



Australian Government

Takeovers Panel

MEDIA RELEASE

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Tuesday, 31 March 2026

Cue Energy Resources Limited – Panel Receives Application

The Panel has received an application from Cue Energy Resources Limited (ASX: CUE) (**Cue**) in relation to its affairs. The application concerns an off-market takeover bid announced by Horizon Oil Limited (ASX: HZN) (**Horizon**) on 2 March 2026, and related arrangements involving Echelon Resources Limited (ASX: ECH) (**Echelon**), a substantial shareholder of Cue.

Details of the application, as submitted by the applicant, are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

Details

Cue is an oil and gas exploration and production company.

Echelon holds 49.93% of shares in Cue. 5 of Cue's 8 directors are also directors of Echelon (**Echelon Nominees**).

On 2 March 2026, Horizon announced an off-market takeover bid for all of Cue's fully paid ordinary shares for consideration of 0.5625 Horizon shares and \$0.008 cash per Cue share, implying an offer price of \$0.143 per Cue share.¹

On the same date, Horizon entered into a pre-bid agreement with Echelon pursuant to which Echelon agreed to sell an amount of shares equal to approximately 19.99% of Cue's shares to Horizon for consideration of \$0.115 per share.² Horizon did not previously have a relevant interest in Cue shares.

¹ Based on Horizon's closing price on 27 February 2026 (being the last trading day prior to the announcement of the bid) of \$0.24

² Subject to adjustments for any dividends or entitlements declared on or after 25 February 2026

Also on the same date, Echelon issued a public statement to the effect that it intends to accept “*all Cue shares held or controlled by Echelon other than those the subject of the pre-bid agreement*” into Horizon’s offer 21 days from the opening of the offer period in the absence of a superior proposal.

On 4 March 2026, Cue announced that Cue’s directors other than the Echelon Nominees have formed an Independent Board Committee (**Cue IBC**) to consider the Horizon bid.

Cue submits that the circumstances are unacceptable because, according to Cue:

- there is an undisclosed association between Horizon and Echelon
- through its pre-bid agreement with Echelon, Horizon has reduced the prospect of a potential auction for the control of Cue developing
- the pre-bid agreement between Horizon and Echelon and Horizon’s intention statement have a chilling effect on the auction for the control of Cue
- the conduct of the Echelon Nominees in failing to notify the remaining directors of Cue of Horizon’s intention to make a takeover bid magnified the impact of the above
- the proposed acquisition of control over Cue Shares by Horizon is not taking place in an efficient, competitive and informed market contrary to section 602(a) and
- there are contraventions of sections 606 and 671B by Horizon.

Cue seeks interim orders including orders:

- restraining Echelon from accepting into Horizon’s bid and
 - restraining Horizon from processing any acceptance into its bid by Echelon,
- until the determination of the proceedings by the Panel.

Cue seeks final orders including orders:

- releasing Echelon from its intention statement
- preventing Echelon from accepting into the Horizon bid before its conditions are satisfied or the Cue IBC recommends acceptance into the bid
- requiring that Echelon accept into (or, in the case of a scheme, vote in favour of) a superior proposal
- providing a withdrawal right to shareholders who accept into the Horizon bid during the Panel proceedings and
- requiring supplementary disclosure.

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