



ABN 45 066 383 971

16 October 2015

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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 Explanatory Memorandum

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 & 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 program

CUE ENERGY DIRECTORS

- Paul Foley (Chairman)
- Stuart Brown
- Peter Hazledine
- Koh Ban Heng
- Brian Smith

CUE ENERGY MANAGEMENT

- David Biggs (CEO)
- Andrew Knox (CFO)
- Jeffrey Schrull (Exp Man)

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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	19 th November 2015
Time of Meeting	10.00 am
Place of Meeting	The Langham Hotel, Melbourne 1 Southgate Avenue Southbank, Victoria 3006 (The Flinders Room)

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 Langham Hotel, 1 Southgate Avenue, Southbank, Melbourne Victoria 3006, Australia, on Thursday the 19th day of November 2015, 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 2015 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 2015.

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

Item 3 - Re-election of Director Stuart Brown

In accordance with the Company's constitution, Mr Stuart Brown retires by rotation and, being eligible, offers himself for re-election.

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

Item 4 – Election of Paul Foley as a Director

Elect Mr Foley as a Director.

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

Item 5 - Election of Peter Hazledine as a Director

Elect Mr Hazledine as a Director.

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

Item 6 - Election of Brian Smith as a Director

Elect Mr Smith as a Director.

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

Item 7 - Election of Koh Ban Heng as a Director

Elect Mr Koh 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 7 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 2015.

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 2015.

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 2015 is included in the Company's 2015 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 Stuart Brown as a Director

Mr Brown 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.

Item 4: Election of Paul Foley as a Director

Mr Foley was appointed as a Director with effect from 13 April 2015.

Item 5: Election of Peter Hazledine as a Director

Mr Hazledine was appointed as a Director with effect from 13 April 2015.

Item 6: Election of Brian Smith as a Director

Mr Smith was appointed as a Director with effect from 13 April 2015.

Item 7: Election of Koh Ban Heng as a Director

Mr Koh was appointed as a Director with effect from 29 July 2015.

Board Profiles

Stuart Brown, Director (Non-executive)

Date of Appointment: 24 July 2014

Board Committees: Chair of Remuneration and Nomination Committee

Stuart Brown has a BSc (First Class) Geology (Sydney) and has held senior positions with Woodside Energy from 2002 to 2012, Shell International Exploration & Production from 1998 to 2002, Shell UK E&P from 1990 to 1998. Prior to that he held various positions with Shell in Australia, The Netherlands, Syria and Turkey. From September 2012 he has been managing director of International Oil and Gas Strategies Pty Ltd and is currently a Non-Executive Director of Empire Oil & Gas and Non-Executive Chairman of WHL Energy Ltd.

Paul Foley, Chairman (Non-executive)

Date of Appointment: 13 April 2015

Paul Foley is a corporate lawyer and company director and in 2014 was made a Chartered Fellow of the New Zealand Institute of Directors recognising his 14+ years' experience as a listed company director. He is currently Chairman of Grosvenor Financial Services Group Limited and Chairman of the Board of Governors of Queen Margaret College in Wellington. He is also a former Director of New Zealand Oil & Gas Limited. He is currently a corporate/commercial partner at Minter Ellison Rudd Watts in Wellington. Mr Foley provides advice on strategic transactions, mergers and acquisitions, takeovers, equity capital raisings, and foreign investment approvals.

Peter Hazledine, Director (Non-executive)

Date of Appointment: 13 April 2015

Board Committees: Member of the Remuneration and Nomination Committee

Mr Hazledine is an advisor to the oil and gas industry operating through his own consultancy business, Hazledine Consulting Ltd. In this capacity he has provided services to Genesis Energy, Origin Energy, Contact Energy Limited, Todd Energy and New Zealand Oil and Gas. Prior to this Mr Hazledine's career includes 30 years with Shell in a number of technical and commercial roles around the world followed by a period with The Natural Gas Corporation and Vector where he had responsibility for gas and LPG businesses.

Brian Smith, Director (Non-executive)

Date of Appointment: 13 April 2015

Board Committees: Chairman of the Audit and Risk Committee

Mr Smith is a solicitor admitted to practice in 1975 who has had more than 30 years' experience in the energy industry. Mr Smith has had experience working in private practice, government and corporate fields and was General Counsel to the Australian Gas Light Company, a listed entity, for over 17 years. He currently runs his own practice in Sydney specialising in commercial, energy and corporations law.

Koh Ban Heng, Director (Non-executive)

Date of Appointment: 29 July 2015

Board Committees: Member of the Audit and Risk Committee

Mr Koh joined Singapore Petroleum Co Ltd (SPC) in March 1974 and held several key positions in the company before being appointed CEO in August 2003. He retired as CEO on 30 June 2011 and subsequently served as Senior Advisor from 1 July 2011 until 31 December 2014. Currently Mr Koh is an independent director of Keppel Infrastructure Holdings Pte Ltd, a fully owned subsidiary of Keppel Corporation, Independent Director and Non-Executive Chairman of Keppel Infrastructure Fund Management Pte Ltd as Trustee Manager of Keppel Infrastructure Trust which is listed on SGX and an independent director of Tipco Asphalt PLC, a listed company in Thailand. In addition, Mr Koh is the Chairman of the ASEAN Council of Petroleum (ASCOPE) National Committee of Singapore. He also serves as Advisor to the Chairman and CEO of Dialog Group Berhad of Malaysia.

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 Limited GPO Box 242, Melbourne VIC 3001; by facsimile to Computershare Investor Services Pty Limited 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); by hand to Computershare Investor Services Pty 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 authorised 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), 17th November 2015. 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 Act 2001 (Cth)*.

By Order of the Board

A handwritten signature in black ink that reads "Andrew Knox". The signature is written in a cursive, flowing style.

A.M. Knox
Company Secretary
16 October 2015
Melbourne

2015 Annual Report

**Shareholders who elected not to receive a printed copy of the 2015 Annual Report can access the Annual Report at Cue's website address:
<http://www.cuenrg.com.au>**