

13 May 2021

The Manager
Market Announcements Office
ASX Limited

In accordance with Listing Rule 3.17, please see attached copy of the following documents:

1. A Letter to Shareholders regarding arrangements for the 2021 Annual General Meeting as despatched to Shareholders in lieu of the Notice of Meeting;
2. Notice and Voting Access Letter;
3. Notice of Meeting 2021; and
4. Proxy Form.

Mark Licciardo
Company Secretary
Elsight Limited

Authorised for release by the Board of Directors.

For more information, please contact:

Company

Shaun Di Gregorio
Founder and CEO
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Investors

Timothy Toner
Vesparum Capital
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About FDV

Frontier Digital Ventures (FDV) is a leading owner and operator of online marketplace businesses in fast growing emerging markets. Currently, FDV's portfolio consists of 15 market leading companies, operating across 20 markets in Developing Asia, Latin America and Africa. FDV works alongside local management teams across property, automotive and general classifieds, providing strategic oversight and operational guidance which leverages FDV's deep classifieds experience and proven track record. FDV seeks to unlock further monetisation opportunities beyond the typical classifieds revenue, to grow the equity value of its operating companies and realise their full potential.

13 May 2021

Frontier Digital Ventures Limited (FDV) - Annual General Meeting 2021

Dear Shareholder

Frontier Digital Ventures Limited is pleased to invite the shareholders to attend the Annual General Meeting (**AGM**) to be held at **1:00pm (AEST) on Thursday, 17 June 2021 (11.00am Malaysian Time)**.

Due to the coronavirus pandemic and ongoing related issues, the Meeting will be held virtually via a live Zoom webinar. Online meeting link will be available from the Company's website www.frontierdv.com. The voting for the AGM will be supported by the Company's Share Registrar, Computershare Investor Services Pty Limited.

Live Online Voting

Shareholders and proxyholders will be able to vote at the meeting online by:

- visiting **web.lumiagm.com** on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox;
- using unique meeting ID 366-191-074

Online voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide.

In accordance with ASIC's 'no-action' guidelines [21-061MR](#), the notice of meeting, accompanying explanatory statement and annexures (the **Meeting Materials**) are being made available to shareholders electronically. This means that:

- You are able to access the Meeting Materials, including the 2020 Annual Report, online at the Company's website, www.frontierdv.com.
- A complete copy of the Meeting Materials has been posted on the Company's ASX market announcements page.

Voting through Proxy

Shareholders may also vote at this Meeting by completing and lodging their Proxy Form online at www.investorvote.com.au using your secure access information as per the details on the proxy form. For more details please follow the instructions on the Proxy Form.

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure that your online lodgement is received no later than **1:00pm (AEST) on Tuesday 15 June 2021 (11.00am Malaysian Time)**. Voting instructions received after this time will not be valid for the scheduled meeting.

As a valued shareholder of the Company, we look forward to your participation in the Meeting.



Mark Licciardo
Company Secretary
Frontier Digital Ventures Limited

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact

FDV

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (MYT) 1:00 PM (AEST) on Tuesday, 15 June 2021.**

Frontier Digital Ventures Limited Annual General Meeting

We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Frontier Digital Ventures Limited will be a virtual meeting, which will be conducted online at **11:00 AM (MYT) 1:00 PM (AEST) on Thursday, 17 June 2021.**

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

Webcast and Questions

To view the live webcast and ask questions online, the online meeting link will be available from Company's website www.frontierdv.com.

Voting

To vote online during the meeting you will need to visit web.lumiagm.com/366191074 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at <http://www.computershare.com.au/onlinevotingguide>

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



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

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: **Thursday 17 June 2021**

Time: **1.00pm (AEST) (11:00am (MYT))**

Venue: **Online meeting link will be available from Company's website www.frontierdv.com**

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 2020.

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 2020 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 2020 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:

- (a) in accordance with the directions on the proxy form; or
- (b) 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; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

2. Re-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 retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

3. Approval to issue ordinary shares to Non-Executive Director Mr Mark Licciardo

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 Mr Mark Licciardo or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Mark Licciardo, 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; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 3.

4. Ratification of issue of 6,640,842 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 6,640,842 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by any participant in the placement as outlined in the Explanatory Memorandum accompanying this notice of Meeting 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; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

5. Ratification of issue of 50,725,000 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 50,725,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by any participant in the placement as outlined in the Explanatory Memorandum accompanying this notice of Meeting 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; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

6. Ratification of issue of 56,696 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 56,696 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by Jason Thoe Chih Chuen 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; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

7. Adoption of Employee Share Plan

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

“That for the purpose of ASX Listing Rule 7.2 (Exception (13(b))) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Share Plan (Plan) and for

the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Memorandum accompanying this notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by any person who is eligible to participate in the employee incentive scheme, and any associates of those persons.

However, the entity need not disregard a vote if:

- (a) it is cast 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; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 7.

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) submit online at www.investorvote.com.au using your secure access information as per the details on the proxy form; or
- (c) faxed to the fax number specified below.

no later than 1:00pm (AEST) (11:00am (MYT)) on Tuesday 15 June 2021.

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.

Live Online Voting

Shareholders and proxyholders will be able to vote at the meeting online by:

- visiting **web.lumiagm.com** on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox;
- using unique meeting ID 366-191-074

Online voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide.

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 Tuesday 15 June 2021. 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, Deloitte Touche Tohmatsu, 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 Deloitte Touche Tohmatsu if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2020.

Relevant written questions to Deloitte Touche Tohmatsu must be submitted no later than 5:00pm (AEST) on Thursday 10 June 2021. A list of those questions will be available to Shareholders attending the meeting. Deloitte Touche Tohmatsu will answer questions at the meeting..

Please send written questions for Deloitte Touche Tohmatsu 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 10 June 2021.

By order of the Board



Mark Licciardo
Company Secretary

10 May 2021

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 2021 Annual General Meeting to be held on Thursday 17 June 2021 commencing at 1.00pm (AEST) (11:00am (MYT)). Online meeting link will be available from Company's website www.frontierdv.com

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, Deloitte Touche Tohmatsu, 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

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.

Shareholders are encouraged 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.

Board recommendation and undirected proxies. Noting that as each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on Resolution 1. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 1.

Resolution 2 – Re-election of Mr Mark Licciardo

Pursuant to Clause 8.1 of the Company's Constitution and ASX Listing Rule 14.4 Mr Mark Licciardo will retire and seeks re-election.

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

Mark Licciardo, B Bus(Acc), GradDip CSP, FGIA, FCIS, FAICD is the founder and managing director of Mertons Corporate Services. A former company secretary of Top 50 ASX listed companies Transurban Group and Australian Foundation Investment Company Limited, his expertise includes working with boards of directors in the areas of corporate governance, administration and company secretarial. Mark is a Fellow of the Australian Institute of Company Directors, the Institute of Company Secretaries and Administrators and the Governance Institute of Australia. He serves as a director in number of public and private companies. In addition, he is a former Chairman of the Governance Institute of Australia Victoria division, Melbourne Fringe Festival and the Academy of Design (LCI Melbourne).

Having regard to the ASX Principles, the Company's Board considers Mr Licciardo as an independent director.

Board recommendation and undirected proxies. The Board, Mr Licciardo aside, recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 2.

Resolution 3 – Approval to issue ordinary shares to Mr Licciardo

Mr Licciardo, (the Related Party) executed a Letter of Appointment pursuant to which the Related Party agreed to provide services to the Company as a Non-Executive Director.

In consideration of the appointment, the Company agreed to pay the Related Party (or an entity nominated by them), the annual rate of \$60,000 in shares for the period 1 January 2020 – 31 December 2020.

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 the Related Party.

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 the Related Parties will not use up part of the 15% available under ASX Listing Rule 7.1.

The Board, Mr Licciardo aside, recommends that Shareholders approve the grant of a total of 52,433 fully paid ordinary shares in the capital of the Company to Mark Licciardo.

The proposed grant is in respect of fully paid ordinary shares at a valuation of \$1.1443 (being the Volume Weighted Average Price (VWAP) for the period 1 January 2020 to 31 December 2020) per share that are to be issued as the Directors' remuneration, subject to Shareholder approval and priced in line with the agreement with Mr Licciardo.

Remunerating a Director 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.

Board recommendation and undirected proxies. The Board, Mr Licciardo aside, recommends that Shareholders vote in **FAVOUR** of Resolution 3. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 3.

Resolution 4 - Ratification of issue of 6,640,842 ordinary shares pursuant to ASX Listing Rule 7.4

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 Shareholders ratify the issue of 6,640,842 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 16 July 2020 the Company issued 6,640,842 fully paid ordinary shares in the capital of the Company at an issue price of \$0.975 per share to institutional and professional investors in North America. Vesparum Capital acted in an independent capital markets advisory role for the Company in relation to the issue. The issue price represented a 4.9% discount to the Company's last closing price of \$1.025 as at 10 July 2020 and a 1.3% premium to the fifteen days VWAP.

The fully paid ordinary shares were issued pari passu to the existing securities.

The purpose of the issue was to strengthen the Company's balance sheet to ensure that the Company has sufficient funds to capitalise on future acquisition opportunities.

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.

Resolution 5 - Ratification of issue of 50,725,000 ordinary shares pursuant to ASX Listing Rule 7.4

ASX Listing Rule 7.1 and 7.1A 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 Listing Rule 7.4 also notes that the issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4. 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 Shareholders ratify the issue of 50,725,000 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 16 October 2020 the Company issued 50,725,000 fully paid ordinary shares in the capital of the Company at an issue price of \$1.25 per share to clients of Bell Porter Securities Limited and Morgans Corporate Limited, joint lead managers to the issue. The issue was made utilising the Company's existing placement capacity under Listing Rule 7.1 (31,882,025 shares) and 7.1A. (18,842,975 shares), aggregating to 50,725,000 shares. The issue price represented a 20.1% discount to the Company's last closing price of \$1.565 as at 7 October 2020 and a 2.7% discount to 15 days VWAP of \$1.284.

The fully paid ordinary shares were issued pari passu to the existing securities.

The proceeds from the issue were utilised to acquire 100% of the issued capital of fincaraiz.com.co, the leading real estate classified portal in Colombia; and avito.ma and tayara.tn, the leading general classified business in Morocco and Tunisia. These strategic acquisitions helped to strengthen Company's position as a leading operator of online classifieds in emerging markets.

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.

Resolution 6 - Ratification of issue of 56,696 ordinary shares pursuant to ASX Listing Rule 7.4

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.

On 16 March 2021 the Company issued 56,696 fully paid ordinary shares in the capital of the Company at an issue price of \$1.136 per share to Jason Thoe Chih Chuen, a senior employee, as an incentive performance bonus for the period 1 January 2020 to 31 December 2020.

There was no proceeds from the issue as this was part of the remuneration structure. 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.

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.

Resolution 7 – Adoption of Employee Share Plan

Resolution 7 seeks Shareholders approval for the adoption of the employee incentive scheme titled '2021 Long Term Incentive Plan' (2021 LTI Plan) in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

An Employee Rights Plan was initially adopted with the prospectus dated 9 August 2016. Shareholders should note that 3,075,000 Shares have previously been issued under the Employee Rights Plan.

An Employee Share Plan (2019 LTI Plan) was adopted at the Annual General Meeting held on 24 May 2019. Shareholders should note that 15,255 Shares have been issued under the 2019 LTI Plan.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue Shares under the 2021 LTI Plan (Plan Shares) to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

The maximum number of Plan Shares proposed to be issued under the 2021 LTI Plan following shareholder approval over the next three years is 800,000. This maximum is not intended to be a prediction of the actual number of shares under the 2021 Plan, but is specified for the purposes of Listing Rule 7.1, exception 13. If that number is reached, fresh shareholders' approval under Listing Rule 7.2, exception 13 would be requested, otherwise any additional issue of shares under the 2021 LTI Plan over the maximum will count towards the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

The objective of the 2021 LTI Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the 2021 LTI Plan and the future issue of Plan Shares under the 2021 LTI Plan will provide eligible employees with the opportunity to participate in the future growth of the Company. Additionally, the 2021 LTI Plan will continue to be used as part of the remuneration planning for employees who are eligible participants under the 2021 LTI Plan.

Any future issues of Shares under the 2021 LTI Plan to a related party (or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained) will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

The key terms and conditions of the 2021 LTI Plan are set out in **Annexure A**. In addition, a copy of the 2021 LTI Plan is available for review by Shareholders on the Company's website www.frontierdv.com up to and including the date of the Meeting. A copy of the 2021 LTI Plan can also be sent to Shareholders upon request to the Company Secretary.

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 7. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 7.

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 Thursday 17 June 2021.

Shareholder means a holder of a Share.

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

VWAP Volume Weighted Average Price

Frontier Digital Ventures Limited Long Term Incentive Plan

Details of 2021 LTI Offer

1 Your 2021 offer

Frontier Digital Ventures Limited (**Company**) invites you to participate in the 2021 LTI Plan as laid out in section 5 of this letter (**Offer**).

If you participate in the Offer, you will be granted rights to acquire fully paid ordinary shares in the Company (**Rights**) under the Frontier Digital Ventures Limited Long Term Incentive Plan (**Plan**) and on the terms outlined below.

These Rights will constitute a component of your remuneration for the period from 1 January 2021. Any future offers under the Plan will be made at the Board's discretion.

Further details regarding the grant of Rights are set out in sections 5 and 6 below.

Any advice given by the Company in connection with this Offer is general advice only and does not take into account your objectives, financial situation and needs. The Company makes no recommendation about whether you should participate in the Offer. This invitation letter does not constitute investment advice, nor any recommendation by the Company regarding participation in the Offer.

You should consider obtaining your own financial product advice from an independent person who is licensed by the Australian Securities and Investments Commission to give such advice.

2 How to participate in the Offer

If you wish to **accept** the Offer, please complete and sign the accompanying Acceptance Form and return it no later than **9 April 2021**. Before accepting the Offer, you should read the terms of the Offer below.

If you **do not** wish to participate in the Offer, you do not need to do anything.

3 Acknowledgements

By allowing the Company to grant Rights to you under this Offer, you are deemed to have:

- agreed to be bound by the Company's Constitution in relation to any Shares allocated to you on the Vesting of your Rights;
- agreed to the personal information that you have provided to the Company or any plan administrator being used for the purposes of administering the Plan, including the disclosure of such information to any trustee or plan administrator;
- agreed to, where applicable:
 - the tax file number (**TFN**) you provided to the Company or a related body corporate of the Company (each a **Group Company** and together, the **Group**) as an employee of the Group Company being provided to any plan administrator, as agent for the Company and also as administrator of the Plan; and
 - your TFN being provided to the Australian Taxation Office and any other regulatory authorities as permitted under law;
- acknowledged that the Company is subject to obligations in relation to the handling of your personal information and you have rights in relation to accessing and updating your personal information and raising queries and concerns;

- acknowledged that the Company may be required or authorised to collect your personal information under laws including tax and corporations legislation, and that limited details about shareholders are available to members of the public on request;
- acknowledged that the rights you have in relation to the Rights granted to you are limited to those conferred on you pursuant to the terms of this Offer; and
- acknowledged that, unless your employment contract expressly contemplates otherwise, the terms of this Offer do not form part of your employment contract and participation in this Offer does not give you any entitlement to participate in future year offers.

4 Key dates

| | |
|--------------------|---|
| Offer Date | 29 March 2021 |
| Grant Date | Shortly after 31 December of each Annual Performance Period |
| Performance Period | From 1 January 2021 |
| Vesting Dates | According to section 5.3 below |

These dates may change, however any change will be notified to you in advance.

Vesting of Rights is subject to the terms set out in this invitation letter, including satisfaction of the Vesting Conditions set out below.

5 Terms of the Offer

This Offer is made on the terms set out in this invitation letter.

5.1 Performance Period

Your award under this Offer will be tested based on your annual performance over a twelve month period commencing on 1 January and ending on 31 December of each year from 2021 to 2023 (**Annual Performance Period**).

These dates may change, however you will be given advance notice of any change.

5.2 Number of Rights granted

If an Acceptance Form is received no later than **9 April 2021**, the Company will, subject to the conditions set out below, grant you shares up to a maximum of 20% of your annual base salary (**Basic**).

For each Annual Performance Period, running from 1 January to 31 December, the number of Rights (**Annual LTI Rights**) to be granted to you will be determined by measuring

- Achievement of performance target in Appendix II, which will vary from year to year and will be communicated to you. Such achievement to be assessed in percentage terms;
- Your Basic measured in Australian Dollars for the Annual Performance Period, calculated by dividing your Basic in your local payroll currency by the average foreign exchange rate for the corresponding period;
- The share price at Volume Weighted Average Price (VWAP) for the Annual Performance Period.

Annual LTI Rights will be granted to you shortly after 31 December of each Annual Performance Period.

Rights will only be granted to you under this Offer if you are still an employee of the Group at the date the Rights are granted. Rights will be granted to you free of charge. No exercise price is payable in respect of the Rights. Rights may only be granted in your name and are not transferrable. The number of Rights you are granted may be adjusted in certain circumstances as set out in this letter.

Rights do not carry any dividend or voting rights prior to Vesting.

Shortly after the Rights are granted to you, you will be sent a holding statement confirming the details of the Rights that you have been granted.

5.3 Vesting Conditions

The Rights granted to you under this Offer will Vest subject to the satisfaction of the Vesting Conditions described below.

- **Tranche 1 for Annual Performance Period from 1 January to 31 December 2021**
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2021.
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2022.
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2023.
- **Tranche 2 for Annual Performance Period from 1 January to 31 December 2022**
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2022.
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2023.
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2024.
- **Tranche 3 for Annual Performance Period from 1 January to 31 December 2023**
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2023.
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2024.
 - 33.33% of Annual LTI Rights will vest if you remain employed with the Group until 31 December 2025.

5.4 Testing the Vesting Conditions

Testing of the Vesting Condition for each Tranche will occur as set out below.

- **Tranche 1:** shortly after 31 December 2021.
- **Tranche 2:** shortly after 31 December 2022.
- **Tranche 3:** shortly after 31 December 2023.

Any Rights that remain unvested will lapse immediately.

Where possible, Vesting will be timed to coincide with a trading window under the Company's Policy for Dealing in Securities.

5.5 Allocation of Shares following Vesting of Rights

On Vesting, the Rights will be automatically exercised and Shares will be allocated to you shortly after. In general, you will be allocated one Share for each Right that Vests in accordance with this Offer. Where possible, allocation of Shares will be timed to coincide with a trading window under the Company's Policy for Dealing in Securities.

You are not required to pay any amount or take any action to effect the allocation of Shares upon Vesting of your Rights. You will be provided with details of any Shares that have been allocated to you in respect of your Rights.

5.6 Lapse of Rights

Unless the Board determines otherwise, your Rights will lapse on the earliest to occur of any of the following:

- the date Rights are forfeited in accordance with section 5.8 of this letter;
- the date the Board determines that any or all of the Vesting Conditions will not or cannot be satisfied for any reason; or
- the date the Company commences to be wound up.

5.7 Cessation of employment

Termination for cause or due to resignation

If you resign from employment with the Group or your employment with the Group is terminated because you:

- engage in serious or wilful misconduct;
- are seriously negligent in the performance of your duties;
- commit a serious breach of your employment contract;
- commit an act, whether at work or otherwise, which brings the Company or a Group company into disrepute; or
- are convicted of an offence punishable by imprisonment,

all of your unvested Rights will lapse unless the Board determines otherwise.

Cessation for other reasons

If you cease employment for any other reason, unless the Board determines otherwise, a pro rata portion of your unvested Rights (calculated by reference to the portion of the Performance Period that has elapsed up to the date of your cessation) will remain on foot subject to the original Vesting Condition, and will Vest in the normal course, as though you had not ceased employment. The remainder of your Rights will automatically lapse.

You will be notified of the Board's decision, and the impact on your Rights, shortly after you cease employment.

5.8 Preventing inappropriate benefits

This offer is made subject to the Forfeiture Conditions in Appendix I and the other forfeiture conditions specified in this invitation letter.

In general terms, if the Board determines that you:

- have acted unlawfully, fraudulently or dishonestly;
- are in serious breach of your obligations in relation to the affairs of a Group Company;

- have committed any act of fraud, defalcation, gross misconduct;
- have acted in a manner which brings the Company, the Group or any Group Company into disrepute;
- have been convicted or have had judgment entered against you in connection with the Group's affairs; or
- have engaged in behaviour that may impact on the Group's financial soundness or require re-statement of the Group's financial accounts,

then:

- your unvested Rights will lapse;
- Shares allocated to you upon Vesting of your Rights will be forfeited;
- all or part of any proceeds from the sale of Shares you received on the Vesting of your Rights must be paid to the Company as a debt; and
- you will not be entitled to any proceeds under clause 1.7 of Appendix I.

You should refer to Appendix I for further details.

5.9 Change of Control

In the event of a takeover bid or other transaction, event or state of affairs that in the Board's opinion is likely to result in a Change of Control of the Company, the Board has a discretion to determine that Vesting of some or all of your Rights should be accelerated. Where only some of the Rights are Vested, the remainder will immediately lapse.

For the purposes of this Offer, if an actual Change of Control occurs before the Board has exercised this discretion:

- a pro rata portion of your Rights will Vest, calculated based on the portion of the relevant Performance Period that has elapsed up to the date of the actual Change of Control; and
- the Board retains a discretion to determine whether the remaining unvested Rights will Vest or lapse.

5.10 Rights issues and bonus issues

You cannot participate in new issues of securities by the Company prior to the Vesting of your Rights.

5.11 Waiver of terms and conditions

Notwithstanding any other provisions of this Offer or the Plan, the Board may at any time waive in whole or in part any terms or conditions (including any vesting condition or restriction on dealing) in relation to any Rights or Shares granted to you.

5.12 Dispute or disagreement

In the event of any dispute, disagreement or uncertainty as to the interpretation of this Offer, or any question or right arising from or related to this Offer or to any Rights or Shares granted under this Offer, the decision of the Board is final and binding.

6 Restrictions on Dealing

6.1 Rights

Rights cannot be sold, transferred, encumbered or dealt with under any circumstances unless otherwise permitted by the Board.

If you purport to deal with your Rights in contravention of this letter of offer, your Rights will immediately lapse.

6.2 Shares

You will be free to sell, transfer, encumber or otherwise deal with a Share allocated to you on Vesting of your Rights, subject to the requirements of the Company's Policy for Dealing in Securities.

A copy of the Policy is available on the ASX website at www.asx.com.au. You should review the Policy carefully and you must comply with it.

7 Risks of acquiring and holding Rights and Shares

Acquiring and holding Shares (and interests in Shares) involves risk. These risks include that:

- there is no guarantee that any Shares in the Company will grow in value – they may decline in value. Stock markets are subject to fluctuations and the Company's Share prices can rise and fall, depending on the Company's performance and other internal and external factors;
- if dividends are paid by the Company, the Board may decide not to continue to pay dividends at the current level, or may decide to cease the payment of dividends; and
- there are tax implications involved in acquiring and holding Rights and Shares in the Company and the tax regime applying to you may change.

8 General information

You are not obliged to participate in the grant of Rights and there will be no other advantages or disadvantages to your employment whatever your decision.

The decision whether or not to participate is yours to make based on your own circumstances and after you have obtained any further advice you feel you require.

Any securities issued in accordance with this Offer are issued as an incentive to promote mutual interdependence between you and the Company and to further align your interests with the interests of the Company's shareholders. They are not issued by the Company for the purpose of fundraising or onsale.

9 Further information

Should you have any further queries or require further information in relation to this Offer, please contact the CEO on shaundig@frontierdv.com.

Details of the current market price of the Company's Shares will be available on the ASX website, <http://www.asx.com.au/>.

APPENDIX I

Forfeiture Conditions

1.1 Board may determine Forfeiture Conditions

The Company may, when making an Offer, determine that Rights will be subject to the Forfeiture Conditions of this clause 1.

1.2 Forfeiture Conditions detailed in the Offer

Where the Board makes a determination under clause 1.1, the Board will specify in any Offer that the Rights are subject to the Forfeiture Conditions.

1.3 Scope of Forfeiture Conditions

The Forfeiture Conditions must include:

- (a) While Rights are held by a Participant, if the Board determines that the Participant has acted unlawfully or fraudulently or dishonestly or is in serious breach of the Participant's obligations in relation to the affairs of the Company or a Subsidiary, the Participant forfeits any right or interest in either or both the Rights and Shares and in respect of any entitlements in respect of those Rights and Shares.
- (b) While Rights are held by a Participant, if the Board determines that the Participant has acted unlawfully or dishonestly, or committed any act of fraud, defalcation, gross misconduct, or is in serious breach of the Participants obligations in relation to the affairs of the Company or a Subsidiary, the Participant will forfeit any right or interest in the Rights and in respect of any entitlements in respect of those Rights.
- (c) Other Forfeiture Conditions determined by the Board.

1.4 Effect of Forfeiture Conditions

Rights that are subject to Forfeiture Conditions that have not been satisfied will be Restricted Rights until such time as the Forfeiture Conditions are satisfied, removed or lifted.

1.5 Participant may request removal of Forfeiture Condition

- (a) The Board may determine that Restricted Rights are no longer subject to the Forfeiture Conditions and will notify the Participant of such a determination in writing. Following this notification, but subject to any other Conditions, those Rights will become Unrestricted and may be dealt with in accordance with the Security Trading Policies.
- (b) A Participant may request the Board to make a determination to lift or remove the Disposal Restrictions in accordance with subclause 1.5(a) and the Board may determine whether to accept such a request.

1.6 Disposal of Forfeited Rights

- (a) Rights that are forfeited in accordance with this clause 1 will be cancelled.

1.7 Participant's right to proceeds

- (a) Unless communicated otherwise in the Offer, in respect of Rights forfeited under this clause 1, the Participant will be entitled to an amount equal to the lesser of:
 - (i) the acquisition price of Rights (if any) plus the Exercise Price (if any); and
 - (ii) the market value, as determined by the Board, of the forfeited Rights less payments of costs and expenses incurred or to be incurred by the Company or Trustee on the disposal or buy-back of those Rights.
- (b) The Participant will release and hold harmless the Company in respect of any claim in respect of forfeited Rights.

APPENDIX II

Performance Target

The Rights granted to you under this Offer will Vest subject to the achievement of company financial performance as measured over the performance period. The Revenue and EBITDA targets will be set on an annual basis by the Company which will be varied in each Performance Period.

| Performance Target | Measure % |
|-----------------------|-----------|
| Local Company Revenue | 40% |
| Local Company EBITDA | 40% |
| Company (FDV) Revenue | 10% |
| Company (FDV) EBITDA | 10% |

The achievement of the Revenue & EBITDA components will be subject to the below payout scale:

| Revenue & EBITDA Achievement | Payout |
|------------------------------|--------|
| Less than 79% | 0% |
| 80 - 90% | 70% |
| 91 - 99% | 85% |
| 100% and above | 100% |



FDV

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

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AEST) (11:00am (MYT)) on Tuesday, 15 June 2021.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate form "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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

I ND

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 virtually on Thursday, 17 June 2021 at 1.00pm (AEST) (11:00am (MYT)) 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 Items 1, 3 and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 3 and 7 are 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 Items 1, 3 and 7 by marking the appropriate box in step 2.

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 |
|---|--------------------------|--------------------------|--------------------------|
| Item 1 Adoption of Remuneration report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 2 Re-election of Mr Mark Licciardo as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 Approval to issue ordinary shares to Non-Executive Director Mr Mark Licciardo | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 Ratification of issue of 6,640,842 ordinary shares pursuant to ASX Listing Rule 7.4 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 5 Ratification of issue of 50,725,000 ordinary shares pursuant to ASX Listing Rule 7.4 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 6 Ratification of issue of 56,696 ordinary shares pursuant to ASX Listing Rule 7.4 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 7 Adoption of Employee Share Plan | <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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

