



ABN 46 006 045 790

QUARTERLY REPORT for the period ended 30 September 2012

www.cullenresources.com.au

ASX Symbol: CUL

31 October 2012

HIGHLIGHTS

➤ JOINT VENTURE PROJECT for IRON ORE – WEST PILBARA, W.A.

MT STUART: Cullen has appointed RFC Ambrian Ltd as corporate advisors to assist in matters relating to funding and/or value realisation alternatives for its interest in the Mt Stuart Iron Ore Joint Venture (MSIOJV) which includes the Catho Well Deposit: (70 Mt @ 54.81% Fe Reserve – Cullen 30%)

➤ PRIORITY PROJECTS (CULLEN 100%)

1. NORTH TUCKABIANNA PROJECT, MURCHISON, W. A.: Thick zones (7-12m) of semi-massive and disseminated sulphide (mainly pyrite and pyrrhotite) were intersected in three of four holes near or at the depths of re-modelled conductor plates. The mineralisation comprises only geochemically anomalous assay results: Cu (max.: 1980ppm) with the following pathfinder elements maxima: As (147ppm), Bi (14ppm) and Mo (44 ppm).

Several lower-order VTEM anomalies remain to be tested, initially using A/C drilling, scheduled for early 2013.

2. MINTER TUNGSTEN, N.S.W.: Diamond drilling completed in the June Quarter intersected multiple scheelite-bearing quartz veins in host sandstone and siltstones over 258m (CMD001). Initial sampling focused on core with visible scheelite and returned numerous 0.5 to 1.5m intervals assaying >0.1% tungsten. Higher grade zones included:

- 1m @ 0.55% W (0.70% WO₃) from 131.5m;
- 1.5m @ 0.33% W (0.41% WO₃) from 166.4m;
- 4.05m @ 0.46% W (0.58% WO₃) from 185.1m (including 1.2m @ 1.22% W (1.53% WO₃) from 187.9m);
- 1.4m @ 1.08% W (1.36% WO₃) from 232.7m; and
- 0.45m @ 1.05% W (1.32% WO₃) from 243.0m

Mapping of vein sets in a nearby quarry has aided interpretation and planning for follow-up trenching and/or drilling.

3. TL PROPERTY, BRITISH COLUMBIA: Six diamond drill holes for 463m completed at the "TL" base metal prospect intersected two types of mineralisation: Semi-massive, disseminated and interstitial pyrrhotite, pyrite and sphalerite in multiple zones; and, brecciated, pyrrhotite-pyrite-sphalerite hosted by stratabound quartz-carbonate-graphite – all assays are pending.

The drill results strongly support the base metals prospectivity of the project area which hosts a number of discrete EM conductors interpreted from Cullen's HeliTEM survey data as possible massive sulphide and/or graphite mineralisation targets.

REGISTERED OFFICE: Unit 4, 7 Hardy Street, South Perth WA 6151.

Telephone: +61 8 9474 5511 Facsimile: +61 8 9474 5588

CONTACT: Dr. Chris Ringrose, Managing Director. E-mail: cullen@cullenresources.com.au

IRON ORE PORTFOLIO

WEST PILBARA, W.A. – Iron

MT STUART IRON ORE JOINT VENTURE (MSIOJV) – ELs 08/1135, 1292, 1330, 1341, API JV 70%, Cullen 30%. Cullen retains 100% of Other Mineral Rights

Background

The MSIOJV is between Cullen - 30%, and API - 70%. The shareholders of API are the parties to the unincorporated joint venture known as the Australian Premium Iron Joint Venture (APIJV). The APIJV comprises Aquila Steel Pty Ltd (a subsidiary of Aquila Resources Limited, ASX: AQA) 50%, and AMCI (IO) Pty Ltd 50%.

The MSIOJV owns the Catho Well Channel Iron Deposit, one of four starter pits for the proposed West Pilbara Iron Ore Project – Stage 1 (WPIOP). API has advised Cullen that it is currently undertaking a feasibility study for the WPIOP (WPIOP Feasibility Study), a proposed 30Mtpa iron ore operation incorporating rail and port infrastructure and based upon the combined iron Resources of the APIJV, the Red Hill Iron Ore Joint Venture and the MSIOJV.

Subject to successful execution of several commercial agreements, it is anticipated that ore derived from the Catho Well Channel Iron Deposit will contribute to the main, blended product stream throughout the proposed mine life of the WPIOP. Cullen's attributable share of the proposed production from the MSIOJV is approximately 1.5 million tonnes of iron ore per year, totalling 21mt over the 14 year mine life.

Table 1 - Mineral Resource estimate for the Catho Well Channel Iron Deposit

JORC Classification	Mt	Fe %	P %	SiO ₂ %	Al ₂ O ₃ %	S %	Mn %	MgO %	LOI %
Measured	2.00	55.1	0.041	6.61	3.64	0.020	0.058	0.208	9.99
Indicated	73.00	55.1	0.037	6.91	3.16	0.016	0.079	0.178	10.26
Inferred	23.00	54.6	0.037	7.53	3.10	0.015	0.102	0.209	10.40
TOTAL	98.00	55.0	0.037	7.05	3.15	0.016	0.084	0.186	10.29

The Mineral Resource estimate is reported at a 53% Fe cut-off. The resource estimate has been compiled in accordance with the guidelines defined in the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2004 Edition).

In December 2010, Cullen reported the maiden JORC Ore Reserve Estimate for the Catho Well Channel Iron Deposit based on the Resource Estimate (Table 2).

Table 2 – Mt Stuart Iron Ore Joint Venture Ore Reserve Estimate

Category	Tonnes Mt	Fe %	Al ₂ O ₃ %	SiO ₂ %	P %	LOI %
Proved	1	55.28	3.33	6.57	0.043	10.03
Probable	69	54.80	3.23	7.23	0.037	10.31
Total	70	54.81	3.23	7.22	0.037	10.30

A Mining Lease Application for the proposed mining area at Catho Well has been lodged. The following is a summary of Quarterly activities as provided by the Manager:

- There were no LTIs during the September quarter.
- The Catho Well Mining Strategy and deposit layout was further developed;
- Archaeological site identification heritage survey work was completed ahead of schedule. A draft report has been received and is currently being reviewed;
- An annual environmental report (AER) was completed for E08/1330 (Catho Well) in accordance with conditions imposed with the development of the bulk sample trial excavation;
- Ground water licences and environmental field work was progressed in accordance with secondary approvals requirements and Environmental approval conditions.
- No exploration work was undertaken.

Corporate Advisors

Cullen has appointed RFC Ambrian Ltd as corporate advisors to assist in matters relating to funding and/or value realisation alternatives in relation to its interest in the Mt Stuart Iron Ore Joint Venture (MSIOJV) – see Cullen’s ASX announcement of 26 July, 2012.

WEST PILBARA, W.A. – Iron

WYLOO JV – Iron Ore Rights JV with Fortescue Metals Group Ltd (Fortescue) - Fortescue has earned 51% and may earn 80%, Cullen 20%. Cullen retains 100% of Other Mineral Rights - EL08/1393, ELs 47/1154,1649, 1650.

The Wyloo Project lies within Fortescue’s proposed “Western Hub” mining centre, and just south of Cullen’s, 30%-owned Catho Well Channel Iron Deposit. Fortescue has provided a Maiden Resource Estimate for the Wyloo South Bedded Iron deposit, classified as Inferred, as follows.

Ore Type (Inferred)	Tonnes Mt	Fe %	SiO ₂ %	Al ₂ O ₃ %	LOI %	P %
Dales	16.9	57.11	7.91	3.55	6.12	0.102

PARABURDOO – Iron Ore Rights JV with Fortescue Metals Group Ltd (Fortescue), Cullen retains 100% of Other Mineral Rights - EL52/1667

Fortescue can earn up to an 80% interest in the iron ore rights on Cullen’s E52/1667 (Snowy Mountain), located ~ 25km south east of Paraburdoo in the Pilbara Region of Western Australia. The tenement includes potential for bedded iron deposits within the Brockman Iron Formation, along strike from the Paraburdoo and Channar Groups of iron deposits. Fortescue has completed a programme of 26 RC holes for a total of 2150m. Although Channel Iron and Bedded Iron deposits were intersected and logged in numerous holes, only 4 of these had grades which would be deemed economic. The best hole, “SY0007”, had 5m of Bedded Iron Deposit at 55.36% Fe, 5.23 % Si, 3.32% Al & 0.14% P. Further work is planned to follow up this drilling over the next 2 years.

COMPETENT PERSONS STATEMENT – WYLOO JV

The information in the report to which this statement is attached that relates to Mineral Resources and Exploration Results and Exploration Targets is based on information compiled by Mr. Stuart Robinson and Mr. Mark Glasscock who are Members of The Australasian Institute of Mining and Metallurgy. Mr. Stuart Robinson is a full-time employee of Fortescue Metals Group Ltd and Mr. Glasscock recently resigned from the company. Both people provided geological interpretations for Mineral Resource calculations and compiled the exploration results. Mr. Robinson, who is a Fellow of The Australasian Institute of Mining and Metallurgy, and Mr. Glasscock, who is a Member of The Australasian Institute of Mining and Metallurgy have sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and the activity which they are undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr. Robinson and Mr. Glasscock consent to the inclusion in this report of the matters based on this information and in the form and context in which it appears.

BASE METALS AND GOLD PORTFOLIO

MURCHISON, W.A. – Gold and Base Metals

NORTH TUCKABIANNA, near CUE – EL 20/714, ELA 20/808 Cullen 100%.

Cullen Resources Limited (Cullen) completed a four hole, ~750m RC drilling programme (TNRC15-18) to test four EM conductors defined from downhole surveying at its North Tuckabianna copper/gold project (EL20/714, ELA 20/808; 100% Cullen).

This drilling intersected semi-massive and disseminated sulphide (mainly pyrite and pyrrhotite) in three of four holes, close to the depths of the re-modelled conductor plates. The host is dominantly felsic to intermediate rock with strong quartz veining and alteration and thin units of mafic to ultramafic rocks and metasediment. Downhole surveying has been completed on these holes and indicates that in all but one hole, TNRC17, the conductor has been intersected. Drilling did not intersect significant sulphide mineralisation in TNRC 17 and may not have intersected the conductor.

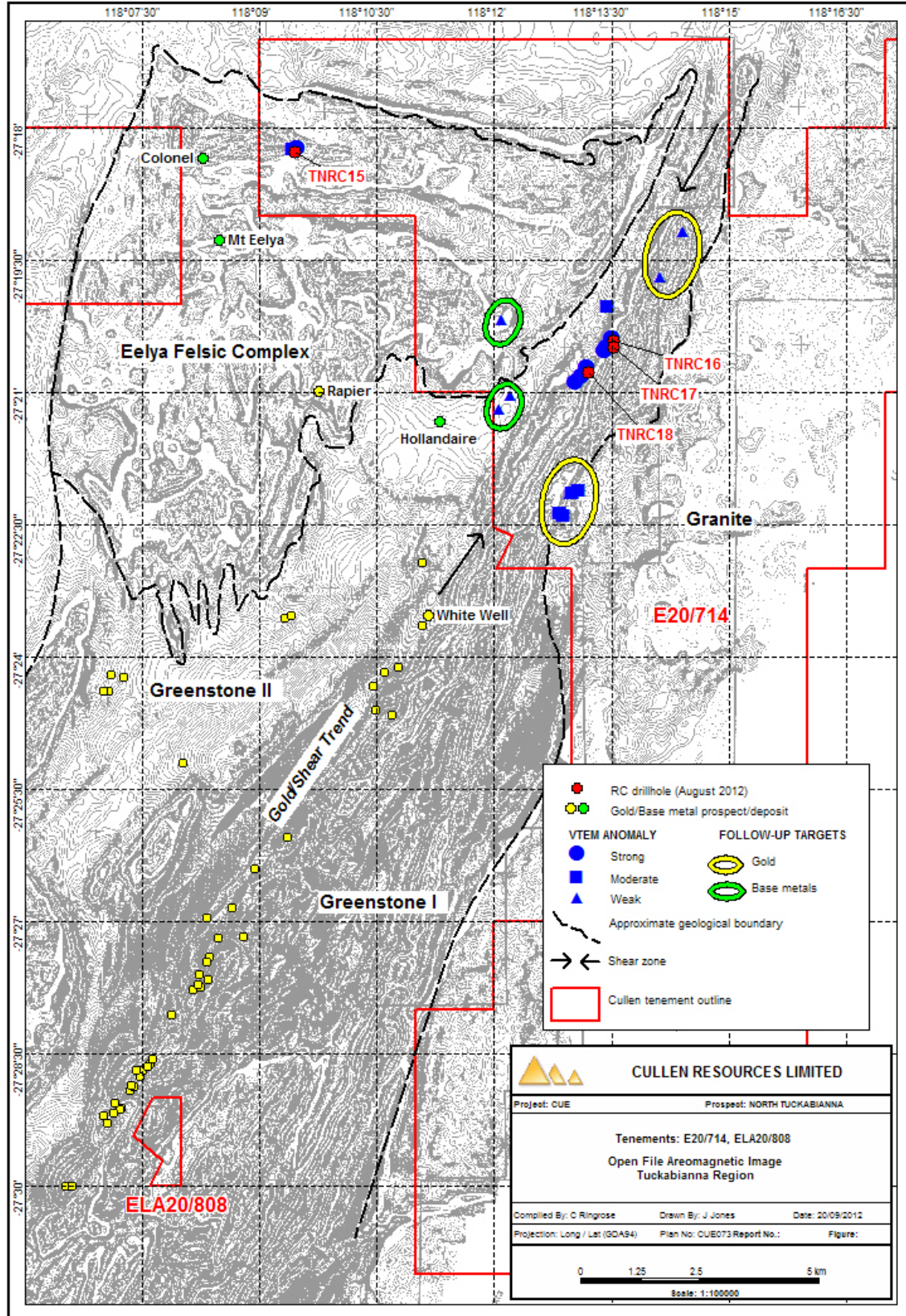
The thick (7-12m) zones of disseminated sulphide together with strong alteration and quartz veining in holes TNRC15, 16 and 18 included only geochemically anomalous assay results. TNRC 15 shows anomalous copper (max.: 1980ppm) together with the following pathfinder elements maxima: As (147ppm), Bi (14ppm) and Mo (44 ppm). TNRC18 included anomalous Zn (max.: 1700ppm) and As (max.: 120ppm). The assay results for samples from these four holes did not include any significant gold values (see Note below).

Regional magnetics (see following Figure) suggest that holes TRC16-18 lie along the "Tuckabianna shear zone", whereas TRC15 tested an EM anomaly within the felsic Eelya Complex. Given the favourable structural and stratigraphic settings of the "strong" VTEM anomalies at these sites, there may be parts of these sulphide systems intersected by the drilling that warrant further drill testing. Further, the interpreted shear zone corridor within E20/714 is considered by Cullen to be prospective for gold in general.

In addition, several lower-order VTEM anomalies remain to be tested, initially using A/C drilling, and/or ground EM. In particular two "weak" VTEM anomalies located just east of Silver Lake Resources' (ASX : SLR) Hollandaire deposit (2.8Mt @ 1.6% Cu, 0.4 g/t Au, 5 g/t Ag, Inferred Resources), appear to be along strike and in the same stratigraphy (within the interpreted "Greenstone II" sequence - see Figure). These anomalies may be deeper-seated conductors.

A group of "moderate" VTEM anomalies also occur on the eastern margin of the greenstone belt and close to or within an interpreted Banded Iron Formation and warrant further exploration as gold targets.

Note: All RC samples were split on site using a cone splitter and an approximately 3-5kg sub-sample was placed on the RC drill spoil in a pre-numbered calico bag. For mineralized sections of the drill hole, these one-meter samples were submitted for analysis, for other sections of the hole, a four-meter, 3-4kg composite sample was taken using a sampling spear. Sample preparation was by pulverizing approximately 3kg to 85% passing 75 microns or better. Following digestion of a 0.5g aliquots by aqua regia, 51 elements were analyzed by ICP-MS and ICP-AES using ALS Mineral's method ME-MS41 including gold. A selection of 18 strongly mineralized samples was also analyzed for gold using a 30g aliquot, a fire assay lead collection and an AAS finish.



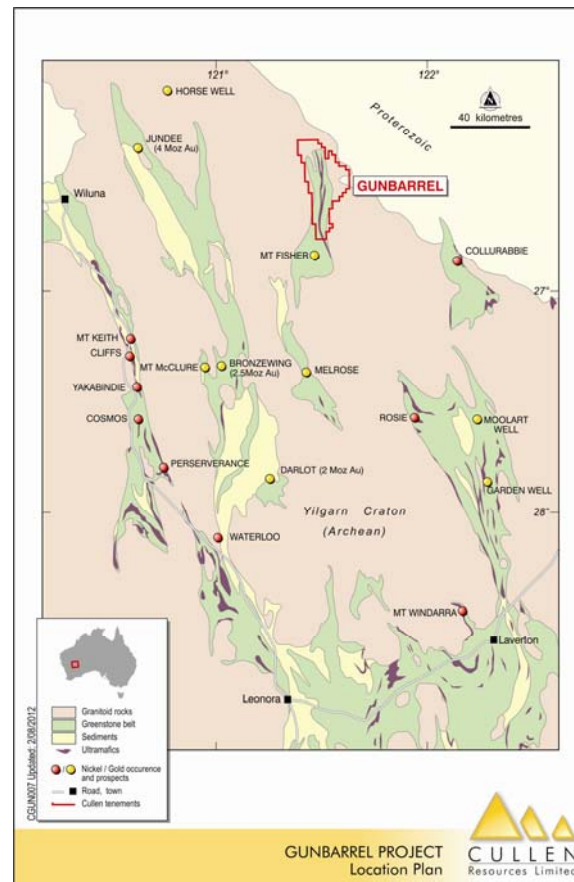
NORTH EASTERN GOLDFIELDS, W.A. – Gold and Base Metals

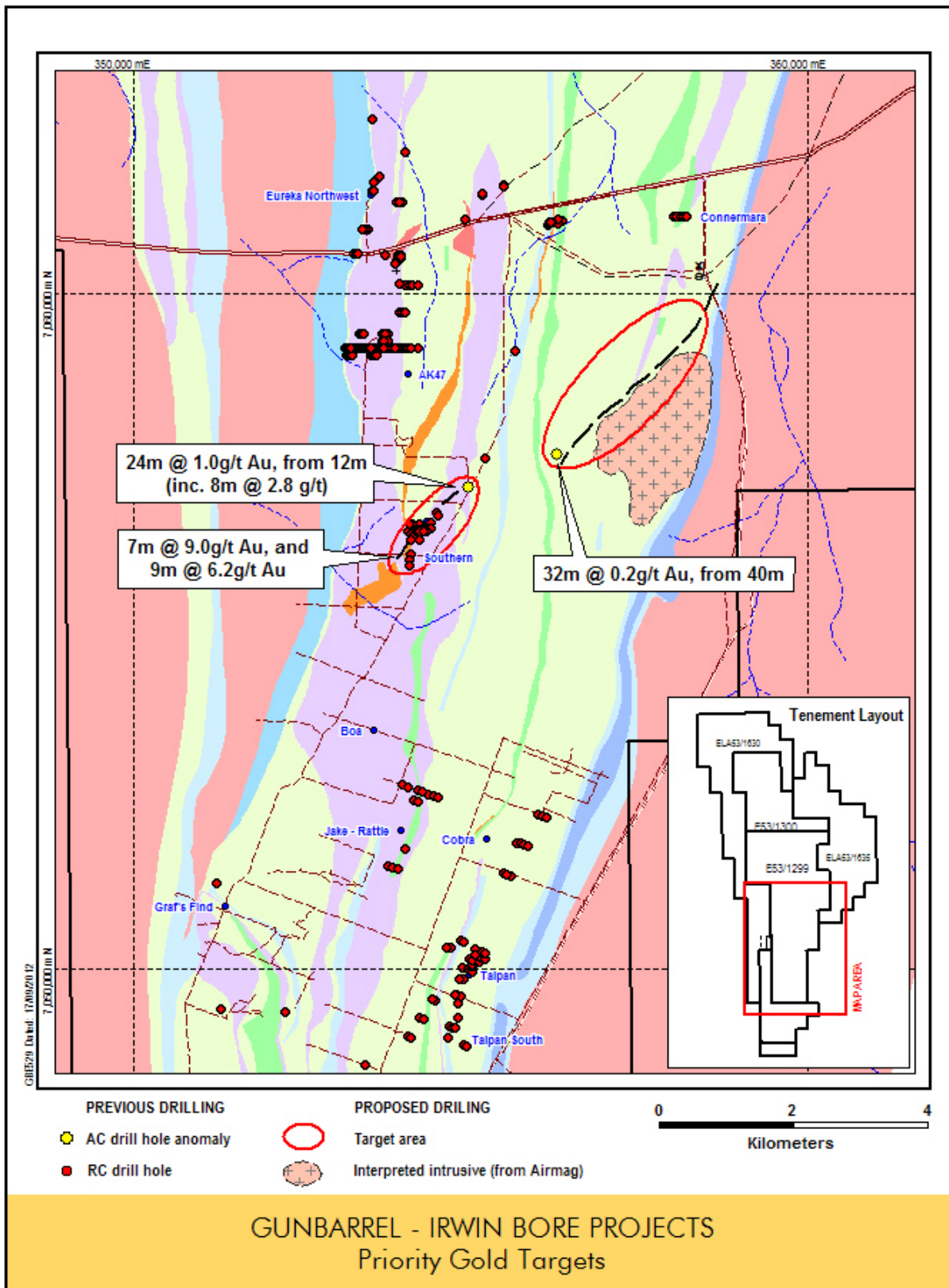
GUNBARREL – E53/1299, 1300, 1209, ELAs 1630, 1635, 1637 and PLs 53/1264,1265, Cullen 100%

Cullen has been progressively reviewing the extensive database, and has undertaken field assessments of the nickel and gold prospectivity of its project (~650km²) in the Eureka greenstone belt (see Figure). Regional data and models for new minerals discoveries by others, such as “Rosie” – nickel (Independence Group and South Boulder Mines) and “Garden Well” – gold (Regis Resources) in the Duketon greenstone belt, and at Mt Fisher (Rox Resources), have been taken into consideration when identifying priority target areas for drilling at Gunbarrel (see Figures) as follows:

- The northern and southern extensions of the **Eureka North West** mineralisation, where previous intersections of gold in conglomerate include: **8m @ 2.92 g/t Au**. The conglomerate/greenstone contact is interpreted to continue for some 10km to the north and has not been tested by systematic drilling to date;
- The northern and southern extension of the **Taipan** shear zone - the Taipan target area has a best drill intercept of **22m @ 2.1 g/t Au, including 6m @ 5.0 g/t Au**. It is a robust mineralised system of quartz veining, pyrite and carbonate alteration hosted by sheared mafic schists over a strike length of 700m and up to 100m wide (91m @ 0.3 g/t Au in “DDH1” from 133m) and open to the north and south; and,
- The **Southern – Southern Extended** shear zone under cover to the north east including previous drill anomalies in air-core of **24m @ 1.0g/t Au and 32m @ 0.2 g/t Au for follow-up**.

Nickel targets include “AK47” (0.2m @ 1.93% Ni from 140m) – where further EM and drilling is required; the eastern RAB anomaly (11m @ 0.86 % Ni), where ground EM is planned; and several VTEM and ground EM anomalies near “GBD 15” (0.5m @ 0.95% Ni) where further RC drilling is required.





Cullen has commenced the process of obtaining heritage clearance for drilling across the targets shown above.

CANADA, TL Property – Base Metals and Graphite

Cullen has an agreement with a Vancouver-based private prospecting syndicate whereby Cullen may earn an 80% interest in the TL Property located in south-east British Columbia (see announcement to ASX of 8th March, 2011). Cullen has subsequently explored the property primarily for base metals, with considerable early success. Cullen excavated three trenches to test geochemical anomalies which a best result of **3m @ 8.98% Zn** from channel samples, with highly anomalous molybdenum (maximum 1339ppm) and rhenium (maximum 580ppb), copper, bismuth, nickel, tin, and tungsten. The trenches exposed an assemblage of calcsilicate-marble, quartzite, biotite-garnet-schist and paragneiss. In October 2011, Cullen flew a **HeliTEM** (helicopter borne EM) survey across the TL project in order to characterize the known "Trench" mineralisation and prioritise targets. The survey identified a very strong, ~6000m long conductor trending east-west beyond the trench site – see Figure.

Cullen's trenches also exposed graphite-bearing schist and graphitic-sulphidic masses including coarse-grained "flake" graphite. Furthermore, a showing of "crystalline flake graphite" is recorded near Mabel Lake ~ 5km west of the TL property boundary in the "MINFILE" database of the BC Geological Survey. The host lithology to this occurrence near Mabel Lake is interpreted by Cullen to be part of the same stratigraphy that occurs within the TL property.

During the Quarter, Cullen completed six diamond drill holes for 463m at the "TL" property. Five holes were drilled near the three trenches, the sixth hole was a step-out about 80m south east along strike of the trenches (see Figures).

The drilling intersected two types of mineralisation (assays pending):

- 1) Semi-massive, disseminated and interstitial pyrrhotite, pyrite and sphalerite in multiple zones up to ~1m thick within intervals of about 5-7m thick, occurring over 80m strike within a calcsilicate - graphitic quartzite rock in the area of the trenches in holes 3,4 and 5 (Figures 2 and 3); and,
- 2) Brecciated, pyrrhotite-pyrite-sphalerite hosted by stratabound quartz-carbonate-graphite metasediment, up to 20m thick, which correlates with the high-grade Zn zone exposed by Cullen's trenching. This mineralisation was seen in holes 3, 4, 5 and 6 over 160m of strike (Figures 5 and 6).

The drilling indicates these mineralised zones dip at ~70° to the east and are open along strike and at depth, below ~50m. Gossanous float (see Figure) has also been found further south-east along strike, ~300m from the trenches, along a newly-cut fire track (assays pending).

Cullen believes the preliminary core logging from this drilling indicates high base metal prospectivity of the partially tested "C-03" EM target. It is emphasized that, although significant quantities of sphalerite have been observed in drill cores, only the pending core assays (expected in about 3-4 weeks) will provide a quantitative estimate of the zinc content of the two main types of mineralization.

The highly encouraging drilling outcomes further enhance the prospectivity for the whole project area which hosts a number of other discrete EM conductors interpreted from Cullen's HeliTEM survey data as possible massive sulphide and/or graphite mineralisation targets.

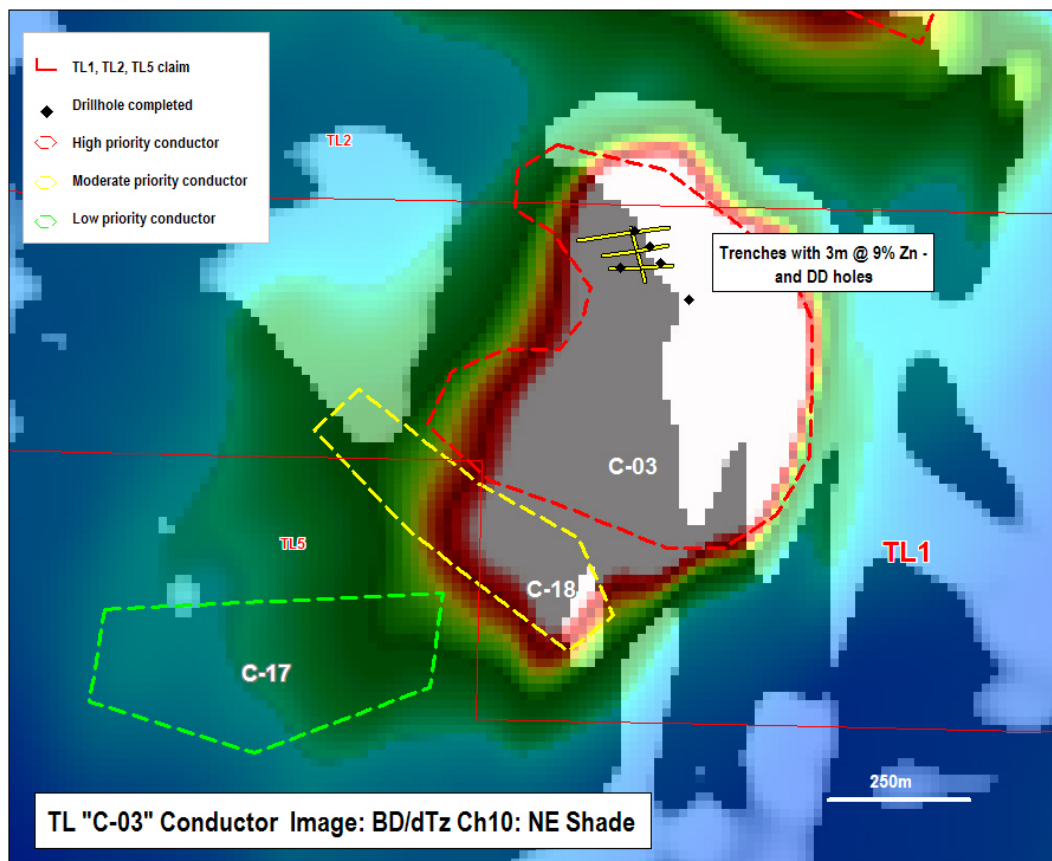
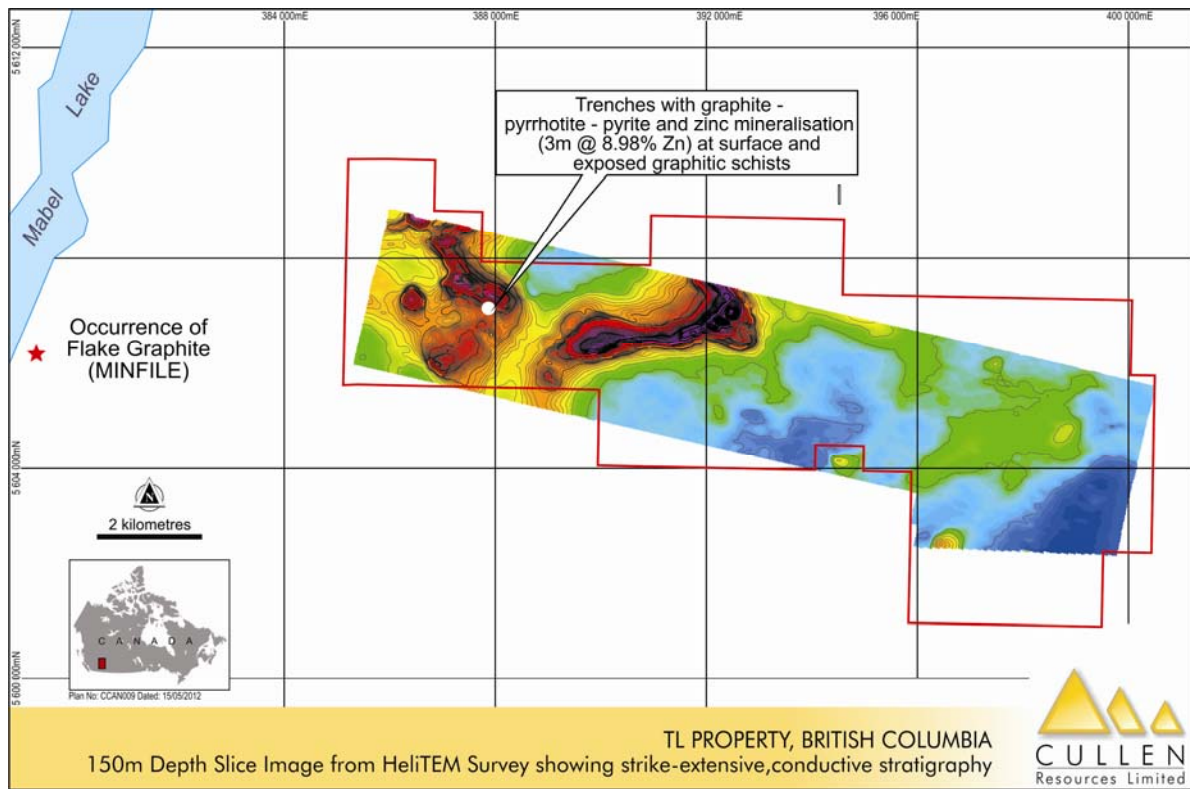


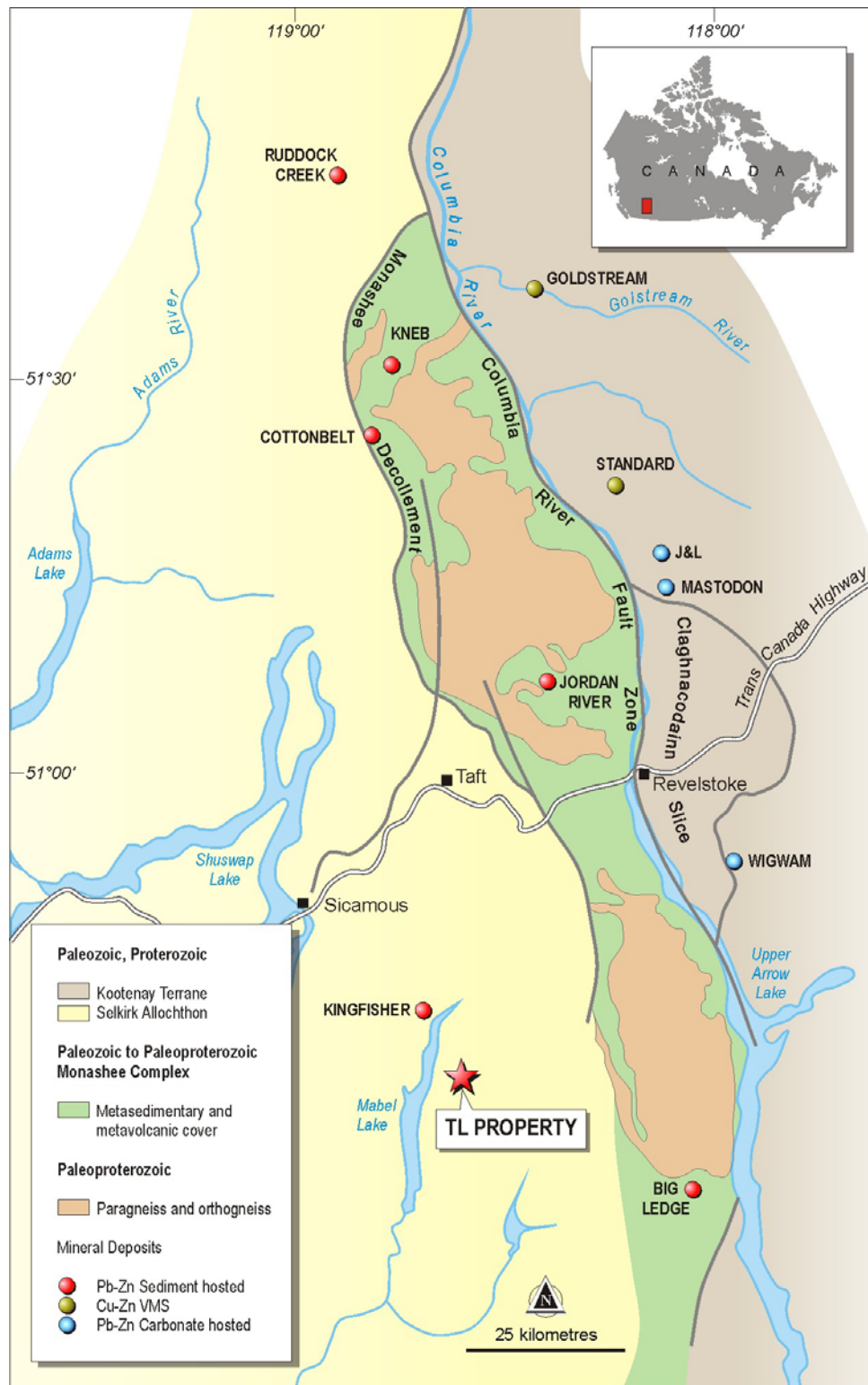


Figure : Section of about 0.5m of semi-massive sulphide, pyrrhotite-pyrite-sphalerite, from DDH 4 (trench area) at 15m depth – Type 1 mineralisation



Figure : Section of Type 2 mineralisation - brecciated, sulphide-bearing (including some sphalerite) quartz-carbonate-graphite stratabound metasedimentary unit, up to 20m thick (DDH 3).

Cullen acknowledges Drs Bob Thompson and Renee Hetherington of RIT Minerals (RITM) Corp, for the use of photographs. Dr Colin Dunn and RIT Minerals (RITM) Corp are the Syndicate owners of the TL Property from whom Cullen may earn its 80% interest.



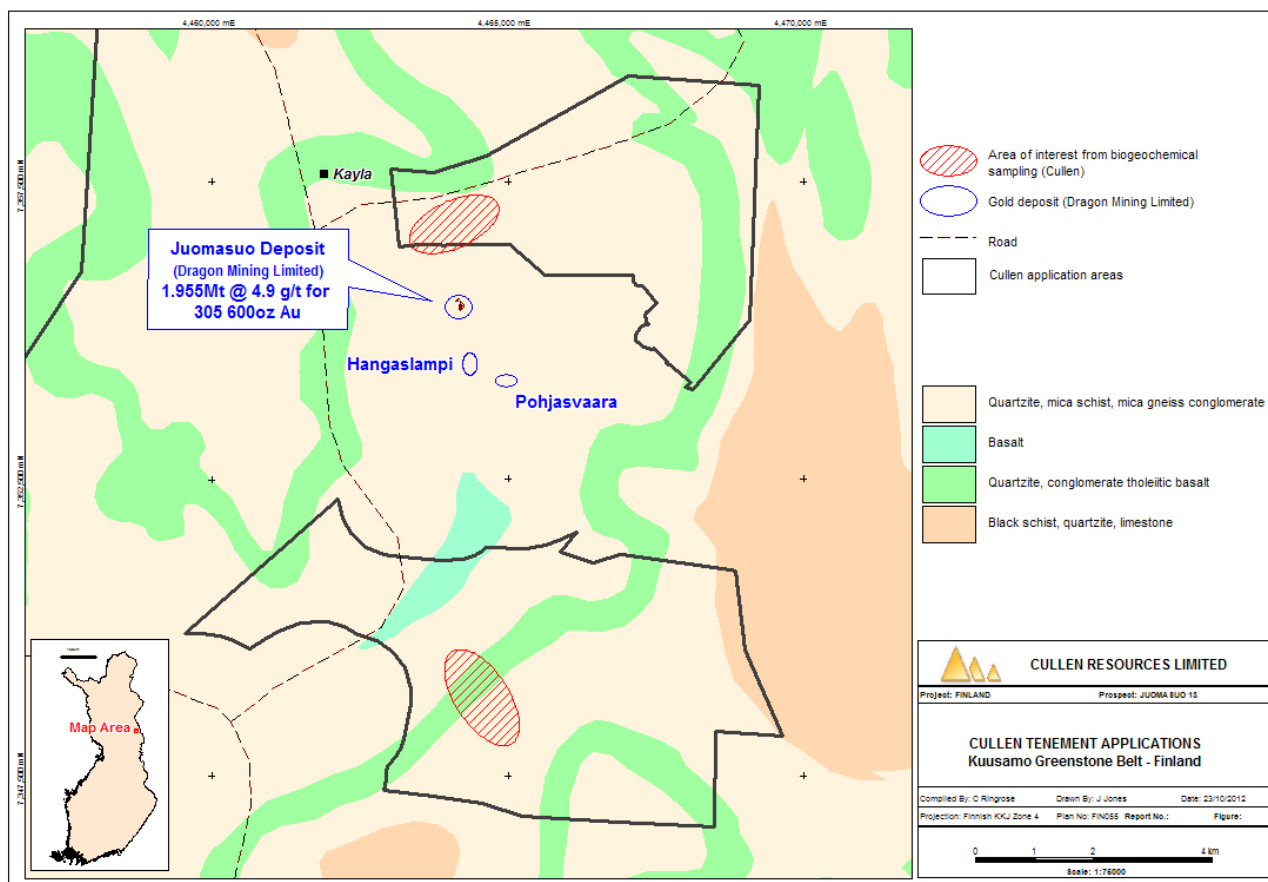
Geological setting of the TL Property, SE British Columbia

FINLAND – Gold

In late 2010, Cullen initiated exploration in the Kuusamo greenstone belt of far north eastern Finland adjacent to the Juomasuo deposit (1.95Mt @ 4.9 g/t Au) of Dragon Mining Limited. Dragon has announced total resources in its Kuusamo project area of 3.4 Mt @ 4.2 g/t Au (460,700 oz), with historical, bonanza grade drill intersections at Juomasuo including: 57.3m @ 62.56 g/t Au and 5.30m @ 206.85 g/t Au (www.dragon-mining.com.au).

During 2011, Cullen reviewed geological databases for the Proterozoic greenstone belts of northern Finland to identify other opportunities for effective application of the biogeochemical approach, in which Cullen is building its expertise. Cullen, through its wholly-owned Finnish registered subsidiary, has now applied for ~750 sq km of prospective ground in the greenstone belts that host the Kittila gold deposit (Agnico – Eagle, 5 Moz of Reserves, www.agnico-eagle.com); and the Rompas prospect (Mawson Resources Ltd – Rompas is a discovery with bonanza gold grades in surface channel samples including: 0.3m @ 1,866 g/t Au and 8.0% U, and 0.26m @ 1,510 g/t Au and 3.95 % U (www.mawsonresources.com). Cullen plans biogeochemical surveying across these new project areas and ground follow-up of any anomalies in 2012/2013.

During the June Quarter, Cullen completed a biogeochemical survey (275 samples) on its Exploration Licence application directly north of Dragon’s Kuusamo/Juomasuo gold project as well as on its Claim Reservation to the south of Juomasuo. Results from this geochemical survey outline two areas of interest for follow-up work on the ground during the coming field season: one is approximately 1400m long and trending northwest, located about 6km south of Dragon’s Juomasuo deposit, a second area is located 1.5km north of the Juomasuo deposit (see Figure). Both areas will be field-checked and sampled at closer spacing to generate potential drill targets.



FINLAND – Graphite

In early 2012, Cullen Resources Limited (Cullen) commenced a review of graphite opportunities in Finland following the release of information by Talga Gold Limited (ASX:TLG) concerning the Nunasvaara graphite deposit in northern Sweden, which currently contains a JORC - compliant Inferred Mineral Resource of 3.6 Mt @ 23% C (see TLG's ASX release, 28 Feb 2012).

Cullen has lodged four Ore Prospecting Licence applications (Exploration Licence equivalents) and four Claim Reservation applications over seven graphite prospects in the name of its wholly-owned, Finnish-registered subsidiary company. These prospects have previously been explored for graphite and/or base metals by the Geological Survey of Finland (Geologian tutkimuskeskus or GTK) and various companies, mostly in the period 1970-2000. Graphite's metallurgical characteristics for other industrial uses were not, or only partly, investigated. Existing databases for these graphite prospects include aerial and ground geophysical surveys, geological maps and diamond drill cores stored at the Geological Survey of Finland.

On October the 1st and 2nd, a Finnish consultant geologist reviewed certain diamond cores stored by the GTK's at Loppi in southern Finland for Cullen, and photographed and sampled the core for further tests. Cores from the **Polvela, Viistola, Aitoo and Tunturi** prospects were examined with flake graphite observed in the latter three. The consultant's photographs include some from drillhole "R430" which has a reported intersection of **14.6m @ 31.8% C from 48.5m** (Reference*1). One to two samples from each section of core examined have been collected for further analysis and testing.

Cullen considers these new data are very encouraging and will continue to investigate the prospect areas it has identified and arrange land access in key positions.

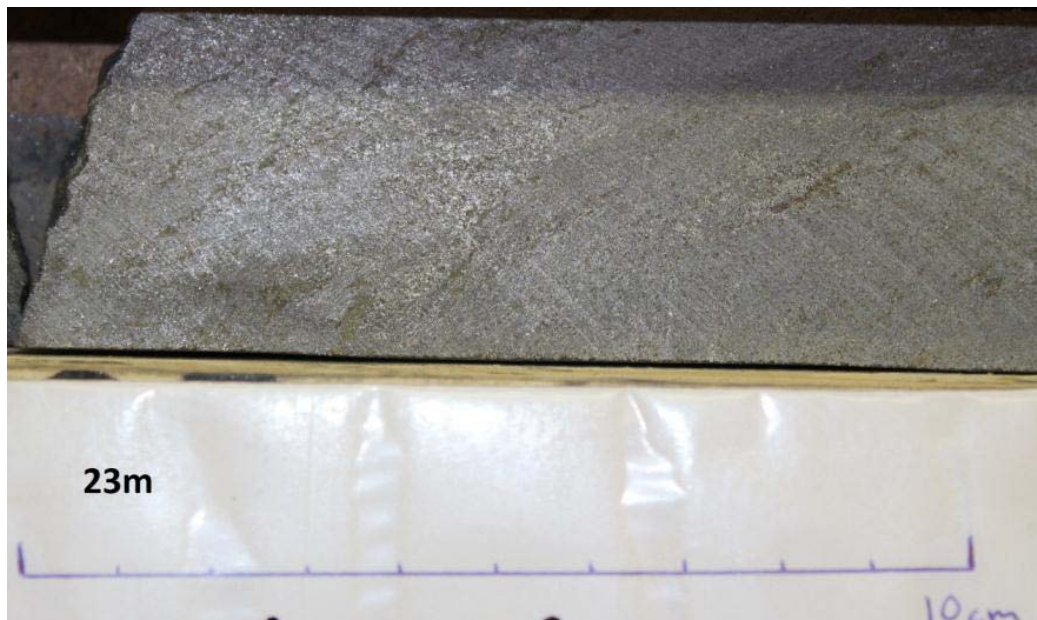
Viistola prospect: Drill hole: M52-4241-83-430 (R430) in the interval 49.5 – 63.m



[~ 3 cm]

Aitoo prospect: Drill hole "M52-2132-91-331" from the interval 5-104m

Biotite-graphite schist with a few quartz-feldspar intrusive dykes and layers of tuffs. Disseminated and blebs of pyrrhotite and pyrite



The major strategic advantages of Cullen's Finnish graphite portfolio are:

- Location in a first world country ;
- Readily available data and drill core that will allow rapid evaluation and determination of potential;
- Proximity to potential graphite markets in Europe; and,
- Advanced prospects with indications of potential multi-million tonne Exploration Targets¹ of 1-5 Mt at 5-20% C of amorphous to flake-size graphite from work completed to date.

Cullen may begin work on these prospects now, during the application stage of the licences and the life of the claim reservations (two years), by examining the drill cores in Finland, re-sampling and analyzing parts of the core, re-assessing the drill and geophysical databases, and liaising with landowners in regards to access to ground where exclusions occur. Cullen will also work to find an off-take partner for the graphite at an early stage and would then prioritize further activities, including drilling for resource estimation, accordingly.

GTK = The Geological Survey of Finland (Geologian tutkimuskeskus)

REFERENCES

*1 TUTKIMUSTYÖSELOSTUS KIIHTELYSVAARAN KUNNASSA VALTAUSALUEELLA HYYPIÄ 1, KAIV.REK. N:0 3393/1 SUORITETUISTA GRAFIITTITUTKUMKSISTA, by O.Sarapaa; 1987.

Note: "Flake graphite" is the coarser-grained, crystalline variety (from fine <0.1 mm to "jumbo" flake > 0.4mm). Flake graphite commands a greater price as opposed to amorphous, non-crystalline, graphite.

¹ EXPLORATION TARGETS

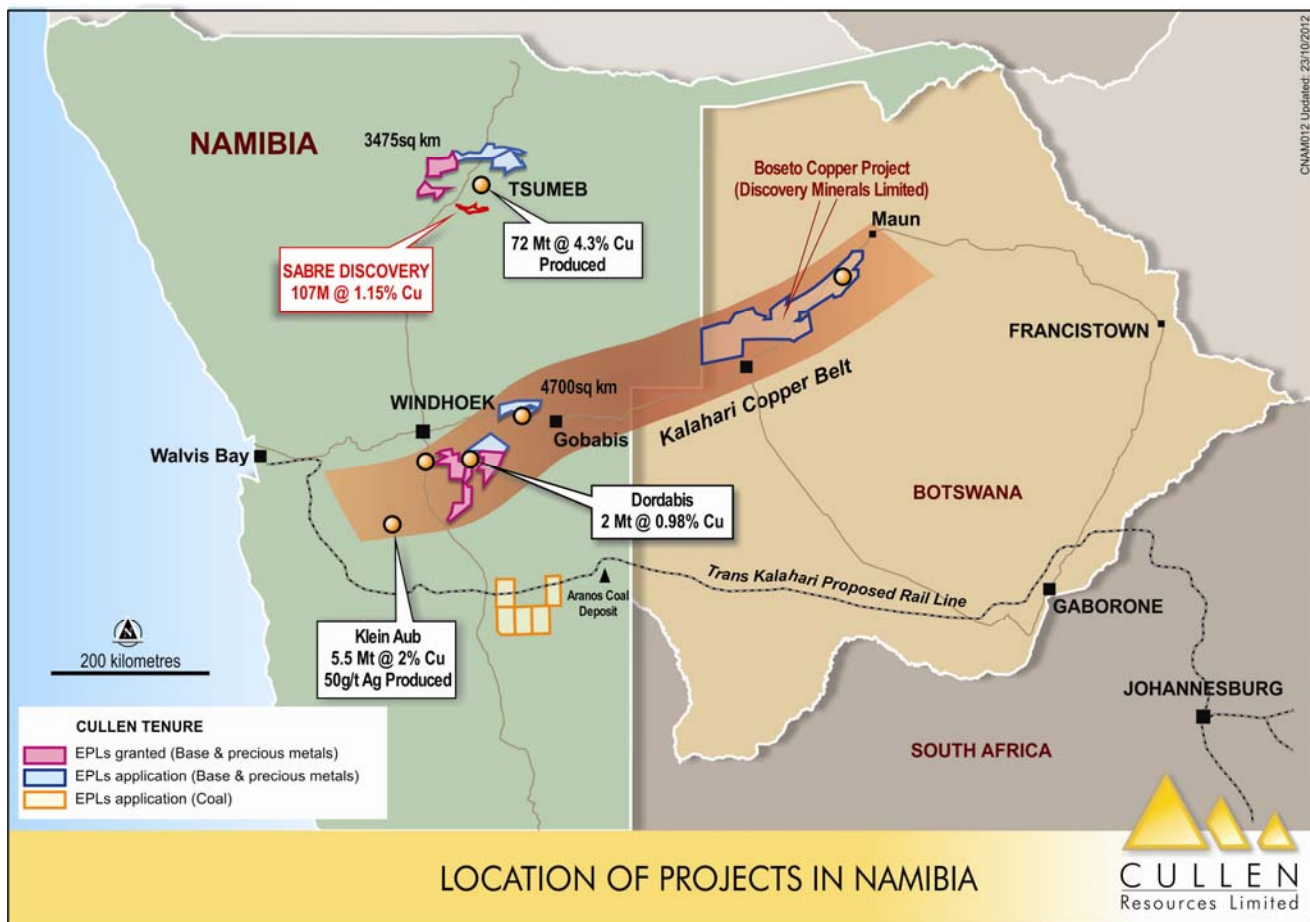
The term Exploration Target where used herein is conceptual in nature and there has been insufficient exploration to define a Mineral Resource, and it is uncertain if further exploration will result in the determination of a Mineral Resource under the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, the JORC Code (2004). The Exploration Target is not being reported as part of any Mineral Resource or Ore Reserve

NAMIBIA – Copper and REEs

Cullen Resources Namibia (Pty) Ltd has lodged applications for ~ 8,000 sq km of prospective ground in Namibia targeting: large, sediment-hosted, African copper belt-type deposits; Tsumeb-type base metal deposits; and Rare Earth Elements (REEs) in carbonatites. Five EPL applications: 2 near Tsumeb and 3 east of Windhoek, prospective for copper, have now been granted. The other four EPL's have now been, with confirmation of grant pending.

In prioritizing targets in the Kalahari Copperbelt (KCB), Cullen has focused on structurally complex areas of the Tsumis Group strata that include the thick (up to 4000m), red-bed clastic, **Doornpoort Formation**. Known copper mineralisation in the Tsumis Group rocks includes the deposits at **Klein Aub, Kojeka** and **Witvlei** area, which appear to be generally similar to the copper occurrences in the Botswanan section of the KCB.

In the applications near Tsumeb, geophysical interpretation completed by Cullen of aeromagnetic surveys has identified several significant targets for ground follow-up. These targets are prospective for carbonatite-hosted rare earths mineralisation or Tsumeb-style base metals mineralisation. A cost-effective exploration approach involving geochemical sampling across the targets for further prioritization followed by reconnaissance drilling of high-priority targets is scheduled for the beginning of the 2013 field season.



MINTER, N.S.W – Tungsten

MINTER – E6572 (Cullen 100%)

The 100% owned Minter project in Central Lachlan, NSW, is prospective for intrusive-related vein/stockwork type tungsten mineralization along the 12km Doyenwae-Orr Trig Trend of hornfelsed sediments, quartz veining and anomalous tungsten in soils and rock, coincident with centres of inferred cupola-related hydrothermal mineralisation.

Encouraging final assays have been received from selective sampling of diamond core hole CMD001, drilled at the Doyenwae Prospect to test beneath anomalous tungsten delineated in prior shallow percussion/aircore drilling. **CMD001 intersected multiple scheelite-bearing quartz veins in host sandstone and siltstones over the 258m drilled** (see Cullen's Quarterly Report announcement of 31 July). In addition, disseminated to blebby scheelite occurs in silicified coarse sandstone units adjacent to the mineralised veins.

Initial sampling focussed on core with visible scheelite and returned numerous 0.5 to 4.1 m intervals assaying >0.1% tungsten. Higher grade zones included:

- 1m @ 0.55% W (**0.70% WO₃**) from 131.5m;
- 1.5m @ 0.33% W (**0.41% WO₃**) from 166.4m;
- 4.05m @ 0.46% W (**0.58% WO₃**) from 185.1m ,including 1.2m @ 1.22% W (**1.53% WO₃**) from 187.9m;
- 1.4m @ 1.08% W (**1.36% WO₃**) from 232.7m and
- 0.45m @ 1.05% W (**1.32% WO₃**) from 243.0m.

These results are the best to date at Doyenwae, compared to previous shallower RC drilling intersections by Aberfoyle (1980s) and Cullen. Geological logging and structural measurements indicate that CMD001 may have tested only a part of the potential width of the mineralised vein zone, as the hole appears to have been drilled sub-parallel to the vein trend.

Reverse circulation percussion hole MRC005, also drilled at Doyenwae, tested anomalous soil tungsten geochemistry (see Cullen's Quarterly Report announcement of 31 July) . The hole was highly anomalous in tungsten, averaging 447ppm W (563ppm WO₃) over its 111m length. Several higher grade intervals included 2m @ 0.26% W (0.32% WO₃) from 74m; 2m @ 0.11% W (0.14% WO₃) from 94m and 2m @ 0.36% W (0.45% WO₃) from 108m, mostly associated with quartz-scheelite veins. As for CMD001, hole MRC005 may have been drilled sub-parallel to the vein trend. As such, this hole and many of the historic holes at Doyenwae would not have been an effective test of this substantial mineralised system.

Logging and sampling of diamond core hole CMD002 drilled at the Orr Trig prospect, located north of Doyenwae, to test anomalous tungsten soil geochemistry and silica-sulphide alteration have been completed. Multiple narrow quartz-scheelite veins and more extensive zones of silicification with stockwork quartz veining were intersected, with assays awaited.

A follow up programme at Minter is anticipated once all results have been assessed.

All samples were analysed for W by XRF Fusion by ALS. Assay results for tungsten are reported by the laboratory as W%. WO₃ values were calculated using a conversion factor of 1.26. Check assays with another laboratory using Fusion and ICPMS are currently under way and will be reported in due course.

COAL PROJECTS

The Company has a number of tenement applications and granted tenure prospective for coal as follows:

- A joint venture with Advaita Power Resources Pte Ltd, who can earn 75% in ELs 04/1932, 1946, 1945, and 1930 in the Canning Basin, W.A.;
- Applications and two granted tenements in the name of Montrose Resources Pty Limited, a wholly-owned subsidiary, in the Millungera Basin (EPCA's, 2244, 2222, and 2227), Eromanga/Galilee Basin - Winton area (EPCAs 2628, 2629, 2630, and 2632) and in the Galilee Basin, Queensland. Two tenements near Hughenden (EPCs 2226 and 2236) are now granted;
- Cullen, through its wholly-owned Canadian subsidiary, has applied for ~100 sq. km of tenements over an under explored trend of Gething Formation west of Pink Mountain, British Columbia, in an area that adjoins a large Anglo American application (January 2012) to the south and east. Anglo American mines coal in the Peace River Coalfield at Trend near Tumbler Ridge.

Cullen Resources Namibia Pty Limited, had applied for five Exclusive Prospecting Licenses for coal in the Aranos Basin of southern Namibia, but has now allowed these applications to lapse.

Currently there is minimal activity on these projects pending tenement approvals, and Cullen may seek to farm – out these projects pending improvement in investor sentiment in the coal sector.

OTHER PROJECTS

Cullen has interests in a number of other Joint Ventures managed by other parties – there are no activities to report for the quarter on the projects listed below at this time.

ASHBURTON, W.A. - Gold

HARDEY JUNCTION JV – ELs 08/1166, 1189, 1763, Northern Star Resources Limited 80%, Cullen 20%.

FORRESTANIA, W.A. – Gold / Nickel / Iron

STORMBREAKER AND NORTH IRONCAP JV – Hannans Reward Limited 80% and Cullen 20%

EASTERN GOLDFIELDS, W.A. – Gold / Nickel

KILLALOE JV– Matsa Resources Limited can earn 70%

ASHBURTON, W.A. – Gold and Uranium

SALTWATER POOL JV: ELs 52/1890, 1892, Thundelarra and U308 - name changed to Avocet : ASX: AYE - can earn 70%.

CORPORATE

The issued capital of the company is as follows:

693,089,431 fully paid shares

16,000,000 unlisted options exercisable at 7.5 cents expiring on 30 November 2013

6,000,000 unlisted options exercisable at 6.0 cents expiring on 13 March 2014

The substantial shareholders of the Company are:

- Aquila Resources Limited – 14.76%
- Wythenshawe Pty Ltd and associates – 12.84%
- Brisbane Investments I and II, Mende and Kundrun – 7.34%

The Company announced a Shareholder Share Purchase Plan (SSPP) on 28 September 2012 which closed on 19 October 2012. Once the results of the SSPP are finalised an announcement about the allocation of new shares will be made.

Dr Chris Ringrose, Managing Director

31 October, 2012

ABOUT CULLEN: Cullen is a Perth-based minerals explorer with a multi-commodity portfolio including projects managed through a number of JVs with key partners (FMG, APIJV (Aquila-AMCI), Advaita, Hannans Reward, Northern Star, Matsa and Thundelarra/Avocet), and a number of projects in its own right. The Company's strategy is to identify and build targets based on: data compilation, field reconnaissance and early-stage exploration (particularly geochemistry). Projects are sought for most commodities mainly in Australia but with selected consideration of overseas opportunities, with current activities in Namibia, Canada and Scandinavia. A number of Cullen's 100%-owned projects have now reached the target drill-testing stage.

REGISTERED OFFICE: Unit 4, 7 Hardy Street, South Perth WA 6151.
Telephone: +61 8 9474 5511 Facsimile: +61 8 9474 5588

CONTACT: Dr. Chris Ringrose, Managing Director. E-mail: cullen@cullenresources.com.au

ATTRIBUTION: Competent Person Statements

The information in this report that relates to Exploration Results and Exploration Targets is based on information compiled by Dr Chris Ringrose, Managing Director, Cullen Resources Ltd who is a Member of the Australasian Institute of Mining and Metallurgy. Dr. Ringrose is a full time employee of Cullen Resources Ltd. He has sufficient experience which is relevant to the style of mineralisation and types of deposits under consideration, and to the activity which has been undertaken, to qualify as a Competent Person as defined by the 2004 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Dr. Ringrose consents to the report being issued in the form and context in which it appears.

The information in this announcement, insofar as it relates to iron ore exploration activities for the Mt Stuart JV, is based on information compiled by Mr Stuart H Tuckey who is a member of the Australasian Institute of Mining and Metallurgy, and who has more than five years experience in the field of activity being reported on. Mr Tuckey is a full-time employee of API Management Pty Ltd. Mr. Tuckey has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Tuckey consents to the inclusion in the report of the above matters, based on their information in the form and context in which it appears.

The information in this announcement that relates to Mineral Resources for the Mt Stuart JV has been supervised by Mr Stuart Tuckey and Mr Richard Gaze who are members of the Australasian Institute of Mining and Metallurgy. Mr Tuckey is full-time employee of Australian Premium Iron. Mr Gaze is a full-time employee of Golder Associates Pty Ltd. Messrs Tuckey and Gaze have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the 2004 Edition of the "Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Tuckey and Mr Gaze consent to the inclusion in the report of the matters based on their information in the form and context in which it appears.

The information in this release that relates to Ore Reserves for the Mt Stuart JV is based on information compiled by Mr Steve Craig, Managing Director of ORElogy (Mining Consultants). Mr Craig is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity he is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Craig consents to the inclusion of the matters based on his information in the form and context in which it appears in this release.