
FRONTIER RESOURCES LIMITED

ACN 095 684 389

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:30am (WST)
DATE: 24 November 2010
PLACE: Barringtons House
Level 1
283 Rokeby Road
SUBIACO WA 6008

An electronic copy of the Frontier Resources Limited 2010 Annual Report can be found at www.frontierresources.com.au.

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 (08) 6468 0388.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Frontier Resources Limited to which this Notice of Meeting relates will be held at 11:30am (WST) on 24 November 2010 at:

Barringtons House, Level 1, 283 Rokeby Road, SUBIACO WA 6008

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

- (a) by post to Frontier Resources Limited, Unit 6, 34 York Street, North Perth, Western Australia; or
- (b) by facsimile to the Company on facsimile number (08) 9228 0704,

so that it is received not later than 11:30am (WST) on 22 November 2010.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Frontier Resources Limited will be held at 11:30am (WST) on 24 November 2010 at Barringtons House, Level 1, 283 Rokeby Road, SUBIACO WA 6008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at the close of business on 22 November 2010.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and auditor's report.

RESOLUTION 1 – ADOPTION OF THE 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 to the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2010.”

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

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GRAHAM FISH

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

“That, for all purposes, Mr Graham Fish, a director of the Company who retires by rotation in accordance with clause 16.1 of the Constitution and, being eligible, is re-elected as a Director of the Company.”

RESOLUTION 3 – GRANT OF OPTIONS TO 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 Listing Rule 10.11 of the ASX Listing Rules and Section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the Directors to grant to Mr Peter McNeil (or his nominee) 2,000,000 Options to be issued on the terms and conditions set out in Annexure A to this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr McNeil and any of his associates.

RESOLUTION 4 – GRANT OF OPTIONS TO MR WARREN STAUDE

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 10.11 of the ASX Listing Rules and Section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the Directors to grant to Mr Warren Staude (or his nominee) 1,000,000 Options to be issued on the terms and conditions set out in Annexure A to this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Staude and any of his associates.

RESOLUTION 5 – GRANT OF OPTIONS TO MR GRAHAM FISH

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 10.11 of the ASX Listing Rules and Section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the Directors to grant to Mr Graham Fish (or his nominee) 1,000,000 Options to be issued on the terms and conditions set out in Annexure A to this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Fish and any of his associates.

RESOLUTION 6 – GRANT OF OPTIONS TO MR HUGH DAVID SWAIN

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 10.11 of the ASX Listing Rules and Section 208 of the Corporations Act and for all other purposes, the Company approves and authorises the Directors to grant to Mr Hugh David Swain (or his nominee) 1,000,000 Options to be issued on the terms and conditions set out in Annexure A to this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Swain and any of his associates.

RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR PLACEMENT

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 15,232,872 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 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.

DATED: 21 October 2010

BY ORDER OF THE BOARD

**JAY STEPHENSON
COMPANY SECRETARY**

Short Explanation: Resolutions 3 to 6 - The ASX Listing Rules require the Company to seek Shareholder approval prior to the issue of securities to a related party. Under the Corporations Act, the provision of any financial benefit (which includes the grant of Options) requires shareholder approval pursuant to the related party provisions (Part 2E). Messrs Peter McNeil, Warren Staude, Graham Fish and David Swain are a related party of the Company by virtue of the fact that they are directors.

Voting Exclusion Note: Where a voting exclusion applies, 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.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Barringtons House, Level 1, 283 Rokeby Road, Subiaco WA 6008 at 11:30am (WST) on 24 November 2010.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND DIRECTORS' REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of directors and auditors for the year ended 30 June 2010.

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.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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.

The Remuneration Report is set out in the Directors' Report in the Company's 2010 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

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, Shareholders should note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF MR GRAHAM FISH

Clause 16.1 of the Constitution requires that one-third of all Directors (other than the Managing Director) must retire by rotation at an annual general meeting.

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 because Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires under clause 16.1 of the Constitution is eligible for re-election.

Mr Graham Fish retires in accordance with clause 16.1 of the Constitution and, being eligible, seeks re-election.

4. RESOLUTIONS 3 TO 6 – GRANT OF OPTIONS TO MESSRS PETER MCNEIL, WARREN STAUDE, GRAHAM FISH AND DAVID SWAIN

The Company seeks approval for the grant of Options Messrs Peter McNeil, Warren Staude, Graham Fish and Hugh David Swain (**Related Parties**) on the terms and conditions set out in Annexure A to this Explanatory Statement (**Director Options**).

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.

In addition, 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.

The issue of the Director Options to the Related Parties requires the Company to obtain Shareholder approval because the grant of Director Options constitutes giving a financial benefit and as Directors, each of Messrs McNeil, Fish, Staude, and Swain are related parties of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Director Options to each Related Party.

4.1 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

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

- (a) the related parties are Mr Peter McNeil, Mr Graham Fish, Mr Warren Staude, and Mr David Swain and they are related parties by virtue of being Directors;
- (b) the maximum number of Director Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - (i) 2,000,000 Director Options to Mr Peter McNeil;
 - (ii) 1,000,000 Director Options to Mr Graham Fish
 - (iii) 1,000,000 Director Options to Mr Warren Staude; and
 - (iv) 1,000,000 Director Options to Mr David Swain;
- (c) the Director Options will be granted to the Related Parties no later than 1 month after the date of the General Meeting (or such later date as

permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;

- (d) the Director Options will be granted for nil cash consideration, accordingly no funds will be raised. Any funds raised on the exercise of the Director Options will be used for working capital purposes;
- (e) the terms and conditions of the Director Options are set out in Annexure A;
- (f) a valuation of the Director Options, and the pricing methodology used for that valuation, is set out in Annexure B;
- (g) the existing relevant interests of each of the Related Parties in securities of the Company are set out below;

Related Party	Shares	Options
Mr Peter McNeil	9,024,249	3,404,764
Mr Warren Staude	61,112	1,800,000
Mr Graham Fish	291,457	2,142,856
Mr David Swain	Nil	1,000,000
Total	9,376,818	8,347,620

Shareholders should note that these interests may increase as a result of Resolutions 3, 4, 5 and 6;

- (h) the remuneration and emoluments from the Company to the Related Parties are set out below:

Related Party	Current Financial Year Remuneration	Previous Financial Year Remuneration
Mr Peter McNeil	\$250,000	\$216,242
Mr Warren Staude	\$30,000	\$36,667
Mr Graham Fish	\$30,000	\$36,166
Mr David Swain	\$32,750	\$45,250
Total	\$342,750	\$334,325

- (i) At present there are 207,309,751 Shares and 52,913,928 Options on issue. If all of the Director Options granted to the Related Parties are exercised, a total of 5,000,000 additional Shares would be allotted and issued.

This will increase the number of Shares on issue from 207,309,751 to 212,309,751 (assuming that no other Options are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted as follows:

Related Party	Issued Shares as at the date of this Notice of Meeting	Director Options to be issued	Total Issued Shares upon exercise of all Director Options	Dilutionary effect upon exercise of Director Options
Mr Peter McNeil	207,309,751	2,000,000	212,309,751	0.94%
Mr Warren Staude	207,309,751	1,000,000	212,309,751	0.47%
Mr Graham Fish	207,309,751	1,000,000	212,309,751	0.47%
Mr David Swain	207,309,751	1,000,000	212,309,751	0.47%
Total	207,309,751	5,000,000	212,309,751	2.35%

The market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

The Board resolved to issue the Director Options to Messrs McNeil, Staude, Fish, and Swain, subject to Shareholder approval, on the terms and conditions set out in Annexure A. As at the date of this Notice of Meeting, the share price is trading on ASX below the exercise price of the Director Options. The grant of the Director Options to Messrs McNeil, Fish, Staude, and Swain is intended to align their interests with the Company and its Shareholders;

- (j) the trading history of the Shares on the ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Lowest	2.0 cents	26 February 2010
Highest	9.0 cents	31 March 2010
Last	8.0 cents	11 October 2010

- (k) the primary purpose of the grant of Director Options to Mr Peter McNeil is to provide a market linked incentive package in his capacity as a Director and for future performance by him in his role. The Board (other than Mr Peter McNeil) considered the extensive experience and reputation of Mr Peter McNeil within the industry when considering the grant of the Director Options to Mr Peter McNeil. The Board considers the issue of the Director Options to Mr Peter McNeil to be reasonable, given the necessity to attract the highest calibre of professionals to the Company whilst maintaining the Company's cash reserves. Other than as set out in this Explanatory Statement, the Board does not consider that there are any significant opportunity costs to the Company, taxation consequences, or benefits foregone by the Company in issuing the Director Options upon the terms proposed;
- (l) the primary purpose of the grant of Director Options to Mr Staude is to provide a market linked incentive package in his capacity as a Director and for future performance by him in his role. The Board (other than Mr Staude) considered the extensive experience and reputation of Mr Staude within the industry when considering the grant of the Director Options to Mr Staude. The Board considers the issue of the Director Options to Mr Staude to be reasonable, given the necessity to attract the highest calibre of

professionals to the Company whilst maintaining the Company's cash reserves. Other than as set out in this Explanatory Statement, the Board does not consider that there are any significant opportunity costs to the Company, taxation consequences, or benefits foregone by the Company in issuing the Director Options upon the terms proposed;

- (m) the primary purpose of the grant of Director Options to Mr Fish is to provide a market linked incentive package in his capacity as a Director and for future performance by him in his role. The Board (other than Mr Fish) considered the extensive experience and reputation of Mr Fish within the industry when considering the grant of the Director Options to Mr Fish. The Board considers the issue of the Director Options to Mr Fish to be reasonable, given the necessity to attract the highest calibre of professionals to the Company whilst maintaining the Company's cash reserves. Other than as set out in this Explanatory Statement, the Board does not consider that there are any significant opportunity costs to the Company, taxation consequences, or benefits foregone by the Company in issuing the Director Options upon the terms proposed;
- (n) the primary purpose of the grant of Director Options to Mr Swain is to provide a market linked incentive package in his capacity as a Director and for future performance by him in his role. The Board (other than Mr Swain) considered the extensive experience and reputation of Mr Swain within the industry when considering the grant of the Director Options to Mr Swain. The Board considers the issue of the Director Options to Mr Swain to be reasonable, given the necessity to attract the highest calibre of professionals to the Company whilst maintaining the Company's cash reserves. Other than as set out in this Explanatory Statement, the Board does not consider that there are any significant opportunity costs to the Company, taxation consequences, or benefits foregone by the Company in issuing the Director Options upon the terms proposed;
- (o) Mr Peter McNeil declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material interest in the outcome of Resolution 3. The other Directors, who do not have a material interest in the outcome of Resolution 3, recommend that Shareholders vote in favour of Resolution 3. The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 3;
- (p) Mr Warren Staude declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material interest in the outcome of Resolution 4. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4. The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 4.
- (q) Mr Graham Fish declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material interest in the outcome of Resolution 5. The other Directors, who do not have a material interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5. The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5.
- (r) Mr Hugh David Swain declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material interest in the outcome of

Resolution 6. The other Directors, who do not have a material interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6. The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 6.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Parties (and any issue of Shares on exercise of those Director Options) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR PLACEMENT

5.1 General

On 31 May 2010, the Company issued 15,382,872 ordinary fully paid Shares (**Placement Shares**) at an issue price of \$0.07 per Share to raise \$1,142,465 to a sophisticated investor pursuant to section 708 of the Corporation Act.

The subscribers pursuant to the issues were not related parties of the Company.

Resolutions 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of a total of 15,382,872 Placement 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 the ratification of the issue of the Shares and Options:

- (a) 15,382,872 Placement Shares were allotted;
- (b) the issue price was \$0.075 per Placement Share;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company;
- (d) the Placement Shares were allotted and issued to sophisticated investors pursuant to section 708 of the Corporation Act. ; and
- (e) funds raised from the issue are being used for furthering the exploration of its Papua New Guinea projects.

6. RECOMMENDATION

The Board believes that the resolutions to be proposed at the Company's Annual General Meeting are in the best interests of the Company and (except where otherwise stated) unanimously recommend that shareholders vote in favour of each resolution.

7. ENQUIRIES

Shareholders are requested to contact the Company Secretary on (+61 8) 6468 0388 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means any day other than a Saturday, Sunday or public holiday in the State of Western Australia.

Company means Frontier Resources Limited (ACN 095 684 389).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director Options means an Option granted pursuant to Resolutions 2, 3, 4, 5 and 6 with the terms and conditions set out in Annexure A.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** or **Notice** means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

ANNEXURE A – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Director Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Director Option, the Optionholder must exercise the Director Options in accordance with the terms and conditions of the Director Options.
- (b) The Director Options will expire at 5:00 pm (WST) on 31 December 2012 (**Expiry Date**). Any Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of:
 - (i) 50% of the Director Options will be at an exercise price equal to 133% of the ASX 5 day volume weighted average price per Frontier Share prior to the Meeting Date; and
 - (ii) 50% of the Director Options will be at an exercise price equal to 150% of the ASX 5 day volume weighted average price per Frontier Share prior to the Meeting Date; (**Exercise Price**).
- (d) The Director Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised;

(Exercise Notice).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
- (h) The Director Options will vest 12 months after the issue date.
- (i) The Director Options are not transferable.
- (j) All Shares allotted upon the exercise of Director Options will upon allotment rank pari passu in all respects with other Shares.
- (k) The Company will not apply for quotation of the Director Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Director Options on ASX within 10 Business Days after the date of allotment of those Shares.

- (l) 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.
- (m) There are no participating rights or entitlements inherent in the Director Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- (n) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Director Options, the exercise price of the Director Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (o) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issues of the Director Options, the number of securities over which a Director Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Director Option had been exercised before the record date for the bonus issue.

ANNEXURE B – ESTIMATED VALUATION OF DIRECTOR OPTIONS

The Director Options to be issued to the Related Parties pursuant to Resolutions 3, 4, 5 and 6, have been valued using the Black & Scholes option model.

Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed a value range, as follows:

Assumptions:		
Valuation date	15 October 2009	
Market price of Shares	7.0 cents	
Exercise price*	133% of ASX 5 day VWAP	150% of ASX 5 day VWAP
Expiry date	31 Dec 2012	31 Dec 2012
Risk free interest rate	7%	7%
Volatility	35.5%	35.5%
Indicative value per Director Option	1.20 cents	0.70 cents
Total Value of Director Options	\$30,000	\$17,500
- Peter McNeil	\$12,000	\$7,000
- Warren Staude	\$6,000	\$3,500
- Graham Fish	\$6,000	\$3,500
- David Swain	\$6,000	\$3,500

* The actual price of the Options will be determined on the Meeting date when it will be based on 133% and 150% of the ASX 5 day volume weighted average price per Frontier Share prior to the Meeting Date.

Note: The valuation ranges noted above are not necessarily the market prices that the Director Options could be traded at and they are not automatically the market prices for taxation purposes.

PROXY FORM

**APPOINTMENT OF PROXY
FRONTIER RESOURCES LIMITED
ACN 095 684 389**

ANNUAL GENERAL MEETING

I/We

being a Member of Frontier Resources Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 11:30am (WST), on 24 November 2010 at QV1 Conference Centre, Level 2, 250 St Georges Terrace Perth WA 6000 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all the resolutions.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director, Mr Graham Fish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Grant of Options to Mr Peter McNeil	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Grant of Options to Mr Warren Staude	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Grant of Options to Mr Graham Fish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Grant of Options to Mr Hugh David Swain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Ratification of Prior issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

In relation to these Resolutions, if the Chairman is to be your proxy and you do **not** wish to direct your proxy how to vote on these Resolutions, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your votes on these Resolutions and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman intends to vote in favour of these Resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1 TO 6 YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO RESOLUTIONS 1 TO 6 WILL BE DISREGARDED.

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

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

Signed this _____ day of _____ 2010

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

FRONTIER RESOURCES LIMITED
ACN 095 684 389

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. 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. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.