

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) (or, if you are outside the United Kingdom, a person otherwise duly qualified in your jurisdiction) who specialises in advising in connection with shares and other securities.

If you sell or have sold or otherwise transferred all of your ordinary shares in Frontera Resources Corporation (**Company**), please immediately forward 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 onward transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of ordinary shares, you should retain these documents.



FRONTERA RESOURCES CORPORATION

(Incorporated and registered in the Cayman Islands with company number 256380)

Notice of Annual General Meeting to be held on 3 November 2017

Notice convening an Annual General Meeting of the Company to be held at 1 p.m. on 3 November 2017 at 1 America Square, 17 Crosswall, London EC2N 2LB, is set out at the end of this document. Shareholders will also find enclosed with this document a Form of Proxy.

The action to be taken by shareholders is set out on page 2. To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Computershare Investor Services (Cayman) Ltd, as soon as possible but in any event not later than 1 p.m. on 1 November 2017 (or 48 hours prior to any adjourned meeting). The completion and return of a Form of Proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting should they subsequently wish to do so.

LETTER FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS OF FRONTERA RESOURCES CORPORATION

(Incorporated and registered in the Cayman Islands with company number 256380)

Steve C. Nicandros (Non-Executive Chairman)
Zaza Mamulaishvili (Executive Director and CEO)
Andrew J. Szescila (Non-Executive Director)
Luis E. Giusti (Non-Executive Director)
Stephen M. Hope (Non-Executive Director)

Headquarters:
Frontera Resources Corporation
3040 Post Oak Blvd, Suite 1100
Houston, Texas 77056 USA

Registered office:
Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

18 October 2017

Dear Shareholder

Annual General Meeting

I am writing to inform you that the annual general meeting of the Company (the **AGM**) will be held at 1 p.m. on 3 November 2017 at 1 America Square, 17 Crosswall, London EC2N 2LB. The formal notice of the AGM and the sole resolution to be proposed is set out at the end of this document.

ORDINARY BUSINESS

1) Re-election of director (Ordinary Resolution)

The Board of Directors of the Company ("**Board**") have nominated Zaza Mamulaishvili for re-election as a Class III director in accordance with the Company's articles of association. Summary information regarding Mr Mamulaishvili is set forth below:

Mr Mamulaishvili is a co-founder of Frontera Resources Corporation and serves as President and Chief Executive Officer of the Company and is a member of its Board of Directors.

Since the Company's founding in 1997, Mr Mamulaishvili has been General Director of Frontera's business in the Greater Black Sea region where he managed the Company's initial growth.

Before co-founding the Company, from 1991 to 1997, Mr. Mamulaishvili was founder and President of a privately held company, MTA Ltd, an exporter of Eastern European crude oil and metals to the international market. During this time, he was also founder and chief executive of METEX, a privately held company that focused on metals trading in Russia, Ukraine and European countries.

Between 2001 and 2003, Mr. Mamulaishvili served as President of the American Chamber of Commerce in Georgia. Mr. Mamulaishvili holds a medical degree from Tbilisi State Medical University.

Business Update

Following the formal business of the AGM, the shareholders will be provided with business update.

Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon. To be valid, completed Forms of Proxy must be received by the Company's registrars, Computershare Investor Services (Cayman) Ltd, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but in any event not later than 1 p.m. on 1 November 2017 (or 48 hours prior to any adjourned meeting).

If you complete and return a Form of Proxy, you may still attend and vote at the AGM in person should you subsequently decide to do so.

Please read the notes to the notice of AGM and the accompanying Form of Proxy for detailed instructions. The attention of Shareholders is also drawn to the voting intentions of the Board set out below.

Recommendation

The Board considers that the Resolution be put to the AGM is in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of the Resolution.

Yours faithfully

Steve C. Nicandros

Chairman of the Board of Directors

FRONTERA RESOURCES CORPORATION

(Company)

(Incorporated and registered in the Cayman Islands with company number 256380)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company (**Meeting**) will be held at 1 p.m. on 3 November 2017 at 1 America Square, 17 Crosswall, London EC2N 2LB, for the transaction of the following business:

ORDINARY BUSINESS

1. By way of an ordinary resolution, to re-elect Zaza Mamulaishvili as a Class III Director of the Company.

By Order of the Board.

Levan Bakhutashvili

Vice President, General Counsel and Corporate Secretary

DATE: 18 October 2017

Headquarters:

Frontera Resources Corporation
3040 Post Oak Blvd, Suite 1100
Houston, Texas 77056 USA

Registered office:

Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

- 1 The Company has specified that only those members entered on the register of members at close of business on 1 November 2017 (or in the event that this meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to attend, speak and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after close of business on 1 November 2017 shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

APPOINTMENT OF PROXIES

- 2 Members are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend and vote at the meeting. A proxy need not be a Shareholder. A Shareholder holding two or more shares may appoint more than one proxy in relation to the meeting. Please contact the Registrar if you wish to appoint multiple proxies.

A Form of Proxy is enclosed for use by Shareholders holding shares in certificated form. The completion and return of a Form of Proxy whether in hard copy form or by eProxy will not preclude a member from attending in person at the meeting and voting should he or she wish to do so.

- 3 To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Computershare Investor Services (Cayman) Ltd, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, for and on behalf of the Company Secretary, by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be), weekends and bank holidays excluded.

APPOINTMENT OF PROXIES FOR DEPOSITORY INTEREST HOLDERS

- 4 Holders of Depository Interests in CREST may transmit voting instructions by either completing and returning a Form of Instruction to the office of the Depository, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by hand, or sent by post, so as to be received not less than 72 business hours before the time fixed for the holding of the meeting, or utilising the CREST voting service in accordance with 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, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
- 5 To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 1 p.m. on 31 October 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depository Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 6 Holders of Depository Interests in CREST who wish to attend the meeting and/or vote at the meeting must notify the Depository in writing.

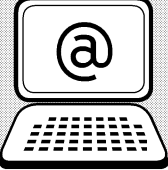
ISSUED SHARES AND TOTAL VOTING RIGHTS

- 7 As at close of business on 13 October 2017 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting), the Company's issued share capital comprised 14,497,798,708 Ordinary Shares with a nominal par value of US\$0.00004 each fully paid. On a poll, each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 13 October 2017 are 14,497,798,708.

MR A SAMPLE
 < DESIGNATION >
 SAMPLE STREET
 SAMPLE TOWN
 SAMPLE CITY
 SAMPLE COUNTY
 AA11 1AA




Form of Proxy - Annual General Meeting to be held on 3 November 2017



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 914644
SRN: C0000000000
PIN: 1245

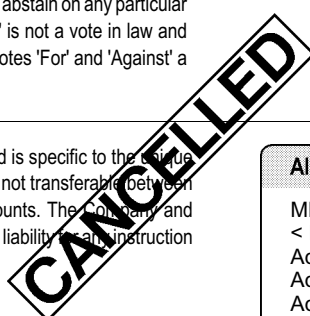


Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 1 November 2017 at 1.00 pm.**

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4040 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
6. Any alterations made to this form should be initialled.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person.



Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Cayman) Limited accept no liability if an instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
 < Designation >
 Additional Holder 1
 Additional Holder 2
 Additional Holder 3
 Additional Holder 4



Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Frontera Resources Corporation to be held at **1 America Square, 17 Crosswall, London EC2N 2LB** on **3 November 2017** at **1.00 pm**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



CANCELLED

Ordinary Resolution

1. By way of an ordinary resolution, to re-elect Zaza Mamulaishvili as a Class III Director of the Company.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

--

Date

CANCELLED

__ / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



All Correspondence to:
The office of the Depositary
Computershare Investor Services PLC
The Pavilions, Bridgwater Road,
Bristol, BS99 6ZY

MR A SAMPLE
< DESIGNATION >
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA



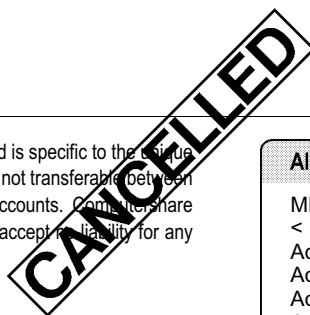
Form of Instruction - Annual General Meeting to be held on 3 November 2017

To be effective, all forms of instruction must be lodged at the office of the Depositary at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 31 October 2017 at 1.00 pm.

Explanatory Notes:

- 1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 72 business hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.
5. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email UKALLDITeam2@computershare.co.uk.
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest Register at close of business on the day which is three days before the day of the meeting. Changes to entries on the Depositary Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.



All Named Holders
MR A SAMPLE
< Designation >
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4



Form of Instruction



Please use a **black** pen. Mark with an X inside the box as shown in this example.



C0000000000

I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of Frontera Resources Corporation to be held at **1 America Square, 17 Crosswall, London EC2N 2LB**, on **3 November 2017** at **1.00 pm**, and at any adjournment thereof.

CANCELLED

Ordinary Resolution

1. By way of an ordinary resolution, to re-elect Zaza Mamulaishvili as a Class III Director of the Company.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

CANCELLED

MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

