

Frontier Diamonds Limited
ACN 616 232 556
Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM or the Meeting**) of Shareholders of Frontier Diamonds Ltd (**FDX or the Company**) will be held as follows:

Date: 30 November 2018

Time: 11.00 am (Melbourne Time)

Venue: The Royal Exchange of Sydney
1 Gresham Street, Sydney NSW 2000

Items of Business

Financial Statements and Reports

To receive and consider the Company's Annual Financial Report, including the Directors' Report and Audit Report for the period ended 30 June 2018.

Resolution 1 - Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Company adopt the remuneration report for the period ended 30 June 2018 in accordance with Section 250R(2) of the Corporations Act."

Notes:

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

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2018, or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP, at the date of the meeting of their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 2 is connected with the remuneration of KMP.

The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution 1.

Election of Directors

Resolution 2 – Re-election of Mr Frank Petruzzelli

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Frank Petruzzelli, being appointed a Director of the Company during the period since incorporation, and in accordance with Rule 14.2 of the Company's Constitution and, being eligible, be re-elected as a Director of the Company."

Resolution 3 – Re-election of Mr Mark Freeman

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Mark Freeman, being appointed a Director of the Company during the period since incorporation, and in accordance with Rule 14.4 of the Company’s Constitution and, being eligible, be re-elected as a Director of the Company.”

Resolution 4 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities of up to 10% of the total issued share capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who may participate in the proposed issue of equity securities under the 10% Placement Capacity, and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) , if this resolution is passed; and any associate of such a person, unless the vote is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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

Note: *In accordance with ASX Listing Rule 14.11.1 and the relevant note under that rule concerning ASX Listing Rule 7.1A, as at the date of this notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded.*

Resolution 5 – Issue of Performance Shares to Mr Mark Freeman

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue Performance Shares to Mark Freeman in accordance with the terms summarised in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

- Mark Freeman and any entity who is to receive securities in relation to this Resolution; or
- any associates of those persons.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 5:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 6 – Subsequent approval of issue of ordinary shares pursuant to Listing Rule 7.4 – issue of ordinary shares in September 2018 (refresh 15%)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That the issue of 26,875,000 ordinary shares in the Company under the placement of ordinary shares to investors in September 2018, details of which are set out in the Explanatory Memorandum, be approved for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of any person who participated in the issue and any Associate of those persons.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 6:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution 6.

Other information

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting.

All shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that shareholder.

The proxy does not need to be a shareholder of the Company.

A shareholder who is 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. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

With respect to Resolution 1 if a shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on that resolution, the shareholder authorises the Chairman to vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of the resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Proxies must be received not later than 11.00 am (Melbourne Time) on 28 November 2018.

Lodge your vote:

Online:

www.investorvote.com.au

By Mail:

Computershare Investor Services Pty Limited

GPO Box 242 Melbourne

Victoria 3001 Australia

Alternatively you can fax your form to

(within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered shareholders at 7:00pm (Melbourne Time) on 28 November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

By order of the Board



Mark Licciardo
Company Secretary
29 October 2018

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of Frontier Diamonds Limited (**FDX** or **the Company**) at the Annual General Meeting to be held commencing at 11.00 am (Melbourne Time) on 30 November 2018 at The Royal Exchange of Sydney, 1 Gresham Street, Sydney NSW 2000

The Directors recommend that shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under Section 317 of the Corporations Act, FDX is required to lay its Annual Financial Report, Directors' Report and Remuneration Report before its shareholders at its Annual General Meeting. The Annual Financial Report is submitted for shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of FDX's auditor, BDO, will be present for discussion purposes on matters of relevance to the audit.

Resolution 1 – Adoption of Remuneration Report

Board recommendation and undirected proxies.

The Board recommends that shareholders vote in **FAVOUR** of Resolution 1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 1.

Resolution 1 provides shareholders the opportunity to vote on FDX's Remuneration Report. The Remuneration Report is contained within the Directors' Report in the Annual Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at this meeting when reviewing FDX's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of FDX's Directors other than the Managing Director must be offered up for election.

Key management personnel and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for shareholders eligible to vote on Resolution 2.

The Company encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Election of Directors

Resolution 2 – Re-election of Mr Frank Petruzzelli

Board recommendation and undirected proxies.

The Board (with Mr Petruzzelli abstaining due to his interest in the outcome) recommends that shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

Mr Petruzzelli was appointed as a Director of the Company at incorporation on 01 December 2016. Mr Petruzzelli will retire in accordance with FDX's Constitution and, being eligible, has offered himself for re-election.

Resolution 2 provides for the re-election of Mr Petruzzelli as a Director of the Company in accordance with the Company's Constitution.

Mr Petruzzelli is a principal of MDB Taxation & Business Services Pty Ltd, an Australian accounting firm. He is an accounting and management services specialist and advises ASX listed companies and large private organisations. Mr Petruzzelli holds a Bachelor of Business (Accounting) and is a Fellow of the National Institute of Australia and a Fellow of the Institute of Public Accountants.

Resolution 3 – Re-election of Mark Freeman

Board recommendation and undirected proxies.

The Board (with Mark Freeman) abstaining due to his interest in the outcome) recommends that shareholders vote in **FAVOUR** of Resolution 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 3.

Mark Freeman was appointed as a Director of the Company on 12 October 2018. Mark Freeman will retire in accordance with FDX's Constitution and, being eligible, has offered himself for re-election.

Resolution 3 provides for the re-election Mark Freeman as a Director of the Company in accordance with the Company's Constitution.

Mr Freeman has extensive corporate experience in Africa. Mr Freeman is a Chartered Accountant with more than 20 years' experience in corporate finance and the resources industry. He has considerable experience in strategic planning, business development, mergers, acquisitions and project management. Mr Freeman has worked with a number of successful public resource companies for over 23 years. A graduate of the University of Western Australia with a Bachelor of Commerce, Mr Freeman also holds a Graduate Diploma in Applied Finance from the Securities Institute of Australia. Mr Freeman will take responsibility for corporate development and strategy.

Resolution 4 – Approval of Additional 10% Placement Capacity

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 4. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 4.

ASX Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (10% Placement Capacity). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

If Shareholders approve Resolution 4, 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 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

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

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being Shares (ASX Code: FDX).

The number of equity securities that the Company may issue under the approval sought by Resolution 4 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

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

Where:

A = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid Shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and
- (iv) less the number of fully paid Shares cancelled in the 12 months.

D = 10%.

E = 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 issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.1A

While the Company does not have any immediate plans to issue shares, purposes for which shares may be issued pursuant to Resolution 4 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

Minimum Price: Under the ASX Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

Risk of voting dilution: Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this Notice of Meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.¹

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.021 50% decrease in Issue Price	\$ 0.041 Issue Price	\$ 0.082 100% increase in Issue Price
Current Variable A 229,466,706	10% Voting dilution	22,946,671	22,946,671	22,946,671
	Funds raised	\$ 470,407	\$ 940,813	\$ 1,881,627
50% increase in current Variable A 344,200,059	10% Voting dilution	34,420,006	34,420,006	34,420,006
	Funds raised	\$ 705,610	\$ 1,411,220	\$ 2,822,440
100% increase in current Variable A 458,933,412	10% Voting dilution	45,893,341	45,893,341	45,893,341
	Funds raised	\$ 940,813	\$ 1,881,627	\$ 3,763,254

¹ The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;
- (ii) The table shows only the effect of shares issues under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (iii) The current issue price is \$0.041, being the closing price of the shares on ASX on 18 October 2018.
- (iv) The current number of shares on issue is the Shares on issue as at 11 October 2018 being 229,466,706.

The table shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of shares the Company has on issue. The number of shares on issue may increase as a result of issues of shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

Date of Issue: If Shareholder approval is granted for Resolution 4, then that approval will expire on the earlier of:

- (i) 29 November 2019, being 12 months from the date of the Meeting; or
- (ii) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

Purpose of Issue under 10% Placement Capacity: The Company may issue equity securities under the 10% Placement Capacity for various purposes including the following:

1. to raise cash, in which case the Company intends to use funds raised for investment purposes in line with the Company's investment policy outlined in the Company's prospectus or to fund expenditure on existing assets or for general working capital; or
2. as non-cash consideration for investments, and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

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

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

- (i) the purpose of the issue;
3. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
4. the effect of the issue of the equity securities on the control of the Company;
5. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
6. prevailing market conditions; and
7. advice from corporate, financial and broking advisers (if applicable).

Previous Approval under ASX Listing Rule 7.1A: The Company has not previously obtained Shareholder approval under ASX Listing Rule 7.1A.

Resolution 5 – Approval to issue ordinary shares to Mark Freeman

The Directors (excluding Mr Freeman) unanimously recommend that Shareholders vote in favour of Resolution 5. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 5.

The Company has agreed to 4,000,000 performance shares that convert to 4,000,000 ordinary shares subject to a 12 month vesting hurdle, the company's compliance with ASX listing rules and Shareholder approval at a general meeting of the Company.

Why is the Company seeking Shareholder approval?

Subject to a number of exceptions, ASX Listing Rule 10.11 limits a company's ability to issue securities to a related party of the company without shareholder approval

Mark Freeman is the Chairman of the Company and is therefore considered to be a related party of the Company for the purposes of the ASX Listing Rules.

Accordingly, the Company is seeking Shareholder approval to issue up to 4,000,000 performance shares to Mark Freeman.

Additional information required for ASX Listing Rules

The following information is provided in connection with the approval sought under resolution 5:

- The shares will be issued to Mark Freeman no later than 1 month after the date of this Meeting.
- The maximum number of shares to be issued to Mark Freeman is 4,000,000.
- The shares will be issued at not cost to Mr Freeman. The shares will rank equally in all respects from the issue date with the existing ordinary shares on issue.

If resolution 5 is approved, this will also serve as approval for ASX Listing Rule 7.1 purposes (such that a separate resolution seeking approval for the purposes of ASX Listing Rule 7.1 is not required), so that the shares issued to Mark Freeman pursuant to this issue will not reduce the Company's capacity to issue securities under ASX Listing Rule 7.1.

Resolution 6 – Subsequent approval of issue of ordinary shares pursuant to Listing Rule 7.4 – issue of ordinary shares in September 2018 (refresh 15%)

Background

In September 2018, the Company announced that it had completed a Placement under which 26,875,000 Shares (**Placement Shares**) were issued at a price of \$0.04 per share raising \$1,075,000. The Placement Shares were issued to certain professional and sophisticated investors on 12 September 2018. The Placement Shares rank equally with existing ordinary shares on issue.

Why is the Company seeking Shareholder approval?

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued securities (15% placement capacity).

The Placement Shares were issued within the 15% placement capacity pursuant to ASX Listing Rule 7.1.

Pursuant to ASX Listing Rule 7.4, Shareholder approval can be obtained for an issue of securities after the event for the purposes of ASX Listing Rule 7.1. This has the effect of 'refreshing' the Company's ability to issue securities within the 15% placement capacity without requiring Shareholder approval.

Accordingly, the Company is now seeking Shareholder approval for and ratification of the issue of the Placement Shares to 'refresh' the Company's 15% placement capacity so that it would be the same as if the Placement Shares had not been issued.

As advised in the Company's Appendix 3B lodged with the ASX on 14 September 2018, the proceeds raised will be used to ensure the Company's working capital.

Refreshing the Company's 15% placement capacity will maintain greater flexibility to raise funds up to the 15% limit to meet future needs during the next twelve months, without the costs and delay of convening a general meeting of the Company. The requirement to obtain Shareholder approval for any future issue of equity securities, before the issue, could limit the Company's ability to take advantage of future market opportunities that may arise or to make further issues for further development of its technology or other purposes as required.

Information required by Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following information:

The number of securities issued	26,875,000 Shares
The price at which the securities were issued	\$0.04 per Share

For personal use only

The terms of the securities	Fully paid ordinary shares in the capital of the Company which ranked, from the date of their issue, equally with all existing issued Shares.
The names of the persons to whom the securities were issued	Certain professional and sophisticated investors introduced to the Company.
The intended use of the funds raised	As advised in the Company's Appendix 3B lodged with the ASX on 14 September 2018, the proceeds raised will be used to ensure the Company's working capital.

Voting Exclusion

A voting exclusion statement is included under Resolution 6 in this notice of Meeting.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chairman of the meeting intends to vote undirected proxies in favour of resolution 6.

Questions and Comments by shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to shareholders - as a whole - to ask questions to the Company's external Auditor, BDO, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its Financial Statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to BDO if the question is relevant to the content of BDO's audit report or the conduct of its audit of the Company's Financial Report for the period ended 30 June 2018.

Relevant written questions to BDO must be received by no later than 5:00pm (Melbourne Time) on 23 November 2018. A list of those questions will be made available to shareholders attending the meeting. BDO will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

Please send written questions for BDO to:


By facsimile – +61 3 9602 4709;

Post to – C/- Mertons Corporate Services Pty Ltd – Level 7, 330 Collins Street, Melbourne VIC 3000

by no later than 5:00pm (Melbourne Time) on 23 November 2018.

FDX
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.




Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11.00 am (Melbourne time) Wednesday 28 November 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Frontier Diamonds Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Frontier Diamonds Limited to be held at The Royal Exchange of Sydney, 1 Gresham Street, Sydney NSW 2000 on Friday, 30 November 2018 at 11.00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Frank Petruzzelli as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Mark Freeman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Performance Shares to Mr Mark Freeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Subsequent approval of issue of ordinary shares pursuant to Listing Rule 7.4 – issue of ordinary shares in September 2018 (refresh 15%)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

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