

FRONTIER RESOURCES INTERNATIONAL PLC

Incorporated and registered in England & Wales under the Companies Act 1985 with registered number 06573154

Directors:

Adam Reynolds
Barbara Spurrier FCCA
Neil Herbert

Registered Office:

514 Metal Box Factory,
30 Great Guildford Street,
London SE1 0HS

8 July 2016

To the holders of Ordinary Shares and, for information purposes only, the holders of Deferred Shares and A Deferred Shares

Dear Shareholder,

As announced earlier today, Frontier Resources International plc ("Company") intends to tidy up its share capital by buying back all the deferred shares of 0.9p each and A deferred shares of 0.09p each in its share capital ("Deferred Shares") for the sum of £1 in aggregate ("Buy-Back").

The Deferred Shares were created because, due to earlier losses of capital, the market value of the Company's ordinary shares had dropped below their nominal value and, as company law does not permit a public limited company to issue shares at less than their nominal value, the Company could not raise new funding by the allotment of new ordinary shares. In order to enable the Company to issue new shares the nominal value of such ordinary shares was rebased and the excess share capital was applied in creating the Deferred Shares.

Under the terms of its articles of association ("Articles") the Company is entitled to buy back all of the Deferred Shares for £1 in aggregate. No shareholder is entitled to be paid any sum if the proceeds of sale of his Deferred Shares are less than 1p, and the Company does not anticipate any holder of Deferred Shares qualifying to receive any such proceeds. The Buy-Back has to be funded from the carried forward profits of the Company or the proceeds of a fresh issue of shares. As the Company does not have any carried forward profits, the Company will allot 3,721 Ordinary Shares of 0.01p each at an issue price of 0.03p per Ordinary Share to Barbara Spurrier, one of its directors, in order to create the necessary proceeds to effect the Buy-Back. Once the Buy-Back has been completed the Deferred Shares will be cancelled, and the Ordinary Shares will constitute the only class of share capital in the Company.

Any Director of the Company is authorised under the Articles to execute a contract to effect the Buy-Back on behalf of all the holders of the Deferred Shares ("Contract"). The Contract has to be approved by a special resolution of the ordinary shareholders of the Company. Under the Articles the Company is not required to seek the approval for the Buy-Back from the holders of the Deferred Shares. A copy of the Contract is on display at the Company's website at <http://www.friplc.com/> and will remain on display for ten years from the date that the purchase of the Deferred Shares is completed.

You will find set out at the end of this document a notice convening a general meeting of the Company to be held at 11.15 a.m. on 25 July 2016 at Finsgate, 5-7 Cranwood Street, London EC1V 9EE, at which a special resolution to approve the Buy-Back and the Contract will be proposed ("General Meeting"). A Form of Proxy is enclosed for use by shareholders at the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are asked to complete, sign and return the Proxy Form by post or by hand to the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA, as soon as possible but in any event so as to arrive no later than 48 hours before the General Meeting. The completion and return of a Form of Proxy will not preclude a Shareholder from attending the General Meeting and voting in person should he or she wish to do so.

The board of directors of the Company is of the opinion that the above resolution to be proposed at the General Meeting ("Resolution") is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the Resolution, as the Directors intend to do in respect of their own beneficial shareholdings, which amount in aggregate to 537,097,355 ordinary shares of 0.03p each, representing approximately 10.41 per cent. of the existing ordinary share capital of the Company.

Yours faithfully

Adam Reynolds
Chairman.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the members of the Company will be held at Finsgate, 5-7 Cranwood Street, London EC1V 9EE at 11.15 a.m. on 25 July 2016 (or, if later, as soon as the general meeting of the Company convened for 11.00a.m. on the same day has concluded) for the purposes of considering and, if thought fit, passing the resolution set out below. Words and expressions used or defined in the letter to shareholders from the Company dated 8 July 2016 and despatched to shareholders of the Company shall have the same meaning as in this notice.

SPECIAL RESOLUTION

1. THAT the Buy-Back and the terms of the Contract in the form available for inspection be and are hereby approved.

By order of the Board
Barbara Spurrier FCCA
Company Secretary

Registered Office:
514 Metal Box Factory,
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London SE1 0HS

Notes

1. Members entitled to attend and vote at the General Meeting are also entitled to appoint one or more proxies to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder which must be identified on the form of proxy. A proxy needs to be a shareholder of the Company. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
2. A Form of Proxy is enclosed for use by members. To be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars Neville Registrars, Neville House, 18 Laurel Lane, Halesowen B63 3DA not later than 48 hours, excluding non-working days, before the time appointed for holding the General Meeting or in the case of a poll taken subsequently to the date of the General Meeting or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from Neville Registrars. Alternatively, the form provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one of more than one appointments being made.
3. An abstention option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against the Resolution.
4. Any person to whom this notice is sent who is a person under section 146 of the Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to execute it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

7. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (**Euroclear**), and must contain all the relevant information required by the CREST Manual. To be valid the message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Neville Registrars, as the Company's "issuer's agent" (7RA11) by 11.15a.m. on 23 July 2016 (as such a message cannot be transmitted on weekends or on other days when the CREST system is closed). After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid. The CREST Manual can be reviewed at www.euroclear.com.
8. CREST members and, where applicable, the sponsors or voting service provider(s), should note that CREST does not make available a special procedure in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of proxy instructions. It is the responsibility of the CREST members concerned to take (or if the CREST member is a CREST personal member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such actions as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection CREST members and where applicable their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Completion and return or submission electronically, of a Form of Proxy will not affect the right of such member to attend and vote in person at the meeting or any adjournment thereof.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the register of members of the Company at 6.00p.m. on 23 July 2016 will be entitled to attend or vote (whether in person or by proxy) at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00p.m. on 23 July 2016 will be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting (as the case may be).
12. As at 7 July 2016 (being the last business day prior to the publication of this notice of meeting) the Company's issued share capital consisted of 5,159,856,649 Existing Ordinary Shares, carrying one vote each, therefore, the total voting rights in the Company as at 7 July 2016 are 5,159,856,649.
13. Shareholders who prefer to register the appointment of their proxy electronically using the internet can do so at www.sharegateway.co.uk where full instructions on the procedure are given. The voting ID, task ID and shareholder reference number printed on the form of proxy will be required in order to use the services. Alternatively Shareholders who have already registered with Neville Registrars' online portfolio service can appoint their proxy electronically by logging on to their portfolio and clicking on the link to vote. For an electronic proxy appointment to be valid, voting instructions must be received by Neville Registrars no later than 23 July 2016. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purpose other than those expressly stated.