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**FRONTIER RESOURCES LIMITED**  
**ACN 095 684 389**  
**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 11.00am (WST)  
**DATE:** 30 November 2017  
**PLACE:** Unit 5, Ground Floor  
1 Centro Avenue  
Subiaco WA 6008

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9486 4036.

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**IMPORTANT INFORMATION**

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**Time and place of Meeting**

Notice is given that the Meeting will be held at 11:00am (WST) on 30 November 2017 at the Unit 5, Ground Floor, 1 Centro Avenue Subiaco WA 6008

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**Your vote is important**

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

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**Voting eligibility**

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 28 November 2017.

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**Voting in person**

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

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**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 (i.e. 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 (i.e. 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 (i.e. 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:
  - the proxy is not recorded as attending the meeting; or
  - 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.

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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#### **1. FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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#### **2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PETER SWIRIDUIK**

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

*“That, for the purposes of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Peter Swiriduiik, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**4. RESOLUTION 3 –APPROVAL OF 10% PLACEMENT CAPACITY– SHARES**

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

*“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – SPP SHORTFALL SHARES**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,317,647 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE - SHARES**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,555,555 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**7. RESOLUTION 6 – ISSUE OF SHARES IN LIEU OF DEBT TO A DIRECTOR – MR PETER MCNEIL**

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

*“That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Shares at a deemed issue price of \$0.017 per Share to Mr Peter McNeil (or his nominee), in satisfaction of \$127,500 of unpaid accrued consulting fees on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by Mr Peter McNeil (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

**Voting Prohibition Statement:** In accordance with section 250BB of the Corporations Act a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or
- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that will vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

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**Dated: 26 October 2017**

**By order of the Board**

**Matthew Foy**  
**Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.frontierresources.com.au](http://www.frontierresources.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the Company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

***If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy***

***You must direct your proxy how to vote on this Resolution.*** Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

***If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).***

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***the Proxy Form expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

***If you appoint any other person as your proxy.***

You ***do not*** need to direct your proxy how to vote on this Resolution.

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### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PETER SWIRIDUIK

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) In determining the number of Directors to retire, no account is to be taken of:
  - (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/ or
  - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 3 Directors and accordingly 1 must retire. Mr Peter Swiridiuk is the Director longest in office since their last election and therefore Mr Peter Swiridiuk retires by rotation and seeks re-election.

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### 4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

#### 4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 4.2 below).

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

#### 4.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$1.9 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 1 class of quoted Equity Securities on issue, being the Shares (ASX Code: FNT).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of Shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
- (iv) less the number of Shares cancelled in the previous 12 months.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

#### 4.3 **Technical information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

**(a) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 11.3(a)(i), the date on which the Equity Securities are issued.

**(b) Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

**(c) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.009 50% decrease in Issue Price	\$0.018 Current Issue Price	\$0.027 50% increase in Issue Price
104,276,813 (Current)	10% voting dilution	10,427,681	10,427,681	10,427,681
	Funds raised	\$93,849	\$187,698	\$281,547
156,415,220 (50% increase)	10% voting dilution	15,641,521	15,641,521	15,641,521
	Funds raised	\$140,774	\$281,547	\$422,321
208,553,626 (100% increase)	10% voting dilution	20,855,362	20,855,362	20,855,362
	Funds raised	\$187,698	\$375,397	\$563,095

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

- There are currently 104,276,813 Shares on issue at the date of this Notice of Meeting.
- The issue price set out above is the closing price of the Shares on the ASX on 25 October 2017.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.1A.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- as cash consideration in which case the Company intends to use funds raised for continued exploration expenditure on the Company's highly prospective Bulago Exploration Licence; or
- as non-cash consideration for consideration for services rendered by non-related third parties to the Company, where it is considered appropriate by the board to do so. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**(e) Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:



- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its 2016 Annual General Meeting. The Company issued 5,201,179 Equity Securities pursuant to that Listing Rule 7.1A approval.

During the 12 month period preceding 30 November 2017, being the date of this Meeting, the Company otherwise issued a total of 52,696,099 Shares which represents 116% of the total number of Equity Securities on issue at 23 November 2016.

Information relating to issues of Equity Securities by the Company in the 12 months prior to 30 November 2017 is as follows:

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price <sup>1</sup> on the trading day prior to the issue	<p>If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds</p> <p>If issued for non-cash consideration – a description of the consideration and the current value of the consideration</p>
25-Nov-16	1,697,128	Note 1	Shares issued in lieu of Directors' debt following shareholder approval on 23/11/2016	Market Price: 3.0¢; Issue Price: Based on 5-day VWAP	Non-Cash consideration. No Funds raised from the conversion of debt to equity. Mkt Value: \$30,548 (@1.8¢)
19-Jan-17	11,005,001	Note 1	Non-Renounceable Rights Issue	Market Price: 2.8¢. Issue Price: 3¢ per share.	Cash consideration: \$330,150. All funds were utilised for the purpose of exploration drilling at the Bulago Project
10-Feb-17	6,666,667	Note 1	Shares issued to consultants in lieu of fees.	Market Price: 3.4¢; Issue Price: Deemed price of 3.0¢ per share	Non-cash consideration. No funds raised from the issue of shares in lieu of consultants' fees. Market Value: \$120,000 @1.8¢
10-Feb-17	2,800,000	Options exercisable at 3¢ on or before 30/12/19	Issue of Director incentive options pursuant to shareholder approval on 23/11/16	Market Price: 3.4¢; Issue Price: N/A	N/A: Incentive remuneration. Black-scholes valuation: 0.5¢ per option.
10-Feb-17	2,000,000	Options exercisable at 3.4¢ on or before 10 February 2020	Issue of Employee incentive options	Market Price: 3.4¢; Issue Price: N/A	N/A: Incentive remuneration. Black-scholes valuation: 0.5¢ per option.
23-May-17	129,184	Note 1	Non-Renounceable Rights Issue	Market Price: 3.2¢. Issue Price: 4.5¢ per share.	Cash consideration: \$28,213. All funds were utilised for the purpose of exploration drilling at the Bulago Project

26-May-17	6,222,222	Note 1	Shares issued to consultants in lieu of fees.	Market Price: 3.0¢; Issue Price: Deemed price of 4.5¢ per share	Non-cash consideration. No funds raised from the issue of shares in lieu of consultants' fees. Market Value: \$111,999 @1.8¢
26-May-17	3,100,000	Note 1	Shares issued in lieu of Directors' debt following shareholder approval on 17/5/2017	Market Price: 3.0¢; Issue Price: Deemed price of 3.0¢ per share	Non-cash consideration. No funds raised from the issue of shares in lieu of consultants' fees. Market Value: \$55,800 @1.8¢
20-Sep-17	23,875,897	Note 1	Share Purchase Plan	Market Price: 1.6¢; Issue Price: 1.7¢ per share	Cash consideration: \$405,890. Approximately half of the funds were utilised for the purpose of debt repayment and exploration at the Muller and Andewa EL projects. The remaining funds will be used for working capital.

**Notes:** 1. Fully paid ordinary shares in the capital of the Company, ASX Code: FNT (terms are set out in the Constitution).

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

**4.4 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

**5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE - SPP SHORTFALL SHARES**

**5.1 General**

On 10 August 2017 the Company launched a share purchase plan that provided eligible shareholders the opportunity to purchase up to \$15,000 worth of fully paid ordinary shares in the Company at 1.7¢ per share (the **Plan**). The Plan closed on 14 September 2017 with applications for 22,558,235 shares totalling \$383,490. On 20 September 2017 the Company advised it had issued shares pursuant to the Plan shortfall totalling 1,317,647 shares at 1.7¢ per share to raise \$22,400 for gold and porphyry copper-gold exploration on the Company's Muller and Andewa ELs in Papua New Guinea (**SPP Shortfall Shares**). The SPP Shortfall Shares were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 1,317,647 SPP Shortfall Shares.

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 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, 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.

**5.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) The Company issued a total of 1,317,647 SPP Shortfall Shares at an issue price of 1.7¢ per Share.
- (b) The SPP Shortfall Shares are fully paid ordinary shares in the capital of the Company and rank pari passu with the Company's existing Shares.
- (c) The SPP Shortfall Shares were issued to professional and sophisticated investors all of whom are unrelated parties to the Company.
- (d) A total of \$22,400 was raised from the issue of the issue of the SPP Shortfall Shares and were used for gold and porphyry copper-gold exploration on the Company's Muller and Andewa ELs, Papua New Guinea.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

***The Directors recommend Shareholders vote in favour of Resolution 4***

**6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE - SHARES**

**6.1 General**

On 26 May 2017 the Company advised it had settled a total of \$280,000 of contractor fees by way of issuing 6,222,222 Shares at a conversion price of 4.5¢ per share. The shares issued represented between six and twelve months of professional fees. Of the total shares issued, 3,555,555 shares were issued utilising the Company's existing placement capacity under Listing Rule 7.1 (**Contractor Shares**).

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 3,555,555 Contractor Shares issued on 25 May 2017 issued pursuant to ASX Listing Rule 7.1.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 5.1 above.

By ratifying this issue, 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.

**6.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 4:

- (a) The Company issued a total of 3,555,555 Contractor Shares.
- (b) The Contractor Shares are fully paid ordinary shares in the capital of the Company and rank pari passu with the Company's existing Shares.
- (c) The Contractor Shares were issued to the following unrelated consultants to the Company.

Stanley Isikel	Fred Iwei
Mr M. Aldan	John Kirakar
Mr G. McDonald	Joe Idigel

- (d) No funds were raised from the issue of the issue of the Contractor Shares as they were issued in lieu of fees.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5.

***The Directors recommend Shareholders vote in favour of Resolution 5.***

**7. RESOLUTION 6 – ISSUE OF SHARES TO DIRECTOR – MR PETER MCNEIL**

Resolution 6 seeks Shareholder approval for the Company to be able to issue Shares to Mr Peter McNeil, the Company's Chairman (**Related Party**) in lieu of outstanding consulting fees owed to him (**Director Shares**).

As at 16 October 2017 the Company had unpaid accrued consulting fees of \$272,146 owed to Mr Peter McNeil and his associated entities (**Outstanding Fees**). During the financial year to 30 June 2017 Mr Peter McNeil accrued fees totalling \$351,701. The Related Party has agreed, subject to shareholder approval, to settle a portion of the Outstanding Fees in shares at a price that is equal to the last capital raising price pursuant to the share purchase plan announced on 10 August 2017 of \$0.017 per share (**SPP Price**).

If Shareholders approve Resolution 6, the issue of the Director Shares pursuant to Listing Rule 10.11, Shareholder approval is not required under Listing 7.1. Resolution 6 is an ordinary resolution.

### 7.1 Chapter 2E and ASX Listing Rule 10.11

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares constitutes giving a financial benefit and Mr Peter McNeil is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Peter McNeil and Mrs Paige McNeil who have a material personal interest in the Resolutions) consider that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Shares in lieu of the Outstanding Fees to the Related Party.

### 7.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of the Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### 7.3 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.13)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and Listing Rule 10.13, the following information is provided in relation to the issue of the Director Shares is provided as follows:

- (a) The related party is Mr Peter McNeil by virtue of being a Director of the Company.
- (c) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to the Related Party (or his nominees) is the equivalent of \$127,500 for Mr McNeil of deferred consulting fees each and will be based on the SPP Price. However, the maximum number of Shares to be issued to each of the Related Parties (or their nominees) must not in any case exceed 7,500,000 Shares, subject to the Related Party not exceeding a relevant interest in the Company's voting securities of 19.99%.
- (d) The Company will issue the Director Shares no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (e) the relevant interests of the Related Parties in securities of the Company is set out below:

Related Party	Shares <sup>1</sup>	Options
Mr Peter McNeil	14,816,760	2,500,000 <sup>2</sup>

1. Shares and Options held in an entity jointly controlled by Peter McNeil and his spouse Paige McNeil. As such, shares and options attributed to Paige and Peter include the relevant interest they jointly control.
2. Comprising: 1,500,000 options exercisable at 3.4¢ on or before 10 February 2020, 500,000 options exercisable at \$1.22 on or before 11 November 2017, and 500,000 options exercisable at \$0.22 on or before 2 December 2017.

- (f) the remuneration and emoluments from the Company to the Related Party for the previous three financial years are set out below:

Related Party	30 June 2017	30 June 2016	30 June 2015
Mr Peter McNeil	\$394,751	\$150,525	\$411,477

- (g) if the Director Shares are issued at the SPP Price of 1.7¢, a total of 7,500,000 Shares would be allotted and issued, representing a total conversion of debt of \$127,500 and resulting in the relevant interests of the Related Parties being increased from 14.21% to 19.97%. This will increase the number of Shares on issue from 104,276,813 to 111,776,813 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.19%.
- (h) the primary purpose of the issue of Director Shares to the Related Party is to preserve Company funds by converting outstanding Director and Consulting Fees to shares.
- (i) The Director Shares will be issued for nil cash consideration in lieu of outstanding Consulting Fees and accordingly no funds will be raised from the issue of the Director Shares.
- (j) The Director Shares will comprise fully paid ordinary shares ranking equally with all other fully paid ordinary shares of the Company.
- (k) A voting exclusion statement is included in the Notice.

#### 7.4 Directors' Recommendation

Mr Peter McNeil and Mrs Paige McNeil decline to make a recommendation to Shareholders in relation to Resolution 6 due to their material personal interest in the outcome of the Resolutions. However, in respect of Resolution 6, Mr Peter Swiridiuk recommends that Shareholders vote in favour of Resolution 6 for the following reasons:

- (a) the purpose set out in Section 7.3(h) above; and
- (b) the issue of the Director Shares to Mr Peter McNeil to extinguish debt owed for Consulting Fees is reasonable in the circumstances.

In forming his recommendation, Peter Swiridiuk has considered the circumstances of each of the Related Parties when determining the number of the method of conversion of debt to equity.

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## GLOSSARY

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<b>\$</b>	means Australian dollars.
<b>5-day VWAP</b>	means the price that is equal to the volume weighted average market price of shares in the Company, calculated over the last 5 days on which sales in the shares of the Company were recorded before the date of this Meeting.
<b>Annual General Meeting or Meeting</b>	means the meeting convened by the Notice.
<b>ASIC</b>	means the Australian Securities & Investments Commission.
<b>ASX</b>	means ASX Ltd (ACN 008 624 691) or the financial market operated by ASX Ltd, as the context requires.
<b>ASX Listing Rules</b>	means the Listing Rules of ASX.
<b>Board</b>	means the current board of directors of the Company.
<b>Business Day</b>	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
<b>Chair</b>	means the chair of the Meeting.
<b>Closely Related Party</b>	of a member of the Key Management Personnel means a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
<b>Company</b>	means Frontier Resources Limited (ACN 095 684 389).
<b>Constitution</b>	means the Company's constitution.
<b>Contractor Shares</b>	has the meaning set out in section 6.1.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director Shares</b>	has the meaning set out in section 7.
<b>Directors</b>	means the current directors of the Company.
<b>Explanatory Statement</b>	means the explanatory statement accompanying the Notice.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Managing Director</b>	means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.
<b>Notice or Notice of Meeting</b>	means this notice of meeting including the Explanatory Statement and the Proxy Form.

<b>Ordinary Securities</b>	has the meaning set out in the ASX Listing Rules.
<b>Proxy Form</b>	means the proxy form accompanying the Notice.
<b>Remuneration Report</b>	means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.
<b>Resolutions</b>	means the resolutions set out in the Notice, or any one of them, as the context requires.
<b>Restricted Voter means</b>	Key Management Personnel and their Closely Related Parties as at the date of the meeting.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a registered holder of a Share.
<b>SPP Price</b>	means the price offered under the Share Purchase Plan of 1.7¢.
<b>Share Purchase Plan</b>	means the share purchase plan undertaken by the Company announced on 10 August 2017.
<b>SPP Shortfall Shares</b>	has the meaning set out in 5.1
<b>WST</b>	means Western Standard Time as observed in Perth, Western Australia.

**PROXY FORM**

FRONTIER RESOURCES LIMITED  
ACN 095 684 389

**ANNUAL GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given the Chairman intends to vote in favour of each item of business, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:00am (WST), on 30 November 2017 at Unit 5, Ground Floor, 1 Centro Avenue Subiaco WA 6008, and at any adjournment thereof.

**CHAIR’S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

The Chair intends to vote undirected proxies in favour of Resolutions 1 to 5. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

**Important Information for Resolution 6**

If you have not directed your proxy how to vote as your proxy in respect of Resolution 6 and the Chair is, or may by default be, appointed your proxy, your votes will NOT be counted in calculating the required majority for Resolution 6.

If the Chair is, or may by default be, appointed your proxy and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 6 and your votes will NOT be counted in calculating the required majority if a poll is called on Resolution 6.

**Voting on business of the Meeting**

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Peter Swiriduk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity - Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue – SPP Shortfall Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Director – Mr Peter McNeil	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If the Chair is, or may by default be, appointed your proxy and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 6 and your votes will NOT be counted in calculating the required majority if a poll is called on Resolution 6.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

**Signature of Shareholder(s):**

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact ph (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail in relation to this Proxy Form: YES  NO

## Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Frontier Resources Limited, PO Box 510, Subiaco, WA 6904; or
  - (b) facsimile to the Company on facsimile number +61 8 9486 4799; orso that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**