

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about its contents and the action you should take you are recommended immediately to seek your own advice from a person duly authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares or other securities.

Defined terms in this Document have the meanings given on pages 3 and 4, unless the context requires otherwise.

The Directors whose names appear on page 5 of this Document accept responsibility for the information contained in this Document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken reasonable care to ensure that such is the case) the information contained in this Document for which they are responsible (as above) is in accordance with the facts and there are no other facts the omission of which is likely to affect the import of such information.

If you have sold or transferred all of your Existing Ordinary Shares please immediately send this Document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Application will be made for Admission of the New Ordinary Shares and dealings are expected to commence on 1st July 2015 and the record date for the capital reorganisation will be 30th June 2015.

Frontier Resources International Plc

(Registered in England and Wales with company number 06573154)

Notice of Annual General Meeting

and

Proposed subdivision and redesignation of the Existing Ordinary Shares

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. London Stock Exchange plc has not itself examined or approved the contents of this Document.

Notice of the Annual General Meeting to be held at 11 Staple Inn, London WC1V 7QH at 10.00a.m. on 30th June 2015 is set out at the end of this Document. Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting which, to be valid, must be completed and returned so as to be received by the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA, as soon as possible and in any event not later than 10.00 a.m. on 26th June 2015. Completion and return of the Form of Proxy will not preclude Shareholders from attending the Annual General Meeting and voting in person should they subsequently wish to do so.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy for the AGM	10.00a.m. 26th June 2015
Annual General Meeting	30 th June 2015
Record time and date for share capital Reorganisation	Close of business on 30 th June 2015
Dealings commence in New Ordinary Shares	8.00a.m. on 1 st July 2015

MARKET STATISTICS

Existing Ordinary Shares	165,430,505
New Ordinary Shares on completion of the Reorganisation	165,430,505
Deferred Shares on completion of the Reorganisation	165,430,505

DEFINITIONS

The following definitions apply throughout this Document unless the context otherwise requires:

"Act"	the Companies Act 2006
"Admission"	Admission of the New Ordinary Shares to trading on AIM
"AIM"	the AIM Market of the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies issued by the London Stock Exchange from time to time
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held on 30 th June 2015 at 10.00 a.m. (or any adjournment thereof), notice of which is set out at the end of this Document
"CREST"	the relevant system (as defined in the Uncertificated Securities Regulations 2001, as amended) for the purpose of paperless settlement in respect of which CRESTCo Limited is the operator (as defined in those Regulations)
"Company"	Frontier Resources International Plc, a company registered in England and Wales with registered number 06573154
"Deferred Shares"	means deferred shares of 0.9p each to be created under the Reorganisation
"Directors" or "Board"	the directors of the Company at the date of this Document
"Document"	this document
"Existing Articles"	the articles of association of the Company as at the date of this Document
"Existing Ordinary Shares"	the 165,430,505 existing issued Ordinary Shares of 1p each as at the date of this Document
"Form of Proxy"	the form of proxy to be used by holders of Existing Ordinary Shares in connection with the AGM
"London Stock Exchange" or "Exchange"	London Stock Exchange plc
"New Articles"	the new articles of association of the Company to be adopted under the Reorganisation
"New Ordinary Shares"	ordinary shares of 0.1p each in the capital of the Company as created by the Reorganisation

"Official List"	the official list of the UK Listing Authority
"Ordinary Shares"	the issued ordinary shares in the capital of the Company from time to time
"Regulations"	The Uncertificated Securities Regulations 2001 (SI 2001/3755)
"Reorganisation"	the subdivision and redesignation of the Existing Ordinary Shares and the adoption of the New Articles as set out in paragraph 3 of Part 1 of this Document
"Resolutions"	the ordinary and special resolutions set out in the notice of General Meeting at the end of this Document
"Shareholders" or "Members"	holders of Ordinary Shares
"UK"	the United Kingdom of Great Britain and Northern Ireland

PART 1

LETTER FROM THE CHAIRMAN OF THE COMPANY

Frontier Resources International Plc

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

Directors:

Neil Herbert - *Non-Executive Chairman*
Michael Jack Keyes - *Chief Executive Officer*
Barbara Spurrier - *Group Finance Director and Company Secretary*
John O'Donovan - *Non-Executive Director*

Registered Office:

11 Staple Inn
London
WC1V 7QH

3rd June 2015

To the holders of Existing Ordinary Shares

Dear Shareholder,

Notice of Annual General Meeting

and

Proposed Subdivision, Redesignation and adoption of new Articles

1. Introduction

The purpose of this letter is to provide Shareholders with notice of the Annual General Meeting to be held at 10.00 a.m. on 30th June 2015 including proposals for the subdivision and redesignation of the Existing Ordinary Shares and the adoption of the New Articles.

2. Background

As announced on 1 June 2015, the conditional subscription ("**Subscription**") by AGR Energy Limited No. II ("**AGR Energy**") did not proceed due to factors not directly related to Frontier or AGR Energy.

While AGR Energy agreed that the repayment date of the secured short term loan facility of US\$200,000 provided by AGR Energy to the Company on 17th March 2015 would be extended by six months to 17th March 2016, the Company needs to arrange additional alternative additional funding for its immediate working capital requirements.

The closing mid-market price of an Existing Ordinary Share was 0.8p on 2nd June 2015, being the last practicable date prior to publication of this Document. The Company's share price is therefore below the nominal value of the Company's Existing Ordinary Shares which is 1p per Existing Ordinary Share. This prohibits the Company from raising any further equity capital since, in order to comply with the Act, Companies are not permitted to issue shares at a discount and therefore any further issue of shares would have to be issued at a price at or above nominal value of 1p per share.

In order to assist the Company with its ongoing discussions regarding potential alternative funding, the Board wishes to have the ability to raise further equity finance as and when required. Accordingly, it is necessary to reorganise the Company's share capital to reduce the nominal value of each share from the present level of 1p per share.

The Reorganisation comprises a subdivision of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share and the adoption of the New Articles. Further details of the Reorganisation are set out below.

Immediately following the Reorganisation, each New Ordinary Share held by Shareholders will have a nominal value of 0.1p and the number of New Ordinary Shares held by the Shareholders shall remain the same. Consequently, the market price of a New Ordinary Share immediately after the completion of the Share Capital Reorganisation should be the same as the market price of an Existing Ordinary Share, taking into account normal market movements. No new share certificates will be issued to existing shareholders, and their existing share certificates for the same quantity of shares will remain as valid cover.

3. Reorganisation

Subdivision

The Directors propose that the share capital of the Company should be reorganised by dividing each Existing Ordinary Share into one New Ordinary Share and one Deferred Share.

The New Ordinary Shares will have the same rights as those currently accruing to the Existing Ordinary Shares under the Existing Articles, including those relating to voting and entitlement to dividends.

The Deferred Shares so created will have no voting or dividend rights and, on a return of capital, the right only to receive the amount paid up thereon after the holders of New Ordinary Shares have received the aggregate amount paid up thereon plus £1,000,000 per New Ordinary Share. Consequently the Deferred Shares will, effectively, be valueless.

It is proposed that the Company adopts the New Articles, which will contain the rights of the Deferred Shares. Full details of the changes to the Existing Articles in the Company are given in Part 2 of this Document.

The rights of the Deferred Shares will allow all the Deferred Shares to be issued to one person who will hold them as the nominee of the beneficial owners. The purpose of this is to facilitate the purchase of such Deferred Shares by the Company at a later date. Accordingly, all the Deferred Shares will be issued to the Company Secretary.

No share certificates will be issued in respect of the Deferred Shares, nor will CREST accounts of Shareholders be credited in respect of any entitlement to Deferred Shares. Instead the Deferred Shares will be held by the Company Secretary as nominee for Shareholders.

If you have any queries about the Reorganisation you should contact the Company's registrars, Neville Registrars Limited, on the following telephone number: 0121 585 1131 or from outside the UK +44 121 585 1131.

4. Annual General Meeting

Notice convening the Annual General Meeting is set out at the end of this Document. The Annual General Meeting will be held at the Company's Registered Office at 11 Staple Inn, London WC1V 7QH at 10.00 a.m. on 30th June 2015 at which in addition to the normal business, a special resolution will be proposed to:

- (i) subdivide each Existing Ordinary Share into one New Ordinary Share and one Deferred Share; and
- (ii) adopt the New Articles.

5. Action to be Taken

A Form of Proxy is enclosed for use at the Annual General Meeting to be held at the Company's Registered Office at 11 Staple Inn, London WC1V 7QH at 10.00 a.m. on 30th June 2015. You are requested to complete, sign and return the Form of Proxy to the Company's registrars, Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen B63 3DA, whether or not you intend to be present at the AGM, as soon as possible but in any event so as to arrive not later than 10.00 a.m. on 26th June 2015. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you subsequently wish to do so.

6. Further Information

Your attention is drawn to Part 2 of this Document, which provides additional information on the matters discussed above.

Yours faithfully,

Neil Herbert

Chairman

PART 2

ADDITIONAL INFORMATION

1. New Articles

The New Articles contain the new provisions below which are not contained in the Existing Articles.

1.1. Share Rights

The Deferred Shares shall have the following rights and be subject to the following restrictions:

- The holders of Deferred Shares shall not be entitled to receive or participate in any dividend in respect of the Deferred Shares held by them respectively.
- On a return of capital on a winding-up, each holder of Deferred Shares shall be entitled to receive a sum equal to the nominal capital paid up or credited as paid up thereon but only after the sum of £1,000,000 per Ordinary Share has been distributed amongst the holders of the Ordinary Shares and the holders of the Deferred Shares shall not be entitled to any further participation in the assets or profits of the Company.
- The holders of Deferred Shares shall have no right to receive notice of or attend and shall not be entitled to vote at any general meeting, whether such vote is on a show of hands or on a poll, in respect of the Deferred Shares held by them respectively.
- The Company shall, subject to the provisions of the Act, be entitled to redeem all the Deferred Shares at any time. The aggregate amount payable to all the holders of the Deferred Shares as a class between them on redemption shall be the amount of £1. Payment of the redemption monies shall be despatched to holders entitled thereto as soon as practicable after the date of redemption provided that entitlements of less than 1p per holding may be retained for the benefit of the Company.
- Each holder of the Deferred Shares shall be deemed irrevocably to have authorised the Company at any time to appoint a Director or Directors (or such other person who may be nominated by the Directors) to execute on behalf of such holder an agreement in respect of the redemption or, transfer of, and a transfer, of the Deferred Shares (including any fractional entitlements to a Deferred Share) to such person including without limitation the Company as the Company may designate, and/or to purchase the same itself in accordance with applicable laws in either such case for an aggregate consideration of £1 for all of the Deferred Shares for the time being in issue without obtaining the further sanction of such holders and upon such terms that any such consideration not exceeding 1p in respect of any holding of Deferred Shares may be paid to and/or retained for the benefit of the Company, and to execute or sign on behalf of such holders such other documents as may be necessary or appropriate to give effect to the foregoing provisions; and pending such transfer or purchase the Company may refrain from issuing any certificate in respect of such Deferred Shares.

1.2. Dividends

The Deferred Shares shall carry no right to a dividend.

1.3. Distribution of Assets on Liquidation

- On a winding up, any surplus assets will belong to the holders of the Ordinary Shares then in issue according to the numbers of Ordinary Shares held by them. In addition, the liquidator may, with the authority of a special resolution and any other sanction required by the Act, divide among the members in kind the whole or any part of the assets of the Company. For this purpose the liquidator may set such value as he deems fair upon any class or classes or property and may determine how the division is carried out as between the members or different classes of members. No

contributory shall, however, be compelled to accept any asset in respect of which there is a liability.

- Upon each Shareholder receiving £1,000,000 per Ordinary Share, the Deferred Shareholders will also be entitled to a return of capital up to the nominal amount of the Deferred Shares.

1.4. Variation of Rights

- Subject to the provisions of the Act, all or any of the special rights and privileges attached to any share or class of shares may be varied or abrogated with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.
- Subject to the terms upon which any shares may be issued, the rights or privileges attached to any class of shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking pari passu in all respects with those already issued, or by the purchase or redemption by the Company of its own shares.
- The above provisions do not apply to the Deferred Shares and the Ordinary Shareholders may alter the rights of the Deferred Shares at any time with the consent in writing of the holders of not less than three-quarters in nominal value of the Ordinary Shares or with the sanction of a special resolution passed at a separate general meeting of the holders of the Ordinary Shares.

2. Other information

The Ordinary Shares are in registered form. The New Articles permit the holding and transfer of Ordinary Shares under CREST. CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by certificate and transferred otherwise than by written instrument.

3. Documents available for inspection

Copies of this Document, the Existing Articles and the New Articles will be available for inspection during usual business hours on any weekday (Saturdays and public holidays excepted) at the offices of Marriott Harrison at 11 Staple Inn, London WC1V 7QH and shall remain available until 1st July 2015 being the day following the Annual General Meeting.

3rd June 2015

Frontier Resources International Plc
(Registered in England and Wales with company number 06573154)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting Frontier Resources International Plc (the "**Company**") will be held at 11 Staple Inn, London WC1V 7QH on 30th June 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions (as indicated).

ORDINARY RESOLUTIONS

1. To receive the company's annual accounts for the financial year ended 31st December 2014 together with the directors' report and auditor's report on those accounts.
2. To reappoint UHY Hacker Young of Quadrant House, 4 Thomas More Street, London, E1W 1YW as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the company and to authorise the directors to agree the remuneration of the auditors.
3. That, Neil Herbert, whose office expires at the Company's annual general meeting but who is eligible for election pursuant to article 25.3 of the Company's articles of association, be elected as a director of the Company.
4. That, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £300,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

5. That, subject to the passing of Resolution 4, in accordance with section 570 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 4, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall: (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £300,000; and (ii) expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
6. That:
 - (a) each issued ordinary share of 1p in the capital of the Company be and is hereby sub-divided into one ordinary share of 0.1p and one non-voting deferred share of 0.9p, each having the rights and being subject to the restrictions contained in

the articles of association to be adopted pursuant to paragraph (b) of this resolution; and

- (b) the draft regulations produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Note:

A copy of the proposed new articles of association of the Company, together with a copy of the existing articles of association that it is proposed are replaced, will be available for inspection at the AGM, on the Company's website and at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday and any public holiday excepted) from the date of this notice until the date of the AGM.

BY ORDER OF THE BOARD



.....
Barbara Spurrier, Company Secretary

3rd June 2015

Registered Office: 11 Staple Inn, London WC1V 7QH

Notes:

1. Shareholders entitled to attend and vote at the Annual General Meeting ("**Shareholders**") may appoint a proxy or proxies to attend and speak on their behalf. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. To appoint more than one proxy you may photocopy the proxy form which accompanies this notice. Investors who hold their shares through a nominee may wish to attend the Annual General Meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Shareholders are invited to complete and return the enclosed proxy form. Completion of the proxy form will not prevent a Shareholder from attending and voting at the Annual General Meeting if subsequently he/she finds they are able to do so. To be valid, completed proxy forms must be received at the offices of the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA by not later than 10.00 a.m. on 26th June 2015 (being 48 hours prior to the time fixed for the Annual General Meeting, excluding weekends and public holidays).
2. Representatives of Shareholders which are corporations attending the Annual General Meeting should produce evidence of their appointment by an instrument executed in accordance with section 20.7 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 36 of the Company's articles of association.
3. In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the Annual General Meeting so that (i) if a corporate shareholder has appointed the chairman of the Annual General Meeting as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the Annual General Meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Annual General Meeting but the corporate shareholder has not appointed the chairman of the Annual General Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, changes to entries in the register of members after 10.00 a.m. on 26th June 2015 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
5. The Register of Directors' Interests, together with the Directors' service agreements, will be available for inspection at the Company's registered office during usual business hours on any weekday (weekends and public holidays excluded) at the AGM from 9.30am until the conclusion of the AGM.