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## Cue Energy Resources Limited

A.B.N. 45 066 383 971

Level 21  
114 William Street  
Melbourne Victoria 3000  
Australia

Telephone: (03) 9670 8668  
Facsimile: (03) 9670 8661  
Email: [mail@cuenrg.com.au](mailto:mail@cuenrg.com.au)  
Website: [www.cuenrg.com.au](http://www.cuenrg.com.au)

TO : Company Announcements Office  
10th Floor  
20 Bond Street  
Sydney NSW 2000

DATE : 19 June 2009

PAGES (including this page): 17

FROM : Andrew Knox

RE : **Entitlement Offer & Notice under section 708AA(2)(f) of the  
Corporations Act 2001 (Cth)**

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

Yours faithfully

A handwritten signature in black ink, appearing to read 'Andrew Knox'.

Andrew M Knox  
Chief Financial Officer

# Cue Energy Resources Limited

ABN 45 066 383 971

## Entitlement Offer

Details of a non-renounceable entitlement offer of 1 New Share for every 5 Shares held on the Record Date at an offer price of \$0.15 per New Share.

### Important Information

#### Important

This Offer Document is an important document and requires your immediate attention. It should be read in its entirety. This Offer Document has been prepared by Cue Energy Resources Limited (ABN 45 066 383 971) ("Cue Energy Resources") in accordance with section 708AA of the Corporations Act 2001 (Cth) ("Corporations Act") as modified by ASIC Class Order 08/35, which permits companies to conduct entitlement offers without issuing a disclosure document that has been lodged with ASIC. This Offer Document therefore does not include the information required to be included in a disclosure document such as a prospectus. As a result, it is important for shareholders to read and understand the publicly available information on Cue Energy, the Entitlement Offer and the Shortfall Offer prior to subscribing for New Shares. In particular, please refer to the information contained in this Offer Document and the information released by Cue Energy to the ASX. If you do not understand any part of this Offer Document, or you are in any doubt as to how to deal with your Entitlement, you should consult your accountant, stockbroker, solicitor, financial planner or other professional adviser. Your attention is drawn to the risk factors contained in section 5 of this Offer Document.

#### Date

This Offer Document is dated 19 June 2009. It has not been lodged with ASIC. Neither ASIC nor ASX takes any responsibility for the contents of this Offer Document.

#### Electronic version of this Offer Document

A copy of this Offer Document may be viewed on Cue Energy Resources' website [www.cuenrg.com.au](http://www.cuenrg.com.au).

#### Disclaimer

No person is authorized to provide any information or to make any representation in connection with the Entitlement Offer described in this Offer Document which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorized by Cue Energy Resources or any other person in connection with the Entitlement Offer.

#### Privacy

As an Eligible Shareholder, Cue Energy Resources (and Computershare Investor Services Pty Limited on its behalf) holds personal information about you. It does this to process and administer your investment in Cue Energy Resources and to provide related services to you. Cue Energy Resources may be required to disclose this information to third parties who carry out functions on its behalf and other third parties to whom disclosure is required by law. Applicants may request access to their personal information held by (or on behalf of) Cue Energy Resources by telephoning or writing to the Company Secretary.

## **Forward Looking Statements**

Various statements in this Offer Document constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or impliedly portrayed herein.

## **Definitions**

Certain abbreviations and other defined terms are used throughout this Offer Document. Defined terms are generally capitalised. Details of the definitions and abbreviations used are set out in Section 6 of this Offer Document.

**Corporate Directory**

**Cue Energy Resources Limited**  
 ABN 45 066 383 971

**Directors**

R.G. Tweedie LL.B – Chairman  
 E.G. Albers LL.B  
 L. Musca LL.B

**Registered Office**

Level 21, 114 William Street  
 Melbourne, Victoria, 3000

Telephone: +61 3 9670 8668  
 Facsimile: +61 3 9670 8661  
 Email: mail@cuenrg.com.au  
 Website: www.cuenrg.com.au

**Stock Exchange Listings***AUSTRALIA*

Australian Stock Exchange (ASX)

Level 3, 530 Collins Street  
 Melbourne, Victoria, 3000

Telephone: 61 3 9617 8611  
 ASX Code: CUE

*PAPUA NEW GUINEA*

Port Moresby Stock Exchange (POMSox)

Level 4, Defens Haus

Cnr of Champion Parade and Hunter Street

PO Box 1531

Port Moresby, NCD, Papua New Guinea

Telephone: +675 320 1980  
 Facsimile: +675 320 1981

**Auditor**

PKF

Level 14, 140 William Street  
 Melbourne, Victoria, 3000

**Share Registry**

Computershare Investor Services Pty Limited

GPO Box 505

Melbourne, Victoria, 8060

General enquiries: 1300 513 850  
 Overseas holders: +61 3 9415 4371  
 Email: web.enquiries@computershare.com.au  
 Website: www.computershare.com.au

**Important Dates****Event****Proposed Date  
(Estimate Only)**

Record Date	19 June 2009
Offer Document dispatched to Eligible Shareholders	25 June 2009
Offer closes	16 July 2009
Allotment and issue of New Shares	23 July 2009
Expected date of dispatch of Holding Statements	27 July 2009

**1. DETAILS OF THE ENTITLEMENT OFFER**

## 1.1 The Entitlement Offer

Cue Energy Resources is offering Eligible Shareholders the opportunity to subscribe for 1 New Share for every 5 Shares held at 7.00pm Australian Eastern Standard Time ("AEST") on 19 June 2009, at the offer price of \$0.15 per New Share ("Entitlement") ("Entitlement Offer"). Under the Entitlement Offer, Cue Energy Resources is seeking to raise up to approximately \$18,847,170 (before costs of the Entitlement Offer).

Your Entitlement (which will be rounded down to the nearest whole Share) is shown on the personalized Entitlement and Acceptance Form which accompanies this Offer Document. Eligible Shareholders may subscribe for all, part or none of their Entitlement. Eligible Shareholders who take up their Entitlement may also apply for New Shares which are not taken up under the Entitlement Offer pursuant to a shortfall offer ("Shortfall Offer"). Further details regarding the Shortfall Offer are contained in Section 1.5 of this Offer Document.

When issued, the New Shares will rank equally with existing Shares.

## 1.2 Indicative Timetable

Announcement Date	11 June 2009
"Ex" Date	15 June 2009
Lodgment of Offer Document and Cleansing Notice under section 708AA with ASX	19 June 2009
Record Date for calculation of Entitlements	7:00 pm (AEST) on 19 June 2009
Dispatch of Offer Document	25 June 2009
Closing date for Entitlement Offer	16 July 2009
Shares quoted on a deferred settlement basis	17 July 2009
Notify ASX of under subscriptions for New Shares	22 July 2009
Allotment and issue of New Shares	23 July 2009
Dispatch of holding statements	27 July 2009
Normal trading of New Shares commences	28 July 2009

*These dates are indicative only and subject to change. Cue Energy Resources, subject to applicable laws, reserves the right to change any of these dates without notice. This may include extending the Entitlement Offer, closing the Entitlement Offer early or accepting late Applications, either generally or in particular case.*

## 1.3 Underwriting

The Entitlement Offer and Shortfall Offer are not underwritten.

## 1.4 Entitlement Offer is Non-Renounceable

The Entitlement Offer is non-renounceable and Eligible Shareholders may not transfer, dispose of or otherwise deal with any part of their Entitlement that they do not take up. There will be no trading of Entitlements on ASX.

## 1.5 Shortfall Offer

The Shortfall Offer is independent from the Entitlement Offer. The Shortfall Offer commences on the same date as the Entitlement Offer and will remain open until the Closing Date of the Entitlement Offer. Allocation of New Shares under the Shortfall Offer will be subject to there being a Shortfall under the Entitlement Offer and will otherwise take place at the sole discretion of the Directors of Cue Energy Resources.

## **1.6 Allotment**

Under the current timetable, the New Shares issued under the Entitlement Offer are expected to be issued on 23 July 2009. The New Shares issued under the Shortfall Offer are also expected to be issued on 23 July 2009.

It is the responsibility of Applicants to confirm the number of New Shares allotted to them prior to trading in the securities. Applicants who sell New Shares before they receive notification of the number of securities allocated to them do so at their own risk.

## **1.7 ASX Listing**

Within 7 days of the date of this Offer Document, Cue Energy Resources will apply to ASX for the New Shares to be admitted to quotation.

## **1.8 Overseas Shareholders**

The Entitlement Offer and the Shortfall Offer are being made to Eligible Shareholders only. Eligible Shareholders are holders of Shares registered at 7.00pm on the Record Date with a registered address in Australia, New Zealand, Papua New Guinea or Singapore.

In accordance with the Listing Rules of the ASX, Cue Energy Resources has decided that it would be unreasonable to extend the Entitlement Offer and the Shortfall Offer to shareholders with registered addresses in countries other than Australia, New Zealand, Papua New Guinea or Singapore, having regard to:

- the number of shareholders resident in those countries;
- the number and value of New Shares that would be offered under the Entitlement Offer and the Shortfall Offer to shareholders resident in those countries; and
- the cost of complying with the legal requirements, and the requirements of regulatory authorities, in those countries.

Shareholders with registered addresses in Australia, New Zealand, Papua New Guinea or Singapore holding Shares on behalf of persons who are resident in other countries are responsible for ensuring that taking up their Entitlement does not breach the laws of the relevant country. The return of a duly completed Entitlement and Acceptance Form, or a payment via BPAY<sup>®</sup>, will constitute a representation by the applicant that there has been no breach of any such laws.

Where this Offer Document has been sent to shareholders with registered addresses outside Australia, New Zealand, Papua New Guinea or Singapore who are not entitled to participate in the Entitlement Offer or the Shortfall Offer, it is sent to them for information purposes only.

## **1.9 CHESS and Issuer Sponsored Holdings**

Cue Energy Resources participates in the security transfer system known as CHESS (Clearing House Electronic Subregistry System). ASX Settlement and Transfer Corporation Pty Limited ("ASTC"), a wholly owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASTC Settlement Rules. Under CHESS, Eligible Shareholders will not receive a share certificate but will be issued a holding statement of Shares.

If you are broker sponsored, and you take up all or part of your Entitlement, ASTC will send you a CHESS holding statement. The CHESS holding statement will set out the number of New Shares issued to you under this Offer Document and provide details of your holder identification number and the participant identification number of the sponsor. If you are registered on the issuer sponsored sub-register, and you take up all or part of your Entitlement, your statement will be dispatched by Cue Energy Resources' share

registrar and will contain the number of New Shares issued to you under this Offer Document and a security holder reference number.

### 1.10 Taxation Implications

Eligible Shareholders should be aware that there may be taxation liabilities arising from the subscription for New Shares and the sale of those New Shares. For this reason, it is very important that Eligible Shareholders consult their own taxation or other advisers in relation to the taxation laws and regulations applicable to their personal circumstances.

## 2. ACTION REQUIRED BY ELIGIBLE SHAREHOLDERS

### 2.1 If you wish to take up your Entitlement in full or in part, and potentially apply for New Shares under the Shortfall Offer

If you wish to take up your Entitlement in full (or part of your Entitlement and allow the balance to lapse), and, if you take up all of your Entitlement, if you wish to apply for New Shares in excess of your Entitlement under the Shortfall Offer, you have two options.

#### Option 1: Submit your completed Entitlement and Acceptance Form together with a cheque for payment

You should complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the form, indicating the number of New Shares you wish to apply for in respect of your Entitlement (and, if you wish, the number of additional New Shares you wish to apply for in excess of your Entitlement under the Shortfall Offer).

Send your completed Entitlement and Acceptance Form (together with your cheque for the application monies applicable to the number of New Shares you wish to apply for under the Entitlement Offer and the Shortfall Offer) to reach the share registrar, Computershare Investor Services, at:

#### **Postal:**

Computershare Investor Services Pty Ltd  
GPO Box 505  
Melbourne VIC 8060

by no later than 5.00pm (AEST) on 16 July 2009.

Cheques for application monies under the Entitlement Offer and, if applied for, the Shortfall Offer should be made payable to "Cue Energy Resources Limited" and crossed "Not Negotiable". Receipts for payments will not be issued.

#### Option 2: Pay via BPAY®

You should pay for the total number of New Shares you wish to apply for in respect of your Entitlement and, if you wish to take up additional New Shares in excess of your Entitlement, under the Shortfall Offer via BPAY®.

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that personalised Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your BPAY® payment.

Please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Reference Number specific to the Entitlement on that Form.

If you inadvertently use the same Reference Number for more than one of your Entitlements and/or pay for more than the Entitlement to which that Reference Number applies, you will be deemed to have applied for as many New Shares under the Shortfall Offer as that excess amount will pay for in full.

Your payment via BPAY® will not be accepted after the Closing Date, being 5.00pm (AEST) on Thursday, 16 July 2009, and no New Shares will be issued to you in respect of that Application.

You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

## 2.2 If you do not wish to take up any of your Entitlement

If you decide not to take up any of your Entitlement, you are not required to take any action and your Entitlement will automatically lapse on the closing date of the Entitlement Offer.

## 2.3 General

All payments are to be made in Australian currency by way of a cheque drawn on and payable at any Australian bank or any bank operating in Australia, or via BPAY®.

Application monies will be held in trust in a subscription account until allotment. The subscription account will be established and kept by Cue Energy Resources on behalf of the Applicants until allotment of the New Shares to the Applicants.

If you apply for New Shares under the Shortfall Offer, there is no assurance that you will be issued any of those New Shares. The number, if any, of New Shares you will be issued under the Shortfall Offer will depend on demand for New Shares from other Eligible Shareholders. In the event that an Applicant is not issued with New Shares in full satisfaction of the application monies provided, the relevant application monies not applied towards the issue of New Shares will be refunded without interest.

If an Entitlement and Acceptance Form is not completed correctly, received late, or if the accompanying payment of the application monies is for the wrong amount, it may still be treated as a valid Application. The Directors' decision whether to treat the Application as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more New Shares than is indicated by the sum of the application monies received by cheque or BPAY®.

## 3. PURPOSE OF THE ENTITLEMENT OFFER AND SHORTFALL OFFER

The funds raised by the Entitlement Offer and the Shortfall Offer will be applied, with existing funds and after payment of the costs of the Entitlement Offer, to augment working capital and, in particular, to assist in the development of the Wortel gas field in Indonesia, appraisal of the Manaia oil discovery in New Zealand and ongoing exploration.

The Entitlement Offer and Shortfall Offer will raise up to approximately \$18,847,170 (on the basis of full acceptances) before costs. It is currently expected that the funds raised will be applied as follows:

Effect of the Entitlement Offer

Activity	Allocated Funds
Working capital	\$18,787,170
Anticipated expenses of the Entitlement Offer	\$60,000
Gross funds to be raised	\$18,847,170

The intended use of funds above assumes full subscription by shareholders under the Entitlement Offer and the Shortfall Offer.

Cue Energy Resources' actual allocation of funds may change depending on the circumstances in which its business develops and operates. Cue Energy Resources will provide details of its actual expenditure in its periodic reports and as otherwise required by the ASX Listing Rules.

#### 4. EFFECT OF THE ENTITLEMENT OFFER AND SHORTFALL OFFER

##### 4.1 Financial effect

Upon completion of the Entitlement Offer and the Shortfall Offer, Cue Energy Resources' cash reserves will increase by the amount raised, being up to \$18,787,170 (\$18,847,170 less costs which are estimated at \$60,000). This will increase the funds available to Cue Energy Resources to be applied towards the activities described in Section 3. This increase in Cue Energy Resources' cash reserves will result in the Cash and Cash Equivalents item in Cue Energy Resources' balance sheet increasing by the net amount raised under the Entitlement Offer and the Shortfall Offer and it will have the same effect on the balance sheet items representing Total Current Assets and Total Assets. The balance sheet items representing Issued Capital and Total Equity will also increase by the gross funds raised under the Entitlement Offer and the Shortfall Offer.

##### 4.2 Capital Structure

Issued capital assuming full subscription under the Entitlement Offer

In the event the Entitlement Offer is fully subscribed, Cue Energy Resources' Shares on issue will change in the manner set out below (subject to rounding down of Entitlements):

Issued capital	Shares
Issued capital as at the date of this Offer Document	628,239,007
Maximum securities to be issued under the Entitlement Offer	125,647,801
<b>Total securities on issue following the Entitlement Offer and the Shortfall Offer<sup>1</sup></b>	<b>753,886,808</b>

##### 4.3 Options

Cue Energy Resources also has 6,800,000 unlisted options on issue which are exercisable as follows:

Total Number	Exercise Price	Expiry
1,000,000	35¢	01/06/2010
1,700,000	15¢	19/04/2012
1,033,336	20¢	19/04/2012
1,366,666	22.5¢	19/04/2012
1,366,665	25¢	19/04/2012
333,333	35¢	19/04/2012

These options are not expected to be impacted by the Entitlement Offer.

##### 4.4 Possible Effect on the Control of Cue Energy Resources

Todd Petroleum Mining Company Limited ("Todd") owns approximately 25.1% of the Shares currently on issue. In addition, Richard Tweedie, Chairman of Cue Energy Resources, is Managing Director of Todd. Should it eventuate that Todd takes up its full Entitlement under the Entitlement Offer but other Eligible Shareholders do not take up any of the New Shares being offered under the Entitlement Offer and the

<sup>1</sup> This assumes 100% take up of New Shares under the Entitlement Offer and the Shortfall Offer.

Shortfall Offer, Todd would hold approximately 28.7% of the expanded share capital of Cue Energy Resources following the completion of the Entitlement Offer and the Shortfall Offer. However, other Eligible Shareholders taking up New Shares under the Entitlement Offer and the Shortfall Offer would result in a correspondingly smaller increase in Todd's percentage holding of Shares. Cue Energy Resources does not consider that any increase in Todd's percentage holding of Shares is likely to have a material effect on the Company.

Todd is New Zealand's largest locally owned producer of oil and gas. It has a predominant focus in oil and gas production and exploration. It has significant interests in electricity generation and gas/lpg distribution and retail in New Zealand.

## **5. RISK FACTORS**

There are a number of factors, both specific to Cue Energy Resources and of a general nature, which may affect the future operating and financial performance of Cue Energy Resources and the value of an investment in Cue Energy Resources. Some of these factors can be mitigated by appropriate commercial action. However, many are outside the control of Cue Energy Resources, or are dependent on the policies adopted and approaches taken by regulatory authorities, or otherwise cannot be mitigated. This section describes some of the risks associated with an investment in Cue Energy Resources.

Before deciding whether to invest in Cue Energy Resources, Eligible Shareholders should consider carefully the following factors, as well as the other information contained in this Offer Document and, if they consider appropriate, take professional advice from their accountant, stockbroker, financial planner, solicitor or other professional adviser.

### **5.1 General Equity Market Risk**

Investors should be aware that there are risks associated with any investment listed on the ASX. The value of Shares may rise above or below the issue price of \$0.15 per New Share, depending on the financial and operating performance of Cue Energy Resources and external factors over which Cue Energy and the Directors have no control. These external factors include:

- economic conditions in Australia and overseas;
- investor sentiment in the local and international stock markets;
- changes in fiscal, monetary, regulatory and other government policies; and
- development and general conditions in the markets in which Cue Energy Resources operates.

### **5.2 Operational Factors and Risks**

There are a number of special trade factors and risks that could materially affect the prospects of Cue Energy Resources and its subsidiaries, including the following:

- Cue Energy Resources' requirements for cash to meet its working capital and joint venture/participating interest expenses could require the Company in the future to raise funds or divest its investments and/or assets;
- Maari oil reserves and rates of production may not prove to be as high as expected;
- Oyong oil and gas reserves and rates of production may not prove to be as high as expected;
- the Indonesian authorities may not give the requisite approvals in respect of any part of the development of Wortel by Cue Energy Resources and the other joint venture parties;
- the Wortel gas development may prove to be less commercially positive than expected or the development may be delayed;
- the results of exploration and the costs of exploration and development are uncertain;

- there may be material changes in oil and gas prices;
- there may be material changes in the value of the Australian dollar against all currencies;
- the level of interest rates may change;
- the performance of the New Zealand, Australian, Papua New Guinea and Indonesian economies may change;
- there may be changes to government policy, taxation or regulation in Australia, New Zealand, Papua New Guinea and Indonesia, particularly in relation to oil and gas exploration and production;
- there may be disruption to Cue Energy Resources' oil and gas operations;
- acts of terrorism may occur;
- there may be political or trade disputes in the regions where the Company operates;
- competition, market conditions, oil prices and the depletion of oil reserves may affect the ongoing profitability of Cue Energy Resources' business;
- there may be a lack of liquidity in the market for Shares;
- there may be cost increases in relation to projects that Cue Energy Resources is or may be a participant in;
- the share market may develop a negative perception of Cue Energy Resources and/or the oil and gas industry;
- there may be mergers, joint ventures or acquisitions made by Cue Energy Resources which may adversely impact on the position or perception of Cue Energy Resources in the share market;
- there may be blowouts, fires and other disasters in hydrocarbon exploration and production in which Cue Energy Resources is participating; and
- the continuing solvency of Cue Energy Resources cannot be guaranteed.

**This is not an exhaustive list of risks, as many risks may not be foreseeable. You are advised to seek independent advice and consider your own position carefully before you invest.**

## 6. ADDITIONAL INFORMATION

### 6.1 Continuous Disclosure Obligations

Cue Energy Resources is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, Cue Energy Resources is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of its securities. The New Shares which will be issued under the Entitlement Offer and Shortfall Offer are in the same class of Shares that are quoted on the official list of ASX.

This Offer Document is intended to be read in conjunction with publicly available information in relation to Cue Energy Resources which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to Cue Energy Resources before making a decision whether or not to invest.

Copies of all documents lodged with ASIC in relation to Cue Energy Resources can be inspected at its registered office during normal office hours.

Cue Energy Resources has lodged the following announcements with ASX since the lodgment of its 2008 annual financial statements:

<b>Date</b>	<b>Announcement</b>
19 June 2009	Extended Entitlement Offer Timetable
18 June 2009	Investor Presentation June 2009
11 June 2009	Notice to Shareholders – Non-renounceable Entitlement Offer
11 June 2009	Notice under section 708AA(2)(f) of the Corp Act 2001 (Cth)
11 June 2009	Appendix 3B
11 June 2009	Trading Halt
5 June 2009	Response to an ASX Query – Director's Interest Notice
29 May 2009	Appendix 3Y x 3
19 May 2009	Manaia – 1 Appraisal Well
8 May 2009	Response to an ASX Query - Appendix 5B
29 April 2009	Quarterly Report for Period Ended 31 March 2009
20 April 2009	Cue First Maari Oil Cargo
31 March 2009	MEO: Completes acquisition-Artemis 3D Marine Seismic Survey
23 March 2009	MEO: Progress report – Artemis 3D Marine Seismic Survey
23 March 2009	HZN: Maari Development Drilling update 23 March 2009
16 March 2009	MEO: Progress Report Artemis 3D Marine Seismic Survey
11 March 2009	HZN: Maari Dev drilling update_11 March 2009
10 March 2009	MEO: Acquisition of Artemis 3D Seismic Survey in WA-360-P
6 March 2009	SandP Announces March SP/ASX Index Rebalance
27 February 2009	Half Year Financial Report and Directors Report 31 Dec 2008
25 February 2009	Maari Field First Oil
19 February 2009	MEO: Progress Report
18 February 2009	Appendix 3B
17 February 2009	February 2009 Presentation
13 February 2009	Zeus -1 Update 13 <sup>th</sup> February 2009
13 February 2009	MEO: Zeus-1 Update
12 February 2009	MEO: Zeus-1 Update
11 February 2009	Weekly Drilling Report Zeus -1 11 <sup>th</sup> February 2009
11 February 2009	MEO: Update of Zeus-1
10 February 2009	MEO: Zeus-1 Weekly Update
6 February 2009	Appendix 3Y
4 February 2009	MEO: Progress Report
4 February 2009	Weekly Drilling Report Zeus -1 4 <sup>th</sup> February 2009
3 February 2009	MEO: Zeus-1 Update

<b>Date</b>	<b>Announcement</b>
29 January 2009	Quarterly Report for Period Ended 31 December 2008
28 January 2009	Weekly Drilling Report Zeus -1 28 <sup>th</sup> January 2009
27 January 2009	MEO: Zeus-1 Update
21 January 2009	Weekly Drilling Report Zeus -1 21 <sup>st</sup> January 2009
20 January 2009	MEO: Zeus-1 Update
19 January 2009	Zeus -1 Well
16 January 2009	MEO: Zeus-1 Update
8 January 2009	MEO: Zeus-1 Update – Handover of Songa Venus drilling rig
2 January 2009	MEO secures 12mth extension to farm-in to WA359P and WA360P
23 December 2008	MEO: RDI options in relations to MEO's Timor Sea Prjts lapse
16 December 2008	MEO: Update on Zeus-1 Timing
11 December 2008	Spikey Beach -1 Update T38P
5 December 2008	HZN: Maari Development Drilling Update_5 Dec 2008
2 December 2008	MEO: Farm-in options over two North West Shelf Permits lapse
26 November 2008	Updated CEO Presentation – AGM
26 November 2008	Outcome of Resolutions – AGM 26 November 2008
26 November 2008	CEO Presentation – AGM
26 November 2008	Chairman's Address – AGM
11 November 2008	Maari Oil Field Development Update
10 November 2008	Appendix 3B
6 November 2008	Presentation November 2008
28 October 2008	Appendix 3Y
24 October 2008	Notice of Annual General Meeting and Explanatory Memorandum
24 October 2008	Annual Report 2008

## **Contracts**

Mr Richard Tweedie is the Chairman of Cue Energy Resources and is an executive of Todd, a company that has a 16% interest in PEP38413 in the Taranaki Basin, New Zealand. Cue Energy Resources, as a result of its purchase of Delta Oil Taranaki Pty Ltd's 5% interest in PEP38413, assumed the obligation to pay to Todd a royalty of US\$0.20 (plus GST) per barrel of Cue Energy Resources' share of crude oil produced from PEP38413.

Mr E.G. Albers, a director of Cue Energy Resources, has a substantial shareholding in and is a director of Exoil Limited which is a 50% joint venturer with Cue Energy Resources in respect to the Bass Basin permits, T/37P and T/38P, and the Carnarvon Basin permit WA-359-P. In addition, Mr Albers is a director and substantial shareholder of Gascorp Australia Ltd which is a 50% joint venturer with Cue Energy Resources in the Carnarvon Basin permits WA-360-P, WA-361-P and WA-409-P.

## **Interest in Shares**

The Directors' relevant interests in Shares as at the date of this Offer Document were as follows:

<b>Director</b>	<b>Direct</b>	<b>Indirect</b>	<b>Total</b>
R. Tweedie *	2,163,704	158,263,228	160,426,932
E.G. Albers	6,383,020	42,166,053	48,549,073
L. Musca	1,166,156	11,514,553	12,680,709

\* The relevant interests for Mr R. Tweedie include 157,519,429 Shares held by Todd.

The holders of Shares in which Directors have relevant interests will be entitled to participate in the Entitlement Offer to the extent of their Entitlement.

## 7. DEFINITIONS

**AEST** means Australian Eastern Standard Time.

**Applicant** means a person who submits a valid Entitlement and Acceptance Form, or makes or a payment via BPAY<sup>®</sup>, in respect of the Entitlement Offer or Shortfall Offer (as applicable).

**Application** means an application by way of a completed Entitlement and Acceptance Form, or a payment via BPAY<sup>®</sup>, to subscribe for New Shares under the Entitlement Offer or Shortfall Offer (as applicable).

**ASIC** means the Australian Securities and Investments Commission.

**ASTC** means ASX Settlement and Transfer Corporation Pty Limited (ABN 49 008 504 532).

**ASX** means ASX Limited (ABN 98 008 624 691) or the financial market operated by that entity known as the Australian Securities Exchange (as applicable).

**ASX Listing Rules** means the official listing rules of ASX.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Cue Energy Resources** or **Company** means Cue Energy Resources Limited (ABN 45 066 383 971).

**Directors** means the directors of Cue Energy Resources.

**Eligible Shareholder** means a Shareholder whose address (as registered on Cue Energy Resources' share register) is in Australia, New Zealand, Papua New Guinea or Singapore and who holds Shares at the Record Date.

**Entitlement** means the number of New Shares to which an Eligible Shareholder is entitled to subscribe for under the Entitlement Offer.

**Entitlement and Acceptance Form** means the form accompanying this Offer Document which sets out the number of New Shares in respect of each Entitlement and provides the means for acceptance of all or part of an Entitlement under the Entitlement Offer and the means for applying for New Shares in excess of an Entitlement under the Shortfall Offer (unless payment for New Shares under the Entitlement Offer or Shortfall Offer is made via BPAY<sup>®</sup>).

**Entitlement Offer** means the offer of New Shares to Eligible Shareholders as described in this Offer Document on the basis of 1 New Share for every 5 Shares held on the Record Date at an offer price of \$0.15 per New Share.

**New Shares** means the Shares offered to Eligible Shareholders under the Entitlement Offer and the Shortfall Offer as described in this Offer Document.

**Offer Document** means this offer document dated 19 June 2009.

**Record Date** means 7.00pm (AEST) on 19 June 2009.

**Share** means a fully paid ordinary share in the capital of Cue Energy Resources.

**Shortfall** means the number of New Shares comprising the difference between the number of New Shares available for subscription under the Entitlement Offer and the number of New Shares for which valid Entitlement and Acceptance Forms, or payments via BPAY<sup>®</sup> in respect of Entitlements, have been received and accepted by Cue Energy Resources by the closing date of the Entitlement Offer.

**Shortfall Offer** means the offer of the Shortfall to Eligible Shareholders under the Shortfall Offer described in Section 1.5 of this Offer Document.

**Todd** means Todd Petroleum Mining Company Limited.

**\$** means Australian dollars unless otherwise specified.

## 8. ENQUIRIES

Enquiries in relation to the Entitlement Offer or the Shortfall Offer should be directed to Cue Energy Resources' Company Secretary, Mr Andrew Knox:

Address	
Level 21, 114 William Street	Telephone: +61 3 9670 8668
Melbourne Victoria 3000	Facsimile: +61 3 9670 8661

19 June 2009

Ms Kate Kidson  
Principal Adviser, Issuers (Melbourne)  
ASX Markets Supervision Ltd  
Level 45  
South Tower  
525 Collins Street  
Melbourne Vic 3000

**Re: Cue Energy Resources Limited**  
**Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

On 11 June 2009, Cue Energy Resources Limited (ABN 45 066 383 971) (***Cue Energy***) announced a non-renounceable entitlement offer of 1 fully paid Cue Energy ordinary share (***New Share***) for every 5 Cue Energy ordinary shares held as at 7.00pm (AEST) on 19 June 2009 (the ***Entitlement Offer***) by eligible shareholders with a registered address in Australia, New Zealand, Papua New Guinea and Singapore. Eligible Shareholders (other than Todd Petroleum Mining Company Limited and its associates) will also be entitled to subscribe for additional New Shares attributable to entitlements which are not taken up by shareholders under the Entitlement Offer (***Shortfall Offer***).

This notice is given by Cue Energy under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (***Act***) as modified by Australian Securities and Investments Commission Class Order 08/35 (***CO 08/35***).

Cue Energy advises that:

- (a) the New Shares will be offered for issue without disclosure under Part 6D.2 of the Act as modified by CO 08/35;
- (b) this notice is being given under section 708AA(2)(f) of the Act as modified by CO 08/35;
- (c) as at the date of this notice, Cue Energy has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to Cue Energy; and
  - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act as modified by CO 08/95; and

- (e) except as disclosed in this notice, the issue of New Shares pursuant to the Entitlement Offer is not expected to have any material effect or consequence on the control of Cue Energy Resources.

Todd Petroleum Mining Company Limited (**Todd**) owns approximately 25.1% of the Cue Energy ordinary shares currently on issue. Should it eventuate that Todd takes up its full entitlement under the Entitlement Offer but other eligible shareholders do not take up any of the New Shares being offered under the Entitlement Offer and the Shortfall Offer, Todd would hold approximately 28.7% of the expanded share capital of Cue Energy following the completion of the Entitlement Offer and the Shortfall Offer. However, other eligible shareholders taking up New Shares under the Entitlement Offer and the Shortfall Offer would result in a correspondingly smaller increase in Todd's percentage holding of Cue Energy ordinary shares. Cue Energy does not consider that any increase in Todd's percentage holding of ordinary shares in the company is likely to have a material effect on the company.

Yours faithfully

A handwritten signature in black ink, appearing to read "Andrew Knox". The signature is written in a cursive, slightly slanted style.

Andrew Knox  
Company Secretary