



ABN 45 066 383 971

20 October 2016

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ASX Market Announcements
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
Sydney NSW 2000

Notice of Annual General Meeting and Proxy Form

Attached please find Cue Energy Resources Limited's release with respect to the above mentioned.

Yours faithfully

Andrew M Knox
Chief Financial Officer

CUE ENERGY OVERVIEW

Cue is an Australian based oil and gas company with activities in Australia, New Zealand, Indonesia and the USA.

THE COMPANY HAS:

- Long life production
- A strong balance sheet
- An active exploration programme

CUE ENERGY DIRECTORS

- Grant Worner (Executive Chairman)
- Koh Ban Heng
- Duncan Saville
- Brian Smith

CUE ENERGY MANAGEMENT

- Andrew Knox (CFO)
- Jeffrey Schroll (Exp Man)

OFFICE

Level 19
357 Collins Street
Melbourne Vic 3000

CONTACT DETAILS

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EMAIL

mail@cuenrg.com.au

WEBSITE

www.cuenrg.com.au

LISTINGS

ASX: CUE
ADR/OTC: CUEYY

CUE ENERGY RESOURCES LIMITED

ABN 45 066 383 971

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting	24 th November 2016
Time of Meeting	9.00am
Place of Meeting	InterContinental Melbourne The Rialto 495 Collins Street Melbourne, Victoria 3000

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 19
357 Collins Street
Melbourne, Victoria 3000
Australia
Fax No: (61) 3 9614 2142

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **Cue Energy Resources Limited** (the Company) will be held at the InterContinental Melbourne, The Rialto, 495 Collins Street, Melbourne Victoria 3000, Australia, on Thursday the 24th day of November 2016, commencing at 9.00am (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 2016 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 2016.

(Details of the resolution, including applicable voting exclusions, are contained in the explanatory notes.)

Item 3 - Retirement of Director Brian Smith

In accordance with the Company's constitution, Mr Smith retires by rotation and although being eligible, does not offer himself for re-election.

Item 4 – Election of Grant Worner as a Director

Elect Mr Worner as a Director.

(Details of the resolution are contained in the explanatory notes.)

Item 5 - Election of Duncan Saville as a Director

Elect Mr Saville as a Director.

(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 5 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 2016.

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 2016.

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.

Additional Information

A copy of the Remuneration Report for the year ended 30 June 2016 is included in the Company's 2016 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: Retirement of Director

Mr Smith retires by rotation and, although being eligible, does not offer 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.

Item 4: Election of Grant Worner as a director

Mr Worner was appointed by the Directors of the Company as a Non-executive Director of the Company on 4 March 2016. In accordance with clause 8.1 of the Constitution a Director appointed as an addition to the Board must not hold office without election past the next AGM.

Item 5: Election of Duncan Saville as a director

Mr Saville was appointed by the Directors of the Company as a Non-executive Director of the Company on 18 August 2016. In accordance with clause 8.1 of the Constitution a Director appointed as an addition to the Board must not hold office without election past the next AGM.

Board Profiles

Grant Worner, Director (Executive Chairman)

Date of Appointment: 4 March 2016

Mr Worner has more than 25 years' experience in the oil industry with more than 22 years working for BP in 3 continents. He has led teams and businesses in exploration, trading, refining, and marketing in Europe, the US, Papua New Guinea, New Zealand and Australia. He is a Non-Executive Director of New Guinea Energy Ltd, an executive Director of Pan Pacific Petroleum NL, and Managing Director of his own management consulting firm. Mr Worner holds a first class honors degree in Chemical Engineering, an MBA, and is a Graduate of the Australian Institute of Company Directors.

Duncan Saville, Director (Non-independent)

Date of Appointment: 18 August 2016

Mr Saville is a Chartered Accountant and director of New Zealand Oil & Gas Limited, the Company's largest shareholder. He is an experienced non-executive director who has held directorships in the resource, utility and technology sectors, both in listed and unlisted companies. In addition, he is Chairman of ICM Limited an international Funds Management Company.

He is a Fellow of both Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors.

Directors' Recommendation and Undirected Proxies

The directors recommend shareholders vote in favour of each resolution.

The Chairman intends to vote all open proxies in favour of each 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 Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001; by facsimile to Computershare Investor Services Pty Ltd, 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), 22nd November 2016. 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
20 October 2016
Melbourne

2016 Annual Report


Shareholders who elected not to receive a printed copy of the 2016 Annual Report can access the Annual Report at Cue's website address: <http://www.cuenrg.com.au>



Cue Energy Resources Limited
ABN 45 066 383 971

CUE
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 9.00 am (AEDT) Tuesday, 22 November 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →



MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Cue Energy Resources Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cue Energy Resources Limited to be held at the InterContinental Melbourne, The Rialto, 495 Collins Street, Melbourne Victoria on Thursday, 24 November 2016 at 9.00 am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Election of Grant Worner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Election of Duncan Saville as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /