

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Frontier Digital Ventures Limited (**FDV** or the **Company**) will be held as follows:

Date: **Friday 26 May 2017**

Time: **11:00 am (AEST)**

Venue: **Computershare Investor Services Pty Limited
Conference Centre
Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067**

Business

Financial statements and reports

To receive and consider the Company's annual financial report, including the directors' report and the auditor's report for the year ended 31 December 2016.

1. Adoption of Remuneration report

To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary resolution**:

"That the Company adopt the remuneration report for the year ended 31 December 2016 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Notes:

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the remuneration report for the year ended 31 December 2016 or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 1.

2. Election of Mr David Baxby as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr David Baxby, who was appointed a Director during the last financial year, retires in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

3. Election of Mr Mark Licciardo as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr Mark Licciardo, who was appointed a Director during the last financial year, retires in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

4. Approval to issue ordinary shares to Non-Executive Director Mr David Baxby

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr David Baxby or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 4 by or on behalf of Mr David Baxby, any other director and any of their associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 4.

5 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 75,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 5 by Mr Marco Rampazzo and any of his associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman will vote all available undirected proxies in favour of this Resolution 5.

6 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 143,824 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 6 by Mr Marco Rampazzo, Pang Ming Wee and any of their associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman will vote all available undirected proxies in favour of this Resolution 6.

7 Appointment of Auditor

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, PricewaterhouseCoopers having been nominated by a Shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Frontier Digital Ventures Limited.”

8 Change of Constitution

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

“That pursuant to section 136(2) of the Corporations Act and for all other purposes, approval be given for the Constitution of the Company to be amended with immediate effect by deletion of Clause 7.4(b): ‘A quorum is 5 or more members present at the meeting and entitled to vote on a resolution at the meeting.’, and substitution with new Clause 7.4(b): ‘A quorum is 5 or more members present at the meeting in person or by proxy and entitled to vote on a resolution at the meeting’”.

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (the **Corporations Act**); and
- (b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If your proxy does not attend the Meeting, the Chairman will become your proxy by default. The Chairman intends to vote in favour of all resolutions on the agenda.

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not provide any voting directions on your proxy form, by completing and returning the proxy form you will be expressly authorising the Chairman of the Meeting to cast your vote as he sees fit. If you intend to appoint a member of the KMP (other than the Chairman) or any of their closely related parties as your proxy on Resolution 1, please ensure that you direct them how to vote on Resolution 1.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) faxed to the fax number specified below

no later than 11:00 am (AEST) on Wednesday 24 May 2017.

Address (hand deliveries): Computershare Investor Services Pty Limited
 Level 4, 60 Carrington Street,
 Sydney NSW 2000

Address (postal deliveries): C/-Computershare Investor Services Pty Limited, GPO Box 242,
 Melbourne VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Custodian Voting

Shareholders who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purposes of the meeting shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEST) on Wednesday 24 May 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of all available undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, PricewaterhouseCoopers, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to PricewaterhouseCoopers if the question is relevant to the content of PricewaterhouseCoopers' audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2016.

Relevant written questions to PricewaterhouseCoopers must be submitted no later than 5:00pm (AEST) on Thursday 18 May 2017. A list of those questions will be made available to Shareholders attending the meeting. PricewaterhouseCoopers will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send written questions for PricewaterhouseCoopers to:

By facsimile - +61 3 9602 4709;

Post to – C/ Mertons Corporate Services Pty Ltd – Level 7, 330 Collins Street, Melbourne VIC 3000

by no later than 5:00pm (AEST) on Thursday 18 May 2017.

By order of the Board

A handwritten signature in black ink, appearing to read 'Mark Licciardo', with a long, sweeping horizontal line extending to the right.

Mark Licciardo
Company Secretary

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Frontier Digital Ventures Limited (**FDV** or the **Company**) at the 2017 Annual General Meeting to be held commencing at 11:00 am on Friday 26 May 2017 at Computershare Investor Services Pty Limited, Conference Centre, Yarra Falls, 452 Johnson Street, Abbotsford VIC 3067.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under section 317 of the Corporations Act, FDV is required to lay its annual financial report, directors' report and auditor's report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss. There is no requirement, either in the Corporations Act or the Company's Constitution, for Shareholders to approve the reports.

Representatives of FDV's auditor, PricewaterhouseCoopers, will be present for discussion purposes on matters of relevance to the audit.

Shareholders can access a copy of the annual report on the Company's website at www.frontierdv.com.

Resolution 1 – Adoption of Remuneration report

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on FDV's remuneration report. The remuneration report is contained in the directors' report. Under section 250R(2) of the Corporations Act, FDV must put the adoption of its remuneration report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or FDV.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing FDV's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of FDV's directors other than the managing director must be offered up for election.

Key Management Personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

FDV encourages all Shareholders to cast their votes on this resolution. The Chairman intends to vote all available undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolutions 2 and 3 – Election of Messrs Baxby and Licciardo

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolutions 2 and 3. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolutions 2 and 3.

Pursuant to Clause 8.1 of the Constitution Messrs Baxby and Licciardo will retire and seek election.

Mr Baxby was appointed to the Board on 15 July 2016.

After 8 years with Goldman Sachs in London and Sydney, Mr Baxby joined Virgin Management in 2004 as the CEO of the Asia Pacific region. He was responsible for the Group's investments in Virgin Mobile, Virgin Active, Virgin Money and Virgin Australia. He moved to Shanghai in 2006 to establish a number of startup businesses in the Asia Pacific region and in 2008 moved to Geneva to assume responsibilities for the Virgin Group's investments in Aviation. In 2008 he joined the Board of Virgin Atlantic, Virgin America and Air Asia X and became Chairman of Virgin Unite in Australia, the Virgin Group's charitable foundation. In 2011 he was named the Co CEO of Virgin Group, a \$6 billion family office, with responsibility for all of Virgin Group's global investments. In 2014 David assumed the role of CEO and President of Global Blue based in Switzerland. He recently returned to the Asia Pacific region to focus on his own investments and select directorships. David is currently a non-executive director of Virgin Australia.

Mr Baxby holds a Bachelor of Commerce and Bachelor of Laws from Bond University.

Mr Licciardo was appointed to the Board on 4 April 2016.

Mr Licciardo is the founder and Managing Director of Mertons Corporate Services Pty Ltd. As a former company secretary of ASX 50 companies, Transurban Group and Australian Foundation Investment Company Limited, his expertise includes working with boards of directors in the areas of corporate governance, business management, administration, consulting and company secretarial matters. He is also the former Chairman of the Governance Institute of Australia Victoria division and Melbourne Fringe Festival and a current non-executive director of a number of public and private companies.

Mr Licciardo holds a Bachelor of Business Degree (Accounting) from Victoria University and a Graduate Diploma in Company Secretarial Practice, is a Fellow of the Australian Institute of Company Directors, the Institute of Chartered Secretaries and Administrators and the Governance Institute of Australia.

The Board of Directors (other than the Director who is the subject of each resolution) supports the election of Messrs Baxby and Licciardo.

Resolution 4 – Approval to issue ordinary shares to Non-Executive Director Mr David Baxby

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 4. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 4.

Mr Baxby executed a Letter of Appointment pursuant to which he agreed to provide services to the Company as Non-Executive Director.

In consideration of the appointment, the Company agreed to pay Mr Baxby (or an entity nominated by him), the annual rate of AUD\$125,000 in shares being the remuneration fee for the Non-Executive Chairman for the period 1 January 2016 – 31 December 2016:

The Company is seeking Shareholder approval for all purposes, including ASX Listing Rules 10.11, for the grant of the relevant fully paid ordinary shares to Mr Baxby.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without Shareholder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without Shareholder approval, that issue or agreement to issue uses up part of the 15% available under that rule. However, if approval is given under ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1. This means that the fully paid ordinary shares granted to Mr Baxby will not use up part of the 15% available under ASX Listing Rule 7.1.

The Board, Mr Baxby aside, recommends that Members approve the grant of a total of 245,098 fully paid ordinary shares in the capital of the Company to David Baxby.

The proposed grant is in respect of fully paid ordinary shares at a valuation of \$0.51 (being the Volume Weighted Average Price for the period 1 January 2016 to 31 December 2016) per share that are to be issued as the Directors remuneration, subject to Shareholder approval and priced in line with agreements with Directors.

Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those of Shareholders. The fully paid ordinary shares will be issued pari passu to existing securities and not subject to a trading lock. The shares will be issued within one month from the date of the Meeting.

Resolution 5 - Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 5.

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Members ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

On 14 November 2016 the Company issued 75,000 fully paid ordinary shares in the capital of the Company to Marco Rampazzo a senior employee for his 2015 bonus.

Remunerating senior employees in this manner reduces the cash cost to the Company and aligns the reward to employees with those to shareholders. The fully paid ordinary shares were issued pari passu to existing securities and not subject to a trading lock.

Resolution 6 - Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 6. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 6.

Please refer to the general reasoning mentioned in Resolution 5 for putting the resolution to vote.

On 12 April 2017 the Company issued 10,000 fully paid ordinary shares to Pang Ming Wee as remuneration for IPO work and 133,824 fully paid ordinary shares to Marco Rampazzo for his 2016 bonus at an issue price of \$0.51 each in the capital of the Company.

The fully paid ordinary shares were issued pari passu to existing securities and not subject to a trading lock.

Resolution 7 – Appointment of Auditor

Member approval for the re-appointment of PricewaterhouseCoopers as the auditor for the Company whose tenure as auditor ceases at this, the Company's first Annual General Meeting.

Section 327A(2) of the Corporations Act requires that the initial auditor of a public company holds office only until the Meeting at which time the appointment will automatically lapse. Under section 327B(1) of the Corporations Act, the Company must appoint an auditor at its first Annual General Meeting. PricewaterhouseCoopers have been duly nominated as the Company's auditor by a shareholder as required by section 328B(1) of the Corporations Act. A copy of the nomination is annexed to this Explanatory Memorandum. In accordance with section 328B(3) of the Corporations Act, all persons to whom notice of the nomination must be made have been notified.

PricewaterhouseCoopers has acted as auditor for the Company, including for the purposes of the annual report for the financial year ended 30 June 2016. PricewaterhouseCoopers has given its consent to act as auditor for the Company.

Resolution 8 – Change of Constitution

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 8. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 8.

The Directors have identified an amendment to the provisions of the Company's Constitution that is required.

Section 136(2) of the Corporations Act 2001 (Cth) provides that a company may modify or repeal its constitution, or a provision of its constitution, by special resolution.

Clause 7.4(b) of the Constitution provides that: 'A quorum is 5 or more members present at the meeting and entitled to vote on a resolution at the meeting'. Directors consider that given the geographic spread of its members and that that majority of members vote via proxy that the Constitution be amended accordingly to 'A quorum is 5 or more members present at the meeting in person or by proxy and entitled to vote on a resolution at the meeting'.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Board means the board of directors of the Company.

Company means Frontier Digital Ventures Limited.

Constitution means the Constitution of the Company.

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

ASX Listing Rules means the listing rules of the ASX Limited.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Friday 26 May 2017.

Shareholder means a holder of a Share.

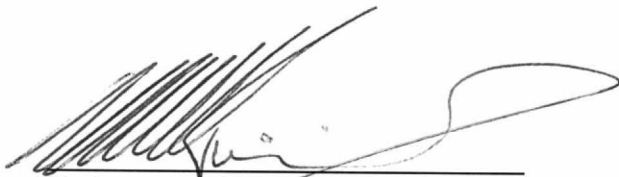
Share means a fully paid ordinary share in the capital of the Company.

11 April 2017

Frontier Digital Ventures Limited
Level 7, 330 Collins Street
Melbourne VIC 3000

RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE
CORPORATIONS ACT 2011 (Cth)

Loire Investments Pty Ltd, being a member of Frontier Digital Ventures Limited nominates
PricewaterhouseCoopers of Freshwater Place, 2 Southbank Boulevard, Southbank, VIC, 3006, for
appointment to the position of Auditor of the Company at the next Annual General Meeting.



Mark Licciardo
Director / Company Secretary Loire Investments Pty Ltd

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

FDV

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11:00am AEST Wednesday 24 May 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Frontier Digital Ventures Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Frontier Digital Ventures Limited to be held at Computershare Investor Services Pty Limited, Conference Centre Yarra Falls, 452 Johnston Street Abbotsford VIC 3067 on Friday, 26 May 2017 at 11:00am AEST and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr David Baxby as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Mark Licciardo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue ordinary shares to Non-Executive Director Mr David Baxby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Change of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /