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ASX Limited  
Market Announcements Platform

**ASX: FNT**

17<sup>th</sup> April 2015

### **LODGEMENT OF REPLACEMENT PROSPECTUS**

Frontier Resources Ltd encloses a replacement prospectus (**Prospectus**) which replaces the original prospectus dated and lodged with ASIC on 15<sup>th</sup> April 2015. This Prospectus amends the original issue price of \$0.0025 to \$0.002 per New Share in order to comply with ASX Listing Rule 7.11.2.

Full details of the Issue are contained in the Prospectus which will be mailed to eligible shareholders with a registered address in Australia and New Zealand as at the record date of 27<sup>th</sup> April 2015. Shareholders eligible to participate should read the Prospectus carefully.

For additional information relating to Frontier please visit our website at [www.frontierresources.com.au](http://www.frontierresources.com.au)

#### **FRONTIER RESOURCES LTD**

P.A. McNeil, M.Sc., MAIG  
Chairman and Managing Director



# Frontier Resources Ltd

ABN 96 095 684 389

## Replacement Prospectus

**This is a replacement prospectus which replaces in its entirety the prospectus dated 15<sup>th</sup> April 2015. For a pro rata non-renounceable entitlement issue on the basis of one (1) New Share for every one (1) existing Share held at an issue price of \$0.002 per New Share.**

**The Offer will raise up to \$762,951 (before expenses).**

**The Offer closes at 5.00pm WST on Monday, 11<sup>th</sup> May 2015.**

**The Offer is not underwritten.**

### **Important Notice**

This is an important document and should be read in its entirety.

This Prospectus is a transaction-specific prospectus issued in accordance with Section 713 of the Corporations Act 2001. If you have any queries about any part of the Prospectus, please contact your professional adviser without delay.

The Shares offered by this Prospectus should be considered speculative.

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## **IMPORTANT INFORMATION**

This replacement Prospectus is dated 17<sup>th</sup> April 2015 and was lodged with ASIC on that date. This replacement Prospectus replaces the original prospectus dated 15<sup>th</sup> April 2015. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of the original prospectus. Application was made to ASX for quotation of the New Shares offered under this Prospectus on 16<sup>th</sup> April 2015.

In preparing this Prospectus, regard has been given to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to Section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company that has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The New Shares to be issued pursuant to this Prospectus should be viewed as a speculative investment and Eligible Shareholders should refer to the Risk Factors affecting the Company set out in Section 2. Eligible Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser as necessary.

No person is authorised to give any information or to make any representation in relation to the Offer that is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at [www.frontierresources.com.au](http://www.frontierresources.com.au). The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. Any Shareholder or Shareholder may obtain a hard copy of this Prospectus by contacting the Company. A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 8.

## **OVERSEAS SHAREHOLDERS**

New Shares will not be issued pursuant to this Prospectus to Shareholders with a registered address which is outside Australia or New Zealand. This is because the Company has determined that it would be unreasonable to make the Offer under this Prospectus to such Shareholders having regard to the number of Shareholders in the places where the Offer would be made, the number and value of the New Shares that would be offered and the costs of complying with the legal requirements of those places. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the applicable securities law.

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

## **RISK FACTORS**

Refer to Sections 1.11 and 2 for details of the risks associated with an investment in the Company. As with any securities investment, there are risks associated with investing in the Company. Investors should be aware that an investment in the Company involves risks that may or may not be greater than risks associated with an investment in some other companies. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus.

The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

A number of specific risk factors that may impact the future performance of the Company are described below and Shareholders should note that this list is not exhaustive:

## Frontier Resources Ltd

- (a) The discovery, delineation and/or acquisition of economically recoverable resources /reserves.
- (b) Whether or not income will result from projects undergoing exploration and development programs depends on successful exploration and establishment of production facilities.
- (c) Access to adequate capital for project development.
- (d) Design and construction of efficient development and production infrastructure within capital expenditure budgets.
- (e) Access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.
- (f) Securing and maintaining title to interests.
- (g) Obtaining consents and approvals necessary for the conduct of mineral exploration, development and production.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, unpredictable and the extent to which they can be effectively managed is limited. Careful consideration should be given to all matters raised in this Prospectus and the relative risk factors prior to applying for Shares offered for subscription under this Prospectus. Investors should consider the risk factors described above and outlined in more detail in Section 2, together with the information contained elsewhere in this Prospectus, before deciding whether to apply for Shares.

### DIRECTORS' INTERESTS (Refer to Section 5.7)

The direct and indirect interests of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlements under the Offer are set out below.

Director	Shares (Direct & Indirect)	Unlisted Options (Direct & Indirect)	Voting Power (%)	Share Entitlement	Value of Entitlement
Peter A. McNeil*	30,371,061*	10,000,000	7.96%*	30,371,061*	\$60,742*
Paige S. McNeil*	30,371,061*	10,000,000	7.96%*	30,371,061*	\$60,742*
Peter Swiridiuk	Nil	Nil	Nil	Nil	Nil

**Note:** \*Peter McNeil and Paige McNeil intend to subscribe for all 30,371,061 Shares of their Entitlements under this Prospectus.

### SUBSTANTIAL HOLDERS

Based on public information as at the date of this Prospectus, the persons who (together with their associates) have a relevant interest in 5% or more of the Company's securities are set out below. In the event all Entitlements are accepted (or all Shortfall is placed) there will be no change to the substantial holders on completion of the Offer.

Shareholder	No. of Shares	Percent Equity
EXPLORATION & MANAGEMENT CONSULTANTS PTY LTD (McNeil Interests)	30,371,061	7.96%
OK TEDI MINING LIMITED	23,928,525	6.27%

### BRIEF INSTRUCTIONS - THE ENTITLEMENT ISSUE

#### For Eligible Shareholders - What You May Do

The number of New Shares to which you are entitled is shown on the accompanying Entitlement and Acceptance Form.

You may: Accept your Entitlement in full or part; or:

- Accept your Entitlement in full and apply for additional shares pursuant to the Shortfall Offer; or
- Allow the whole of the Entitlement to lapse.

#### If You Wish to Take Up All or Part of Your Entitlement

Complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in the form. Forward your completed Entitlement and Acceptance Form, together with your cheque for the amount shown on the form or for such lesser amount as you wish to apply for, so as to reach the Company's Share Registry no later than 5:00pm WST on 11<sup>th</sup> May 2015. Shareholders should be made aware that their own financial institution may have an earlier cut off time for BPAY payments. By paying by BPAY you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.

**Applying for Shortfall Shares**

Subject to any restrictions imposed by law, Eligible Shareholders who have subscribed for their entitlements in full may apply for additional New Shares under the Shortfall Offer by completing the section of the Entitlement and Acceptance Form entitled “Shortfall Shares” in accordance with its instructions.

**Entitlements Not Taken Up**

If you decide not to accept all or part of your Entitlement pursuant to the Entitlement Issue, you are not required to take any action. The New Shares not accepted will form part of the Shortfall.

**CORPORATE DIRECTORY**

**Directors**

Peter McNeil Executive Chairman & Managing Director  
 Peter Swiridiuk Non-Executive Director  
 Paige McNeil Executive Director-Corporate

**Company Secretary**

Matthew Foy

**Registered Office and Principal Place of Business**

Office J, Level 2, 1139 Hay Street,  
 West Perth WA 6005  
 Telephone: +61 (8) 9481 2277  
 Facsimile: +61 (8) 9481 2355  
 Website: www.frontierresources.com.au

**Securities Exchange Listing**

ASX Limited  
 ASX Code: FNT

\* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus nor have they consented to being named in this Prospectus.

**Share Registry\***

Computershare Investor Services Pty Limited  
 Level 2, Reserve Bank Building  
 45 St Georges Terrace  
 PERTH WA 6000  
 Telephone: +61 8 9323 2000  
 Facsimile: +61 8 9323 2033

**Solicitors\***

Steinepreis Paganin  
 Lawyers and Consultants  
 Level 4, The Read Buildings  
 16 Milligan Street  
 PERTH WA 6000  
 Telephone: +61 8 9321 4000  
 Facsimile: +61 8 9321 4333

**Auditor\***

Moore Stephens Perth  
 12 St Georges Terrace  
 PERTH WA 6000  
 Telephone: +61 8 9225 5355  
 Facsimile: +61 8 9225 6181

**TIMETABLE AND IMPORTANT DATES**

EVENT	DATE
Original prospectus lodged with ASIC and ASX	15 April 2015
Announcement of Entitlement Issue	16 April 2015
Notice of Entitlement Issue sent to Shareholders	22 April 2015
“Ex” Date (date from which Shares commence trading without the entitlement to participate in the Rights Issue)	23 April 2015
Record Date (date for determining Shareholder entitlements to participate in the Rights Issue)	27 April 2015
Prospectus sent to Shareholders and Opening Date of Offer	30 April 2015
Closing Date of Offer	11 May 2015
Notification of under-subscriptions to ASX	14 May 2015
Despatch date/New Shares entered into Shareholders’ security holdings	18 May 2015

Dates are indicative only. Subject to the ASX Listing Rules, the Directors may vary the dates without prior notice.

**CHAIRMAN'S LETTER**

Frontier Resources Ltd is offering all Shareholders the opportunity to participate in this 1 for 1 non-renounceable, pro-rata rights issue, to raise approximately \$762,951 (before costs).

As Chairman, Managing Director and Chief Geologist of Frontier, I recommend the issue and note that 'My Interests' will participate fully, subscribing for \$60,742 / 30,371,061 new Shares.

This capital raising will enable Frontier Resources to:

1. Undertake further exploration / drill assessment of the Bulago gold and porphyry copper project (EL 1595) and the Andewa (ELA 2348) and Muller Range (ELA 2356) applications (if/when granted).
2. Apply for additional EL Applications in PNG and obtain them.
3. Fund evaluation of alternate opportunities and/or acquisitions in the resources sector.
4. Cover expenses associated with the Offer.
5. Provide further working capital.

Eligible Shareholders will have the opportunity under the Offer to subscribe for 1 New Share for every 1 Share held on the Record Date, at the issue price of \$0.002 per New Share (equal to a 42.86% discount to the VWAP of the last 15 days on which shares were traded as at the date of this Prospectus of \$0.0035).

**Shareholders wishing to subscribe for Shares in excess of their Entitlements are invited to subscribe for any Shortfall.**

The details of the Offer are set out in this Prospectus, together with your personalised Entitlement and Acceptance Form.

On behalf of the Directors, I thank Shareholders for their continuing support of Frontier Resources Ltd.

Sincerely,



P.A. McNeil, M.Sc., MAIG

**Chairman and Managing Director**

## SECTION 1 DETAILS OF THE OFFER

### 1.1 Details of the Entitlement Issue Offer

The Company is making a pro rata non-renounceable entitlement issue on the basis of one (1) New Share at an issue price of \$0.002 per New Share for every one (1) existing Share held. The Offer will raise up to \$762,951 (before expenses) such that a maximum of 381,475,706 New Shares will be issued.

The New Shares are being offered to Eligible Shareholders on the basis of one (1) New Share for every one (1) Share held on the Record Date of 27<sup>th</sup> April 2015. In the calculation of any entitlement, fractions will be rounded down to the nearest whole number.

The New Shares offered pursuant to this Prospectus will rank equally with existing Shares on issue. The full terms and conditions of the New Shares are set out in Section 4.

The Company has on issue 381,475,706 Shares, 18,000,000 Unlisted Options exercisable at \$0.061 before November 2017 and 10,000,000 Unlisted Director Options (held by P.A. McNeil and exercisable at \$0.011 before 2 December 2017).

The number of New Shares to which you are entitled as an Eligible Shareholder is shown on the accompanying personalised Entitlement and Acceptance Form.

### 1.2 Underwriting

The Offer is not underwritten.

### 1.3 No Rights Trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your right to subscribe for New Shares to another party. If you do not take up your Entitlement under the Offer by the Closing Date, the Offer to you will lapse.

### 1.4 Minimum Subscription

There is no minimum subscription under the Entitlement Issue.

### 1.5 Opening and Closing Dates

The Entitlement Issue will open for receipt of acceptances on 30<sup>th</sup> April 2015 and it will close on 11<sup>th</sup> May 2015, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 3 Business Days prior to the Closing Date.

### 1.6 How to Accept the Entitlement Issue Offer

The number of New Shares to which you are entitled is shown in the accompanying Entitlement and Acceptance Form. In determining Entitlements, any fractional Entitlement will be rounded down to the nearest whole number.

#### ***Acceptance of Entitlement in Full***

If you are an Eligible Shareholder and wish to take up **all** of your Entitlement under the Entitlement Issue, please complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form.

#### ***Application for Shortfall Shares***

Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding, by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form.

#### ***Partial Acceptance of Entitlement***

If you are an Eligible Shareholder and wish to take up part of your Entitlement pursuant to the Entitlement Issue, please complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form and insert the number of New Shares for which you wish to accept (being less than your Entitlement as specified on the Entitlement and Acceptance Form).

**Acceptance of Terms**

All applications for New Shares must be made on the Entitlement and Acceptance Form. Any application will be treated as an offer from the applicant to acquire New Shares on the terms and conditions set out in the Prospectus.

The Directors reserve the right to reject any applications for New Shares. Please ensure the completed Entitlement and Acceptance Form and your cheque is received by the Company's Share Registry prior to the closing date by Post at:

Frontier Resources Ltd  
C/- Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne Vic 3001

Those who elect to pay via cheque, please make the cheque payable to 'Frontier Resources Ltd - Offer A/C' and cross it 'Not Negotiable'.

Those who elect to pay via BPAY® must follow the instructions for BPAY® set out in the Entitlement and Acceptance Form. Investors who elect to pay via BPAY® will not need to return their completed Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be received not later than 5.00pm WST on the Closing Date. Please note that payment via BPAY® must be received by no later than 5.00pm WST on 11<sup>th</sup> May 2015. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY® by the date and time mentioned above.

If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form. If you have multiple holdings you will have multiple BPAY® customer reference numbers. To ensure you receive your Entitlement in respect of that holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

**Non-Acceptance of Entitlement**

If you do not wish to take up any part of your Entitlement under the Entitlement Issue, you are not required to take any action. If you decide not to accept all or part of your Entitlement, the New Shares not accepted will be dealt with in accordance with Section 1.7.

**Enquiries**

If you have any queries regarding your Entitlement or the Offer, please contact the Company Secretary on +61 8 9486 4036 from 8.30am to 5.00pm WST, Monday to Friday.

**1.7 Shortfall Offer**

If you do not wish to take up any part of your Entitlement under the Entitlement Issue Offer, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer.

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer. Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. It is possible that there may be few or no Shortfall Shares available for issue, depending on the level of take up of Entitlements by Shareholders. There is also no guarantee that in the event Shortfall Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.002, being the price at which Shares have been offered under the Offer.

## Frontier Resources Ltd

A cheque, bank draft or money order made payable to "Frontier Resources Ltd - Offer A/C" and crossed Not Negotiable should be used for the application money for your Entitlement and the number of Shortfall Shares you wish to apply for as stated on the Entitlement and Acceptance Form.

Alternatively, if you are paying by BPAY<sup>®</sup>, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY<sup>®</sup> must ensure that payment is received by no later than 5.00pm Western Standard Time (7.00pm EST) on the closing date of the Shortfall Offer.

The Company reserves the right to close the Shortfall Offer early. Priority to any allocation of Shortfall Shares will be given to existing Shareholders and Directors on a 'first in first served basis', following which any remaining Shortfall Shares will be allocated at the Directors' absolute discretion. An Applicant will not be allocated additional Shortfall Shares if the issue of those Shortfall Shares will result in their voting power in the Company exceeding 20%.

No action has been taken to register or qualify the Shortfall Shares or the Shortfall Offer or otherwise to permit a public offering of the Shortfall Shares in any jurisdiction outside Australia. Surplus application moneys will be returned to Applicants as soon as practicable following the issue of all Shortfall Shares, is applicable. In respect of the Shortfall Offer, it is the responsibility of any applicant outside Australia to ensure compliance with all laws of any country relevant to their applications, and any such applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued any securities.

### 1.8 Australian Securities Exchange Listing

The Company applied to ASX for quotation of the Shares offered pursuant to this Prospectus on 16<sup>th</sup> April 2015. If ASX does not grant permission for official quotation of the Shares within three months after the date of this Prospectus, the Company will not issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered under this Prospectus.

### 1.9 Issue of Shares

The Shares to be issued pursuant to the Offer will be issued in accordance with the Timetable and Important Dates and otherwise in accordance with the Listing Rules.

Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares issued under the Offer will be mailed in accordance with the Timetable and Important Dates and otherwise in accordance with the Listing Rules and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

### 1.10 CHES and Issuer Sponsorship

The Company operates an electronic CHES sub-register and an electronic issuer sponsored sub-register. These two sub-registers make up the Company's register of securities. The Company will not issue certificates

to investors. Rather, holding statements (similar to bank statements) will be dispatched to investors as soon as practicable after issue.

Holding statements will be sent either by CHESS (for new investors who elect to hold their securities on the CHESS sub-register) or by the Company's Share Registry (for new investors who elect to hold their securities on the Issuer sponsored sub-register). The statements will set out the number of Shares issued under the Prospectus and provide details of a Holder Identification Number (for new investors who elect to hold their securities on the Chess sub-register) or Security holder Reference Number (for new investors who elect to hold their securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each new investor following the month in which the balance of their holding of Shares changes, and also as required by the Listing Rules or the Corporations Act.

### **1.11 Risks**

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

### **1.12 Overseas Shareholders**

The Company is of the view that it is unreasonable to make an offer under the Entitlement Issue under this Prospectus to Shareholders outside of Australia and New Zealand having regard to:

- the number of Shareholders registered outside of Australia and New Zealand;
- the number and value of the New Shares that would be offered to Shareholders registered outside of Australia and New Zealand; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Company is not required to offer the New Shares under the Prospectus to Shareholders registered outside of Australia and New Zealand.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares the subject of this Prospectus or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia.

### **1.13 Taxation**

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the Shares of the Company.

### **1.14 Privacy Disclosure**

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for securities to provide facilities and services to Shareholders and Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders and Shareholders can be obtained by that Shareholder or Shareholder through contacting the Company or the Share Registry.

### 1.15 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

If you have any questions regarding your Entitlement or the Offer, please contact the Company Secretary on +61 (8) 9486 4036, from 8.30am to 5.00pm WST, Monday to Friday.

## SECTION 2 RISK FACTORS

### 2.1 Introduction

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

The Company's tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Company's tenements, or any other licenses that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The Shares offered under this Prospectus should be considered speculative because of the nature of the Company's business.

Whilst the Directors recommend that Shareholders take up their Entitlement, there are however numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which the New Shares will trade.

The following is a summary of the more material matters to be considered and should be read in conjunction with specific matters referred to in the Company's announcements and reports. However, the summary is not exhaustive and potential investors should examine the contents of this Prospectus in its entirety and consult their professional advisors before deciding whether to apply for the Shares.

### 2.2 Specific Risks – Current Assets

There is no assurance that any exploration on current or future interests will result in the discovery of an economic mineral deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically developed.

#### *2.2.1 Risks in Exploration Mining, Resource Estimates and Ability to Exploit Successful Discoveries*

The business of mineral exploration and mining involves risks and hazards. For example, in an exploration context no assurance can be given that ore bodies will be detected with preferred or desirable tonnages or grades. High risk and substantial expense can be incurred without the requisite or expected degree of reward. Even if commercial quantities of ore are discovered, unforeseen risks can arise in the development and production phase including mining or processing issues, environmental hazards, industrial accidents, labour forced disruption, the unavailability of materials and equipment, unusual or unexpected geological formation, pit failures, changes in the regulatory environment and weather conditions. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability.

Exploration for minerals is highly speculative in nature, involves many risks and is frequently unsuccessful. Among the many uncertainties inherent in any exploration and development program are the location of ore bodies, the development of appropriate metallurgical processes, the receipt of necessary governmental permits, access to permits and the construction of mining and processing facilities. Assuming the discovery of

an economic deposit, several years may lapse from the initial phases of drilling until commercial operations commence and, during such time, the economic feasibility of production may change. Accordingly, the Company's exploration and development program may not result in any new economically viable mining operations.

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly when new information or techniques become available. In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Even if the Company identifies a resource or reserve, actual ore reserves and resources (including grade and quantity) may differ from those estimated at an earlier time which may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

It may not always be possible for the Company to participate in the exploitation of successful discoveries made in areas in which the Company has an interest. Such exploitation will involve the need to obtain the necessary licences or clearances from the relevant authorities, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. The infrastructure requirements around a successful discovery may also impact on the exploitation of a discovery. Further, the decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be the same as the Company. As described above, such work may require the Company to meet or commit to financing obligations for which it may have not planned.

### **2.2.2 Potential Acquisitions**

The Company has to date, and will continue to actively pursue and assess, other new business opportunities particularly those in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available).

Furthermore, any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involves a new commodity and/or changes the Company's capital/funding requirements.

Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

### **2.2.3 Operations in Papua New Guinea**

All of the Company's projects are located in Papua New Guinea and the Company is subject to the risks associated with operating in that country, including various levels of political, economic and other risks and uncertainties. These risks and uncertainties include but are not limited to: the risk of civil unrest, expropriation /nationalisation, renegotiation or nullification of existing concessions, licences, permits or contracts, illegal mining, changes in taxation policies, restrictions on foreign exchange and repatriation and changing political conditions, currency and currency controls.

Changes, if any, in mining or investment policies, or shifts in political attitude, in Papua New Guinea may adversely affect the operations or profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, foreign currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the Company. The Company has made its investment and strategic decisions

based on the information currently available to the Directors, however should there be any material change in the political, economic, legal and social environments in Papua New Guinea, the Directors may reassess investment decisions and commitments to assets in Papua New Guinea.

#### **2.2.4 Compliance Risk**

The Company holds an interest in various mining tenements. Title to these tenements is subject to the Company, as tenement holder, complying with the terms and conditions of each tenement, including the minimum annual expenditure commitments. There is a risk that if the Company does not comply with the terms and conditions of each tenement, it may lose its interest in the relevant tenement.

The Company has implemented appropriate policies and practices to mitigate the risk that the terms and conditions attaching to each of the tenements it has an interest in are not complied with.

#### **2.2.5 Joint Venture Parties, Agents and Contractors**

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

#### **2.2.6 Environmental**

The Company's activities are subject to the environmental risks inherent in the mining industry. The Company is subject to environmental laws and regulations in connection with operations it may pursue in the mining industry. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations on any area.

#### **2.2.7 Impairment of Assets**

Under generally accepted accounting principles, the Company reviews its intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. The Company has on record a total of \$733,251 of intangible assets. Any change to the estimation of fair value could result in an impairment charge to the Company's intangible assets. Any such material charges may have a material negative impact on the Company's operating results.

#### **2.2.8 Reliance on Key Personnel**

The Company's success depends largely on the core competencies of its directors and management, and their familiarisation with, and ability to operate, in the mining industry and the Company's ability to find and retain key executives.

#### **2.2.9 Dividends**

The Company does not anticipate declaring or paying any dividends to Shareholders in the foreseeable future. Consequently, investors may need to rely on sales of their Shares to realise any future gains on their investment.

#### **2.2.10 Potential for significant dilution**

Upon implementation of the Offer, assuming all Entitlements are accepted, the number of Shares in the Company will increase from 381,475,706 currently on issue to 762,951,412. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters. The last closing price of Shares on ASX prior to the prospectus being lodged of \$0.003 is not a reliable indicator as to the

potential trading price of Shares following completion of the Offer.

**2.2.11 *Future capital needs and additional funding***

The funding of any further capital requirements beyond the requirements as set out in this Prospectus will depend upon a number of factors including the extent of the Company's ability to generate income from activities which the company cannot forecast with any certainty.

Any additional equity financing will be dilutive to Shareholders, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional funding as needed, it may not be able to take advantage of opportunities or develop projects. Further, the Company may be required to reduce the scope of its operations or anticipated expansion and it may affect the Company's ability to continue as a going concern.

**2.2.12 *Pending Applications***

Certain of the Company's exploration licenses are currently under application. Whilst the Company is not aware of any reason why such applications would not be granted, no assurance can be given that the Company will be granted these applications. If the applications are not granted, the Company may suffer damage through loss of opportunity to exploit any mineral resources on those licenses.

**2.3 General Risks**

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

**2.3.1 *General Economic Climate***

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, commodity prices and stock market prices. The Company's future revenues and securities price may be affected by these factors, as well as by fluctuations in the price of commodities, which are beyond the Company's control.

**2.3.2 *Changes in Legislation and Government Regulation***

Government legislation in Australia and other relevant jurisdictions, including changes to taxation systems, may affect future earnings and the relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

**2.3.3 *Commodity Price Volatility and Exchange Rate Risk***

If the Company achieves success leading to mineral production, the revenue it will derive through the sale exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian and Papua New Guinean currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar, the Australian dollar and PNG Kina as determined in international markets.

**2.3.4 *Share market Conditions***

The market price of the Company's securities may be subject to varied and unpredictable influences on the market for equities in general and resources stocks in particular.

**2.3.5 *Speculative Nature of Investment***

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the Shares.

## Frontier Resources Ltd

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares.

### SECTION 3 PURPOSE AND EFFECT OF THE OFFER

#### 3.1 Purpose of the Offer

The purpose of the Offer is to raise approximately \$762,951 (before expenses). The application of funds raised from this Offer is summarised below, depending on various levels of subscription.

For the purposes of detailing the use of funds raised under this Prospectus, it is assumed no Options are exercised between the date of this Prospectus and the Record Date.

Proceeds of the Offer	20% Subscription	50% Subscription	100% or Full Subscription
Exploration expenditure on the Bulago EL (+Andewa ELA if/when granted)	\$30,990	\$219,876	\$553,351
Expenditure on new tenements (EL Applications in PNG)	\$16,000	\$24,000	\$24,000
Expenditure on New Project Review + Due Diligence	\$32,000	\$32,000	\$32,000
Expenses of the Offer	\$27,410	\$28,456	\$29,707
Working Capital and Administration Costs	\$46,190	\$77,144	\$123,893
<b>Total</b>	<b>\$152,590</b>	<b>\$381,476</b>	<b>\$762,951</b>

**Notes:** The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Directors reserve the right to alter the way funds are applied on this basis.

Please refer to Section 5.11 of this Prospectus for further details of the expenses of the Offer.

If the Company raises less than the Full Subscription under the Offer, the funds will be apportioned in priority to the following: expenses of the Offer, administration costs /working capital, expenditure on project acquisition and to undertake further exploration of the Bulago gold project (EL 1595) and the Andewa (ELA 2348) and Muller Range (ELA 2356) applications (if/when granted). On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

#### 3.2 Effect of the Offer and Pro Forma Consolidated Statement of Financial Position

The principal effect of the Offer (assuming full subscription) will be that:

- (a) Cash reserves will increase by approximately \$762,951 (before expenses) immediately after completion of the Offer; and
- (b) 381,475,706 New Shares will be issued. A summary of all the Shares the Company will have on issue after the Offer is outlined in Section 3.4.

#### 3.3 Pro Forma Consolidated Statement of Financial Position

The unaudited management based Consolidated Statement of Financial Position as at 31 December 2014, the unaudited Pro Forma Statement of Financial Position as at 31 December 2014, and the Audited Consolidated Statement of Financial Position as at 30 June 2014 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Shares pursuant to the Offer in this Prospectus are issued.

The Statements of Financial Position have been prepared to provide information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

## Frontier Resources Ltd

The BELOW pro forma unaudited Consolidated Statement of Financial Position has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between 31 December 2014 and the completion of the Offer, except:

1. Completion of the Entitlement Issue, by way of full subscription for the Offer, to raise \$762,951 (before expenses of the Offer) and 381,475,706 New Shares being issued as a result of the Offer; and
2. Expenses of the Offer (assuming full subscription) are estimated at \$29,707 and have been offset against proceeds of the Offer.

### Consolidated Statement of Financial Position and Pro-Forma Statement of Financial Position as at 31 December 2014

	31 December 2014 Audited		Pro-forma Adjustments	31 December 2014 (Pro- forma)
	\$			\$
<b>Current Assets</b>				
Cash and cash equivalents	62,371	(a)	733,244	795,615
Trade and other receivables	21,449			21,449
<b>Total current assets</b>	<b>83,820</b>			<b>817,064</b>
<hr/>				
<b>Non-Current Assets</b>				
Trade and other Receivables	64,298			64,298
Property, plant and equipment	733,251			733,251
Available for sale investment	42,760			42,760
<b>Total non-current assets</b>	<b>840,309</b>			<b>840,309</b>
<hr/>				
<b>Total assets</b>	<b>924,129</b>			<b>1,657,373</b>
<hr/>				
<b>Current liabilities</b>				
Trade and other payables	51,424			51,424
<b>Total current liabilities</b>	<b>51,424</b>			<b>51,424</b>
<hr/>				
<b>Total liabilities</b>	<b>51,424</b>			<b>51,424</b>
<hr/>				
<b>Net assets</b>	<b>872,705</b>			<b>1,605,949</b>
<hr/>				
<b>Equity</b>				
Contributed Equity	30,739,334	(a)	733,244	31,472,578
Reserves	3,536,571			3,536,571
Accumulated losses	-33,403,200			-33,403,200
<b>Total equity</b>	<b>872,705</b>			<b>1,605,949</b>
<hr/>				

Pro-forma adjustments

(a) Increase in cash of \$762,951 less capital raising costs of \$29,707

### 3.4 Effect on Capital Structure after Completion of Offer

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below, assuming that the Offer is fully subscribed and no Options are exercised prior to the Record Date.

Shares	Number of Shares
Shares on issue at date of Prospectus	381,475,706
Total New Shares issued pursuant to the Offer	381,475,706
<b>Total Shares on issue after completion of the Offer</b>	<b>762,951,412</b>

**Notes:**

1. The number of Shares on issue assumes that no Options currently on issue will be exercised prior to the Record Date.
2. The number of New Shares issued assumes that the Entitlement Issue Offer is fully subscribed.

## SECTION 4 RIGHTS ATTACHING TO SHARES

### 4.1 Terms and Conditions of New Shares

All New Shares issued will rank pari passu in all respects with the Company's existing ordinary fully paid shares. The Company will apply for Official ASX Quotation of all New Shares issued under The Offer.

### 4.2 Rights and Liabilities Attaching to Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, the Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

- (a) At the date of this Prospectus all Shares are of the same class and rank equally in all respects. Specifically, the Shares that may be issued pursuant to the exercise of the New Shares offered under this Prospectus will rank equally with existing Shares on issue.
- (b) Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each Share held.
- (c) Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.
- (d) The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares of the affected class, or with the sanction of a special resolution passed at a meeting of the holders of the Shares of the affected class.
- (e) Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.
- (f) Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.
- (g) If the Company is wound up, the liquidator may, with the sanction of a special resolution:
  - (i) divide among the Shareholders the whole or any part of the Company's property; and
  - (ii) decide how the division is to be carried out between the Shareholders.

Subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them and in proportion to the amounts paid or credited as paid.

## SECTION 5 ADDITIONAL INFORMATION

### 5.1 Company Update

The Company continues to undertake administrative and interpretative activities on its existing Papua New Guinean Projects whilst identifying and reviewing other commercial opportunities that may complement the Company's existing activities.

### 5.2 Nature of this Prospectus

The New Shares to be issued pursuant to this Prospectus are continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offer on the Company; and
- (b) the rights and liabilities attaching to the New Shares offered pursuant to this Prospectus.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

### 5.3 Continuous Reporting and Disclosure Obligations

The Company is listed on ASX and its Shares are quoted on ASX under the code "FNT".

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since the Company lodged its most recent Annual Financial Report on 30 September 2014 free of charge to any investor who so requests prior to the Closing Date. A list of those documents for the period from 30 September 2014 to the time of lodging this Prospectus is set out in Section 6. The Company will also provide a copy of the Annual Financial Report for the period ended 30 June 2014 free of charge upon request.

### 5.4 Market Price of Shares

The highest and lowest recorded closing market sale prices of the Shares quoted on ASX during the three (3) month period immediately prior the date of this Prospectus were \$0.008 and \$0.003 on 10<sup>th</sup> February and 16<sup>th</sup> April, respectively. The last closing market sale price of the Shares quoted on ASX on the last day that trading took place in the Shares prior to the date of this Prospectus was \$0.003.

### 5.5 Material Contracts and Agreements

#### 5.5.1 Executive Services Agreements

The Company does not have any executive services agreements with Peter McNeil or Paige McNeil. Both are Consultants to the Company and work on daily fully inclusive Consulting rates.

#### 5.5.2 Executive Services Minerva Corporate Pty Ltd – Company Secretary and Chief Financial Officer

The Company has entered into an ongoing accounting, company secretarial and administration support services agreement with Minerva Corporate Pty Ltd (**Minerva**) (**Company Administration and Secretary Mandate**). The Company has agreed to pay \$4,500 per month +GST and will provide Minerva with 2 months' notice of termination under this agreement.

The Company Administration and Secretary Mandate otherwise contains terms and conditions considered standard for an agreement of its type.

**5.6 Litigation**

The Directors are not aware of any legal proceedings which have been threatened or actually commenced against the Company.

**5.7 Directors' Interests**

Other than as set out elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or the Offer,

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

- to induce him/her to become, or to qualify him/her as, a Director; or
- for services rendered by him/her in connection with the formation or promotion of the Company or the Offer.

**5.8 Directors' remuneration**

The Constitution provides that the Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal Shares.

A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Directors received the following remuneration for the year to 30 June 2014:

Director	Directors' Fees, Other and Non-Monetary Salary \$	Superannuation \$	Share based payments \$	Total \$
P.A. McNeil	225,113	Nil	Nil	225,113
G.J. Fish <sup>1</sup>	27,083	2,505	Nil	29,588
M.H. Otway <sup>2</sup>	12,500	Nil	Nil	12,500
W.J. Staude <sup>3</sup>	26,042	1,831	Nil	27,873
H.D. Swain <sup>4</sup>	29,589	Nil	Nil	29,589

**Notes to 2014 remuneration:**

1 Mr Fish resigned on 11 November 2014.

2 Mr Otway resigned on 13 January 2014.

3 Mr Staude resigned on 27 November 2014.

4 Mr Swain resigned on 27 November 2014.

## Frontier Resources Ltd

Directors received the following remuneration for the year ended 30 June 2013:

Director	Directors' Fees, Other and Non-Monetary Salary \$	Superannuation \$	Share based payments \$	Total \$
P.A. McNeil	261,580	Nil	410,498	672,078
G.J. Fish <sup>1</sup>	42,500	3,825	92,833	139,158
M.H. Otway <sup>2</sup>	25,420	Nil	66,000	91,420
W.J. Staude <sup>3</sup>	36,042	1,575	92,833	130,450
H.D. Swain <sup>4</sup>	38,150	Nil	92,833	130,983

### Notes to 2013 remuneration:

1 Mr Fish resigned on 11 November 2014.

2 Mr Otway was appointed on 17 October 2012 and resigned on 13 January 2014.

3 Mr Staude resigned on 27 November 2014.

4 Mr Swain resigned on 27 November 2014.

### 5.9 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

### 5.10 Interests and Consents of Advisers

Other than as set out below or elsewhere in this Prospectus, no underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus holds, or has held within two years before lodgement of this Prospectus with ASIC, any interest in:

1. the formation or promotion of the Company; or
2. property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
3. the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

### 5.11 Estimated Expenses of the Offer

In the event the Offer is fully subscribed, the estimated expenses of the Offer (excluding GST and offer management and broker fees) are as follows:

Fees/Expenses	20% Subscription	50% Subscription	Full Subscription
ASIC fees	\$2,290	\$2,290	\$2,290
ASX fees	\$1,855	\$2,901	\$4,152
Registry fees	\$7,813	\$7,813	\$7,813
Printing and other expenses	\$15,452	\$15,452	\$15,452
<b>Total</b>			<b>\$29,707</b>

**5.12 Electronic Prospectus**

Pursuant to Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

**SECTION 6 INFORMATION AVAILABLE TO SHAREHOLDERS**

The Company will provide a copy of each of the following documents, free of charge, to any Shareholder who so requests:

- (a) the Annual Financial Report for the Company for the period ended 30 June 2014; and
- (b) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the period ended 30 June 2014 and prior to the date of this Prospectus.

Date	ASX Announcement
16/04/2015	Entitlements Issue Prospectus
16/04/2015	Appendix 3B - Entitlements Issue
13/04/2015	Quarterly Activities Report
13/03/2015	Half Yearly Report and Accounts
10/02/2015	Response to ASX Appendix 5B Query
30/01/2015	Quarterly Activities Report
30/01/2015	Quarterly Cashflow Report
12/12/2014	Swit Kia Upper Zone Drill Results
05/12/2014	Swit Kia Upper Zone Drilling and Regional Information
03/12/2014	Change of Directors' Interest Notices
03/12/2014	Appendix 3B
01/12/2014	Initial Directors' Interest Notices
01/12/2014	Final Director's Interest Notice
01/12/2014	Appointment of Directors
28/11/2014	Results of Meeting
28/11/2014	Final Director's Interest Notices
27/11/2014	Trading Halt
11/11/2014	Drilling Completed at the Swit Kia Prospect
11/11/2014	Final Director's Interest Notice
11/11/2014	Director Resignation

## Frontier Resources Ltd

Date	ASX Announcement
31/10/2014	Quarterly Activities Report
31/10/2014	Quarterly Cashflow Report
23/10/2014	Notice of Annual General Meeting/Proxy Form
20/10/2014	Commencement of Drilling at High Grade Swit Kia Prospect
07/10/2014	Change of Director's Interest Notice

### SECTION 7 DIRECTORS' CONSENT

This Prospectus is dated 17<sup>th</sup> April 2015 and is issued by Frontier Resources Ltd.

The Directors have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of Frontier Resources Ltd has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

Signed for and on behalf of Frontier Resources Ltd.



Peter McNeil, M.Sc., MAIG  
Chairman and Managing Director

17<sup>th</sup> April 2015

## SECTION 8 DEFINITIONS

**Applicant** means a person who applies for Shares pursuant to the Offer or a Shareholder or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

**Application Form** means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

**Application Money** means the aggregate amount of money payable for Shares applied for in the Entitlement and Acceptance Forms.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691) operating as the Australian Securities Exchange.

**Business Day** means any day which is defined to be a Business Day pursuant to Listing Rule 19.12 of the Listing Rules.

**CHESS** means Clearing House Electronic Sub-register System of ASX Settlement Pty Ltd (ACN 008 504 532).

**Closing Date** means the closing date of the Offer being 5.00pm (WST) on 11<sup>th</sup> May 2015 (unless extended).

**Company** means Frontier Resources Ltd (ABN 96 095 684 389).

**Constitution** means the Company's Constitution as at the date of this Prospectus.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Cth** means the Commonwealth of Australia.

**Directors** means directors of the Company.

**Dollars** or \$ means dollars in Australian currency.

**Eligible Shareholder** means a Shareholder who has a registered address in Australia or New Zealand and who held Shares as at the Record Date.

**Entitlement** means the entitlement of a Shareholder who is eligible to participate in the Entitlement Issue Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form accompanying this Prospectus.

**Entitlement Issue** means the pro rata non-renounceable entitlement issue on the basis of one (1) New Share at an issue price of \$0.002 per New Share for every one (1) existing Share held to raise \$762,951 (before expenses) further details of which are included in the "Details of the Offer" Section of this Prospectus.

**GST** means goods and service tax levied in Australia pursuant to *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

**Listing Rules** means the Listing Rules of the ASX.

**Lodgement Date** means 17<sup>th</sup> April 2015.

**Minerva** means Minerva Corporate Pty Ltd (ACN 162 518 372).

**New Share** means a Share issued pursuant to the Offer under this Prospectus.

**Offer** means the offer of New Shares pursuant to this Prospectus.

**Offer Period** means the period commencing on the Opening Date and ending on the Closing Date.

**Official List** means the official list of ASX.

**Opening Date** means 30<sup>th</sup> April 2015.

**Prospectus** means this replacement prospectus and includes the electronic replacement prospectus.

**Quotation and Official Quotation** means official quotation on ASX.

**Record Date** means 27<sup>th</sup> April 2015.

**Right** means a right to subscribe for an Entitlement pursuant to this Prospectus.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means the holder of a Share as recorded in the register of the Company.

**Share Registry** means Computershare Investor Services Pty Limited.

**Shortfall** means those New Shares under the Offer not applied for by Shareholders under their Entitlement.

**Shortfall Offer** means the offer of the Shortfall on the terms and conditions set out in Section 1.7 of this Prospectus.

**Shortfall Shares** means those Shares issued pursuant to the Shortfall.

**Tenements** means the mineral exploration tenements and exploration rights held by the Company in Papua New Guinea.

**Unlisted Director Options** means unlisted Options held by associates of Mr Peter McNeil to acquire a Share in the Company at a price of \$0.011 on or before 2 December 2017.

**Unlisted Options** means unlisted Options to acquire a Share in the Company at a price of \$0.061 on or before 1 November 2017.

**VWAP** means Volume Weighted Average Price.

**WST** means Western Standard Time, Perth, Western Australia.