



FRONTIER RESOURCES LIMITED
ACN 095 684 389

**NOTICE OF GENERAL MEETING AND EXPLANATORY
STATEMENT**

TIME: 10:00am (WST)
DATE: 16 September 2021
PLACE: 104 Colin Street
West Perth, WA 6005

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on +61 4 9420 8208.

Based on the information available at the date of the Notice of Meeting, the Board considers that it will be in a position to hold a physical meeting with appropriate measures in place to comply with Federal and State COVID-19 restrictions regarding gatherings. However, the Company strongly encourages Shareholders to submit completed Proxy Forms prior to the Meeting in accordance with the instructions set out in the Proxy Form and the Notice of Meeting.

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 4) 2020, the Company will not be despatching physical copies of the Notice of Meeting. Instead, Shareholders can access a copy of the Notice of Meeting at the following link:

<https://frontierresources.net.au/investor-centre/asx-announcements/>

How Shareholders Can Participate

1. Shareholders are urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business and the Chair must follow the Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Your proxy voting instructions must be received by 10.00am (WST) on 14 September 2021.
2. Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at matt.foy@ftcorporate.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to 5.00pm (WST) on 14 September 2021. Shareholders who physically attend the Meeting, will also have the opportunity to submit questions during the Meeting.

Shareholders should contact the Company Secretary on +61 8 9420 8208 or by email at matt.foy@ftcorporate.com.au if they have any queries in relation to the Meeting arrangements.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at:

<https://frontierresources.net.au/investor-centre/asx-announcements/>

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Meeting will be held at 10:00am (WST) on 16 September 2021 104 Colin Street, West Perth, WA 6005.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 14 September 2021.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and

- either of the following applies:
 - o the proxy is not recorded as attending the meeting; or
 - o the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF GENERAL MEETING

Notice is given that an I General Meeting of the Shareholders of Frontier Resources Ltd (ACN 095 684 389) (**Frontier** or the **Company**) will be held at 104 Colin Street, West Perth, WA 6005 on 16 September 2021, commencing at 10:00am (WST) to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of I General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SECURITIES TO SOUTHERN RARE EARTHS PTY LTD SHAREHOLDERS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a non-binding **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 57,692,307 fully paid Initial Consideration Shares and 26,923,076 Performance Shares to the shareholders of Southern Rare Earth Pty Ltd (**Vendors**) on the terms and conditions set out in the Explanatory Statement.*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Vendors who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates. However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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.

2. RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE - PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolutions as an **ordinary resolution**:

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 49,910,193 Shares to sophisticated and professional investors, on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution and any person who is an associate of those persons. However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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.

3. RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE - PLACEMENT SHARES LR7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolutions as an **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 51,089,807 Shares to sophisticated and professional investors, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution and any person who is an associate of those persons. However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF ADVISOR OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of CPS Capital Group Pty Ltd and Inyati Capital Pty Ltd and any Associate of those parties. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) 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.

5. RESOLUTION 5 – DIRECTOR PARTICIPATION IN PLACEMENT - ALEC PISMIRIS

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

That, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve, the issue of 3,800,000 Shares under the Placement to be subscribed for by Alec Pismiris, up to a maximum value of \$49,400, to Alec Pismiris (or his nominee) for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Alec Pismiris and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) 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.

6. RESOLUTION 6 – DIRECTOR PARTICIPATION IN PLACEMENT - PETER SWIRIDIUK

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

That, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve, the issue of 770,000 Shares under the Placement to be subscribed for by Peter Swiridiuk, up to a maximum value of \$10,010, to Peter Swiridiuk (or his nominee) for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.


Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Peter Swiridiuk and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) 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.

Dated: 17 August 2021

By order of the Board



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Matthew Foy

Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting to be held at 10:00am (WST) on 16 September 2021 at 104 Colin Street, West Perth, WA 6005.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

7. RESOLUTION 1 - APPROVAL TO ISSUE CONSIDERATION SECURITIES TO SOUTHERN RARE EARTHS PTY LTD SHAREHOLDERS

7.1 Acquisition

On 3 August 2021, the Company announced it had entered into a binding heads of agreement to acquire all of the shares in Southern Rare Earths Pty Ltd (Southern Rare Earths) which holds four exploration licence applications in the Murray Basin region in South Australia that are considered to be prospective for ionic clay hosted rare earth element's (REE) (**Agreement**).

The Murraydium Project (**Project**) is located in the south-eastern region of Naracoorte in South Australia's Murray Basin, consisting of four exploration licence applications, covering an area of 873 square kilometres. The region is seeing a renewed focus for REE minerals with the success of Australian Rare Earths (ASX:AR3) at their 100% owned Koppamurra Project, host to an inferred mineral resource of 39.9 Mt @ 725 ppm TREO.

On completion of the acquisition, the Company proposes to undertake the following exploration and study activities:

- Review of available desktop literature including geological models and historical exploration data
- Field mapping to confirm prospective geological horizons to validate geological models and assist in exploration targeting
- Extensive surface sampling and testing as required
- Systematic drilling in the early stages testing for a broad scale, relatively shallow deposit including but not limited to auger, push tube and aircore drilling
- Surface excavations of costeans for sampling and bulk metallurgical studies

7.2 Key Terms of the Acquisition

The Company proposes to acquire 100% of the issued capital of Southern Rare Earths from the shareholders of the entity. In consideration payable by the Company pursuant to the Agreement is comprised:

- 57,692,307 fully paid ordinary shares at a deemed issue price of \$0.013; and
- 13,461,538 Class A Performance Shares that vest if, within 24 months of the date of issue, the Company achieves at least one drill intercept grading a minimum of 400ppm TREO over at least 10 metres; and
- 13,461,538 Class B Performance Shares that vest if, within 36 months of the date of issue, the Company delineates a JORC-code compliant resource of a minimum of 15 million tonnes grading at a minimum of 500ppm TREO,

(together, the **Consideration Securities**).

Completion of the Acquisition is subject to the following conditions precedent:

1. The Company completing legal, technical and financial due diligence on Southern Rare Earths and the Project within 30 dates from the date of execution of the Agreement; and
2. The Company obtaining Shareholder approval to issue the Consideration Securities.

7.3 ASX Listing Rule Requirements

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.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval to issue the Consideration Securities under and for the purposes of Listing Rule 7.4. The effect of Shareholders passing Resolution 1 and approving the issue the Consideration Securities will be to replenish the Company's 15% placement capacity to the extent of the Consideration Securities issued under Listing Rule 7.1.

By approving the issue of Consideration Securities, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is not passed, the Company will not be able to complete the Acquisition without first varying the original agreement with Southern Rare Earths.

Resolution 1 is an ordinary Resolution.

7.4 Information Required by Listing Rules 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Consideration Securities to the Vendors of Southern Rare Earths is provided as follows:

- (a) The maximum number of securities to be issued comprises:
 - (i) 57,692,307 ordinary shares;
 - (ii) 13,461,538 Class A Performance Rights; and
 - (iii) 13,461,538 Class B Performance Rights
- (b) The Consideration Securities will be issued to the Vendors, being shareholders of Southern Rare Earths, none of whom are considered related parties to the Company, as set out below:
 - (i) Project Risk Pty Ltd
 - (ii) The 5th Element MCTN Pty Ltd
 - (iii) Mr David James Wall <The Reserve A/C>
 - (iv) Mr Mark Jonathan Sandford <Stratton A/C>
 - (v) 3VL Pty Ltd <Wylie Family A/C>
 - (vi) Pheakes Pty Ltd <Senate A/C>
- (c) The Consideration Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). It is intended that all of the Consideration Securities will be issued on the same date, being the date of completion of the Acquisition.
- (d) The Consideration Securities are being issued at a deemed issued price of \$0.013 per share in consideration for the acquisition of four exploration licence applications comprising the Murraydium Project. Accordingly, no funds will be raised from the issue of the Consideration Securities.

- (e) The Consideration Securities comprise fully paid ordinary shares in the capital of the Company which rank equally in all respects with the Company's existing Shares on issue, as well as Performance Shares on the terms and conditions set out in Schedule 1.
- (f) A voting exclusion statement is included in the Notice.

7.5 Directors' Recommendation

All the Directors recommend that Shareholders vote in favour of Resolution 1.

8. RESOLUTIONS 2 AND 3 - RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

8.1 General

On 3 August 2021, the Company advised it had received firm commitments for a capital raising of \$1,300,000 (before costs) at a price of \$0.013 per share by way of placement to professional and sophisticated investors (**Placement**). In addition Directors Alec Pismiris and Peter Swiridiuk also agreed to subscribe for a combined \$59,410 on the same terms as the Placement, subject to shareholder approval (refer Resolutions 5 and 6) (**Director Placement**).

Funds raised from the Placement and Director Placement will be applied to exploration and development work on the Company's Tolukuma Gold project, the Murraydium Project, general working capital purposes and business development purposes. CPS Capital and Inyati Capital were appointed Joint Lead Managers (**JLMs**) to the Placement were paid a fee of 6% of the amount raised under the Placement as well as 10,000,000 options exercisable at \$0.02 per option expiring 3 years from their date of issue at an issue price of \$0.00001.

The shares pursuant to the Placement were issued on 6 August 2021. The Company issued 48,910,193 Shares under the Placement pursuant to Listing Rule 7.1A (**Placement 7.1A Shares**) and 51,089,807 Shares under Listing Rule 7.1 (**Placement 7.1 Shares**), both at an issue price of \$0.013.

Resolutions 2 and 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement 7.1A Shares and Placement 7.1 Shares.

8.2 Regulatory Requirements

A summary of Listing Rule 7.1 is set out in section 7.3 above.

Listing Rule 7.1A provides, subject to a number of exemptions, that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rules 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or Listing Rule 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and 7.1A and so it does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 48,910,193 Placement Shares issued on 6 August 2021 at an issue price of 1.3¢ per Share under ASX Listing Rule 7.1A.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 51,089,87 Placement Shares issued on 6 August 2021 at an issue price of 1.3¢ per Share under ASX Listing Rule 7.1.

If Resolutions 2 & 3 are passed, the issue of the Placement 7.1A Shares and Placement 7.1 Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A and 15% limit in Listing Rule 7.1 respectively, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of issue of the Placement 7.1A Shares and Placement 7.1 Shares.

If Resolutions 2 & 3 are not passed, the issue of the Placement 7.1A Shares and Placement 7.1 Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A and 15% limit in Listing Rule 7.1 respectively, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue of the Placement 7.1A Shares and Placement 7.1 Shares.

8.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 2 and 3:

- (a) the Placement 7.1A Shares and Placement 7.1 Shares were issued to sophisticated, professional or other exempt investors, identified by CPS Capital and Inyati Capital. None of the subscribers to the Placement were related parties of the Company or material investors;¹
- (b) In relation to Resolution 2, 48,910,193 Placement Shares were issued pursuant to Listing Rule 7.1A and relation to Resolution 3, 51,089,807 Placement Shares were issued pursuant to Listing Rule 7.1;
- (c) the Placement 7.1A Shares and Placement 7.1 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) the Placement 7.1A Shares and Placement 7.1 Shares were issued on 6 August 2021;
- (e) the Placement 7.1A Shares and Placement 7.1 Shares were issued at \$0.013 per Share;
- (f) the proceeds from the Placement will be applied to exploration and development work on the Company's Tolukuma Gold project, the Murraydium Project, general working capital purposes and business development purposes.
- (g) the Placement 7.1A Shares and Placement 7.1 Shares were not issued pursuant to any agreement; and
- (h) A voting exclusion statement is included in the Notice.

8.4 Board Recommendation

The Board believes that the ratification of the Placement Shares is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% placement capacity under Listing Rule 7.1 and 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolutions 2 and 3.

8.5 Directors' Recommendation

All the Directors recommend that Shareholders vote in favour of Resolutions 2 & 3.

¹ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

9. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF ADVISOR OPTIONS

9.1 Background

As detailed at section 8.1 above, the Company announced that it has completed a capital raising of \$1,300,000 (before costs) at a price of \$0.013 per share by way of placement to professional and sophisticated investors.

CPS Capital and Inyati Capital were appointed Joint Lead Managers (JLMs) to the Placement and were paid a fee of 6% of the amount raised under the Placement as well as 10,000,000 options exercisable at \$0.02 per option expiring 3 years from their date of issue at an issue price of \$0.00001 (**Advisor Options**).

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Advisor Options.

9.2 Regulatory Requirements

A summary of Listing Rule 7.1 is set out in section 7.3 above.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so it does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1.

If Resolution 4 is passed, the issue of the Advisor Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of issue of the Advisor Options.

If Resolution 4 is not passed, the issue of the Advisor Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue of the Advisor Options.

9.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution:

- a) the Advisor Options were issued to nominees of CPS Capital Group Pty Ltd and Inyati Capital Pty Ltd who are not a related parties of the Company. CPS Capital and Inyati Capital were appointed JLMs to the Placement and were paid a fee of 6% of the amount raised under the Placement as well as 10,000,000 options exercisable at \$0.02 per option expiring 3 years from their date of issue at an issue price of \$0.00001;
- b) the Advisor Options are exercisable at \$0.02 expiring on 9 August 2024 and otherwise on the terms and conditions detailed in Schedule 2;
- c) the Advisor Options were issued on 6 August 2021 at an issue price of \$0.00001. Funds raised from the issue of Advisor Options were used for working capital;
- d) the Advisor Options were issued as consideration for the services provided by CPS Capital Group Pty Ltd and Inyati Capital as joint lead managers to the Placement; and
- e) A voting exclusion statement is included in the Notice.

9.4 Board Recommendation

The Board believes that the ratification of the above issue of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% annual

placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 4.

10. RESOLUTION 5 AND 6 - DIRECTOR PARTICIPATION IN PLACEMENT

10.1 Background

As detailed in the Explanatory Statement section 8.1, the Company undertook the Placement for the purposes of raising funds to be applied to exploration and development work on the Company's Tolukuma Gold Tenement, the Murraydium Project, general working capital purposes and business development purposes.

Directors Alec Pismiris and Peter Swiridiuk also agreed to subscribe for a combined \$59,410 on the same terms as the Placement, subject to shareholder approval

Resolutions 5 and 6 seek approval to issue Shares on the same terms as the Placement to Messrs Pismiris and Swiridiuk.

If Resolutions 5 and 6 are not passed, Mr Alec Pismiris and Mr Peter Swiridiuk will not be able to subscribe for Shares under the Director Placement.

10.2 Listing Rules

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to a related party without the approval of ordinary shareholders. A "related party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolutions 5 and 6 propose the issue of up to 4,570,000 Shares under the Placement to certain Directors of the Company, who are related parties of the Company by virtue of their directorships.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

10.3 Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following information:

(a) **Name of person to receive securities**

The Shares to be issued under Resolutions 5 and 6 are to be issued to Mr Alec Pismiris and Mr Peter Swiridiuk respectively (or their nominees).

(b) **Nature of relationship between person to receive securities and the Company**

Mr Alec Pismiris is a Director of Frontier and is, as such, is a person who falls within Listing Rule 10.11.1.

Mr Peter Swiridiuk is a Director of Frontier and is, as such, is a person who falls within Listing Rule 10.11.1.

(c) **Maximum number and class of securities to be issued**

The maximum number of Securities to be issued to related parties is outlined in the table below.

Name	Amount	Number of Shares at an issue price of \$0.013 per Share
Mr Alec Pismiris	\$49,400	3,800,000
Mr Peter Swiridiuk	\$10,010	770,000

(d) **Material terms of the securities**

The Shares to be issued will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company will apply to ASX for official quotation of the Shares.

(e) **Date of issue**

The Company anticipates that the Shares will be issued not later than 1 month after the date of the General Meeting (or such later date as permitted by ASX waiver or modification of the Listing Rules).

(f) **Issue price or other consideration**

The issue price will be \$0.013 per Share.

(g) **Purpose of the issue, including the intended use of the funds raised**

The proceeds from the Placement will be applied to exploration and development work on the Company's Tolukuma Gold Tenement, the Murraydium Project, general working capital purposes and business development purposes.

(h) **Relevant agreement**

The Shares are not being issued pursuant to any agreement.

(i) **Voting exclusion statement**

A voting exclusion statement for Resolutions 5 and 6 is included in the Notice of General Meeting preceding this Explanatory Statement.

10.4 Board Recommendation

The Directors, other than Mr Alec Pismiris who has a material personal interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5.

Mr Alec Pismiris has a material personal interest in the outcome of Resolution 5 and accordingly does not make voting recommendation to Shareholders.

The Directors, other than Mr Peter Swiridiuk who has a material personal interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6.

Mr Peter Swiridiuk has a material personal interest in the outcome of Resolution 6 and accordingly does not make voting recommendation to Shareholders.

GLOSSARY

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:

Advisor Options	has the meaning set out in section 9.1.
Agreement	Has the meaning set out in section 7.1.
Associate	the meaning given to that term in the Listing Rules.
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Board	board of Directors.
Chair	chairman of the General Meeting.
CPS Capital	Means CPS Capital Group Pty Ltd (ABN 73 088 055 636).
Closely Related Party	<p>of a member of the Key Management Personnel means:</p> <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else whom is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
Company or Frontier	Frontier Resources Limited (ACN 095 684 389).
Consideration Securities	Has the meaning set out in section 7.2.
Constitution	constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Director Placement	has the meaning given to that term in section 8.1.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	the explanatory statement that accompanies this Notice of General Meeting.
Inyati Capital	Means Inyati Capital Pty Ltd (ABN 83 642 351 193).
JLMs	Means joint lead managers.

Key Management Personnel	key management personnel of the Company (as defined in Section 9 of the Corporations Act).
Listing Rules	means the official listing rules of the ASX.
Notice of General Meeting or Notice of Meeting	this notice of General Meeting.
Option	option to subscribe for a Share.
Performance Right	means a performance right to acquire Shares under the terms of the Plan if the applicable performance conditions are satisfied or waived.
Placement	has the meaning given to that term in section 8.1.
Placement 7.1A Shares	has the meaning given to that term in section 8.1.
Placement 7.1 Shares	has the meaning given to that term in section 8.1.
Project	Means the exploration licence applications comprising the Murraydium Project.
Proxy Form	the proxy form enclosed with this Notice of General Meeting.
Resolution	resolution contained in this Notice of General meeting.
Schedule	schedule to this Notice of General Meeting.
Section	section of the Explanatory Statement.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.
Southern Rare Earths	Means Southern Rare Earths Pty Ltd (ACN 650 157 083).
Vendors	Means the shareholders of Southern Rare Earths.
WST	Australian Western Standard Time.

SCHEDULE 1 – TERMS & CONDITIONS OF CLASS A & B PERFORMANCE SHARES

- (a) Each Performance Shares shall carry the right in favour of the holder to be issued one Share on satisfaction of the following conditions (together, the **Vesting Conditions**):
 - (i) With respect to the Class A Performance Shares, if within 24 months of the date of issue the Company achieves at least one drill intercept grading a minimum of 400ppm TREO over at least 10 metres;
 - (ii) With respect to the Class B Performance Shares, if within 36 months of the date of issue the Company delineates a JORC compliant resource of a minimum of 15 million tonnes grading a minimum of 500ppm TREO.
- (b) A Performance Share may only be exercised after that Performance Share has vested and before the date that is 24 months after the date of issue in respect to the Class A Performance Shares, and 36 months after the date of issue in respect of the Class B Performance Shares (**PR Expiry Date**). A Performance Share vests upon satisfaction of the relevant Vesting Condition as set out above under sub-paragraph (a).
- (c) An unvested Performance Shares will lapse upon the relevant Vesting Condition not being satisfied by PR Expiry Date;
- (d) A Performance Share which has vested but has not been exercised will lapse upon the close of business on the PR Expiry Date.
- (e) Shares allotted to holders on exercise of Performance Shares shall rank from the date of allotment, equally with existing Shares in all respects and shall be issued for nil consideration.
- (f) Performance Shares shall not be listed for Official Quotation on ASX. The Company shall, in accordance with the Listing Rules, make application to have the Shares allotted pursuant to an exercise of Performance Shares listed for Official Quotation on ASX.
- (g) Performance Shares are not transferrable.
- (h) A Performance Shares do not entitle a holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (i) A Performance Share does not entitle a holder to a return of capital, whether upon winding up of the Company, upon a reduction of capital or otherwise.
- (j) A Performance Share does not entitle a holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (k) A Performance Share does not entitle a holder to any dividends.
- (l) There are no participating rights or entitlements inherent in the Performance Shares and holders will not be entitled to participate in new issues of capital offered to Shareholders unless a Performance Share has vested and been exercised and a Share has been issued in respect of that Performance Share.
- (m) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the vesting of any Performance Shares, the number of Shares to which each holder is entitled upon exercise of the Performance Shares or any amount payable on exercise the Performance Shares or both will be adjusted in a manner determined by the Board which complies with the provisions of the Listing Rules to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions.

SCHEDULE 2 – TERMS AND CONDITIONS OF ADVISOR OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 13 August 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Subject to the Company obtaining any necessary Shareholder approval or regulatory approvals for the issue of the underlying Shares, within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy

section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are not transferable except as follows:

- (i) to transferees who are sophisticated or professional investors in accordance with section 708 of the Corporations Act or other persons who do not require a prospectus under the Corporations Act; and
- (ii) provided that on or before the transfer the holder gives notice of the transfer to the Company specifying the number of Options being transferred, the date of the transfer and the name and address of the transferee.



ABN 96 095 684 389

Need assistance?



Phone:

1300 850 505 (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 **10:00 AM (AWST)** on **Tuesday, 14 September 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 "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:

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: 185541

SRN/HIN:

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Frontier Resources 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 General Meeting of Frontier Resources Limited to be held at 104 Colin Street, West Perth, WA 6005 on Thursday, 16 September 2021 at 10:00 AM (AWST) and at any adjournment or postponement of that meeting.

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
Resolution 1	Approval to Issue Consideration Securities to Southern Rare Earths Pty Ltd Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue - Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue - Placement Shares LR7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Director Participation in Placement - Alec Pismiris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Director Participation in Placement - Peter Swiridiuk	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

