



FRONTIER ENERGY LIMITED
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NOTICE OF ANNUAL GENERAL MEETING

For the annual general meeting of the Company to be held at Level 20, 140 St Georges Terrace, Perth WA 6000 on Friday, 26 May 2023 at 11:00 am (AWST)

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9200 3428

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Frontier Energy Limited (**Company**) will be held at Level 20, 140 St Georges Terrace, Perth WA 6000 on 26 May 2023 at 11:00 am (AWST) (**Meeting**).

The Explanatory Memorandum attached provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 24 May 2023 at 5:00pm (AWST).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

1. Financial Statements and Reports

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2022, which includes the declaration of the Directors, the Financial Report, the Directors' Report and the Auditors Report.

2. Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial year ended 31 December 2022, on the terms and conditions in the Explanatory Memorandum."

Note: The vote on Resolution 1 will be an advisory vote of Shareholders only and will not bind the Directors or the Company.

Voting Exclusion Statement – see page 4

3. Resolution 2 – Re-election of Director – Dixie Marshall

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

"That, for the purposes Article 7.3 of the Constitution and for all other purposes, Ms Dixie Marshall retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 3 – Election of Director – Amanda Reid

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

"That, for the purposes Article 7.3 of the Constitution and for all other purposes, Ms Amanda Reid, who was appointed as a Director on 8 August 2022, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Memorandum."

5. Resolution 4 - Issue of Options to Director – Sam Lee Mohan

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

"That in accordance with, Listing Rule 10.14, chapters 2D and 2E of the Corporations Act and for all other purposes, Shareholders authorise and approve the issue of up to 5,158,367 to Mr Sam Lee Mohan (and/or nominee/s) under the Company's Employee Share Option Plan on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement – see page 4

6. Resolution 5 – Issue of Options to Director Chris Bath

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

"That in accordance with, Listing Rule 10.14, chapters 2D and 2E of the Corporations Act and for all other purposes, Shareholders authorise and approve the issue of up to 1,871,000 Options Mr Chris Bath (and/or nominee/s) under the Company's Employee Share Option Plan on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement – see page 5

7. Resolution 6 – Issue of Options to Director Grant Davey

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

"That in accordance with, Listing Rule 10.14, chapters 2D and 2E of the Corporations Act and for all other purposes, Shareholders authorise and approve the issue of up to 3,489,819 Options to Mr Grant Davey (and/or nominee/s) under the Company's Employee Share Option Plan on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement – see page 5

8. Resolution 7 – Issue of Placement Shares to Related Party - Director Grant Davey

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,380,953 Shares, at an issue price of \$0.42 per Share, to Mr Grant Davey (and/or nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement – see page 5

9. Resolution 8 – Ratification of Prior Share Issue

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 21,428,571 Shares issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement – see page 6

10. Resolution 9 – Additional 10% placement capacity

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion Statement – see page 6

VOTING EXCLUSION STATEMENTS:

Resolution 1 – Remuneration Report

The Company will disregard any votes cast on this Resolution by or on behalf of any Key Management Personnel (“KMP”), associate or other and Closely Related Parties of KMP.

However, this does not apply to a vote cast in favour of the Resolution by:

1. A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
2. The chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction given to the chair to vote on the Resolution as the chair decides, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the Resolution is connected directly with the Remuneration Report; or
3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - b. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 - Issue of Options to Mr Lee Mohan

Being a person referred to in Listing Rule 10.14.1 and being eligible to participate in the Company's Employee Share Option Plan, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Lee Mohan or any of his associates, or any person whose relationship with any of those persons is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

However, this does not apply to a vote cast in favour of the Resolution by:

1. A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
2. The chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and

- b. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 - Issue of Options to Mr Bath

Being a person referred to in Listing Rule 10.14.1 and being eligible to participate in the Company's Employee Share Option Plan, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Bath or any of his associates, or any person whose relationship with any of those persons is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

However, this does not apply to a vote cast in favour of the Resolution by:

1. A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
2. The chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - c. The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - d. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 - Issue of Options to Mr Davey

Being a person referred to in Listing Rule 10.14.1 and being eligible to participate in the Company's Employee Share Option Plan, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr Davey or any of his associates, or a person whose relationship with any of those persons is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

However, this does not apply to a vote cast in favour of the Resolution by:

1. A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
2. The chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - e. The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - f. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 - Issue of Shares to Mr Davey

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Davey and other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of the Company's ordinary shares).

However, this does not apply to a vote cast in favour of the Resolution by:

1. A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
2. The chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - g. The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and

- h. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 - Ratification of Prior Share Issue

The Company will disregard any votes cast on this Resolution by a person who participated in the issue or is a counterparty to the relevant agreement.

However, this does not apply to a vote cast in favour of the Resolution by:

1. A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
2. The chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the beneficiary who is excluded from voting, on the Resolution; and
 - b. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 - Additional 10% Placement Capacity

While as at the date of this Notice no decision has been made by the Board to undertake any issue of securities, the Company will disregard any votes cast on this Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, any proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of the Resolution by:

1. A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
2. The chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
3. A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the beneficiary who is excluded from voting, on the Resolution; and
 - b. The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board



Catherine Anderson
Company Secretary
Dated 16 March 2023

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the business to be conducted at the Meeting to be held at Level 20, 140 St Georges Terrace, Perth WA 6000 on 26 May 2023 at 11:00 am (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolution.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 1:	Introduction
Section 2:	Action to be taken by Shareholders
Section 3:	Financial Statements and Reports
Section 4:	Resolution 1 – Adoption of Remuneration Report
Section 5:	Resolution 2 – Re-election of Director – Dixie Marshall
Section 6:	Resolution 3 – Election of Director – Amanda Reid
Section 7:	Resolutions 4, 5 & 6 – Issue of options to Directors Sam Lee Mohan, Chris Bath and Grant Davey
Section 8:	Resolution 7 – Issue of Placement Shares to Director Grant Davey
Section 9:	Resolution 8 – Ratification of Prior Share Issue
Section 10:	Resolution 9 – Approval of 10% placement capacity
Schedule 1:	Definitions
Schedule 2:	Summary of ESOP Option Terms (related to Resolutions 4, 5 & 6)

A Proxy Form is located at the end of this Explanatory Memorandum.

1.1 Time and place of Meeting

Notice is given that the Meeting will be held at Level 20, 140 St Georges Terrace, Perth WA 6000 on Friday 26 May 2023 at 11:00 am (AWST).

1.2 Your vote is important

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

1.3 Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 24 May 2023 at 5:00pm (AWST).

1.4 Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in Schedule 1 or where the relevant term is first used.

1.5 Responsibility

This Notice of Meeting and Explanatory Memorandum have been prepared by the Company under the direction and oversight of its Directors.

1.6 ASX

This Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document.

1.7 No internet site is part of this document

No internet site is part of this Notice of Meeting and Explanatory Memorandum. The Company maintains an internet site (www.frontierhe.com). Any reference in this document to this internet site is a textual reference only and does not form part of this document.

2. Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed Proxy Form to the Meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

2.2 Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company's share registry.

2.3 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

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

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the Resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chair of the Meeting at which the Resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-Chair proxy to chair in certain circumstances

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

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a Meeting of the Company's members;
- (ii) the appointed proxy is not the Chair of the Meeting;
- (iii) at the Meeting, a poll is duly demanded on the Resolution; and
- (iv) either the proxy is not recorded as attending the Meeting or the proxy does not vote on the Resolution,

the Chair of the Meeting is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of the Resolutions unless the Shareholder has expressly indicated a different voting intention.

2.5 Lodgement of proxy documents

To be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00 am AWST on 24 May 2023. Any Proxy Form received after that time will not be valid for the scheduled meeting. Proxies should be returned as follows:

Online At <https://investor.automic.com.au/#/loginsah>

By mail Automic, GPO BOX 5193, Sydney NSW 2001

By email meetings@automicgroup.com.au

By Facsimile +61 2 8583 3040

In person Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.6 Voting exclusions

Pursuant to the requirements of the Listing Rules, certain voting exclusions apply in relation to certain Resolutions. Please refer to the Notice and to the discussion of the Resolutions below for details of the applicable voting exclusions.

3. Financial Statements and Reports

Section 317(1) of the Corporations Act requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Meeting. There is no requirement for these reports to be formally approved by Shareholders.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on these reports and on the business, operations and management of the Company.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) The preparation and the content of the Auditor's Report;
- (b) The conduct of the audit;
- (c) Accounting policies of the Company for the preparation of the financial statements; and
- (d) The independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of 2022 Remuneration Report

4.1 General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report and is set out in pages 20 to 27 of the Annual Report.

The Chair of the Meeting must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

4.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a

remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

4.3 Previous voting results

At the 2022 AGM the votes cast against the Remuneration Report were less than 25% and accordingly the Spill Resolution is not relevant for this Meeting.

4.4 Undirected proxies

The Chair intends to exercise all undirected proxies in favour of Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form you are considered to have provided the Chair with an express authorisation to vote your proxy in accordance with the Chair's intention even though Resolution 1 relates to the remuneration of Key Management Personnel.

5. Resolution 2 – Re-election of Director – Dixie Marshall

5.1 General

Article 7.3 of the Constitution requires that at each AGM one third of the Directors (rounded down to the nearest whole number) must retire.

The Directors to retire at an AGM are those who have held office for the longest period since their last election or appointment to that office, and if two or more Directors have held office for the same period of time determined by lot unless those Directors agree otherwise.

Under Article 7.3 of the Constitution a Director who retires at an annual general meeting is eligible for re-election. The clauses of the Constitution concerning retirement of Directors do not apply to the managing director of the Company.

5.2 Background and experience

Ms Dixie Marshall was appointed as a non-executive Director on 1 December 2021. Resolution 2 provides that she retires from office and seeks re-election as a Director as described above.

Ms Marshall has 40 years' experience in strategic communications – including crisis communications, editorial media, advertising, marketing and government communications.

Currently the Chief Growth Officer of Marketforce, WA's oldest advertising agency, Ms Marshall previously worked as the Western Australian Government Director of Strategic Communications, as well as for the Nine Network as a senior news anchor.

Ms Marshall is the Deputy Chair of the WA Football Commission, a Commissioner of The Australian Sports Commission and a Director of ASX listed Lotus Resources Limited (ASX:LOT).

5.3 Interests in Frontier Energy securities

At the date of this Notice of Meeting, Ms Marshall holds 384,615 fully paid ordinary shares and the following unquoted options all expiring 24 February 2025:

- 500,000 exercisable at \$0.20;
- 250,000 exercisable at \$0.25; and
- 250,000 exercisable at \$0.40.

5.4 Independence

If elected, the Board considers that Ms Marshall will be an independent director.

5.5 Board recommendation

The Board (excluding Ms Marshall) supports the re-election of Ms Marshall and recommends that Shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Election of Director – Amanda Reid

6.1 General

The Company's Constitution allows the Directors to appoint a person as an addition to the Board at any time, providing that the total number of Directors does not exceed the maximum number specified by the Constitution. Under Article 7.3, any Director so appointed holds office until the next general meeting of members of the Company and is eligible for re-election at that meeting.

Ms Amanda Reid was appointed as a non-executive Director on 8 August 2022 as an addition to the Board and hence is now required to be elected by Shareholders.

6.2 Background and Experience

Ms Reid has a significant background in government relations providing advice to a wide cross section of companies and organisations for more than 15 years, through two national government relations and corporate communications firms. This included five years as a Partner at GRA Partners. She was also a senior adviser in previous West Australian State Governments with responsibility for managing a strategic communications unit.

Ms Reid is currently a strategic adviser to both a large for-profit aged care provider; and a Tier 1 construction firm.

Ms Reid has held non-executive board positions across both private companies and not-for-profit organisations and is a member of the Australian Institute of Company Directors but does not hold any other listed company directorships at present.

6.3 Interests in Frontier Energy securities

At the date of this Notice of Meeting, Ms Reid holds 1,000,000 unlisted options, all expiring 24 February 2025, with:

- 500,000 exercisable at \$0.20;
- 250,000 exercisable at \$0.25; and
- 250,000 exercisable at \$0.40.

6.4 Independence

If elected, the Board considers Ms Reid will be an independent director.

6.5 Board recommendation

The Board (excluding Ms Reid) supports the re-election of Ms Reid and recommends that Shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of Resolution 3.

7. Resolutions 4, 5 and 6 – Issue of Options to Directors Sam Lee Mohan, Chris Bath and Grant Davey

7.1 General

Resolutions 4, 5 and 6 seek Shareholder approval in accordance with Listing Rule 10.14 and section 208 of the Corporations Act for the issue of Options to MD Sam Lee Mohan, Executive Director/CFO Chris Bath and Executive Chairman Grant Davey, all under the Company's Employee Share Option Plan (**ESOP**). The Company is proposing to offer the Options as a component of remuneration in order to provide incentives linked to performance of the Company.

Shareholder approval is required by virtue of the proposed recipients all being Directors of the Company.

The terms of the ESOP were approved at the Company's 2022 AGM. The full terms can be found in the Notice for that meeting (<https://www.asx.com.au/asxpdf/20220502/pdf/458lhb4zw1n0qz.pdf> at page 21). A summary of the option terms is contained in Schedule 2.

The number of Options proposed to be issued is:

Director	Total Options	Breakdown	Category
Sam Lee Mohan	5,158,367	311,367	A
		1,616,000	B
		3,231,000	C
Chris Bath	1,871,000	624,000	B
		1,247,000	C
Grant Davey	3,489,819	373,189	A
		1,039,000	B
		2,077,000	C
TOTAL	10,519,186		

Where:

- **Category A:** 2022 KPI achievement, Short Term Incentive options ("STI") expiring 31/12/2024, nil exercise price (vested as KPIs met)
- **Category B:** 2023 KPI achievement, STI expiring 31/12/2025, nil exercise price (unvested pending achievement of KPIs)
- **Category C:** 2023 KPI achievement, Long Term Incentive options ("LTI") expiring 31/12/2027, nil exercise price (unvested pending achievement of KPIs)

The Options proposed to be issued to these Directors are on the same terms and subject to the same vesting criteria applicable to all other Eligible Participants under the ESOP (based on Key Performance Indicators ("KPIs") for aspects of the Company's business related to safety and environment and various corporate and commercial goals).

Each Option entitles the holder to acquire one ordinary Share. The exercise price for all Options is nil. The Options have the expiry dates set out above and, with respect to Categories B and C, are subject to vesting criteria. Category A options will be issued as already vested, as the 2022 KPI achievements have been met. The Company's non-executive Directors will determine the 2023 achievement of the vesting criteria for Category B and C options.

The Board considers that the issue of the Options to Mr Lee Mohan, Mr Bath and Mr Davey is consistent with the purposes of the ESOP. Each issue is proportionate and consistent with the allocation policy applicable to other Eligible Participants.

The Board recognises the importance of retaining key personnel and providing appropriate incentives to deliver the Company's objectives. Options are viewed as a cost effective and efficient reward and incentive as opposed to incentives such as additional cash compensation.

If Resolutions 4, 5 and 6 are passed, the Company will be able to proceed with the issue of these Options and pursuant to Listing Rule 7.2 exception 14. As a consequence, the Company will not be required to obtain separate approval under Listing Rule 7.1 and therefore any options issued up to the total approval number of 10,519,186 is not included in the Company's 15% placement capacity under Listing Rule 7.1.

If Resolutions 4, 5 and 6 are not passed, the Company will not be able to proceed with the issue of Options to these Directors and will need to determine alternative measures to appropriately incentivise performance.

Resolutions 4, 5 and 6 are ordinary resolutions and the Chair intends to exercise all available proxies in favour of these Resolutions.

7.2 Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Lee Mohan, Mr Bath and Mr Davey are, as Directors, related parties of the Company for the purposes of section 208 of the Corporations Act. The issue of Options to each of them (and/or their respective nominees) constitutes the giving of a financial benefit for the purposes of section 208 of the Corporations Act and the Board has determined that Shareholder approval be sought for the purposes of section 208.

7.3 Information required by section 219 of the Corporations Act

Information provided for the purposes of obtaining Shareholder approval for Resolutions 4 and 5 is as follows:

- (a) The options proposed to be issued to Mr Lee Mohan, Mr Bath and Mr Davey are on the terms set out in 7.1 above, with the total numbers as follows:

Director	Number
Sam Lee Mohan	5,158,367
Chris Bath	1,871,000
Grant Davey	3,489,819
TOTAL	10,519,186

- (b) The options will be issued pursuant to the ESOP, specifically the terms set out in Schedule 2. The same terms and conditions apply for all Eligible Participants.
- (c) The Options are being issued in accordance with the ESOP as incentivisation. The number of Options to be issued to Mr Lee Mohan, Mr Bath and Mr Davey is proportionate to their remuneration as at the date the number of options was determined. A benefit will be received from the Options only when the relevant vesting criteria are achieved.
- (d) Each of Mr Lee Mohan, Mr Bath and Mr Davey abstain from making a recommendation on Resolutions 4, 5 and 6 as they believe it inappropriate to do so.

The value of the Options has been determined at 15 March 2023. A technical valuation is not possible on the basis that they are subject only to non-market vesting conditions. As a result, the value of the Options is treated as being the share price on the issue date. Assuming all of the Options vest and based on a share price of \$0.42 being the closing price on 15 March 2023, valuations are as follows:

Director	Number	Value per option	Total \$
Sam Lee Mohan	5,158,367	\$0.42	2,166,514
Chris Bath	1,871,000	\$0.42	785,820
Grant Davey	3,489,819	\$0.42	1,465,723
Total	10,519,186		4,418,057

These values may go up or down after the date of valuation as it will depend on the future price of the Company's shares.

- (e) The total remuneration packages for Mr Lee Mohan, Mr Bath and Mr Davey are as follows:

Director	Current total remuneration per annum
Sam Lee Mohan	\$350,000 plus statutory superannuation
Chris Bath	\$156,000*
Grant Davey	\$270,000*

*via consultancy arrangement

- (f) As at the date of this Notice, Mr Lee Mohan, Mr Bath and Mr Davey have the following interests in the securities of the Company:

Director	Shares	Options
Sam Lee Mohan	-	2,000,000 @ \$0.20 expiring 3/10/25 2,000,000 @ \$0.25 expiring 3/10/25 2,000,000 @ \$0.40 expiring 3/10/25 485,000 expiring 31/12/24, nil exercise price 554,000 expiring 31/12/26, nil exercise price
Chris Bath	1,923,076	2,500,000 @ \$0.20 expiring 23/2/25 1,125,000 @ \$0.25 expiring 23/2/25 1,125,000 @ \$0.40 expiring 23/2/25 537,806 @ nil expiring 31/12/24 1,108,000 @ nil expiring 31/12/26
Grant Davey	26,527,092	2,500,000 @ \$0.20 expiring 23/2/25 1,125,000 @ \$0.25 expiring 23/2/25 1,125,000 @ \$0.40 expiring 23/2/25

Other than the information set out in this Notice, there is no other information known to the Company that would reasonably be required by Shareholders to pass Resolutions 4, 5 or 6.

7.4 Listing Rule 10.14

Listing Rule 10.14 provides a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without shareholder approval:

10.14.1 a director of the listed entity;

10.14.2 an associate of a person referred to in 10.14.1;

10.14.3 a person whose relationship with the company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

The issue of up to 10,519,186 Options between Mr Lee Mohan, Mr Bath and Mr Davey (and/or their respective nominees) falls within Listing Rule 10.14.1 as they are all Directors, and therefore requires Shareholders approval under Listing Rule 10.14.

7.5 Information required by Listing Rule 10.15

The following information is provided to Shareholders for the purpose of obtaining Shareholder approval for Resolutions 4, 5 and 6:

- (a) The Options to which Resolutions 4, 5 and 6 relate are to be issued to Mr Lee Mohan, Mr Bath and Mr Davey (or nominee/s) respectively;
- (b) These 3 persons fall within Listing Rule 10.14.1 as they are all Directors;
- (c) The number of Options to be issued is set out in the table in section 7.3(a) above.
- (d) The respective total remuneration of these Directors is set out in section 7.3(e) above.
- (e) Mr Lee Mohan has previously been issued 485,000 options under the ESOP (prior to becoming a Director). Mr Bath has been issued 1,645,806 under the ESOP (approved at 2022 AGM). All options were issued at nil cost. No securities have previously been issued to Mr Davey under the ESOP.
- (f) The options have an exercise price of nil. The options are exercisable after the dates set out in section 7.1 above, subject in each case to the Board's determination as to achievement of certain vesting criteria. Other terms and conditions are described in the summary of the ESOP contained in Schedule 2.
- (g) The value of the Options has been determined as at 15 March 2023. A technical valuation is not possible on the basis that they are subject only to non-market vesting conditions. On that basis the value of the Options is treated as being the share price on the issue date. Assuming all of the Options vest and on a share price of \$0.42 (being the closing price on that date), the valuations are as set out in the table in section 7.3(d) above.
- (h) The Options will be issued no later than 3 years after the date of the meeting, with the Company proposing to issue the Options immediately following the receipt of Shareholder approval.
- (i) The issue price of the Options is nil.
- (j) The terms of the ESOP were approved at the 2022 AGM of the Company, and a summary of the ESOP option terms is included as Schedule 2.
- (k) No loans will be provided in relation to the acquisition of the Options under the ESOP.
- (l) The Company notes that:
 - (i) Details of any securities issued under the ESOP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that Listing Rule 10.14 approval was obtained; and
 - (ii) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESOP after these Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under that Rule.
- (m) A voting exclusion statement is included in the Notice for Resolutions 4, 5 and 6.

7.6 Board Recommendation

Mr Lee Mohan has an interest in Resolution 4, Mr Bath has an interest in Resolution 5 and Mr Davey has an interest in Resolution 6 and therefore it is inappropriate to make a recommendation. The other Directors are in favour of the issue of the Options under Resolutions 4, 5 and 6. The Chair intends to vote undirected proxies in favour of these Resolutions.

8. Resolution 7 - Issue of Placement Shares to Director Grant Davey

8.1 General

As announced on 19 October 2022, the Company completed a \$10 million placement at an issue price of \$0.42 per new share (**Placement**). Director Grant Davey subscribed for \$1 million of the Placement, with the funds to be paid and the shares issued only upon receipt of the Shareholder approval now being sought.

Resolution 7 therefore seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for Mr Davey (and/or nominee), to be issued 2,380,953 Shares at \$0.42 per Share, on payment of the relevant application monies to the Company. Resolution 7 is an ordinary resolution.

Shareholder approval is required by virtue of Mr Davey being a Director of the Company, even though he is subscribing for the relevant Shares for cash.

If this Resolution is approved the Company will issue the Shares to Mr Davey, raising gross proceeds of \$1,000,000.26. The Shares will rank equally with the Company's existing fully paid ordinary shares on issue and are not subject to any escrow restrictions.

If this Resolution is not approved, then Mr Davey will not subscribe for the shares and the Company will miss the opportunity to increase its cash reserves by \$1million.

8.2 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, the public company must:

- (a) obtain the approval of the company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The participation by Mr Davey in the Placement will result in the issue of the Shares which constitutes giving a financial benefit to Mr Davey who is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Davey who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the participant in the Capital Raising because the Shares will be issued to Mr Davey on the same terms as Shares issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms (the exception contained in section 210 of the Corporations Act).

8.3 ASX Listing Rule 10.11

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

As this Resolution involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that none of the exceptions set out in ASX Listing Rule 10.12 apply in the current circumstances and so Shareholder approval must be obtained pursuant to Listing Rule 10.11.

8.4 Information Required by ASX Listing Rule 10.13

For the purposes of Shareholder approval for the issue of the Shares and the requirements of ASX Listing Rule 10.13, the following information is provided in relation to this Resolution:

- (a) The Shares will be issued to Mr Grant Davey, who is a related party of the Company by reason of being a director of the Company (and/or his nominee/s);
- (b) The maximum number of Shares to be issued is 2,380,953;
- (c) The issue price will be \$0.42 per Share;
- (d) The Shares issued will rank equally with the Company's other fully paid ordinary shares;
- (e) The Shares will be issued no later than 1 month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) The funds raised will and have been utilised for:
 - (i) Works at the Bristol Springs Solar Project site;
 - (ii) Hydrogen refuelling station development;
 - (iii) Energy Storage and System Security (Hydrogen Peaking Plant) studies; and
 - (iv) General working capital and corporate costs; and
- (g) A voting exclusion statement is included in the Notice.

8.5 Director Recommendations

All Directors (other than Mr Davey) recommend shareholders vote in favour of this Resolution for the following reasons:

- (a) The Company announced to the ASX on 19 October 2022 that it was undertaking a placement of Shares to institutional and high-net-worth investors. This announcement included reference to Mr Davey having made a commitment to the Company to subscribe for \$1,000,000 worth of Shares at the Placement price of \$0.42, subject to receiving Shareholder approval;
- (b) By Shareholders approving the purchase, the Company receives the application monies (rather than a retail seller of the Company's Shares in the event Mr Davey was to make the purchase on the ASX market);
- (c) As Mr Davey is an existing shareholder of the Company, approval of this Resolution will further align Mr Davey's interests with the interests of other Shareholders; and
- (d) There are no apparent significant opportunity costs to, or benefits foregone by the Company in Shareholders approving the issue of the Shares to Mr Davey.

The Chair intends to vote undirected proxies in favour of this Resolution.

9. Resolution 8 – Ratification of Prior Share Issue

9.1 General

As referred to above in relation to Resolution 7 and as announced on 19 October 2022, the Company raised \$10 million through a placement at an issue price of \$0.42 per share to institutional and high-net-worth investors.

This transaction involved two tranches of Shares:

1. The issue of 21,428,571 Shares at an offer price of A\$0.42 per new share, to raise gross proceeds of \$9 million (the **Placement Shares**); and
2. Subject to Resolution 7 Shareholder approval, the issue of 2,380,953 Shares to Executive Chair Grant Davey (and/or nominee/s) at the same price, to raise gross proceeds of \$1 million (the **Davey Shares**).

The Placement Shares were issued on 25 October 2022 without Shareholder approval, under Listing Rule 7.1. Resolution 8 seeks ratification of the issue of the Placement Shares pursuant to Listing Rule 7.4.

9.2 Listing Rule 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period, to 15% of the fully paid ordinary securities it had on issue at the start of that period (15% Placement Capacity), subject to a number of exceptions.

The issue of the Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% Placement Capacity, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following their issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made and if they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without Shareholder approval as described above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues. Accordingly, this Resolution seeks Shareholder approval to ratify the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the Placement Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If this Resolution is not passed, the Placement Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

9.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) 21,428,571 Shares were issued to institutional and high-net-worth investors none of whom were a related party, substantial shareholder or advisor of the Company (or an associate of those persons).
- (b) The Placement Shares are fully paid ordinary shares and rank equally with the Company's existing Shares on issue.
- (c) The Shares were issued on 25 October 2022.
- (d) The Placement Shares had an issue price of A\$0.42 per Share.
- (e) Funds raised from the issue of the Placement Shares will and have been utilised for:
 - (i) Works at the Bristol Springs Solar Project site;
 - (ii) Hydrogen refuelling station development;
 - (iii) Energy Storage and System Security (Hydrogen Peaking Plant) studies; and
 - (iv) General working capital and corporate costs.
- (f) The Placement Shares were not issued under an agreement.
- (g) A voting exclusion statement is included in the Notice for this Resolution.

9.4 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of this Resolution.

10. Resolution 9 – Approval of Additional 10% Placement Capacity

10.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the shareholder approval over any 12-month period, to 15% of the fully paid ordinary securities it had on issue at the start of that period.

ASX Listing Rule 7.1A provides that an Eligible Entity (see below) may seek shareholder approval by special resolution passed at an AGM to have the capacity to issue up to that number of Equity Securities (see also below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that the 15% annual placement capacity under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant AGM:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation equal to or less than \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$131,630,178 based on the number of Shares on issue and the closing price of Shares on the ASX on 15 March 2023.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security or any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has 1 class of quoted Equity Securities on issue, being fully paid ordinary shares in the capital of the Company (Shares) (ASX Code: FHE).

If Shareholders approve this Resolution, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. The Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A.

If Shareholders do not approve this Resolution, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

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

10.2 ASX Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one quoted classes of Equity Securities, being ordinary Shares.

(c) Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue at the commencement of the relevant period:

- (A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of Shares issued in the relevant period on the conversion of securities within Listing Rule 7.2 exception 9 where:
 - (I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- (C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (I) the agreement was entered into before the commencement of the relevant period; or
 - (II) the agreement was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4
- (D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- (E) plus the number of partly paid ordinary shares that became fully paid in the relevant period;
- (F) less the number of Shares cancelled in the relevant period.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%; and

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

(d) Listing Rule 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 292,511,506 Shares and therefore has a capacity to issue:

- (i) 43,876,725 [15%] Equity Securities under Listing Rule 7.1; and
- (ii) subject to the approval being sought under this Resolution, 29,251,150 [10%] Equity Securities under Listing Rule 7.1A, a total of 73,127,875.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking)

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

10.3 Effect of Resolution

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

10.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of their issue than on the date of the Meeting; and

- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the total funds raised by the issue of the Equity Securities.

- (c) The table below shows the dilution to Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.
- (d) The table also shows:
- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.21, 50% decrease in Issue Price	\$0.42 Issue Price	\$0.84, 100% increase in Issue Price
Current Variable A 292,511,506 Shares	10% Voting Dilution	29,251,150 Shares		
	Funds raised	\$6,142,741.50	\$12,285,483	\$24,570,966
50% increase in current Variable A 438,767,259 Shares	10% Voting Dilution	43,876,725 Shares		
	Funds raised	\$9,214,112	\$18,428,245	\$36,856,449
100% increase in current Variable A 585,023,012 Shares	10% Voting Dilution	58,502,300 Shares		
	Funds raised	\$12,285,483	\$24,570,966	\$49,141,932

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- (ii) No Options (including any Options issued under the 10% Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate % dilution against the issued share capital at the time of issue which is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (vi) Issues of Equity Securities under the 10% Placement Capacity consist only of Shares.
- (vii) The issue price is \$0.42, being the closing price of the Shares on ASX on 15 March 2023.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under this Resolution for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (f) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (g) The Company will comply with the disclosure obligations under Listing Rules 3.10.3 and 7.1A(4) upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available at that time, for example rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) Subscribers under the 10% Placement Capacity have not yet been determined but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
- (j) In the 12 months preceding the date of the Meeting, the Company has not issued any Equity Securities pursuant to Listing Rule 7.1A.2.
- (k) A voting exclusion statement is included in the Notice for this Resolution. However, at the date of the Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

10.5 Board recommendation

The Directors consider it prudent for the Company to have the opportunity to take advantage of the flexibility to be able to issue additional securities, as provided for under Listing Rule 7.1A.

No decision has been made by the Board to undertake any issue of securities if Shareholders approve this Resolution. The Directors believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

The Chair intends to vote undirected proxies in favour of this Resolution.

11. Enquiries

Shareholders are requested to contact Frontier Energy's company secretary, Ms Catherine Anderson on +61 8 9200 3428 if they have any queries in respect of the matters set out in this Notice.

SCHEDULE 1 – DEFINITIONS

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

A\$ means Australian dollars.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 31 December 2022.

ASX means ASX Limited or the financial market operated by ASX, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Auditor's Report means the auditor's report on the Financial Report.

Board means the current board of directors of the Company.

Business Day means a day which is not a Saturday, Sunday or public holiday in Perth, Western Australia.

Chair means the chair of the Meeting.

Closely Related Party means a party related to Key Management Personnel as:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Frontier Energy Limited (ACN 139 522 553).

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity has the meaning given in section 9.1.

Eligible Participants has the meaning given in the ESOP.

Equity Security has the meaning given in the ASX Listing Rules.

ESOP means the Company's Employee Share Option Plan

Explanatory Memorandum means the explanatory statement which forms part of the Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

KPI means Key Performance Indicator/s.

Notice or **Notice of Meeting** means this notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option to acquire a Share in the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution set out in this Notice.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a registered holder of a

Schedule 2

Summary of ESOP Option Terms – Resolutions 4, 5 and 6

- (a) **(Eligibility and Issue of Plan Options):** The Board may issue options to acquire Shares under the Plan (ESOP Options) to any full or part time employee or director of the Company or subject to, and in accordance with, any necessary ASIC relief being obtained, a casual employee or contractor of the Company (Eligible Participant). Options may be issued by the Board at any time.
- (b) **(No Consideration):** Unless the ESOP Options are quoted on ASX, ESOP Options will be issued for nil cash consideration.
- (c) **(Conversion):** Each ESOP Option is exercisable into one ordinary share ranking equally in all respect with the existing issued ordinary shares.
- (d) **(Exercise Price and Expiry Date):** The exercise price and expiry date for ESOP Options will be determined by the Board prior to their issue.
- (e) **(Exercise Restrictions):** The ESOP Options issued under the Plan may be subject to conditions on exercise as may be fixed by the Board prior to their issue (Exercise Conditions). Any Exercise Condition imposed by the Board must be set out in the offer of the ESOP Options.
- (g) **(Renounceability):** Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each Participants).
- (h) **(Lapsing of ESOP Options):** Unless the Board determines otherwise, subject to the terms of the offer made to a Participant, an unexercised ESOP Option will lapse:
 - (i) on the Eligible Participant ceasing to be an Eligible Participant, namely where: (A) any Exercise Conditions have not been met by the date the relevant person ceases to be an Eligible Participant (Ceasing Date); or (B) where any Exercise Conditions have been met by the Ceasing Date or where the ESOP Option is not subject to any Exercise Conditions, the Participant does not exercise the ESOP Option within a period of 6 months after the Ceasing Date (or a further date as determined by the Board after the Ceasing Date);
 - (ii) if any Exercise Condition is unable to be met; or
 - (iii) the expiry date has passed.
- (i) **(Share Restriction Period):** Shares issued on the exercise of ESOP Options may, at the discretion of the Board, be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the ESOP Options.
- (j) **(Disposal of Options):** ESOP Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (k) **(Trigger Events):** The Company may permit ESOP Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover) or entry into a scheme of arrangement.

- (l) **(Participation)**: There are no participating rights or entitlements inherent in the ESOP Options and holders will not be entitled to participate in new issues of capital offered to Shareholders of the Company during the currency of the ESOP Options.
- (m) **(Change in exercise price)**: An ESOP Option will not confer a right to a change in exercise price or in the number of underlying ordinary shares over which the ESOP Option can be exercised.
- (n) **(Reorganisation)**: If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at that time.
- (o) **(Limitations on Offers)**: The Company must have reasonable grounds to believe, when making an offer under the Plan that the number of ordinary shares to be received on exercise of an ESOP Options, when aggregated with the number of ordinary shares issued or that may be issued as a result of offers made at any time during the previous 3 year period under an employee incentive scheme covered by an ASIC Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.



Frontier Energy Limited | ABN 64 139 522 553

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 24 May 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

