

ASX RELEASE**19 March 2010****Fully Underwritten Non-renounceable Entitlements Issue**

Eureka Energy Limited ("Company" or "Eureka") announced on 11 March 2010 that it will be offering eligible shareholders the opportunity to acquire additional fully paid ordinary shares in the capital of the Company ("Shares") via a fully underwritten non-renounceable entitlements issue ("Entitlements Issue") at \$0.10 per Share on the basis of one (1) new Share for every six (6) existing Shares held at the record date of 19 March 2010.

The maximum number of Shares which may be issued under the Entitlements Issue is 22,042,312 to raise approximately \$2.2million before the costs of issue. As previously advised, the Entitlements Issue is fully underwritten. Terms and conditions of underwriting arrangements are set out in the Offer Document.

An Offer Document will be mailed to eligible shareholders early next week together with personalised entitlement and acceptance forms. For informational purposes, a sample copy of this Offer Document has been attached to this notice.

Yours sincerely
EUREKA ENERGY LIMITED

Graham Dowland
Chairman



eureka energy LTD.

ABN 46 116 829 139

OFFER DOCUMENT

For

A non-renounceable pro rata fully underwritten offer of New Shares at an issue price of \$0.10 each on the basis of one (1) New Share for every six (6) Shares held on the Record Date.

This document is not a prospectus.

It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the new Shares offered by this document.

This document is important and requires your immediate attention.

It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

**This Offer opens at 9.00am (WST) on 23 March 2010 and closes at 5:00pm (WST) on 8 April 2010.
Valid acceptances must be received before the offer closes.**

Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your entitlement.

NOT FOR RELEASE INTO THE UNITED STATES OR TO U.S. PERSONS OR IN ANY JURISDICTION WHERE THIS DOCUMENTATION DOES NOT COMPLY WITH THE RELEVANT REGULATIONS

Important Information

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an **original** Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's entitlement to participate in the Offer.

Overseas shareholders

No action has been taken to permit the offer of New Shares under this Offer Document in any jurisdiction other than Australia and New Zealand. The distribution of this Offer Document in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons outside of Australia and New Zealand into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. Applications from Eligible Shareholders with a registered address in a jurisdiction other than Australia or New Zealand will not be accepted.

This Offer Document does not constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Offer Document.

Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

This document is not a prospectus and does not contain all of the information that an investor would find in a prospectus or which may be required to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this Offer Document.

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DETAILS OF THE OFFER

1.1 The Offer

The Company is making a non-renounceable fully underwritten pro rata offer of New Shares at an issue price of \$0.10 each on the basis of one (1) New Share for every six (6) Shares held on the Record Date (“the Offer”).

The Company intends to apply the funds raised from the Offer towards the Company’s interest in the onshore Texas based, Sugarloaf oil and gas venture and for general working capital purposes, as outlined in the Company’s announcement dated 11 March 2010.

As at the Record Date, the Company has on issue 132,253,875 Shares and 1,000,000 unlisted options. The options carry no entitlement to participate in the Offer unless they are exercised prior to the Record Date. The Company expects that up to approximately 22.042 million New Shares will be issued under the Offer.

Where the determination of the entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

The Offer has been fully underwritten by Bell Potter Securities Limited on the terms and conditions summarised in section 1.5 of this Offer Document.

1.2 Timetable

Record Date (date for determining entitlements of Eligible Shareholders to participate in the Offer)	19 March 2010
Offer Document lodged with ASX	19 March 2010
Offer Document Despatched to Eligible Shareholders (expected date of despatch of Offer Document and Entitlement and Acceptance Forms)	23 March 2010
Opening Date	23 March 2010
Closing Date (5pm WST)*	8 April 2010
Securities quoted on a deferred settlement basis	9 April 2010
Company to notify ASX of under subscriptions (if any) **	13 April 2010
Allotment date **	16 April 2010
Despatch holding statements **	16 April 2010
Cleansing statement lodged with ASX	16 April 2010

* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

** These dates are indicative only.

1.3 Entitlements and acceptance

The entitlement of Eligible Shareholders to participate in the Offer was determined on the Record Date. Your entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

Acceptances must not exceed your maximum entitlement (as shown on the Entitlement and Acceptance Form), although you may accept for a lesser number of New Shares should you wish to take up only part of your entitlement. If your acceptance exceeds your entitlement, acceptance will be deemed to be for your maximum entitlement and any surplus application monies will be returned to you.

1.4 No rights trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse.

1.5 Underwriting

The Company has entered into an underwriting agreement with Bell Potter Securities Limited (“Underwriter”), pursuant to which the Offer has, subject to certain terms and conditions, been fully underwritten.

The Company will pay a fee to the Underwriter comprised of the following:

- Underwriting fee of 4% of the funds raised from the Entitlements Issue; and
- Management fee of 1% (plus GST) of the funds raised from the Entitlements Issue.

Any sub-underwriting will be paid out of this fee.

The Underwriter has the right to terminate the underwriting agreement on the occurrence of certain events (“Termination Events”). These Termination Events include the following specific events:

- **material change** - a change occurs after the date of the underwriting agreement affecting or relating to the:
 - Company or a subsidiary; or
 - the industry in which the Company or a subsidiary operates;which in the reasonable opinion of the Underwriter has or is likely to have a material adverse effect or materially change the operations of the Company.
- **market movement** – at any time after the date of the agreement the All Ordinaries Index is 10% or more below its level immediately preceding the date of the underwriting agreement.
- **Oil Price movement** – at any time after the date of the underwriting agreement the Oil Price is 20% or more below its level as at the date immediately preceding the date of the underwriting agreement.

Other Termination Events include contravention of applicable laws and regulations, insolvency, outbreak of war or hostilities in various locations, misleading statements in this Offer Document, criminal charges or convictions relating to any Director, suspension of quotation and new circumstances that in the reasonable opinion of the Underwriter has or is likely to have a material adverse effect.

Should the underwriting agreement be terminated, the Directors reserve the right to place any shortfall at their discretion.

1.6 Opening and Closing Dates

The Offer opens on the Opening Date, namely 23 March 2010. The Company will accept Entitlement and Acceptance Forms until 5:00 pm WST on the Closing Date (8 April 2010), or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

1.7 Issue and despatch

The expected dates for issue of New Shares offered by this Offer Document and despatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 1.2.

It is the responsibility of applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

1.8 ASX listing

Application will be made to the ASX for the official quotation of the New Shares. If the ASX does not grant quotation to the New Shares, the Company will repay, as soon as practicable, without interest, all application monies received pursuant to the Offer.

1.9 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532 (ASTC), a wholly-owned subsidiary of the ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are registered in the Issuer Sponsored subregister, your statement will be despatched by Computershare Investor Services Pty Ltd and will contain the number of New Shares issued to you under this Offer Document and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. Shareholders may request a statement at any other time, however there may be a charge associated with the provision of this service.

1.10 Overseas Shareholders

No Offer will be made to Eligible Shareholders with a registered address outside Australia and New Zealand.

New Shares to which any Eligible Shareholders who do not have a registered address in Australia or New Zealand would otherwise be entitled will form part of the shortfall issued to the Underwriters or their nominees (or alternatively, may be placed at the discretion of the Directors in the event that the underwriting agreement is terminated).

This Offer Document and accompanying Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

1.11 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

1.12 Risk factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are described in Section 3.

1.13 Effect of the Offer on control of the Company

The potential effect the Offer will have on the control of the Company is as follows:

- (a) if all Eligible Shareholders take up their entitlement, each Eligible Shareholder's percentage interest in the total issued shares of the Company will remain the same and will not be diluted; and
- (b) if some but not all Eligible Shareholders take up their entitlement, and the shortfall is taken up under the underwriting arrangement, the percentage interest in the total issued Shares of each Eligible Shareholder who does not take up their entitlement will be diluted and the percentage interest of the total issued Shares of each Eligible Shareholder who does take up their entitlement will remain the same. The precise level of change in the percentage interests will depend on the take up of entitlements.

It is not expected that the Offer will have any material effect on control of the Company. The capital structure of the Company on completion of the Offer will be as follows (assuming none of the options currently on issue are exercised before the Record Date):

- (a) Shares currently on issue 132,253,875
- (b) Shares offered under the Offer (estimated) 22,042,312
- (c) Total shares on issue on completion of the Offer (estimated) 154,296,187

1.14 Disclaimer by the Underwriter

The Underwriter has not been involved in the preparation of this Offer Document and takes no responsibility for its contents.

1.15 Enquiries concerning Offer Document

If you have any questions in relation to the non-renounceable pro rata issue of New Shares or about any of the enclosed documents, please contact:

Computershare Investor Services Pty Ltd

Telephone: 1300 55 70 10 (within Australia)

+61 (0)3 9415 4000 (outside Australia)

Facsimile: +61 (0)8 9323 2033

Email: web.queries@computershare.com.au

Section 2 ACTION REQUIRED BY SHAREHOLDERS

2.1 Acceptance of your MAXIMUM entitlement under this Offer Document

Should you wish to accept your maximum entitlement to New Shares, then applications for New Shares under this Offer Document must be made on the Entitlement and Acceptance Form which accompanies this Offer Document, in accordance with the instructions referred to in this Offer Document and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque for the application monies indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Eureka Energy Limited – Application Account" and be lodged at any time after the Opening Date, and on or before the Closing Date, at the Company's share registry (by delivery or by post) at:

By delivery:

Computershare Investor Services Pty Limited
Level 2, 45 St Georges Terrace
PERTH
WA 6000

By Post:

Computershare Investor Services Pty Limited
Locked Bag 2508
PERTH
WA 6001

2.2 Acceptance of PART of your maximum entitlement under this Offer Document

Should you wish to only take up part of your entitlement, then applications for New Shares under this Offer Document must be made on the Entitlement and Acceptance Form which accompanies this Offer Document, in accordance with the instructions referred to in this Offer Document and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of New Shares you wish to accept and the application monies (calculated at \$0.10 per New Share accepted), and attach a cheque for the appropriate Application Monies.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Eureka Energy Limited – Application Account" and be lodged at any time after the Opening Date, and on or before the Closing Date at the Company's share registry (by delivery or by post) at:

By delivery:

Computershare Investor Services Pty Limited
Level 2, 45 St Georges Terrace
PERTH
WA 6000

By Post:

Computershare Investor Services Pty Limited
Locked Bag 2508
PERTH
WA 6001

Section 3 RISK FACTORS

The New Shares offered under this Offer Document are considered speculative. The Directors strongly recommend Eligible Shareholders examine the contents of this Offer Document and consult their professional advisers before deciding whether to apply for the New Shares pursuant to this Offer. In addition, Eligible Shareholders should be aware there are risks associated with investment in the Company. There are certain general risks and certain specific risks which relate directly to the Company's business and are largely beyond the control of the Company and its Directors because of the nature of the business of the Company.

The summary of risk factors described below ought not to be taken as exhaustive of the risks faced by the Company or by Eligible Shareholders. The risk factors described below, and others not specifically referred to below, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Document. The New Shares to be issued pursuant to this offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

Oil and Gas Industry Risks

The Company operates in the oil and gas sector and is subject to risks relating to exploration, drilling and production of oil and gas which may not generally be associated with other sectors. The exploitation of oil and gas reserves and successful project development is considered to be of a high risk nature and contains inherent risks including, but not limited to:

a) Hydrocarbon Product Price and Volatility

The demand for, and price of, oil and natural gas is dependent on a variety of factors, including supply and demand, the level of consumer product demand, weather conditions, the price and availability of alternative fuels, actions taken by governments and international cartels, and global economic and political developments.

The market price of hydrocarbon products is volatile and cannot be controlled. Oil and gas prices have fluctuated widely in recent years. If the price of hydrocarbons should drop significantly and remain depressed, the economic prospects of the projects which the Company has an interest in could be significantly reduced or rendered uneconomic. There is no assurance that, even if significant quantities of hydrocarbon products are discovered, a profitable market may exist for their sale.

The marketability of hydrocarbons is also affected by numerous other factors beyond the control of the Company, including government regulations relating to royalties, allowable production and importing and exporting of oil and gas and petroleum products, the effect of which cannot be accurately predicted.

b) Exploration and Development Risks

Oil and gas exploration involves significant risk which only occasionally provides high rewards. There is no assurance that exploration and development of the prospects in the Oil and Gas Properties, or any other projects that may be acquired in the future, will result in the discovery of an economic oil and gas deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

Furthermore, the Company will only proceed to the next stage of exploration or development when data supports the existence of an economically viable oil and gas deposit. Should the empirical data not support the existence of an economically viable oil and gas deposit, the Company will not proceed to the next stage of exploration or development.

c) Drilling Risks

Oil and gas drilling activities are subject to numerous risks, many of which are beyond the Company's control. The Company's drilling operations may be curtailed, delayed or cancelled due to a number of factors including weather conditions, mechanical difficulties, shortage or delays in the delivery of rigs and/or other equipment and compliance with governmental requirements. Hazards incident to the exploration and development of oil and gas properties such as unusual or unexpected formations, pressures or other factors are inherent in drilling and operating wells and may be encountered by the Company.

Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs. While drilling may yield some hydrocarbons there can be no guarantee that the discovery will be sufficiently productive to justify commercial development or cover operating costs.

d) Commercialisation of Discoveries

It may not always be possible for the Company to participate in the exploitation of successful discoveries made in any areas in which the Company has an interest. Such exploitation will involve the need to obtain the necessary licences or clearances from the relevant authorities, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further the decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be the same as the Company. Such further work may require the Company to meet or commit to financing obligations for which it may not have planned.

e) Operating Risks

Industry operating risks include the risk of fire, explosions, blow-outs, pipe failure, abnormally pressured formations and environmental hazards such as accidental spills or leakage of petroleum liquids, gas leaks, ruptures or discharges of toxic gasses, the occurrence of any of which could result in substantial losses to the Company due to injury or loss of life, severe damage to or destruction of property, natural resources and equipment, pollution or other environmental damage, cleanup responsibilities, regulatory investigation and penalties and suspension of operations, the occurrence of any of which could result in substantial losses to the Company. Damages occurring as a result of such risks may give rise to claims against the Company. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of operations of the Company.

Although the Company believes that it or the operator will carry adequate insurance with respect to its operations in accordance with industry practice, in certain circumstances the Company's, or the operator's, insurance may not cover, or be adequate to cover, the consequence of such events. In addition, the Company may be subject to liability for pollution, blow-outs or other hazards against which the Company or the operator does not insure or against which it may elect not to insure because of high premium costs or other reasons.

f) Secondary Recovery Operations

Secondary recovery operations may be used by the Company on a project the Company has an interest in. Costs are also higher during the later stages of the life of the project as production declines. The degree of success, if any, of any secondary recovery program depends on a large number of factors beyond the control of the Company.

g) Hydrocarbon Reserve Estimates

Hydrocarbon reserve estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly when new information becomes available.

In addition, reserve estimates are necessarily imprecise and depend to some extent on interpretations, which may prove inaccurate. Should the Company encounter oil and/or gas deposits or formations different from those predicted by past drilling, sampling and similar examinations, then reserve estimates may have to be adjusted and production plans may have to be altered in a way which could adversely affect the Company's operations.

h) Competition

The Company will compete with other companies, including major oil companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce oil and gas, but also carry out refining operations and market petroleum and other products on a worldwide basis. There can be no assurance that the Company will compete effectively with these companies and other industry participants and thereby be successful in acquiring additional Oil and Gas Properties on reasonable commercial terms.

i) Claims by Indigenous Inhabitants

The current and future oil and gas assets of the Company may be subject to land claims by indigenous people. Should this occur, the Company's ability to conduct exploration and/or development and production activities may be affected, which may have a material adverse effect on the Company's financial performance and the price at which its securities trade.

The Company is not currently aware of any land claims or potential claims by indigenous people in respect of its exploration and production activities that could significantly affect its licence tenure or any future production operations.

j) Insurance

Insurance of all risks associated with oil and gas exploration and production is not always available and, where insurance is available, the cost may be high. The Company will have insurance in place considered appropriate for the Company's needs. The Company may not be insured against all losses due to either the insurance not being available or due to the premium being excessive in relation to the benefits accruing.

k) Environmental and Other Regulatory Requirements

The Company's operations will be subject to environmental laws, including but not limited to, those governing the management of waste, the protection of water and air quality, the discharge of materials into the environment, and the preservation of natural resources which may impact and influence the Company's operations. If the Company fails to comply with environmental laws regarding the discharge of oil, gas, or other materials into the air, soil or water it may be subject to liabilities to the government and third parties, including civil and criminal penalties.

Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before exploration and production activity can commence on any property, the Company must obtain regulatory approvals and there is no assurance that such approvals will be obtained.

The Company may from time to time in the future agree to, indemnify sellers or lessors of producing properties against some liabilities for environmental claims associated with these properties.

l) Venture Parties and Contractors

Oil and Gas ventures are typically operated under Joint Operating Agreements ("**JOA**"s), which include provisions that often require certain decisions relating to the exploitation of the Oil and Gas Properties to be passed with unanimous or majority approval of all participants. Where a venture partner does not act in the best commercial interest of the project, it could have a material adverse effect on the interests of the Company.

The Directors are unable to predict the risk of:

- financial failure, non compliance with obligations or default by a participant in any venture to which the Company is, or may become, a party; or
- insolvency or other managerial failure by any of the contractors used by the Company in its exploration activities; or
- insolvency or other managerial failure by any of the other service provider use by the Company for any activity.

m) Minority Interest in Projects

There exists a risk that the Company, as a minority participant in its Oil and Gas Properties, may have the value of its interest in such properties reduced by actions undertaken by the majority venture participants.

Oil and Gas Operations in the United States

n) Regulation in the United States – General

The oil and gas industry in the United States of America is extensively regulated. Extensive federal, state, local and foreign laws and regulations relating to the exploration for and development, production, gathering and marketing of oil and gas will affect the Company's operations with respect to its United States based project. From time to time, regulatory agencies have imposed price controls and limitations on production. Numerous environmental laws impact and influence our operations. As with the industry in general, compliance with existing and anticipated regulations increases the overall cost of business. Environmental regulations have historically been subject to frequent change and, therefore, one cannot predict with certainty the future costs or other future impacts of environmental regulations on future operations. If the Company fails to comply with environmental laws it may be subject to liabilities to the government and third parties, including civil and criminal penalties. New laws or regulations, or modifications of or new interpretations of existing laws and regulations, may increase substantially the cost of compliance or adversely affect oil and gas operations and financial conditions.

o) Regulation in the United States – Sale of Oil and Gas

Most sales of natural gas in the United States are not currently regulated and are generally made at market prices. The price realised from the sale of these products is affected by a number of factors, including the cost of transporting the products to market.

p) Regulation in the United States – Exploration and Production

Oil and natural gas exploration, production and related operations are subject to extensive rules and regulations promulgated by federal, state and local agencies. Failure to comply with such rules and regulations can result in substantial penalties. The regulatory burden on the oil and gas industry increases the cost of doing business and affects profitability. Because such rules and regulations are frequently amended or reinterpreted, the Company is unable to predict the future cost or impact of complying with such laws.

Permits are required by the State for drilling operations, drilling bonds and the filing of reports concerning operations and they impose other requirements relating to the exploration and production of oil and gas. The Company is required to comply with various federal and state regulations regarding plugging and abandonment of oil and natural gas wells, which impose a substantial rehabilitation obligation on the Company, which may have a material adverse effect on the Company's financial performance.

Other Risks

q) Additional Requirements for Funding

The Company's funding requirements depend on numerous factors including the Company's ability to generate income from its Oil and Gas Properties. It may require further financing in addition to amounts raised pursuant to the Offer and referred to in the Offer Document. Additional equity financing, if available, may be dilutive to Shareholders and at lower prices than the current market price. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

r) Changes in Legislation and Government Regulation

Changes to legislation or government policy in Australia and the United States of America, including changes to the taxation system, may affect future earnings and the relative attractiveness of investing in the Company. The Company cannot predict how existing, or future laws and regulations may be interpreted by enforcement agencies or court rulings, whether additional laws and regulations will be adopted, or the effect such changes may have on the Company's business or financial condition.

s) Economic Conditions

Economic conditions in Australia, the United States of America and globally, may affect the performance of the Company. Factors such as currency fluctuations, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenue and securities price can be affected by these factors all of which are beyond the control of the Company or its Directors. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. In addition, the Company's ability to raise additional capital, should it be required, may be affected.

t) Foreign Exchange Risk

The Company's operating Oil and Gas Properties are located in the United States of America. As a result, revenues, cash flows, expenses, capital expenditure and commitments will be primarily denominated in United States dollars.

The Company's interest in the Oil and Gas Properties is currently accounted for in United States dollars. This will result in the Company being exposed to the fluctuations and volatility of the US dollar and the Australian dollar exchange rates upon translation or repatriation of US dollars to Australian dollars.

Section 4 DEFINED TERMS

"All Ordinaries Index" means the All Ordinaries Index published by Standard & Poor's in respect of the financial market of ASX;

"Applicant" refers to a person who submits an Entitlement and Acceptance Form and **"Application"** refers to the submission of an Entitlement and Acceptance Form;

"ASX" means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"Closing Date" means 5.00pm WST 8 April 2010;

"Company" means Eureka Energy Limited ACN 116 829 139;

"Directors" means the directors of the Company;

"Eligible Shareholder" means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date;

"Entitlement and Acceptance Form" means the Entitlement and Acceptance Form accompanying this Offer Document;

"Listing Rules" means the Listing Rules of the ASX;

"New Share" means a new Share proposed to be issued pursuant to this Offer;

"Offer" means the non-renounceable pro rata offer of New Shares at an issue price of \$0.10 each on the basis of one (1) New Share for every six (6) Shares held on the Record Date pursuant to this Offer Document;

"Offer Document" means this Offer Document dated 23 March 2010;

"Oil Price" means the West Texas Intermediate (WTI) crude oil spot price in US dollars as published in the Australian Financial Review (or if the Australian Financial Review is no longer published, a not dissimilar newspaper);

"Opening Date" means 23 March 2010;

"Record Date" means 19 March 2010;

"Section" means a section of this Offer Document;

"Share" means an ordinary fully paid share in the capital of the Company;

"Shareholder" means a holder of Shares; and

"WST" means Australian Western Standard Time.



eureka energy LTD.

ABN 46 116 829 139

Computershare

Please return completed form to:
Computershare Investor Services Pty Limited
Locked Bag 2508 Perth
Western Australia 6001 Australia
Enquiries (within Australia) 1300 557 010
(outside Australia) 61 3 9415 4000
web.queries@computershare.com.au
www.computershare.com



000001
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SAM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I N D

Use a black pen.
Print in CAPITAL letters
inside the grey areas.

Form with boxes for letters A, B, C and numbers 1, 2, 3

For your security keep your SRN/HIN confidential.

Entitlement and Acceptance Form

This personalised form can only be used in relation to the securityholding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please consult your financial or other professional adviser.

Non-Renounceable Fully Underwritten Entitlement Issue closing 5.00pm WST on 8 April 2010

Non-Renounceable Entitlement Issue of 1 New Share for every 6 Shares registered and entitled to participate at the record date at an issue price of A\$0.10 per New Share.

Receipt of the slip below by 5.00pm WST on 8 April 2010 with your payment, including the payment options detailed overleaf, will constitute acceptance in accordance with the terms of the Offer Document dated 11 March 2010.

I/We enclose my/our payment for the amount shown below being payment of A\$0.10 per New Share. I/We hereby authorise you to register me/us as the holder(s) of the Shares allotted to me/us, and I/we agree to be bound by the constitution of the Company.

Securityholder Entitlement details

Table with entitlement details: Subregion, Issuer, Existing Shares, Entitlement to New Shares, Amount payable, Entitlement Number

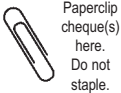
See back of form for completion guidelines

SAMP_PAYMENT_000000/000001/000001/1

E K A

N R R B

PLEASE DETACH HERE



Paperclip cheque(s) here. Do not staple.



eureka energy LTD.
ABN 46 116 829 139

Please see overleaf for Payment Options

Ent: X,XXX Pay: X,XXX



Biller Code: 123456

Ref No: 1234 5678 9012 3456 78

B Number of New Shares applied for

C Amount enclosed at A\$0.10 per New Share

D Payment Details - Please note that funds are unable to be directly debited from your bank account. Includes fields for Drawer, Cheque Number, BSB Number, Account Number, Cheque amount

Make your cheque or bank draft payable to Eureka Energy Limited - Application Account

E Contact Details. Please provide your contact details in case we need to speak to you about this slip. Name of contact person

Contact person's daytime telephone number

1234567890123456+1234567890-1234+12

110599_00Y1C

How to complete the Entitlement and Acceptance Form

Note that photocopies will not be accepted. These instructions are cross-referenced to each section of the Entitlement and Acceptance Form.

A	Details of your Entitlement based on your Securityholding at 5.00pm WST on 19 March 2010 are shown in box A on the front of this Entitlement Form.	D	Payment Details You can apply for shares utilising the payment options detailed below. Please note that funds are unable to be directly debited from your bank account. By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you: <ul style="list-style-type: none">agree to all of the terms and conditions as detailed in the Offer Document dated 11 March 2010 Your cheque, money order or bank draft must be made in Australian currency and drawn on an Australian branch of a financial institution. Such payment must be made payable to Eureka Energy Limited - Application Account and crossed "Not Negotiable". Payments not properly drawn may be rejected. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Acceptance form being rejected. Paperclip (do not staple) your cheque(s) to the form where indicated. Cash will not be accepted. Receipt of payment will not be forwarded.
B	New Securities Accepted You can apply to accept either all or part of your Entitlement. Enter in box B the number of New Shares you wish to accept from your Entitlement. Please ensure you complete Section B on the bottom of the form.	E	Contact Details Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.
C	Acceptance Monies Enter the amount of Acceptance Monies. To calculate the amount payable, multiply the number of New Shares applied for by A\$0.10. Please ensure you complete Section C on the bottom of the form.		

The directors reserve the right to make amendments to this form where appropriate.

Lodgement of Acceptance

If you are applying for shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 4.00pm WST on 8 April 2010. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payments and should therefore take this into consideration when making payment. Ensure you have read and accurately followed your banking institution's BPAY FAQ or other instructions prior to making multiple payments for multiple holdings under this offer. Neither CIS nor Eureka Energy Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the slip below must be received by Computershare Investor Services Pty Limited (CIS) Perth by no later than 5.00pm WST on 8 April 2010. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for security holders in Australia. New Zealand holders will need to affix the appropriate postage. Return the slip below with cheque attached.

Neither CIS nor the Company accepts any responsibility if you lodge the slip below at any address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issued by the issuer, for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of the personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 557 010.

This form may not be used to notify your change of address. For information please contact CIS on 1300 557 010 or visit the share registry at www.computershare.com (Certificated/Issuer Sponsored Holders only).

CHESS holders must contact their Controlling Participant to notify a change of address.

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Payment Options:



Bill Code: 123456

Ref No: 1234 5678 9012 3456 78

Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au



**Eureka Energy Limited
Computershare Investor
Services Pty Limited
Locked Bag 2508
Perth, Western Australia 6001
AUSTRALIA**



Entitlement Number: <xxxxxxxxxx>

**SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000**

N R R B

E K A

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