

CUE ENERGY RESOURCES LIMITED

ABN 45 066 383 971

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting	14 th November 2013
Time of Meeting	10.00 am
Place of Meeting	RACV Club (City) 501 Bourke Street Melbourne VIC 3000 (Chancery Level, Theatrette)

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

CUE ENERGY RESOURCES LIMITED
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Secretary
Cue Energy Resources Limited
Level 21
114 William Street
Melbourne, Victoria 3000
Australia
Fax No: (61) 3 9670 8661

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **Cue Energy Resources Limited** (the Company) will be held at RACV Club (City), 501 Bourke Street Melbourne Victoria 3000, Australia, on the 14th day of November 2013, commencing at 10.00am (AEDT) for the purpose of transacting the following items of business.

The explanatory notes which form part of this Notice of Annual General Meeting describe certain matters to be considered at the Annual General Meeting.

AGENDA

Ordinary Business

Item 1 – Financial Report

To receive and consider the Financial Report for the year ended 30 June 2013 and the Reports of the Directors and the Auditors thereon.

Item 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2013.
(Details of the resolution, including applicable voting exclusions, are contained in the explanatory notes.)

Item 3 – Re-election of Director Mr Geoffrey J. King

In accordance with the Company's constitution, Mr Geoffrey J. King retires by rotation and, being eligible, offers himself for re-election.
(Details of the resolution are contained in the explanatory notes.)

Explanatory Notes

These Explanatory Notes provide shareholders with relevant information concerning each of the matters dealt with under Items 1 to 3 in this Notice of Meeting and to enable shareholders to make an informed decision as to the manner in which they vote in connection with those matters.

Shareholders are recommended to read these Explanatory Notes and this Notice of Meeting carefully and to seek professional advice as necessary. Shareholders who are eligible to vote are invited to attend the Meeting or to complete and return the enclosed Proxy Form within the time nominated.

Item 1: The Company's Annual Financial Report and the Reports of the Directors and Auditor thereon

The directors will table, for the consideration of members, the Company's Annual Financial Report and the Reports of the Directors and Auditor thereon, for the year ended 30 June 2013.

Neither the Corporations Act nor the Company's Constitution requires a vote of members on the Reports. However, shareholders will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the Auditor in relation to the conduct of the audit.

Item 2: Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2013.

Background

The Corporations Act requires that the directors include a separately identified Remuneration Report in their Annual Directors' Report. This sets out the policy for the remuneration of the directors and certain group executives of the Company and its subsidiaries.

The Corporations Act requires that a resolution be put to the vote of the Company's **shareholders that the Remuneration Report be adopted.**

The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the AGM are against adoption of the Remuneration Report, then, if, at the Company's Annual General Meeting in 2014, at least 25% of the votes cast on the resolution for adoption of the remuneration report are also against its adoption, at that meeting the Company will be required to put to shareholders a resolution (**Spill Resolution**) proposing that a general meeting be held (**Spill Meeting**) to consider the re-election of the directors of the Company.

If more than 50% of shareholders were to vote in favour of the Spill Resolution, the Company would be required to convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2014 Annual General Meeting. All of the directors who were in office when the Company's 2014 Directors' Report was approved, other than a Managing Director, would cease to hold office immediately before the end of the Spill Meeting but could stand for re-election at that meeting. Following the Spill Meeting, those persons whose election or re-election as directors was approved would be the directors of the Company (in addition to, if any, a Managing Director and any other director taken to be appointed in accordance with the Corporations Act to ensure there were no fewer than three directors after the Spill Meeting).

Additional Information

A copy of the Remuneration Report for the year ended 30 June 2013 is included in the Company's 2013 Annual Report which can be accessed electronically on the Company's website at www.cuenrg.com.au.

The Chairman will allow reasonable opportunity for shareholders to ask questions about or comment on the Remuneration Report at the meeting.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the directors or the Company. However, the directors will take the outcome of the vote and any questions and comments into consideration when reviewing the Company's remuneration practices and policies and preparing Remuneration Reports.

Directors' Recommendation and Undirected Proxies

The resolution proposed in item 2 is a non-binding resolution and to be passed, requires the approval of at least 50% of the votes cast by shareholders entitled to vote, by voting in person or by proxy at the meeting.

The directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Item 3: Re-election of Director

Mr Geoffrey J. King retires by rotation and, being eligible, offers himself for re-election.

The Constitution of the Company requires that at every annual general meeting, one-third or the closest number to one-third of the directors, shall retire by rotation from office and provides that such directors are eligible for re-election at the meeting.

Directors' Recommendation and Undirected Proxies

The directors recommend shareholders vote in favour of the resolution.

The Chairman intends to vote all open proxies in favour of the resolution.

Proxy, Representative and Voting Entitlement Instructions

Proxy and Body Corporate Representative Instructions

On a poll, members have one vote for every fully paid ordinary share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a shareholder appoints more than one proxy, and more than one proxy attends the meeting, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act 2001 (Cth).

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give the Chairman directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of the resolution proposed in item 2 (Remuneration Report), and the Chairman will vote accordingly. If you wish to appoint the Chairman as your proxyholder, but you do not want to put the Chairman in the position to cast your votes in favour of that resolution, you should complete the appropriate box on the proxy form, directing the Chairman to vote against or abstain from voting on that resolution.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate appointing a body corporate representative must be deposited at, posted to, or sent by facsimile transmission to the Company's share register either by mail to Computershare Limited GPO Box 242, Melbourne VIC 3001; by facsimile to Computershare Limited 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); by hand to Computershare Limited at Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067; electronically at www.investorvote.com by following the prompts; Custodians may lodge their proxy forms online by visiting www.intermediaryonline.com; not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the shareholder or his/her attorney duly authorized in writing or, if the shareholder is a corporation, in the manner permitted by the corporations act.

The proxy may, but need not, be a shareholder of the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this notice.

Voting Entitlement

For the purposes of determining voting entitlements at the meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT), 12th November 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Exclusion Statements

Item 2 (Remuneration Report)

A person must not cast a vote on the resolution proposed in item 2 of this Notice of Annual General Meeting if the person is:

- (a) a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of a member of KMP.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include directors (both executive and non-executive) and certain senior executives.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form to vote as the proxy decides.

Definitions

Chairman means the chairman of the Annual General Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company;
- (e) a Company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

By Order of the Board



A.M. Knox
Company Secretary
12 October 2013
Melbourne

2013 Annual Report

**Shareholders who elected not to receive a printed copy of the 2013 Annual Report can access the Annual Report at Cue's website address:
<http://www.cuenrg.com.au>**