encounter resources

ABN 47 109 815 796

Consolidated Financial Statements
For the Year Ended 30 June 2023

Contents Page

Encounter Resources Limited
ABN 47 109 815 796

Corporate Directory

Directors

Paul Chapman	Non-Executive Chairman
Will Robinson	Managing Director
Peter Bewick	Non-Executive Director
Jonathan Hronsky	Non-Executive Director
Philip Crutchfield	Non-Executive Director

Company Secretaries
Kevin Hart
Dan Travers

Principal and Registered Office
Suite 2, 1 Alvan Street
Subiaco, Western Australia 6008
Telephone (08) 9486 9455
Web www.enrl.com.au

Auditor
Crowe Perth
Level 24, Allendale Square
77 St Georges Terrace
Perth, Western Australia 6000

Share Registry
Automic Group
Level 5, 191 St Georges Terrace
Perth, Western Australia 6000
Telephone 1300 288 664

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.

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 2023.

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 30 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 and has held managing director and other senior management roles in public companies. Mr Chapman was a founding shareholder/director of the following ASX listed companies: Reliance Mining; Encounter Resources; Rex Minerals; Paringa Resources; Silver Lake Resources and Black Cat Syndicate.

Mr Chapman is currently a director of Western Australia based explorers, including Black Cat Syndicate Limited (ASX:BC8), Dreadnought Resources Limited (ASX:DRE), Meeka Metals Limited (ASX:MEK) as Non-Executive Chairman, and Queensland focussed explorer Sunshine Gold Limited (ASX:SHN) as a Non-Executive Director.

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

Mr Robinson has worked in the resources industry in Australia and Canada for over twenty-five years. Mr Robinson's experience includes senior management roles at a large international resources company and executive roles in the junior mining and exploration sector. Mr Robinson is former president of the resources industry advocacy body, the Association of Mining and Exploration Companies (AMEC) a member of the Strategic Advisory Board at the Centre for Exploration Targeting University of Western Australia and was a member of the Australian Government's Resources 2030 Taskforce. Mr Robinson is a Non-Executive Director of Hampton Hill Mining NL (delisted from ASX effective 21 March 2022) and Non-Executive Chairman of Hamelin Gold Limited (ASX:HMG).

Peter Bewick – B.Eng (Hons), MAusIMM
Non-Executive Director appointed 7 October 2005 (Executive Director to 1 November 2021)
Mr Bewick is a geology graduate from the WA School of Mines with over 30 years of industry experience. He held a number of senior mine and exploration geological roles during a 14-year career with WMC, including Exploration Manager and Geology Manager of the Kambalda Nickel Operations and Exploration Manager for St Ives Gold Operations. Mr Bewick also held corporate roles with WMC as Exploration Manager for the Nickel Business Unit and Exploration Manager for North America based in Denver, Colorado. He has extensive experience in project generation for a range of commodities including nickel, gold, copper and bauxite. Mr Bewick has been a member of the MERIWA College since 2013.

Mr Bewick is currently Managing Director of Hamelin Gold Ltd (ASX:HMG) and Non-Executive Director of Mincor Resources NL.

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

Dr. Hronsky has more than thirty 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 former Chairman of the board of management of the Centre for Exploration Targeting at the University of Western Australia.

Directors (Continued)

During the last 3 years Dr Hronsky has been a director of Cassini Resources Limited until its acquisition by Oz Minerals Limited in 2020. Dr Hronsky is currently a Non-Executive Director of Paladin Energy Limited (ASX:PDN), Caspin Resources Limited (ASX:CPN) and Azumah Resources Limited (delisted from ASX 19 February 2020).

Philip Crutchfield – B. Comm, LL.B (Hons), LL.M LSE

Non-executive director appointed 9 October 2019

Mr Crutchfield is a prominent and highly respected barrister specialising in commercial law. Philip was Non-Executive Chairman of Zip Co Limited (ASX:Z1P) (resigned 2nd March 2021) and is Non-Executive Director of Applyflow Limited (ASX:AFW), Dreadnought Resources Limited (ASX:DRE), and Western Australian gold focused companies Black Cat Syndicate Limited (ASX:BC8) and Hamelin Gold Limited (ASX:HMG).

Mr Crutchfield is a board member of the Bell Shakespeare Theatre Company and the Victorian Bar Foundation Limited. Philip is also a former partner of Mallesons Stephen Jaques (now King & Wood Mallesons).

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. Mr Hart has over 30 years experience in accounting and the management and administration of public listed entities in the mining and exploration industry.

Mr Hart is currently a director of 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. Mr Travers 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*
P Chapman	10,782,150	3,410,000
W Robinson	27,285,889	2,410,000
P Bewick	9,510,303	3,130,000
J Hronsky	1,051,335	1,000,000
P Crutchfield	4,559,391	4,110,000

Included in the Directors' Interests in Unlisted Options are 14,060,000 options that are vested and exercisable as at the date of signing this report.

Principal Activities

The principal activity of the Company during the financial year was project generation, mineral exploration and project development in Western Australia and the Northern Territory.

There were no significant changes in these activities during the financial year.

Directors' Meetings

The number of meetings of the Company's Directors held during the year ended 30 June 2023, and the number of meetings attended by each Director are as follows:

Director	*Board of Directors Meetings*		*Audit Committee Meetings*	
	Held	*Attended*	*Held*	*Attended*
P Chapman	9	8	2	2
W Robinson	9	9	-	-
P Bewick	9	9	-	-
J Hronsky	9	9	2	1
P Crutchfield	9	8	2	2

Results of Operations

The consolidated net loss after income tax for the financial year was $1,429,900 (2022: profit $4,428,194).

Included in the consolidated loss for the current year is a write-off of deferred and uncapitalised exploration and joint venture expenditure totalling $236,762 (2022: $4,204,574).

Included in the result for the prior financial year is a gain of $10,104,846 recognised on the demerger of Hamelin Gold Limited from the Group.

Review of Activities

Exploration

Encounter's primary focus is on discovering major copper and critical minerals deposits in Australia. Encounter's exploration activities during the year were directed towards:

- The 100% owned Aileron copper-critical minerals project in the West Arunta in WA;
- A series of camp scale, first mover copper opportunities in the Northern Territory. This includes the Elliott copper project which is being advanced in partnership with BHP via a $25m earn-in and joint venture and farm-in agreements with South32 Limited, carried to completion of a scoping study, at the Jessica and Carrara projects; and
- A large project portfolio in the Paterson Province of WA where it is exploring for copper-gold deposits at its 100% owned Lamil Project and for copper-cobalt deposits at the Yeneena project with IGO Limited (ASX:IGO).

Financial Position

At the end of the financial year the Group had $11,817,728 (2022: $2,165,945) in cash and term deposits. Capitalised mineral exploration and evaluation expenditure is $17,783,090 (2022: $13,891,414).

Matters Subsequent to the End of the Financial Year

Subsequent to the end of the financial period the Company has issued a total of 1,200,000 unlisted options to employees pursuant to the terms of the Company's Employee and Share Option Plan.

Other than as already stated in this report, 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.

Significant Changes in the State of Affairs

Other than stated in this report, 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.

Options over Unissued Capital

Unlisted Options

As at the date of this report 24,010,000 unissued ordinary shares of the Company are under option as follows:

Number of Options Granted	*Exercise Price*	*Expiry Date*
1,500,000	8.2 cents	30 November 2023
5,050,000	16.2 cents	31 October 2023
650,000	18.2 cents	30 June 2024
2,450,000	22.2 cents	26 November 2024
800,000	21.2 cents	30 April 2025
3,630,000	22.4 cents	28 November 2025
1,200,000	19.0 cents	28 June 2026
1,000,000	20.0 cents	29 September 2025
1,000,000	30.0 cents	29 September 2025
3,980,000	26.8 cents	30 November 2026
250,000	28.3 cents	15 January 2027
500,000	20.8 cents	28 February 2027
100,000	17.5 cents	27 March 2027
500,000	50.0 cents	29 May 2026
200,000	36.8 cents	20 June 2027
400,000	59.2 cents	13 July 2027
400,000	67.7 cents	24 July 2027
400,000	68.9 cents	1 August 2027

All options on issue at the date of this report are vested and exercisable. No options on issue are listed.

During the financial year:

- 7,530,000 options (2022: 5,030,000) were granted over unissued shares of the Company;
- nil options (2022: 400,000) were cancelled on the cessation of employment;
- nil options (2022: 1,500,000) were cancelled on expiry of the exercise period; and
- 2,900,000 (2022: 1,650,000) options were exercised at 5.2 cents per share. Included in options exercised is an amount of 424,379 options foregone in consideration given on exercise (2022: 689,697).

Since the end of the financial year:

- 1,200,000 (2022: nil) options have been issued by the Company to employees pursuant to the Company's Employee Option Plan;
- nil options have been exercised; and
- nil options have been cancelled due to the lapse of the 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		
	2023	*2022*
Ordinary fully paid shares	**395,525,781**	317,216,826

Likely Developments and Expected Results of Operations

The Group expects to maintain exploration programs at its 100% owned West Arunta copper-critical minerals project, Northern Territory copper and lithium projects and the Paterson copper-gold project,.

In addition, the Group will continue to collaborate with its partners at the Yeneena copper-cobalt project (with IGO Limited) and in the Northern Territory at the Elliott copper project (BHP) and Jessica and Carrara base metals projects (South32) pursuant to earn-in and joint venture arrangements.

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.

Dividends

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

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 current exploration activities are in compliance with relevant environmental regulations.

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 financial position of the Company and 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 Report (Continued)

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. Non-executive directors are offered an annual election to receive cash remuneration or an equivalent amount in unlisted options. The annual election relates to the remuneration period from 1 December to 30 November of the relevant year and is subject to approval by the Company's shareholders.
5. 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 (excluding equity-based remuneration otherwise approved by shareholders), payable in aggregate are currently set at $300,000 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 26 November 2021.

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 their 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 Non-Executive Directors, the Company pay them $50,000 plus statutory superannuation per annum.

Non-Executive Directors 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. During the year the Group incurred costs of $14,490 (2022: $17,842), for geological consulting services from Western Mining Services, an entity associated with Dr Jon Hronsky. In addition, the Company incurred costs of $3,900 (2022: $nil) with Western Mining Services in relation to the attendance of training courses by employees of the Company.

For the period 1 December 2022 to 30 November 2023, Non-Executive Directors Mr Paul Chapman and Mr Philip Crutchfield elected to receive options in lieu of directors' fees paid in cash. A total of 1,720,000 options were issued in respect of this election following shareholder approval at the Company's 2022 annual general meeting (for further details refer to the notice of meeting lodged with ASX on 28 October 2022).

Engagement of Executive Directors

The Company has entered into an executive service agreement with Mr Will Robinson 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 1 October 2019. Mr Robinson will receive a base salary of $270,000 per annum plus statutory superannuation.

An Executive director 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.

Remuneration Report (Continued)

Either party may give the other six months notice in writing to terminate the Services Agreement or with payment or forfeiture in lieu. The Company may terminate the respective services agreements without notice for serious misconduct by an executive director.

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

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.

Shareholding Qualifications

The Directors are not required to hold any shares in Encounter Resources under the terms of the Company's constitution. However, Directors have made their own investment decisions to hold shares in Encounter Resources which are shown in this report.

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:

	2023	2022	2021	2020	2019
Profit/(Loss) for the year attributable to shareholders	$(1,429,900)	$4,428,194	$(1,533,150)	$(1,126,275)	$(1,064,491)
Closing share price at 30 June	$0.455	$0.12	$0.155	$0.15	$0.07

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 economic and technical exploration success, the Board considers more appropriate indicators of management performance for the 2023 financial period to include:

- corporate management and business development (including the identification and acquisition of high quality projects);
- project and operational performance (including safety and environmental management);
- management of the Company's farm-in and joint venture arrangements; and
- cash flow and funding management.

Remuneration Report (Continued)

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	Non-Executive Director (Executive Director to 1 November 2021)
Dr Jon Hronsky	Non-Executive Director
Mr Philip Crutchfield	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 2023	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	-	-	-	110,620	110,620	100.0%
Will Robinson	270,000	71,550	28,350	78,623	448,523	17.5%
Peter Bewick	50,000	64,751	12,049	31,997	158,797	20.1%
Jon Hronsky	50,000	-	5,250	31,997	87,247	36.7%
Philip Crutchfield	-	-	-	110,620	110,620	100.0%
Total	370,000	136,301	45,649	363,857	915,807	

30 June 2022	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	-	-	-	49,688	49,688	100.0%
Will Robinson	270,000	-	27,000	35,491	332,491	10.7%
Peter Bewick	123,333	-	12,333	14,196	149,862	9.5%
Jon Hronsky	50,000	-	5,000	14,196	69,196	20.5%
Philip Crutchfield	-	-	-	49,688	49,688	100.0%
Total	443,333	-	44,333	163,259	650,925	

Remuneration Report (Continued)

Details of Performance Related Remuneration

During the year ended 30 June 2023 total short-term incentive bonuses (STI), measured for the periods 1 January 2020 to 31 December 2020 and 1 January 2021 to 31 December 2021, were awarded to the Company's Executive Directors for the respective periods as follows:

	Short term incentive payments - cash bonuses paid	
	2022/23 financial year	2021/22 financial year
Will Robinson	$71,550[1]	Nil
Peter Bewick	$71,550[1]	Nil

[1] STI bonus stated inclusive of SGC contributions where applicable.

Executives eligible for the STI are able to earn a bonus of up to a maximum of 25% of their corresponding base remuneration, with the final amount determined by performance against the below stated performance objectives.

The STI performance objectives for the abovementioned STI for the measurement periods ended 31 December 2020 and 31 December 2021 were as follows:

Performance Objective 1 (**PO1**) (Weighting up to 50%):

Successful execution of the Company's strategies and budget plans leading to first-rate outcomes for safety, environmental, operational performance and corporate culture. This includes:

- Safety, environmental, operational performance and corporate culture
- Management of existing Earn-in and Joint Venture Agreements
- Commercialisation of additional projects through completion of a joint ventures or similar funding
- Management of the equity structure and cash position
- Market sensitive announcements

This objective is determined at the discretion of the board.

Performance Objective 2 (**PO2**) (Weighting up to 50%):

Shareholder returns – determined by Encounter's volume weighted average share price (VWAP) exceeding the Company's VWAP for the preceding 12-month period. Assuming a year on year (YOY) increase in the Company's VWAP, the potential executive bonus:

YOY ENR Share Price VWAP Change	% Weighting
<=10%	0
>10% < 20%	10%
>20% < 40%	20%
>40% <60%	30%
>60% <80%	40%
>80%	50%

<u>Remuneration Report (Continued)</u>

<u>Details of Performance Related Remuneration (continued)</u>

The total STI bonuses awarded and paid during the financial year ended 30 June 2023, has been determined against the abovementioned performance objectives for both the Managing Director and Exploration Director as follows:

STI Period Ended	Maximum potential STI bonus ($)	PO1 maximum %	PO1 achieved %	PO2 maximum %	PO2 achieved %	Total STI bonus achieved (%)	Total STI bonus achieved ($)
31 Dec 2020	$67,500	50%	37%	50%	30%	67%	$45,225
31 Dec 2021	$67,500	50%	39%	50%	0%	39%	$26,325
							$71,550

The above STI bonuses awarded were paid to the executives during the year as follows:

	Cash (pre-tax)	SGC contribution	Total STI Bonus ($)
Will Robinson	$71,550	Nil	$71,550
Peter Bewick	$64,751	$6,799	$71,550

<u>Equity instrument disclosures relating to key management personnel</u>

<u>Options Granted as Remuneration</u>

During the financial year ended 30 June 2023 3,980,000 options (2022: 2,070,000) were granted to Directors or Key Management Personnel of the Company, as follows:

Options issued in lieu of payment of director fees:

- Paul Chapman 860,000
- Philip Crutchfield 860,000

Incentive options:

- Paul Chapman 350,000
- Will Robinson 860,000
- Peter Bewick 350,000
- Jon Hronsky 350,000
- Philip Crutchfield 350,000

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.

Remuneration Report (Continued)

Exercise of Options Granted as Remuneration

During the year 2,075,621 (2022: 60,303) ordinary shares were issued in respect of the exercise of options previously granted as remuneration to Directors or Key Management Personnel of the Company, as follows:

KMP	Number of shares issued on exercise of options	Option details
Peter Bewick	1,500,000	Options exercisable at $0.052 expiring 30 November 2022
Jon Hronsky	575,621[1]	Options exercisable at $0.052 expiring 30 November 2022

[1] 575,621 ordinary fully paid shares issued on the exercise of 1,000,000 options pursuant to the cash less exercise provisions of the options.

Option holdings

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

2023 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
P. Chapman	2,200,000	1,210,000	-	3,410,000	3,410,000
W. Robinson	1,550,000	860,000	-	2,410,000	2,410,000
P. Bewick	4,280,000	350,000	(1,500,000)	3,130,000	3,130,000
J. Hronsky	1,650,000	350,000	(1,000,000)	1,000,000	1,000,000
P. Crutchfield	2,900,000	1,210,000	-	4,110,000	4,110,000

[1] Options exercised during the financial year.

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.

2023 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
P. Chapman	9,948,816	-	833,334	10,782,150
W. Robinson	26,452,556	-	833,333	27,285,889
P. Bewick	8,010,303	1,500,000	-	9,510,303
J. Hronsky	475,714	575,621	-	1,051,335
P. Crutchfield	3,371,448	-	1,187,943	4,559,391

Remuneration Report (Continued)

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

During the year the Group incurred costs of $14,490 (2022: $17,842), for geological consulting services from Western Mining Services, an entity associated with Dr Jon Hronsky.

There were no other transactions with key management personnel.

End of Remuneration Report

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.

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.

Non-audit Services

During the year Crowe Perth 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:	2023 $	2022 $
Audit and review of the Company's financial statements	37,000	33,050

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.

Encounter Resources Limited
ABN 47 109 815 796

Directors' Report

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 28th day of September 2023.

W Robinson
Managing Director

Crowe Perth
ABN 96 844 819 235
Level 24, Allendale Square
77 St Georges Terrace
Perth WA 6000
PO Box P1213
Perth WA 6844
Australia
Main +61 (8) 9481 1448
Fax +61 (8) 9481 0152
www.crowe.com.au

DECLARATION OF INDEPENDENCE BY SUWARTI ASMONO TO THE DIRECTORS OF ENCOUNTER RESOURCES LIMITED

As lead auditor for the audit of Encounter Resources Limited for the year ended 30 June 2023, 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.

This declaration is in respect of Encounter Resources Limited and the entities it controlled during the year.

Crowe Perth

Suwarti Asmono
Partner

Dated at Perth this 28th day of September 2023

Encounter Resources Limited
ABN 47 109 815 796

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the financial year ended 30 June 2023

	Note	Consolidated	
		2023 $	2022 $
Interest income		96,565	10,349
Gain on demerger	33	-	10,104,846
Other income	5	164,125	179,303
Total income		260,690	10,294,498
Employee expenses		(1,338,186)	(1,197,916)
Employee expenses recharged to exploration		981,127	907,847
Equity based remuneration expense	20	(460,745)	(379,845)
(Loss)/Gain in fair value of financial assets	6,11	(59,519)	(447,700)
Depreciation and amortisation expense	6	(73,766)	(68,642)
Corporate expenses		(112,981)	(75,973)
Administration and other expenses		(389,758)	(399,501)
Exploration costs written off and expensed	6,14	(236,762)	(4,204,574)
Profit/(Loss) before income tax		(1,429,900)	4,428,194
Income tax benefit	7	-	-
Profit/(Loss) after tax	21	(1,429,900)	4,428,194
Other comprehensive income		-	-
Total comprehensive income/(loss) for the year		(1,429,900)	4,428,194
Earnings per share for loss attributable to the ordinary equity holders of the Company			
Basic earnings/(loss) per share	31	(0.4)	1.4
Diluted earnings/(loss) per share	31	(0.4)	1.4

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

Encounter Resources Limited
ABN 47 109 815 796

Consolidated Statement of Financial Position
As at 30 June 2023

	Note	Consolidated 2023 $	Consolidated 2022 $
Current assets			
Cash and cash equivalents	8	11,817,728	2,165,945
Trade and other receivables	9(a)	94,472	244,355
Other current assets	9(b)	181,846	13,479
Total current assets		12,094,046	2,423,779
Non-current assets			
Security bonds and deposits	8(c)	75,652	75,695
Financial assets	11	59,342	118,861
Property, plant and equipment	12	92,400	44,210
Capitalised mineral exploration and evaluation expenditure	14	17,783,090	13,891,414
Right of use assets - leases	13	43,621	109,057
Total non-current assets		18,054,105	14,239,237
Total assets		30,148,151	16,663,016
Current liabilities			
Trade and other payables	16	987,801	128,115
Employee benefits	17	267,668	225,024
Lease Liabilities	18	49,059	67,713
Total current liabilities		1,304,528	420,852
Total non-current liabilities			
Lease Liabilities	18	-	49,241
Total non-current liabilities		-	49,241
Total liabilities		1,304,528	470,093
Net assets		28,843,623	16,192,923
Equity			
Issued capital	19	55,158,968	41,666,888
Accumulated losses	21	(28,103,156)	(26,698,304)
Equity remuneration reserve	21	1,787,811	1,224,339
Total equity		28,843,623	16,192,923

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

Encounter Resources Limited
ABN 47 109 815 796

Consolidated Statement of Changes in Equity
For the financial year ended 30 June 2023

	Consolidated			
	Issued capital $	Accumulated losses $	Equity remuneration reserve $	Total $
2022				
Balance at the start of the financial year	50,000,566	(29,535,096)	1,041,896	21,507,366
Comprehensive income for the financial year	-	4,428,194	-	4,428,194
Movement in equity remuneration reserve in respect of options vested	-	-	379,845	379,845
Transfer on exercise and/or cancellation of vested options	8,262	189,140	(197,402)	-
Derecognition of accumulated losses on demerger of subsidiary	-	294,156	-	294,156
Capital return on in-specie distribution (note 33)	(8,415,115)	(2,074,698)	-	(10,489,813)
Transactions with equity holders in their capacity as equity holders: Shares issued (net of costs)	73,175	-	-	73,175
Balance at the end of the financial year	41,666,888	(26,698,304)	1,224,339	16,192,923
2023				
Balance at the start of the financial year	41,666,888	(26,698,304)	1,224,339	16,192,923
Comprehensive income for the financial year	-	(1,429,900)	-	(1,429,900)
Movement in equity remuneration reserve in respect of options vested	-	-	618,452	618,452
Transfer on exercise and/or cancellation of vested options	29,932	25,048	(54,980)	-
Transactions with equity holders in their capacity as equity holders: Shares issued (net of costs)	13,462,148	-	-	13,462,148
Balance at the end of the financial year	55,158,968	(28,103,156)	1,787,811	28,843,623

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

Encounter Resources Limited
ABN 47 109 815 796

Consolidated Statement of Cash Flows
For the financial year ended 30 June 2023

	Note	Consolidated	
		2023 $	2022 $
Cash flows from operating activities			
Receipts from tenement option fee income		30,000	25,000
Receipts from other income		139,714	25,646
Interest received		96,608	10,306
Payments to suppliers and employees		(837,764)	(776,274)
Net cash used in operating activities	30	(571,442)	(715,322)
Cash flows from investing activities			
Funds received – subsidiary initial public offer		-	7,478,125
Cash assets transferred on demerger of subsidiary		-	(7,478,304)
Payments for amounts incurred on behalf of related party		-	(420,101)
Proceeds on repayment of related party loans		-	335,175
Contributions received from project generation alliance and farm-in partners		9,844	170,248
Payments for exploration and evaluation		(3,607,292)	(3,055,354)
State Government funded drilling rebate		295,934	152,295
R&D tax concession for exploration activities		66,118	13,749
Payments for plant and equipment		(86,411)	(1,750)
Net cash used in investing activities		(3,321,807)	(2,805,917)
Cash flows from financing activities			
Proceeds from loans received		-	32,849
Payments for loans repaid		-	(32,849)
Proceeds from the issue of shares		14,398,800	76,925
Payments for share issue costs		(778,945)	(3,749)
Repayment of Lease Liability		(74,823)	(72,497)
Net cash from financing activities		13,545,032	679
Net (decrease)/increase in cash held		9,651,783	(3,520,560)
Cash at the beginning of the financial year		2,165,945	5,686,505
Cash at the end of the financial year	8(a)	11,817,728	2,165,945

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

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").

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 28 September 2023.

Statement of Compliance
The consolidated financial report of Encounter Resources Limited complies with Australian Accounting Standards, which include 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 Accounting Standards

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group during the financial year.

New standards and interpretations not yet adopted

The AASB has issued new and amended Accounting Standards and Interpretations that have mandatory application date for future reporting periods and which the Group has decided not to early adopt.

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.

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.

Note 1 Summary of significant accounting policies (continued)

(a) 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.

(b) Other income

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

Option fee income
Recognised for option fee income at such time that the option fee becoming receivable by the Company occurs.

Management fee income
Recognised for management fees from farm-in and alliance partners during the period in which the Company provided the relevant service.

(c) 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.

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.

Note 1 Summary of significant accounting policies (continued)

(d) Lease Liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

(e) Right of use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

(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 impairment are reviewed for possible reversal of the impairment at each reporting date.

Note 1 Summary of significant accounting policies (continued)

(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.

(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.

Note 1 Summary of significant accounting policies (continued)

(k) Non-Current Assets Classified as Held for Sale

Non-current assets that are expected to be recovered primarily through sale rather than through continuing use, are classified as held for sale. They are measured at the lower of their carrying amount and fair value less cost to sell. For assets to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Assets classified as held for sale are presented separately on the face of the statement of financial position, in current assets.

(l) 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.

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 designates 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.

Note 1 Summary of significant accounting policies (continued)

(m) 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 reduces 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 15.

(n) 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.

(o) 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.

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.

Note 1 Summary of significant accounting policies (continued)

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.

(p) 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.

(q) 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.

(r) 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.

(s) Comparative figures

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

Note 1 Summary of significant accounting policies (continued)

(t) Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification.

Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, it's carrying value is written off.

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either:

(i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or

(ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months.

Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

(u) 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:

Note 1 Summary of significant accounting policies (continued)

Investments in equity securities
The fair value of financial assets at fair value through profit or loss, is determined by reference to their quoted bid price at the reporting date. 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.

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.

(v) Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on a current or non-current classification.

An asset is current when it is:

- Expected to be realised, or intended to be sold or consumed in the Group's normal operating cycle;
- Expected to be realised within twelve months after the reporting period; or
- Cash or a cash equivalents (unless restricted for at least twelve months after the reporting period.

A liability is current when it is:

- Expected to be settled in the Group's normal operating cycle;
- It is due to be settled within twelve months after the reporting date; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classed as non-current.

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.

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, which has a carrying value at 30 June 2023 of $59,342 (2022: $118,861). The investment is classified at fair value through profit or loss and as such any movement in the value of Hampton Hill NL shares will be recognised as a benefit of expense in profit or loss. No specific hedging activities are undertaken into this investment.

Note 2 Financial risk management (Continued)

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. The judgements estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Accounting for capitalised exploration and evaluation expenditure
The Group's accounting policy is stated at 1(l). There is some subjectivity involved in the carrying forward as capitalised or writing off to the income statement exploration and evaluation expenditure. Key judgements applied include determining which expenditures relate directly to exploration and evaluation activities and allocating overheads between those that are expensed and capitalised. 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 20 for details of inputs into option pricing models in respect of options issued during the reporting period.

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.

	Consolidated 2023 $	Consolidated 2022 $
Note 5 Other income		
Operating activities		
Tenement option fee income	30,000	25,000
Recharged costs	67,840	111,397
Management fees from farm-in and project generation alliance partners	135	6,586
Other income	66,150	36,320
	164,125	179,303
Note 6 Loss for the year		
Loss before income tax includes the following specific benefits/(expenses):		
Depreciation and amortisation:		
Office equipment (note 12)	(8,330)	(3,206)
Right of use assets – leases (note 13)	(65,436)	(65,436)
	(73,766)	(68,642)
Depreciation included in exploration costs:		
Field equipment (note 12)	(18,007)	(18,572)
Total exploration and joint venture costs not capitalised and written off (Note 14)	(236,762)	(4,204,574)
Superannuation expense – defined contribution	(113,186)	(102,663)
(Loss)/Gain in fair value of financial assets[1]	(59,519)	(447,700)

[1] Adjustment to carrying value of investment in Hampton Hill NL, based on the Company's share of net assets as at 30 June 2023. The gain/(loss) on investment has been recognised in the Statement of Profit or Loss. Refer note 11.

Note 7 Income tax

	2023 $	2022 $
a) Income tax expense		
Current income tax:		
Current income tax charge (benefit)	(1,174,514)	(1,000,415)
Current income tax not recognised	1,174,514	1,000,415
Deferred income tax:		
Relating to origination and reversal of timing differences	(332,004)	(742,209)
Deferred income tax benefit/(liability) not recognised	332,004	742,209
Income tax expense/(benefit) reported in the income statement	-	-

	Consolidated 2023 $	Consolidated 2022 $

Note 7 Income tax (continued)

	2023 $	2022 $
b) Reconciliation of income tax expense to prima facie tax payable		
Profit/(Loss) from continuing operations before income tax expense	(1,429,900)	4,428,194
Tax at the Australian rate of 25% (2021 – 26%)	(357,475)	1,107,049
Tax effect of permanent differences:		
Non-deductible share-based payment	115,186	94,961
Unrealised movement in fair value of financial assets	14,880	111,925
Exploration costs written off	23,634	1,051,144
Capital raising costs claimed	(60,818)	(26,154)
Gain recognised on demerger	-	(2,526,212)
Net deferred tax asset benefit not brought to account	264,593	187,288
Tax (benefit)/expense	-	-

	2023 $	2022 $
c) Deferred tax – Balance Sheet		
Liabilities		
Prepaid expenses	(45,462)	(3,370)
Capitalised exploration expenditure	(4,445,772)	(3,472,853)
	(4,491,234)	(3,476,223)
Assets		
Revenue losses available to offset against future taxable income	10,582,393	9,430,935
Employee provisions	66,917	56,256
Accrued expenses	53,769	2,791
Deductible equity raising costs	197,588	63,670
	10,900,667	9,553,652
Net deferred tax asset not recognised	6,409,433	6,077,429

	Consolidated	
	2023 $	2022 $

Note 7 Income tax (continued)

d) Deferred tax – Income Statement		
Liabilities		
Prepaid expenses	(42,092)	15,554
Exploration assets reclassified as held for sale	-	35,265
Capitalised exploration expenditure	(972,919)	482,345
Assets		
Deductible equity raising costs	133,918	(28,772)
Accruals	50,978	(10,642)
Increase/(decrease) in tax losses carried forward	1,151,458	273,055
Employee provisions	10,661	(24,596)
Deferred tax benefit/(expense) movement for the period not recognised (note 7a)	332,004	742,209

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 were incurred by Australian entities.

Note 8 Current assets - Cash and cash equivalents

Cash at bank and on hand	317,728	665,945
Term Deposits	11,500,000	1,500,000
	11,817,728	2,165,945

(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	11,817,728	2,165,945

(b) *Term Deposits*

Amounts classified as term deposits are short term deposits able to be converted into cash within three months or less, and earn interest at the respective short term interest rates.

	Consolidated	
	2023	2022
	$	$

Note 8 Current assets - Cash and cash equivalents (continued)

(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 26)	-	-

The security deposit in relation to the Group's lease on its office at 1 Alvan Street, Subiaco, Western Australia of $25,652 is included in non-current assets. An amount of $50,000 held on deposit in relation to the Group's corporate credit card facility is included in non-current assets.

The Company recognises liabilities in the financial statements for unspent farm-in contributions.

Note 9 Current assets – Receivables

a) Trade and other receivables

Deposits paid	11,885	-
Funds due from project generation and farm-in partners	-	8,193
Trade and other receivables	7,324	236,162
GST recoverable	75,263	-
	94,472	244,355

b) Other current assets

Prepaid tenement costs	181,846	13,479
	181,846	13,479

Details of fair value and exposure to interest risk are included at note 22.

Note 10 Non-current assets – Investment in controlled entities

a) Investment in controlled entities

The following amounts represent the respective investments in the share capital of Encounter Resources Limited's wholly owned subsidiary companies at 30 June 2023:

Encounter Operations Pty Ltd	2	2
Encounter Yeneena Pty Ltd	2	2
Baudin Resources Pty Ltd	10	10
Encounter Paterson Pty Ltd	1	1
Encounter Aileron Pty Ltd	1	1

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

Subsidiary Company	Country of Incorporation	Ownership Interest	
		2023	2022
Encounter Operations Pty Ltd	Australia	100%	100%
Encounter Yeneena Pty Ltd	Australia	100%	100%
Baudin Resources Pty Ltd	Australia	100%	100%
Encounter Paterson Pty Ltd	Australia	100%	100%
Encounter Aileron Pty Ltd	Australia	100%	100%

- Encounter Operations Pty Ltd was incorporated in Western Australia on 27 November 2006.
- Encounter Yeneena Pty Ltd was incorporated in Western Australia on 23 May 2013.
- Baudin Resources Pty Ltd was incorporated in Western Australia on 7 April 2017.
- Encounter Paterson Pty Ltd was incorporated in Western Australia on 9 July 2021.
- Encounter Aileron Pty Ltd was incorporated in Western Australia on 9 July 2021.

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

During the prior financial year the Company completed the demerger of the Hamelin Gold Limited group which comprised Hamelin Gold Limited and its subsidiaries Hamelin Resources Pty Ltd and Hamelin Tanami Pty Ltd (note 33).

b) Loans to controlled entities

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

	2023 $	2022 $
Encounter Operations Pty Ltd	22,314,516	22,310,706
Encounter Yeneena Pty Ltd	888,882	881,285
Baudin Resources Pty Ltd	1,561,381	1,000,240
Encounter Paterson Pty Ltd	7,456,964	6,865,391
Encounter Aileron Pty Ltd	3,623,897	713,260

The loans to Encounter Operations Pty Ltd, Encounter Paterson Pty Ltd, Encounter Aileron Pty Ltd, Encounter Yeneena Pty Ltd and Baudin Resources 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.

	Consolidated	
	2023	2022
	$	$

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

Balance at the start of the financial year[1]	118,861	566,561
Gain on investments recognised through profit & loss[2]	(59,519)	(447,700)
Balance at the end of the financial year	59,342	118,861

[1] The investment relates to the 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.

[2] Adjustment to carrying value of investment in Hampton Hill NL, based on the Company's share of net assets. The (loss)/gain on investment has been recognised in the Statement of Profit or Loss. Refer note 6.

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

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

	2023	2022
Field equipment		
At cost	863,889	805,219
Accumulated depreciation	(786,083)	(768,076)
	77,806	37,143
Office equipment		
At cost	67,933	52,076
Accumulated depreciation	(53,339)	(45,009)
	14,594	7,067
	92,400	44,210
Reconciliation		
Field equipment		
Net book value at start of the year	37,143	55,715
Cost of additions	58,670	-
Depreciation charged (note 6)	(18,007)	(18,572)
Net book value at end of the year	77,806	37,143
Office equipment		
Net book value at start of the year	7,067	8,523
Cost of additions	15,857	1,750
Depreciation charged (note 6)	(8,330)	(3,206)
Net book value at end of the year	14,594	7,067

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

	Consolidated	
	2023 $	2022 $

Note 13 Non-current assets – Right of use assets - leases

Leases		
Carrying value at start of the year	109,057	174,493
ROU assets recognised in the year	-	-
Amortisation charged (note 6)	(65,436)	(65,436)
Carrying value at end of the year	43,621	109,057

A right of use asset has been recognised in respect of the Group's lease of its office at Suite 2, 1 Alvan Street, Subiaco, Western Australia. The lease is for a term of three years commencing 1 March 2021 with an option to extend for three further years. Management have determined that based on all available information, it is not reasonably certain that they will exercise the option to renew the lease at the end of the initial three-year term.

Refer to Note 18 for details of the corresponding right of use liability arising from the abovementioned lease.

Note 14 Non-current assets – Capitalised mineral exploration and evaluation expenditure
In the exploration and evaluation phase

Capitalised exploration costs at the start of the period	13,891,414	15,212,300
Total acquisition and exploration costs for the period (i)	4,490,490	3,049,732
Exploration costs funded by EIS grant	(295,934)	(152,295)
Research and development tax credits (ii)	(66,118)	(13,749)
Total exploration and joint venture costs written off and expensed for the period (note 6)	(236,762)	(4,204,574)
Capitalised exploration costs at the end of the period	17,783,090	13,891,414

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.*

(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 15 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.

b) Joint Venture and Farm-in Arrangements

<u>Earn-in and Joint Venture Agreement – Jessica Copper Project ("Jessica") and Carrara Copper-Zinc Project ("Carrara") – South32 Ltd (South32)</u>

The key terms for the farm-in and joint venture agreements are:

<u>Jessica</u>

- South32 has the right to earn a 60% interest in Jessica (the "Initial Interest") by sole funding $15 million of exploration expenditure within 10 years.
- During the farm-in phase or joint venture period, South32 may earn an additional 15% interest in Jessica (the "Further Interest") by completing a Scoping Study.
- Upon South32 earning the Initial Interest or Further Interest in Jessica, a 60:40 or 75:25 joint venture will be formed and in the case of South32 earning the Further Interest, the parties must contribute funds based on their pro-rata interest or dilute according to a standard dilution formula. Should a party's interest dilute to below 10%, that party's interest shall automatically convert to a net smelter return royalty.
- During the farm-in phase, South32 will be the Manager of the project.

<u>Carrara</u>

- South32 has the right to earn a 60% interest in Carrara by sole funding $10 million of exploration expenditure within 10 years.
- During the farm-in phase or joint venture period, South32 may earn an additional 15% interest in Carrara by completing a Scoping Study.
- Upon South32 earning the Initial Interest or the Further Interest in Carrara, a 60:40 or 75:25 joint venture will be formed and the parties must contribute funds based on their pro-rata interest or dilute according to a standard dilution formula. Should a party's interest dilute to below 10%, that party's interest shall automatically convert to a net smelter return royalty.
- During the farm-in phase, South32 will be the Manager of the project.

During the farm-in phase for both projects, a technical committee comprising representatives from each of Encounter and South32 will review and approve annual exploration programs and budgets. All decisions of the technical committee will be decided by majority vote, with South32 having a casting vote.

Scoping Study means an order of magnitude technical and economic study of the potential viability of JORC Mineral Resources for the relevant project.

Note 15 Interest in joint ventures and farm-in arrangements (continued)

Earn-in and Joint Venture Agreement - Yeneena Copper-Cobalt Project ("Yeneena") – IGO Limited NL (IGO)

The key terms of the earn-in and joint venture agreement are as follows:

- IGO may earn a 70% interest in the project by sole funding $15 million of expenditure over 7 years;
- During the earn-in, IGO shall have the right to be the Manager of the project;
- Upon IGO completing the earn-in a 70:30 joint venture will be formed, and the parties must contribute funds based on their percentage interest to maintain their respective interests; and
- Standard dilution clauses will apply to the parties' interests. Should a party's interest dilute to below 10% it shall automatically convert to a Net Smelter Royalty.

Earn-in and Joint Venture Agreement – Elliott Copper Project ("Elliott") – BHP Group Ltd (BHP)

The key terms for the farm-in and joint venture agreement are:

- Staged farm-in where BHP has the right to earn up to a 75% interest in Elliott by sole funding up to A$25 million of exploration expenditure within 10 years.
- Upon BHP completing the earn-in, a 75:25 joint venture will be formed and the parties must contribute funds based on their percentage interest to maintain their respective interests or dilute according to a standard dilution formula. Should a party's interest dilute to below 10% it shall automatically convert to a net smelter royalty.
- During the farm-in phase, BHP has the right to be the Manager of the project.

	Consolidated	
	2023 $	2022 $
Note 16 Current liabilities – Trade and other payables		
Trade payables and accruals	945,595	98,017
Other payables	42,206	30,098
	987,801	128,115

Liabilities are not secured over the assets of the Group. Details of fair value and exposure to interest risk are included at note 22.

	Consolidated	
	2023	2022
	$	$

Note 17 Current liabilities - Employee benefits

Liability for annual leave	101,183	79,992
Liability for long service leave	166,485	145,032
	267,668	225,024

Note 18 Current liabilities – Lease liabilities

Leases

Carrying value at start of the year	116,954	177,423
Lease liabilities recognised in the year	-	-
Lease payments made	(74,823)	(72,497)
Lease interest charged to profit or loss	6,928	12,028
Carrying value at end of the year	49,059	116,954

Lease liabilities are split between current and non-current liabilities at the balance date as follows:

Lease liabilities due < 1 year	49,059	67,713
Lease liabilities due > 1 year	-	49,241
Total Lease liabilities	49,059	116,954

A lease liability has been recognised in respect of the Group's lease of its office at Suite 2, 1 Alvan Street, Subiaco, Western Australia.

Refer to Note 13 for details of the corresponding right of use asset arising from the abovementioned lease.

Refer to Note 22 for details of contractual maturity of the lease liability.

Note 19 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	2023 No.	2022 No.	2023 $	2022 $
b) Share capital					
Issued share capital		395,525,781	317,216,826	55,158,969	41,666,888
c) Share movements during the year					
Balance at the start of the financial year		317,216,826	316,256,523	41,666,888	50,000,566
Exercise of options[1]	$0.10	-	75,000	-	7,500
Exercise of options[1]	$0.105	-	425,000	-	44,625
Exercise of options[1]	$0.137	-	60,303	-	8,262
Exercise of options[1]	$0.062	-	400,000	-	24,800
Capital reduction – in-specie distribution (note 33)		-	-	-	(8,415,115)
Share placement	$0.12	35,833,334	-	4,300,000	-
Exercise of options[1]	$0.052	2,475,621	-	128,732	-
Share placement	$0.25	40,000,000	-	10,000,000	-
Less share issue costs:					
Cash-based		-	-	(778,945)	(3,750)
Equity-based (note 20)		-	-	(157,707)	-
Balance at the end of the financial year		395,525,781	317,216,826	55,158,968	41,666,888

[1] Refer Note 20 for details of options exercised.

Capital risk management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt (where applicable). Net debt is calculated as total borrowings less cash and cash equivalents. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company may seek to raise capital to fund its exploration and evaluation programs, invest in project generation or acquisition and to fund the corporate and administrative costs that support such activities.

The capital risk management policy remains unchanged from the 30 June 2022 Annual Report.

Note 20 Options and share based payments

The establishment of the Encounter Resources Limited Employee Share Option Plan ("the Plan") was last approved by a resolution at the Annual General Meeting of shareholders of the Company on 26 November 2021. 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 7,530,000 options (2022: 5,030,000) over unissued shares.

b) Options exercised during the year
During the financial year the Company issued shares on the exercise of 2,900,000 (2022: 1,650,000) unlisted options, as follows:

Number of options exercised	*Details of options exercised*
2,900,000	Exercisable at $0.052 expiring 30 November 2022

[1]Included in options exercised above is an amount of 424,379 options foregone in consideration given on exercise (2022: 689,697).

c) Options cancelled during the year
During the year nil options (2022: 400,000) were cancelled upon termination of employment; and nil options (2022: 1,500,000) were cancelled on expiry of the exercise period.

d) Options on issue at the balance date
The number of options outstanding over unissued ordinary shares at 30 June 2023 is 22,810,000 (2022: 18,180,000). The terms of these options are as follows:

Number of options outstanding	*Exercise price*	*Expiry date*
1,500,000	8.2 cents	30 November 2023
5,050,000	16.2 cents	31 October 2023
650,000	18.2 cents	30 June 2024
2,450,000	22.2 cents	26 November 2024
800,000	21.2 cents	30 April 2025
3,630,000	22.4 cents	28 November 2025
1,200,000	19.0 cents	28 June 2026
1,000,000	20.0 cents	29 September 2025
1,000,000	30.0 cents	29 September 2025
3,980,000	26.8 cents	30 November 2026
250,000	28.3 cents	15 January 2027
500,000	20.8 cents	28 February 2027
100,000	17.5 cents	27 March 2027
500,000	50.0 cents	29 May 2026
200,000	36.8 cents	20 June 2027
22,810,000		

e) Subsequent to the balance date

1,200,000 (2022: nil) options have been granted subsequent to the balance date and to the date of signing this report.

Nil options have been exercised subsequent to the balance date to the date of signing this report.

Subsequent to the balance date nil options have been cancelled on expiry of the exercise period.

Note 20 Options and share based payments (continued)

Weighted average contractual life
The weighted average contractual life for un-exercised options is 23.3 months (2022: 24.3 months).

Basis and assumptions used in the valuation of options.
The options issued during the year were valued using the Black-Scholes option valuation methodology.

Issued as equity-based remuneration:

Date granted	Number of options granted	Exercise price (cents)	Expiry date	Risk free interest rate used	Volatility applied[1]	Value of Options
1 Dec 2022	3,980,000	26.8	30 Nov 2026	3.28%	79.29%	$363,857
16 Jan 2023	250,000	28.3	15 Jan 2027	3.32%	79.50%	$24,247
1 Mar 2023	500,000	20.8	28 Feb 2027	3.67%	82.67%	$37,300
28 Mar 2023	100,000	17.5	27 Mar 2027	2.91%	83.78%	$6,296
21 Jun 2023	200,000	36.8	20 Jun 2027	3.92%	91.40%	$29,045
						$460,745

Issued as equity-based compensation for capital raising services provided:

Date granted	Number of options granted	Exercise price (cents)	Expiry date	Risk free interest rate used	Volatility applied[1]	Value of Options
29 Sep 2022	1,000,000	20.0	29 Sep 2025	3.73%	75.40%	$50,511
29 Sep 2022	1,000,000	30.0	29 Sep 2025	3.73%	75.40%	$37,934
29 May 2023	500,000	50.0	29 May 2026	3.43%	93.34%	$69,262
						$157,707

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

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

	2023		2022	
	No.	WAEP (cents)	No.	WAEP (cents)
Options outstanding at the start of the year	18,180,000	16.3	16,700,000	18.2
Options granted during the year	7,530,000	27.7	5,030,000	21.6
Options exercised during the year[1]	(2,900,000)	5.2	(1,650,000)	10.9
Options cancelled and expired unexercised during the year	-	-	(1,900,000)	22.6
Options outstanding at the end of the year	22,810,000	21.5	18,180,000	16.3

[1]Included in options exercised above is an amount of 689,697 options foregone in consideration given on exercise (2022: 689,697).

	Consolidated			
	2023		2022	
	Accumulated losses $	Equity remuneration reserve[1] $	Accumulated losses $	Equity remuneration reserve (i) $
Note 21 Reserves and accumulated losses				
Balance at the beginning of the year	(26,698,304)	1,224,339	(29,535,096)	1,041,896
Profit/(Loss) for the period	(1,429,900)	-	4,428,194	-
Derecognition of reserves on demerger of subsidiary	-	-	294,156	-
Capital return on in-specie distribution	-	-	(2,074,698)	-
Movement in equity remuneration reserve in respect of options issued (note 20)	-	618,452	-	379,845
Transfer to accumulated losses on cancellation of options	25,048	(25,048)	189,140	(189,140)
Transfer to share capital on exercise of options[2]	-	(29,932)	-	(8,262)
Balance at the end of the year	(28,103,156)	1,787,811	(26,698,304)	1,224,339

[1]*The equity remuneration reserve is used to recognise the fair value of options issued and vested but not exercised.*

[2]*Transfer to issued capital in respect of the deemed exercise price receivable on the exercise of options pursuant to cash less exercise provisions.*

Note 22 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 14.

Note 22 Financial instruments (Continued)

Interest rate risk

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

	Carrying amount ($)	
	2023	2022
Fixed rate instruments		
Financial assets	-	-
Variable rate instruments		
Financial assets[1]	11,817,728	2,165,945

[1] *Cash and cash equivalents.*

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.

	Profit or loss		Equity	
	1% increase	1% decrease	1% increase	1% decrease
2023				
Variable rate instruments	118,177	(118,177)	118,177	(118,177)
2022				
Variable rate instruments	21,659	(21,659)	21,659	(21,659)

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
	$	$	$	$	$	$	$
2023							
Trade and other payables	987,801	987,801	987,801	-	-	-	-
Lease liabilities	49,059	49,059	49,059	-	-	-	-
	1,036,860	1,036,860	1,036,860	-	-	-	-
2022							
Trade and other payables	128,115	128,115	128,115	-	-	-	-
Lease liabilities	116,954	116,954	32,822	34,891	49,241	-	-
	245,069	245,069	160,937	34,891	49,241	-	-

Note 22 Financial instruments (Continued)

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			
	2023		2022	
	Carrying amount $	Fair value $	Carrying amount $	Fair value $
Cash and cash equivalents	11,817,728	11,817,728	2,165,945	2,165,945
Financial assets	59,342	59,342	118,861	118,861
Lease liabilities	(49,059)	(49,059)	(116,954)	(116,954)
Trade and other payables	(987,801)	(987,801)	(128,115)	(128,115)
	10,840,210	10,840,210	2,0239,737	2,039,737

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

Note 23 Dividends

No dividends were paid or proposed during the financial year ended 30 June 2023 or 30 June 2022.

The Company has no franking credits available as at 30 June 2023 or 30 June 2022.

Note 24 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

(iii) *Non-executive directors*
Jonathan Hronsky, Director
Philip Crutchfield, Director
Peter Bewick, Director (Executive Director to 1 November 2021)

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:

	2023 $	2022 $
Total short-term employment benefits	506,301	443,333
Total share-based payments	363,857	163,259
Total post-employment benefits	45,649	44,333
	915,807	650,925

Note 24 Key management personnel disclosures (continued)

During the year the Group incurred costs of $14,490 (2022: $17,842), for geological consulting services from Western Mining Services, an entity associated with Dr Jon Hronsky.

	Consolidated	
	2023 $	2022 $
Note 25 Remuneration of auditors		
Audit and review of the Company's financial statements	37,000	33,050

Note 26 Contingencies

(i) Contingent liabilities

There were no material contingent liabilities not provided for in the financial statements of the Group as at 30 June 2023 or 30 June 2022 other than:

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, E45/2561, E45/2657, E45/2658, E45/2805 and E45/2806.

Lamil 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 Lamil Copper-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 Base Metals Project and the Paterson Gold Projects. 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.

The Company has entered into the Mineral Exploration and Land Access Deed of Agreement with the Parna Ngururrpa (Aboriginal Corporation) RNTBC in relation to the Aileron project in the West Arunta in Western Australia.

Note 26 Contingencies (continued)

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 an unconditional bank guarantee amounting to $25,652 in relation to the lease over the Company's office premises at Suite 2, 1 Alvan Street, Subiaco, Western Australia.

A bank guarantee exists, and a corresponding amount of $50,000 held on deposit, in relation to the Group's corporate credit card facility.

These amounts are not reported as a cash asset in these financial statements, and are classified within bonds in non-current assets.

(ii) Contingent assets

There were no material contingent assets as at 30 June 2023 or 30 June 2022.

Note 27 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 $2,490,520 (2022: $2,305,520).

The exploration expenditure obligations stated above include amounts (approximately $1.4m (2022: approximately $1.2m)) that are funded by third parties pursuant to various farm-in agreements (Note 15). Therefore current expenditure commitment on Encounter 100% owned projects is approximately $1.1m (2022: approximately $1.1m).

(c) Contractual Commitment

There are no material contractual commitments as at 30 June 2023 or 30 June 2022 not otherwise disclosed in the Financial Statements.

Note 28 Related party transactions

Transactions with Directors during the year are disclosed at Note 24 – Key Management Personnel.

In addition, the Company incurred costs of $3,900 (2022: $nil) with Western Mining Services, an entity associated with Dr Jon Hronsky, in relation to the attendance of training courses by employees of the Company.

There are no other related party transactions other than as stated in the financial statements.

Note 29 Events occurring after the balance sheet date

Subsequent to the end of the financial period the Company has issued a total of 1,200,000 unlisted options to employees pursuant to the terms of the Company's Employee and Share Option Plan.

Other than as already stated in this report, 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.

Note 30 Reconciliation of loss after tax to net cash inflow from operating activities

	Consolidated	
	2023 $	2022 $
Profit/(Loss) from ordinary activities after income tax	(1,429,900)	4,428,194
Gain on demerger	-	(10,104,846)
Depreciation and amortisation	73,766	68,642
Exploration cost written off and expensed	236,762	4,093,178
Share based payments expense	460,745	379,845
Unrealised (gain)/loss on investments	59,519	447,700
Contribution to overheads from farm-in and project alliance partners	(135)	(6,586)
Lease interest	6,928	12,028
Movement in assets and liabilities:		
(Increase)/decrease in receivables	(9,633)	(3,921)
Increase/(decrease) in payables	30,506	(29,556)
Net cash outflow from operating activities	(571,442)	(715,322)

Non-Cash Investing and Financing Activities

During the year the Company issued options to lead managers to capital raising services provided, with a total fair value amounting to $157,707 (refer note 20).

Note 31 Earnings per share

	Consolidated	
	2023	2022
a) Basic earnings per share	**Cents**	Cents
Profit/(Loss) attributable to ordinary equity holders of the Company	(0.4)	1.4
b) Diluted earnings per share		
Profit/(Loss) attributable to ordinary equity holders of the Company	(0.4)	1.4
c) Loss used in calculation of basic and diluted loss per share	**$**	$
Consolidated profit/(loss) after tax from continuing operations	(1,429,900)	4,428,194
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	349,011,344	316,715,223
Weighted average number of shares used as the denominator in calculating diluted earnings per share	349,011,344	321,115,223

Note 32 Parent entity information

	Company	
	2023 $	2022 $
Financial position		
Assets		
Current assets	12,018,264	2,423,579
Non-current assets	18,163,514	14,260,399
Total Assets	30,181,778	16,683,978
Liabilities		
Current liabilities	1,338,155	441,814
Non-current liabilities	-	49,241
Total Liabilities	1,338,155	491,055
NET ASSETS	28,843,623	16,192,923
Equity		
Issued capital	55,158,968	41,666,888
Equity remuneration reserve	1,787,811	1,224,339
Accumulated losses	(28,103,156)	(26,698,304)
TOTAL EQUITY	28,843,623	16,192,923
Financial performance		
Profit/(Loss) for the year	(1,429,900)	8,555,175
Other comprehensive income	-	-
Total comprehensive income	(1,429,900)	8,555,175

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 26.

Commitments

For full details of commitments see Note 27.

Note 33 Demerger of Hamelin Gold Limited

During the comparative period the Company completed the demerger of its wholly owned subsidiary Hamelin Gold Limited, which subsequently was admitted to the Official List of the Australian Securities Exchange. The demerger, approved by shareholders on 22 October 2021, was completed with a return of capital in the form of an in-specie distribution of 60,000,000 shares in Hamelin Gold Limited to eligible shareholders of the Company on a pro rata basis.

	$
Notional value of shares received on demerger of Hamelin Gold Limited[1]	12,000,000
Less:	
Difference to the fair value of in-specie distribution to Company shareholders[2]	(1,510,187)
Net assets of Hamelin Gold Limited at the demerger date	(2)
Adjust pre-demerger profit attributable to Hamelin Resources	(294,154)
Costs attributable to the demerger	(90,811)
Gain recognised on Demerger	**10,104,846**

[1] Being 60,000,000 ordinary fully paid shares in Hamelin Gold Limited at the Initial Public Offer issue price of $0.20 per share.

[2] Notional value less capital reduction amount of $10,489,813[3] per ATO Class Ruling 2021/93 published 8 December 2021.

[3] The fair value of the in-specie distribution of shares to the Company's shareholders has been allocated to issued capital and accumulated losses as follows:

	$
Fair value of in-specie distribution attributed to issued capital (Note 19)	8,415,115
Fair value of in-specie distribution attributed to accumulated losses (Note 21)	2,074,698
Fair value of in-specie distribution to Company shareholders	**10,489,813**

The capital reduction allocation has been determined with reference to the respective market values of the Company and Hamelin Gold Limited at the demerger date. The market value of the Company has been determined using the 5-day closing volume weighted average price preceding the date of demerger, and the market value of Hamelin Gold Limited determined using the 5-day closing volume weighted average price following commencement of trading on ASX.

Prior to the demerger the Company undertook an internal restructure within the Group such that Hamelin Resources Pty Ltd, holding solely the West Tanami Gold Project assets, was acquired by Hamelin Gold Limited in preparation for the proposed demerger.

As part of the restructure an intercompany loan amounting to $294,171 due from Hamelin Resources Pty Ltd to Encounter Resources Limited was forgiven.

Note 33 Demerger of Hamelin Gold Limited (continued)

As at the demerger date of 29 October 2021, the assets and liabilities of the Hamelin Gold Limited group were:

	$
Cash assets	7,478,304
Other receivables	30,889
Prepaid Initial Public Offer (IPO) related costs	716,155
Capitalised exploration costs	135,636
Total Assets	**8,360,984**
Trade and other payables	(440,248)
Share subscription liability (IPO applications received)	(7,478,125)
Loan due to Encounter Resources Limited	(442,609)
Total Liabilities	**(8,360,982)**
Net Assets	**2**

Encounter Resources Limited
ABN 47 109 815 796

Directors' Declaration

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

(a) the financial statements and notes set out on pages 19 to 56 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) giving a true and fair view of the financial position as at 30 June 2023 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 Company 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 2023.

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

Signed at Perth this 28th day of September 2023.

W Robinson
Managing Director

Crowe Perth
ABN 96 844 819 235
Level 24, Allendale Square
77 St Georges Terrace
Perth WA 6000
PO Box P1213
Perth WA 6844
Australia
Main +61 (8) 9481 1448
Fax +61 (8) 9481 0152
www.crowe.com.au

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

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Encounter Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2023, 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, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended; and
(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How we addressed the Key Audit Matter
Consideration of impairment of capitalised mineral exploration and evaluation expenditure	
The Group's Capitalised Mineral Exploration and Evaluation Expenditure of $17,783,090 is a significant asset to the consolidated financial statements and involved significant management's estimate and judgement in the impairment assessment. This matter is considered a key audit matter due to: • the high degree of judgement applied in assessing whether impairment indicators are present; and • the significance of additions to capitalised expenditure of $4,490,490 in the current year. The related accounting policies, critical accounting estimates and judgements and disclosures are contained in Note 1(l), Note 3 and Note 14 of the financial report.	Our procedures included, but were not limited to: • assessed the nature of the capitalised costs through testing on a sample basis and assessing whether the nature of the expenditure met the capitalisation criteria. • conducted discussions with management regarding the criteria used in their impairment assessment and ensuring that this was in line with the requirements of *AASB 6 Exploration for and Evaluation of Mineral Resources*. • corroborated representations made by management regarding their intentions for exploration activities in the tenement areas with evidence of activities carried out • assessed the third party information supporting the Group's rights to tenure; and • considered the appropriateness of the disclosures in Note 1(l), Note 3 and Note 14 to the financial statements in accordance with the relevant requirements of Australian Accounting Standards.

Information Other than the Financial Report and the Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's 2023 Annual Report for the year ended 30 June 2023 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based upon the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors 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, International Financial Reporting 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 gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the group financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 8 to 16 of the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Encounter Resources Limited for the year ended 30 June 2023, complies with section 300A of the Corporations Act 2001.

Responsibilities

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.

Crowe Perth

Crowe Perth

Suwarti Asmono
Partner

Dated at Perth this 28th day of September 2023