note 5.

²Adjustment to carrying value of investment in Hampton Hill NL, based on ASX closing price as at 30 June 2016. The gain on investment has been recognised in the Statement of Profit or Loss. Refer note 6.

³Investments designated at fair value through profit or loss have been measured at level 1 in the fair value measurement hierarchy, refer accounting policy 1(s).

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 12 Non-current assets – Property, plant and equipment

| | Consolidated | |
|-------------------------------------|----------------|----------------|
| | 2016 \$ | 2015 \$ |
| Field equipment | | |
| At cost | 898,825 | 898,825 |
| Accumulated depreciation | (772,192) | (706,082) |
| | 126,633 | 192,743 |
| Office equipment | | |
| At cost | 109,035 | 109,035 |
| Accumulated depreciation | (101,975) | (97,126) |
| | 7,060 | 11,909 |
| Leasehold improvements | | |
| At cost | 22,137 | 22,137 |
| Accumulated depreciation | (22,137) | (22,137) |
| | - | - |
| Total | 133,693 | 204,652 |
| Reconciliation | | |
| Field equipment | | |
| Net book value at start of the year | 192,743 | 282,751 |
| Additions | - | 34,088 |
| Net book value of assets disposed | - | (26,207) |
| Depreciation | (66,110) | (97,889) |
| Net book value at end of the year | 126,633 | 192,743 |
| Office equipment | | |
| Net book value at start of the year | 11,909 | 22,238 |
| Depreciation | (4,849) | (10,329) |
| Net book value at end of the year | 7,060 | 11,909 |

No items of property, plant and equipment have been pledged as security by the Group.

Note 13 Non-current assets – Capitalised mineral exploration and evaluation expenditure

| | Consolidated | |
|---|--------------------|------------|
| | 2016 \$ | 2015 \$ |
| In the exploration and evaluation phase | | |
| Capitalised exploration costs at the start of the period | 19,703,415 | 18,822,002 |
| Total acquisition and exploration costs for the period (i) | 1,682,498 | 2,260,668 |
| Exploration costs funded by EIS grant | (399,350) | (287,017) |
| Research and development tax credits (ii) | (194,218) | (536,952) |
| Total exploration and joint venture costs written off and expensed for the period | (4,635,718) | (555,286) |
| Capitalised exploration costs at the end of the period | 16,156,627 | 19,703,415 |

The recoverability of the carrying amount of the exploration and evaluation assets is dependent upon successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

The capitalised exploration expenditure written off includes expenditure written off on surrender of, or intended surrender of tenements for both the group entities and the Group's proportionate share of the exploration written off by the joint venture entities.

- (i) Does not include costs incurred by farm-in partners in respect of spend incurred on assets the subject of farm-in arrangements.

During the financial period, the Company's farm-in partner Antofagasta Minerals Perth Pty Ltd (see Note 14b) incurred costs of \$1,432,197 (2015: \$2,530,551) in respect of exploration and evaluation costs on the Company's assets in addition to the amounts stated above.

During the financial period, the Company's farm-in partner Hampton Hill NL (see Note 14b) incurred costs of \$675,098 (2015: \$654,819) in respect of exploration and evaluation costs on the Company's assets in addition to the amounts stated above.

- (ii) Amounts receivable pursuant to research and development tax credit (R&D) claims lodged during the period. The activities the subject of the R&D claims are subject to review by AusIndustry prior to being submitted. R&D submissions may or may not be subject to future review or audit by AusIndustry or the Australian Taxation Office.

Note 14 Interest in joint ventures and farm-in arrangements

a) Joint Venture Agreements – Joint Operations

Joint venture agreements may be entered into with third parties.

Assets employed by these joint ventures and the Group's expenditure in respect of them is brought to account initially as capitalised exploration and evaluation expenditure until a formal joint venture agreement is entered into. Thereafter, investment in joint ventures is recorded distinctly from capitalised exploration costs incurred on the company's 100% owned projects.

The Company was party to the following farm-in arrangements during the financial year ended 30 June 2016:

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 14 Interest in joint ventures and farm-in arrangements (Continued)

b) Farm-in Arrangements

Encounter Yeneena Lookout Rocks Farm-in – Antofagasta Minerals Perth Pty Ltd earning-in

Antofagasta Minerals Perth Pty Ltd has entered into a farm-in and joint venture agreement with the Company in respect of granted tenements EL45/4091, EL45/4408, EL45/4230 and EL45/3768 that form part of the Company's wholly owned Yeneena Project. The agreement covers an area of 450km² untested exploration ground located in the north-west of the Yeneena Project.

Significant terms of the farm-in arrangement as follows:

- 2 year initial earn-in phase under which Antofagasta may acquire a 51% joint venture interest by expenditure of US\$2 million and may withdraw at any time subject to a meeting a minimum spend of US\$500,000;
- A second earn-in phase, under which Antofagasta may acquire a further 19% interest by contributing expenditure of US\$4 million within 2 years;
- In the event of a decision to mine Antofagasta will pay the Company US\$3 million.

The farm-in arrangement was terminated on 2 September 2016.

Millennium Zinc Project – Hampton Hill NL (HHM) Earning-in

Encounter Resources Limited has entered into a farm-in agreement with HHM pursuant to which HHM may earn up to a 25% interest in the Company's Millennium zinc project, comprising exploration licences EL45/2501, EL45/2561 and four blocks of EL45/2500 in the Paterson Province of Western Australia.

Significant terms of the farm-in arrangement as follows:

- HHM must spend a minimum of \$500,000 on exploration before withdrawal. Upon meeting this minimum commitment, HHM will acquire a 10% interest in Millennium ("Initial Earn-in Phase"). At that point, HHM (10%) and Encounter (90%) will form a joint venture.
- To preserve its initial 10% interest and maintain the right to earn a further 15% interest, HHM may then elect to sole fund an additional \$500,000 ("Second Earn-in Phase"). At completion, HHM will have contributed \$1,000,000 and retained its 10% interest in Millennium. The timing of this additional expenditure will be as determined by Encounter.
- HHM may then elect to contribute a further \$1,000,000 out of the next \$2,000,000 of exploration expenditure to earn a further 15% interest in Millennium ("Additional Earn-in Phase"). The timing of this expenditure will be determined by Encounter.
- At that point, after contribution of a total of \$2,000,000 of exploration expenditure, HHM would hold a 25% and Encounter would hold a 75% interest in the joint venture.
- Industry standard expenditure contribution or dilution formulas would apply. If a party's interest is diluted to less than 10%, that interest would convert to a 1% Net Profit Royalty.
- Encounter will be the Operator



Note 14 Interest in joint ventures and farm-in arrangements (Continued)

b) Farm-in Arrangements (Continued)

- If, after the Initial Earn-in Phase, HHM elects to maintain its 10% interest, but forfeit their right to further earn-in, then at that point, HHM will issue 5% of the issued capital of Hampton to Encounter.
- If, after the Initial Earn in Phase, HHM elects to proceed with the Second Earn-in Phase, then at that point, HHM will issue 15% of the issued capital of HHM to Encounter. If this election is made then Encounter will have the right to appoint a member to the board of HHM.
- The earn-in and joint venture agreement is conditional upon Encounter obtaining all necessary consents and approvals to the grant of the earn-in rights to HHM.

As at 30 June 2016 HHM had acquired a 10% interest in the Millennium project pursuant to the Initial Earn-in Phase, and had elected to proceed with the Second Earn-in Phase. Encounter and HHM are currently in the Additional Earn-in phase, after which HHM will have earned a 25% interest in the farm-in licences.

The following farm-in agreement was terminated during the financial year with Antofagasta re-focussing its resources on the Encounter Yeneena Lookout Rocks Farm-in agreement.

Antofagasta Yeneena farm-in – Antofagasta Minerals Perth Pty Ltd earning-in

Antofagasta Minerals Perth Pty Ltd entered into a farm-in and joint venture agreement with the Company in respect of granted tenements EL45/2658 and EL45/2805 that form part of the Company's wholly owned Yeneena Project. The agreement covered an area of 433km² and comprises the southern extents of the Yeneena Project that incorporate the BM1, BM7 and BM8 copper prospects.

Significant terms of the farm-in arrangement were as follows:

- 5 year initial earn-in phase under which Antofagasta may acquire a 51% joint venture interest by expenditure of US\$20 million and may withdraw at any time subject to a meeting a minimum spend of US\$3 million;
- A second earn-in phase, should Encounter not elect to contribute to exploration costs under the joint venture, under which Antofagasta may acquire a further 19% interest by completion of a pre-feasibility study within 4 years of Encounter electing not to contribute;
- If Antofagasta completes a pre-feasibility study during the second earn-in phase it must pay Encounter US\$15 million or contribute US\$15 million in lieu of Encounter's contribution to its proportionate share of feasibility study costs;
- If a decision to mine is made subsequent to the completion of a feasibility study and Encounter elects not to proceed, Antofagasta may acquire Encounter's interest at 90% of an agreed value determined by independent expert valuation.
- Amounts set out in the Earn-in and Joint Venture Agreement are in United States dollars, provided that the Australia dollar to United States dollar exchange rate published by the Reserve Bank of Australia is between 1.15 and 0.95 (the "Acceptable Range"). If the Exchange Rate is outside the Acceptable Range on the date cash payment is due, the Exchange Rate will be set at 1.05 United States dollar for each 1 Australian dollar.

On 29th July 2015 this farm-in arrangement was terminated with Encounter retaining a 100% interest in the granted tenements. The Company will be seeking a new partner for this large scale, copper opportunity in this highly prospective Proterozoic Paterson Province.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 15 Current liabilities – Trade and other payables

| | Consolidated | |
|---|--------------|---------|
| | 2016 \$ | 2015 \$ |
| Unspent farm-in contributions (Note 8c) | 104,847 | 59,549 |
| Trade payables and accruals | 727,295 | 573,904 |
| Other payables | 23,876 | 35,099 |
| | 856,018 | 668,552 |

Liabilities are not secured over the assets of the Group. Details of fair value and exposure to interest risk are included at note 20.

Note 16 Employee benefits

| | Consolidated | |
|-----------------------------------|--------------|---------|
| | 2016 \$ | 2015 \$ |
| a) Current liabilities | | |
| Liability for annual leave | 123,688 | 125,754 |
| b) Non-current liabilities | | |
| Liability for long service leave | 118,063 | 106,569 |



Note 17 Issued capital

a) Ordinary shares

The Company is a public company limited by shares. The Company was incorporated in Perth, Western Australia. The Company's shares are limited whereby the liability of its members is limited to the amount (if any) unpaid on the shares respectively held by them.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value. There is no limit to the authorised share capital of the Company.

| | Issue price | 2016 No. | 2015 No. | 2016 \$ | 2015 \$ |
|--|-------------|--------------------|-------------|-------------------|------------|
| b) Share capital | | | | | |
| Issued share capital | | 155,644,044 | 134,543,350 | 34,401,834 | 31,471,913 |
| c) Share movements during the year | | | | | |
| Balance at the start of the financial year | | 134,543,350 | 132,543,350 | 31,471,913 | 31,113,384 |
| Shares issued as consideration for drilling services | \$0.20 | - | 1,250,000 | - | 250,000 |
| Shares issued to acquire exploration assets | \$0.15 | - | 750,000 | - | 12,500 |
| Share purchase plan | \$0.14 | 2,617,836 | - | 366,497 | - |
| Share placements | \$0.14 | 18,482,858 | - | 2,587,600 | - |
| Less share issue costs | | - | - | (24,176) | (3,971) |
| Balance at the end of the financial year | | 155,644,044 | 134,543,350 | 34,401,834 | 31,471,913 |

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 18 Options and share based payments

The establishment of the Encounter Resources Limited Directors, Officers and Employees Option Plan ('the Plan') was last approved by a resolution at the Annual General Meeting of shareholders of the Company on 27 November 2015. All eligible Directors, executive officers and employees of Encounter Resources Limited who have been continuously employed by the Company are eligible to participate in the Plan.

The Plan allows the Company to issue free options to eligible persons. The options can be granted free of charge and are exercisable at a fixed price in accordance with the Plan.

a) Options issued during the year

During the financial year the Company granted 6,041,429 options over unissued shares (2015: 2,800,000). Of the 6,041,429 options issued, 5,441,429 were issued pursuant to the terms of a share placement completed during the year.

b) Options exercised during the year

During the financial year the Company issued no shares on the exercise of unlisted employee options (2015: Nil).

c) Options cancelled during the year

During the year 275,000 options (2015: 225,000) were cancelled upon termination of employment. 850,000 options were cancelled on expiry of exercise period (2015: 5,375,000).

d) Options on issue at the balance date

The number of options outstanding over unissued ordinary shares at 30 June 2016 is 12,286,429 (2015: 7,370,000). The terms of these options are as follows:

| Number of options outstanding | Exercise price | Expiry date |
|-------------------------------|----------------|-------------------|
| 1,450,000 | 30 cents | 30 November 2016 |
| 750,000 | 39 cents | 30 November 2017 |
| 550,000 | 21 cents | 31 May 2017 |
| 200,000 | 31 cents | 31 January 2018 |
| 595,000 | 22 cents | 31 May 2018 |
| 1,250,000 | 23 cents | 27 November 2018 |
| 750,000 | 31 cents | 27 November 2019 |
| 700,000 | 16 cents | 31 January 2019 |
| 5,441,429 | 21 cents | 30 September 2018 |
| 600,000 | 14 cents | 28 February 2020 |
| 12,286,429 | | |

e) Subsequent to the balance date

No options have been granted subsequent to the balance date and to the date of signing this report.

No options have been exercised subsequent to the balance date to the date of signing this report.

Subsequent to the balance date no options have been cancelled on expiry of the exercise period.



Note 18 Options and share based payments (Continued)

Reconciliation of movement of options over unissued shares during the period including weighted average exercise price (WAEP)

| | 2016 | | 2015 | |
|---|-------------|--------------|-------------|--------------|
| | No. | WAEP (cents) | No. | WAEP (cents) |
| Options outstanding at the start of the year | 7,370,000 | 30.2 | 10,170,000 | 87.8 |
| Options granted during the year | 6,041,429 | 20.3 | 2,800,000 | 23.1 |
| Options exercised during the year | - | - | - | - |
| Options cancelled and expired unexercised during the year | (1,125,000) | 51.8 | (5,600,000) | 131.3 |
| Options outstanding at the end of the year | 12,286,429 | 38.8 | 7,370,000 | 30.2 |

Weighted average contractual life

The weighted average contractual life for un-exercised options is 24.5 months (2015: 29.8 months).

Basis and assumptions used in the valuation of options.

The remuneration related options issued during the year were valued using the Black-Scholes option valuation methodology.

| Date granted | Number of options granted | Exercise price (cents) | Expiry date | Risk free interest rate used | Volatility applied | Value of Options |
|---------------|---------------------------|------------------------|------------------|------------------------------|--------------------|------------------|
| 15 March 2016 | 600,000 | 14 cents | 28 February 2020 | 1.91% | 96.4% | \$20,992 |

Historical volatility has been used as the basis for determining expected share price volatility.

A discount of 30% in respect of a lack of marketability has been applied to the Black-Scholes option valuation to reflect the non-negotiability and non-transferability of the unlisted options granted.

No valuation has been undertaken for the options issued attaching to the share placement.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 19 Reserves and accumulated losses

| | Consolidated | | | |
|--|--------------------|---------------------------------|--------------------|---------------------------------|
| | 2016 \$ | | 2015 \$ | |
| | Accumulated losses | Equity remuneration reserve (i) | Accumulated losses | Equity remuneration reserve (i) |
| Balance at the beginning of the year | (9,306,923) | 649,533 | (12,135,860) | 2,767,522 |
| Profit/(Loss) for the period | (5,803,036) | - | 523,915 | - |
| Movement in equity remuneration reserve in respect of options issued | - | 20,992 | - | 187,033 |
| Transfer to accumulated losses on cancellation of options | 146,076 | (146,076) | 2,305,022 | (2,305,022) |
| Balance at the end of the year | (14,963,883) | 524,449 | (9,306,923) | 649,533 |

(i) The equity remuneration reserve is used to recognise the fair value of options issued and vested but not exercised.

Note 20 Financial instruments

Credit risk

The Directors do not consider that the Group's financial assets are subject to anything more than a negligible level of credit risk, and as such no disclosures are made, note 2(a).

Impairment losses

The Directors do not consider that any of the Group's financial assets are subject to impairment at the reporting date. No impairment expense or reversal of impairment charge has occurred during the reporting period, other than the write off of deferred exploration assets at note 13.

Interest rate risk

At the reporting date the interest profile of the Group's interest-bearing financial instruments was:

| | Carrying amount | |
|----------------------------------|-----------------|-----------|
| | 2016 \$ | 2015 \$ |
| Fixed rate instruments | | |
| Financial assets | - | - |
| Variable rate instruments | | |
| Financial assets | 3,684,391 | 1,372,023 |

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.



Note 20 Financial instruments (Continued)

Interest rate risk (Continued)

| | Profit or loss \$ | | Equity \$ | |
|----------------------------------|-------------------|-----------------|---------------|-----------------|
| | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| 2016 | | | | |
| Variable rate instruments | 36,844 | (36,844) | 36,844 | (36,844) |
| 2015 | | | | |
| Variable rate instruments | 13,720 | (13,720) | 13,720 | (13,720) |

Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements, note 2(b):

| Consolidated | Carrying amount | Contractual cash flows | < 6 months | 6-12 months | 1-2 years | 2-5 years | > 5 years |
|---------------------------------|-----------------|------------------------|----------------|-------------|-----------|-----------|-----------|
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| 2016 | | | | | | | |
| Trade and other payables | 706,309 | 706,309 | 706,309 | - | - | - | - |
| | 706,309 | 706,309 | 706,309 | - | - | - | - |
| 2015 | | | | | | | |
| Trade and other payables | 609,033 | 609,033 | 609,033 | - | - | - | - |
| | 609,033 | 609,033 | 609,033 | - | - | - | - |

Fair values

Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheet are as follows:

| | Consolidated | | | |
|---------------------------|------------------|------------------|-----------------|------------|
| | 2016 \$ | | 2015 \$ | |
| | Carrying amount | Fair value | Carrying amount | Fair value |
| Cash and cash equivalents | 3,684,391 | 3,684,391 | 1,372,033 | 1,372,033 |
| Other financial assets | 768,723 | 768,723 | | |
| Trade and other payables | (706,309) | (706,309) | (609,033) | (609,033) |
| | 3,746,805 | 3,746,805 | 763,000 | 763,000 |

The Group's policy for recognition of fair values is disclosed at note 1(s).

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 21 Dividends

No dividends were paid or proposed during the financial year ended 30 June 2015 or 30 June 2016.

The Company has no franking credits available as at 30 June 2015 or 30 June 2016.

Note 22 Key management personnel disclosures

(a) Directors and key management personnel

The following persons were directors of Encounter Resources Limited during the financial year:

- (i) Chairman – non-executive
Paul Chapman
- (ii) Executive directors
Will Robinson, Managing Director
Peter Bewick, Exploration Director
- (iii) Non-executive directors
Jonathan Hronsky, Director

There were no other persons employed by or contracted to the Company during the financial year, having responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly.

(b) Key management personnel compensation

A summary of total compensation paid to key management personnel during the year is as follows:

| | 2016 \$ | 2015 \$ |
|--------------------------------------|---------|---------|
| Total short-term employment benefits | 641,602 | 712,250 |
| Total share based payments | - | 147,386 |
| Total post-employment benefits | 60,953 | 67,663 |
| | 702,555 | 927,299 |

Note 23 Remuneration of auditors

| | 2016 \$ | 2015 \$ |
|--|---------|---------|
| Audit and review of the Company's financial statements | 29,000 | 31,000 |
| Total | 29,000 | 31,000 |

Note 24 Contingencies

(i) Contingent liabilities

There were no material contingent liabilities not provided for in the financial statements of the Group as at 30 June 2016 or 30 June 2015 other than:



Note 24 Contingencies (Continued)

Yeneena Project Gold Claw-back

Included in the agreement for the Group's acquisition of the remaining 25% interest of certain licences in the Yeneena Project is a gold claw-back right in the event of a major discovery of a deposit of minerals dominant in gold, with gold revenue measured in a mining study equal to or exceeding 65% of total revenue and where a JORC compliant mineral resources exceeds 4,000,000 ounces of gold or gold equivalent, or is capable of producing at least 200,000 ounces of gold or gold equivalent per year for 10 years. Under the agreement Barrick (Australia Pacific) Limited retains the right to regain an interest of between 70 and 100% in the gold discovery at a price of between US\$40-100 per ounce, with a 1.5% net smelter royalty to Encounter Resources.

The Yeneena Project Gold Claw-back relates to the following exploration licences: E45/2500, E45/2501, E45/2502, E45/2503, E45/2561, E45/2657, E45/2658, E45/2805 and E45/2806.

Telfer West Production Royalty

The Group is subject to a production unit royalty of \$1 per dry metric tonne of ore mined and sold from licence E45/4613 at its Telfer West Gold Project.

Native Title and Aboriginal Heritage

The Group has Land Access and Mineral Exploration Agreements with Western Desert Lands Aboriginal Corporation in relation to the tenements comprising the Yeneena Project. Western Desert Lands Aboriginal Corporation ((Jamukurnu-Yapalikunu/WDLAC) is the Prescribed Body Corporate for the Martu People of the Central Western Desert region in Western Australia.

Native title claims have been made with respect to areas which include tenements in which the Group has an interest. The Group is unable to determine the prospects for success or otherwise of the claims and, in any event, whether or not and to what extent the claims may significantly affect the Group or its projects. Agreement is being or has been reached with various native title claimants in relation to Aboriginal Heritage issues regarding certain areas in which the Group has an interest.

Bank guarantees

ANZ Bank has provided unconditional bank guarantees (refer Note 8) as follows:

- \$23,000 in relation to the lease over the Company's office premises at Level 7, 600 Murray Street, West Perth; and
- \$50,000 in relation to the Company's corporate credit card facility.

(ii) Contingent assets

There were no material contingent assets as at 30 June 2016 or 30 June 2015.

Note 25 Commitments

(a) Exploration

The Group has certain obligations to perform minimum exploration work on mineral leases held. These obligations may be varied as a result of renegotiations of the terms of the exploration licences or their relinquishment. The minimum exploration obligations are less than the normal level of exploration expected to be undertaken by the Group.

As at balance date, total exploration expenditure commitments on tenements held by the Group have not been provided for in the financial statements and which cover the following twelve month period amount to \$1,376,500 (2015: \$1,408,500).

The exploration expenditure obligations stated above include amounts that are funded by third parties pursuant to various farm-in agreements (Note 14).

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 25 Commitments (Continued)

(b) Operating Lease Commitments

The Company has entered into a 2 year lease on its office at Level 7, 600 Murray Street, West Perth on effective from 1 July 2015 at \$46,000 per annum, inclusive of variable outgoings. Operating lease commitments are as follows:

| | 2016 \$ | 2015 \$ |
|--|---------|---------|
| Due within 1 year | 46,000 | 46,000 |
| Due after 1 year but not more than 5 years | - | 46,000 |
| Due after more than 5 years | - | - |
| | 46,000 | 92,000 |

(c) Contractual Commitment

There are no material contractual commitments as at 30 June 2016 or 30 June 2015 not otherwise disclosed in the Financial Statements.

Note 26 Related party transactions

Transactions with Directors during the year are disclosed at Note 22 – Key Management Personnel.

There are no other related party transactions, other than those already disclosed elsewhere in this financial report.

Note 27 Events occurring after the balance sheet date

Other than the matters below, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect substantially the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

On 2nd September 2016 the Company announced that Antofagasta plc had elected not to continue sole funding the Lookout Rocks Copper Project, and as such the earn-in agreement had been terminated, with the project reverting to the Company 100% and unencumbered. The Company will be seeking a new partner for this large scale, copper opportunity in this highly prospective Proterozoic Paterson Province.

Note 28 Reconciliation of loss after tax to net cash inflow from operating activities

| | Consolidated | |
|--|--------------|-------------|
| | 2016 \$ | 2015 \$ |
| Profit/(Loss) from ordinary activities after income tax | (5,803,036) | 523,915 |
| Research and development tax credit | 536,952 | - |
| Share of management fee to JV not capitalised | - | 193 |
| Depreciation | 4,849 | 10,329 |
| Gain on disposal of assets | - | (22,826) |
| Exploration cost written off | 4,635,718 | 555,286 |
| Share based payments expense | 20,992 | 187,033 |
| Share based option income revenue | - | (1,199,207) |
| Unrealised gain on investments | 799,471 | (368,987) |
| Contribution to overheads from farm-in partner | (258,200) | (321,470) |
| EIS grant funding offset against capitalised exploration | 399,350 | 287,018 |
| Movement in assets and liabilities: | | |
| (Increase)/decrease in receivables | 9,951 | (9,610) |
| Increase/(decrease) in payables | 15,778 | (57,132) |
| Net cash outflow from operating activities | 361,825 | (415,458) |

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 (CONTINUED)

Note 29 Earnings per share

| | Consolidated | |
|---|--------------------|--------------|
| | 2016 | 2015 |
| a) Basic earnings per share | Cents | Cents |
| Profit/(Loss) attributable to ordinary equity holders of the Company | (3.90) | 0.39 |
| b) Diluted earnings per share | | |
| Profit/(Loss) attributable to ordinary equity holders of the Company | (3.90) | 0.37 |
| c) Loss used in calculation of basic and diluted loss per share | \$ | \$ |
| Consolidated profit/(loss) after tax from continuing operations | (5,803,036) | 532,915 |
| d) Weighted average number of shares used as the denominator | No. | No. |
| Weighted average number of shares used as the denominator in calculating basic earnings per share | 149,811,427 | 133,766,616 |
| Weighted average number of shares used as the denominator in calculating diluted earnings per share | 149,811,427 | 141,136,616 |

At 30 June 2016 the Company has on issue 12,286,429 unlisted options over ordinary shares that are not considered to be dilutive.

At 30 June 2015 the Company has on issue 7,370,000 unlisted options over ordinary shares that are considered to be dilutive.



30. Parent entity information

| | Consolidated | |
|------------------------------|--------------|-------------|
| | 2016 \$ | 2015 \$ |
| Financial position | | |
| Assets | | |
| Current assets | 3,684,484 | 1,512,241 |
| Non-current assets | 17,369,086 | 21,705,857 |
| Total Assets | 21,053,570 | 23,218,098 |
| Liabilities | | |
| Current liabilities | 973,107 | 734,756 |
| Non-current liabilities | 118,063 | 106,569 |
| Total Liabilities | 1,091,170 | 841,325 |
| NET ASSETS | 19,962,400 | 22,376,773 |
| Equity | | |
| Issued Capital | 34,401,834 | 31,471,913 |
| Equity remuneration reserve | 524,449 | 649,533 |
| Accumulated losses | (14,963,883) | (9,744,673) |
| TOTAL EQUITY | 19,962,400 | 22,376,773 |
| Financial performance | | |
| Profit/(Loss) for the year | (1,297,465) | 514,868 |
| Other comprehensive income | - | - |
| Total comprehensive income | (1,297,465) | 514,868 |

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

No guarantees have been entered into by the parent entity in relation to the debts of its subsidiary companies.

Contingent liabilities

For full details of contingencies see Note 24.

Commitments

For full details of commitments see Note 25.

DIRECTORS' DECLARATION

In the opinion of the Directors of Encounter Resources Limited ("the Company")

- (a) the financial statements and notes set out on pages 28 to 63 are in accordance with the Corporations Act 2001, including:
 - (i) complying with Accounting Standards and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (ii) give a true and fair view of the financial position as at 30 June 2016 and of the performance for the year ended on that date of the Group.
- (b) the remuneration disclosures that are contained in the Remuneration Report in the Directors Report comply with Australian Accounting Standard AASB 124 Related Party Disclosures, The Corporations Act 2001 and the Corporations Regulations 2001.
- (c) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.
- (d) the financial statements comply with International Financial Reporting Standards as set out in Note 1.

The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2016.

This declaration is made in accordance with a resolution of the Directors.

Signed at Perth this 23rd day of September 2016.



W Robinson
Managing Director





INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENCOUNTER RESOURCES LIMITED

Report on the Financial Report

We have audited the accompanying financial report of Encounter Resources Limited, which comprises the consolidated statement of financial position as at 30 June 2016, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

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Auditor's Opinion

In our opinion:

- (a) the financial report of Encounter Resources Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the consolidated financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 20 to 25 of the directors' report for the year ended 30 June 2016. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion, the Remuneration Report of Encounter Resources Limited for the year ended 30 June 2016 complies with section 300A of the *Corporations Act 2001*.

CROWE HORWATH PERTH

SEAN MCGURK
Partner

Signed at Perth, 23 September 2016

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ENCOUNTER RESOURCES LIMITED

ASX ADDITIONAL INFORMATION

Pursuant to the Listing Requirements of the Australian Securities Exchange, the shareholder information set out below was applicable as at 19 September 2016.

A. Distribution of Equity Securities

Analysis of numbers of shareholders by size of holding:

Ordinary Fully Paid Shares

| Distribution | Number of shareholders | Securities held |
|-------------------|------------------------|--------------------|
| 1 – 1,000 | 105 | 50,123 |
| 1,001 – 5,000 | 214 | 677,990 |
| 5,001 – 10,000 | 138 | 1,143,115 |
| 10,001 – 100,000 | 438 | 16,540,128 |
| More than 100,000 | 172 | 137,232,688 |
| Totals | 1,067 | 155,644,044 |

There are 255 shareholders holding less than a marketable parcel of ordinary shares.

B. Substantial Shareholders

An extract of the Company's Register of Substantial Shareholders (who hold 5% or more of the issued capital) is set out below:

| Shareholder Name | Issued Ordinary Shares | |
|--|------------------------|-------------|
| | Number of shares | % of shares |
| William Michael Robinson | 22,275,470 | 14.31% |
| Eye Investment Fund Limited | 11,479,028 | 7.38% |
| Antofagasta Investment Company Limited | 9,241,931 | 5.94% |

ASX ADDITIONAL INFORMATION

C. Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are listed below:

| Shareholder Name | Issued Ordinary Shares | |
|---|------------------------|---------------|
| | Number of shares | % of shares |
| William Michael Robinson | 16,216,900 | 10.42% |
| Merrill Lynch Australia Nominees Pty Ltd | 14,800,000 | 9.51% |
| HSBC Custody Nominees Australia Limited | 11,900,332 | 7.65% |
| Citicorp Nominees Pty Ltd | 9,500,031 | 6.10% |
| Sundin Pty Ltd | 5,580,000 | 3.59% |
| Stone Poneys Nominees Pty Ltd <Chapman Investment Fund> | 4,650,000 | 2.99% |
| Solvista Pty Ltd | 4,650,000 | 2.99% |
| UBS Nominees Pty Ltd | 3,850,000 | 2.47% |
| HSBC Custody Nominees Australia Limited | 2,614,165 | 1.68% |
| Kiki Super Fund | 2,360,000 | 1.52% |
| Jorge Bernhard | 2,190,000 | 1.41% |
| Mary Clare Los | 1,815,473 | 1.17% |
| Samantha Hogg | 1,800,000 | 1.16% |
| Willstreet Pty Ltd | 1,700,000 | 1.09% |
| Wythenshawe Pty Ltd <Minjar A/c> | 1,650,000 | 1.06% |
| J C O'Sullivan Pty Ltd | 1,400,000 | 0.90% |
| Wythenshawe Pty Ltd | 1,257,060 | 0.81% |
| DDH1 Drilling Pty Ltd | 1,250,000 | 0.80% |
| Charles Robinson | 1,200,000 | 0.77% |
| Thirty-Fifth Celebrations Pty Ltd | 1,178,570 | 0.76% |
| Total | 91,562,531 | 58.85% |

D. Unquoted Securities

Options over Unissued Shares

| Number of Options | Exercise Price | Expiry Date | Number of Holders |
|-------------------|----------------|-------------------|-------------------|
| 1,450,000 | 30 cents | 30 November 2016 | 4 |
| 750,000 | 39 cents | 30 November 2017 | 1 |
| 550,000 | 21 cents | 31 May 2017 | 5 |
| 200,000 | 31 cents | 31 January 2018 | 1 |
| 595,000 | 22 cents | 31 May 2018 | 5 |
| 1,250,000 | 23 cents | 27 November 2018 | 2 |
| 750,000 | 31 cents | 27 November 2019 | 1 |
| 700,000 | 16 cents | 31 January 2019 | 5 |
| 5,441,429 | 21 cents | 30 September 2018 | 17* |
| 600,000 | 14 cents | 28 February 2020 | 5 |
| 12,286,429 | | | |

* Included in the above table is a holding of in excess of 20% of a class of unquoted equity securities (excluding equity securities issued pursuant to an employee incentive scheme), as follows:

| Name of holder | Exercise Price | Expiry Date | Number of Options |
|--|----------------|-------------------|-------------------|
| Exploration Capital Partners 2014 Limited Partnership | 21 cents | 30 September 2018 | 3,600,000 |

E. Voting Rights

In accordance with the Company's Constitution, voting rights in respect of ordinary shares are on a show of hands whereby each member present in person or by proxy shall have one vote and upon a poll, each share will have one vote.

There are no voting rights in respect of options over unissued shares.

F. Restricted Securities

There are no restricted securities.





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