

**FRONTIER LITHIUM INC.  
2736 Belisle Drive  
Val Caron, ON P3N 1B3**

**MANAGEMENT INFORMATION CIRCULAR  
As at**

**August 22, 2018**

This management information circular (the “Management Information Circular”) is furnished in connection with the solicitation of proxies by the management (the “Management”) of Frontier Lithium Inc. (the “Corporation”) for use at the Annual General and Special Meeting (the “Meeting”) of holders (the “Shareholders”) of common shares of the Corporation (the “Common Shares” or the “shares”) to be held on Wednesday, September 26, 2018 at the time and place and for the purposes set forth in the attached notice of Annual General and Special Meeting (the “Notice of Meeting”). The information contained herein is given as of the date hereof, unless otherwise noted herein.

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may also be solicited by telephone, over the Internet, in writing or in person, by directors, officers and regular employees of the Company. The solicitation of proxies is being made by or on behalf of the management of the Corporation. The cost of the solicitation is expected to be nominal and will be borne by the Corporation.

**Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and /or directors of the Company. As a shareholder entitled to vote at the Meeting you have the right to appoint a person (who needs not be a shareholder) or company as proxy holder to attend and act on his or her behalf at the Meeting other than the representatives of Management designated in the enclosed form of proxy. The Shareholder may exercise this right by inserting the name of the nominee in the space provided in the enclosed form of proxy or may complete another appropriate form of proxy, and in each case delivering the completed proxy in the manner set forth above.

The only methods by which you may appoint a person as proxy are submitting a proxy by mail, hand delivery or fax.

**Voting by Proxyholder**

Shareholders who are unable to attend the Meeting in person and who wish to have their shares voted at the Meeting are requested to date, sign and return, in the envelope provided for that purpose, the enclosed form of proxy. Proxies must be deposited with the Corporation’s transfer agent and registrar, Computershare Investor Services, 100 University Avenue, 8<sup>th</sup> Floor., Toronto, ON M5J

2Y1 on Monday, September 24, 2018 no later than 2:00 p.m. , Eastern Time or 48 hours prior to the commencement of the Meeting, if the Meeting is adjourned, or (ii) with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof, in order for the shares represented thereby to be voted at the Meeting or any adjournment thereof.

The shares represented by any proxy in favour of the nominees of Management named therein will be voted for, against or withheld from voting with respect to the matters described herein in accordance with the instructions provided in any such proxy.

**In the absence of any specification, such proxies will be voted FOR the election of directors, FOR the appointment of the auditor, all as specified in this Management Information Circular.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting. Management knows of no other matters to come before the Meeting other than matters referred to in the Notice of Meeting. If any matters which are not now known should properly come before the Meeting or if any amendments or variations to the matters referred to in the Notice of Meeting are presented for consideration at the Meeting, the forms of proxy will be voted on such matters, amendments and variations in accordance with the best judgment of the person voting the proxy.

## **REGISTERED SHAREHOLDERS**

If you are a registered shareholder (one whose name appears on the records of the Company as the reregistered holder of said shares), you may wish to vote by proxy whether or not you attend the Meeting in person. If you submit a proxy, you must complete, date and sign the Proxy, and then return it to the Company's transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, ON M5J 2Y1. Your second option is to use a touch-tone phone to transmit voting choices to a toll-free number. Registered holders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or use the internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number no later than 2:00 p.m., Eastern Time on Monday, September 24, 2018, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

## **NON-REGISTERED HOLDERS**

Only registered holders of Common Shares or the person(s) they appoint as their proxyholder are permitted to vote at the Meeting. However, in many cases, shares of the Corporation beneficially owned by a holder (a "**Non-Registered Holder**") are not registered in the name of the holder but are rather registered either (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**") of which the Intermediary is a participant (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans). In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Management Information Circular, a form of proxy and a financial statement request form (collectively the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “voting instruction form” or a “proxy authorization form”) which the Intermediary must follow. Typically, the Non-Registered Holder will also be given a page of instructions which contains a removable label containing a bar code and other information. In order for the form of proxy to be validly constituted, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or
- (b) less typically, be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder, but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to Computershare Investor Services as provided under “Proxies and Voting” above.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares of the Corporation which they beneficially own. Should a Non-Registered Holder who receives either form of proxy wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other persons’) name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the form of proxy is to be delivered.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Up until September 2002, Issuers (including the Directors and Officers of the Company) had no knowledge of the identity of any of their beneficial owners including NOBOs. Subject to the provision of National Instrument 54-101. Communication with Beneficial Owners of Securities of Reporting Issuers, however, after September 1, 2002 issuers could request and obtain a list of their NOBO’s from intermediaries via their Transfer Agents. Prior to September 1, 2004 issuers could obtain this NOBO list and use it for specific purposes connected with the affairs of the Company except for the distribution of proxy-related materials directly to NOBOs. This was stage one of the implementation of the Instrument. Effective for shareholder meetings taking place on or after September 1, 2004 issuers can obtain and use this NOBO list for distribution of proxy-related materials directly (not via Broadridge) to NOBOs. This is stage two of the implementation of the Instrument.

## **REVOCATION OF PROXIES**

Any Shareholder who has given a proxy may revoke it by depositing an instrument in writing executed by him or her or by his or her attorney authorized in writing at the principal office of the Corporation, 2736 Belisle Drive, Val Caron, Ontario, P3N 1B3, to the attention of the Secretary, on or

before the last business day preceding the day of the Meeting or any adjournment thereof or, as to any matter upon which a vote has not already been cast pursuant to the authority conferred by such proxy, with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or by any other manner permitted by law.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as set out herein.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Board of Directors of the Company has fixed Wednesday, August 22, 2018 as the record date (the “**Record Date**”) for the purposes of determining Shareholders entitled to receive the Notice of Meeting and vote at the Meeting. The Corporation is authorized to issue an unlimited number of Common Shares, of which 147,480,596 Common Shares were issued and outstanding as at the Record Date. In accordance with the provisions of the *Business Corporations Act* (Alberta), the Corporation has prepared a list of the Shareholders on the Record Date. At the Meeting, each Shareholder named on the list will be entitled to one vote for each Common Share shown opposite his, her or its name.

To the knowledge of the directors and senior officers of the Corporation, as at the date of this management information circular, there is one person who beneficially owns, directly or indirectly, and exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights of the total issued and outstanding Common Shares as at the Record Date.

#### **VOTES NECESSARY TO PASS RESOLUTIONS**

One shareholder or duly appointed proxyholder must be present at the Meeting in order to pass the resolutions described herein.

### **CORPORATE GOVERNANCE DISCLOSURE**

#### **General**

Maintaining a high standard of corporate governance is a priority for the board of directors and the Corporation’s management, as they believe that this will help create and maintain shareholder value in the long term. The board of directors is in the process of considering its corporate governance practices against the corporate governance guidelines set out in National Policy 58-201 – *Corporate Governance Guidelines* and plans to align itself with such guidelines to the extent reasonable in the circumstances.

#### **Board of Directors**

The board of directors consists of a total of seven directors of which, John G. Kelly, Marian (Mike) Koziol, Ernest (Ernie) Marcotte, Bruce Barker, John R. Didone and Michael Tamlin are considered

“independent” as such term is defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. *Reginald F. Walker* is not considered independent as he owns or controls 10% or more of the voting securities of Frontier Lithium Inc.

### **Orientation and Continuing Education**

The Company provides up-to-date information on the Company’s corporate organization, operations, strategy and its current year business plan and financial information.

The Corporation encourages conferences, seminars and courses relevant to their directorship at the Corporation and all expenses incurred by attending such events are reimbursed.

### **Ethical Business Conduct**

The Board of Directors has discussed ethical conduct that applies to all directors, officers, head office management and employees of Frontier Lithium Inc.

The objective of these discussions is to provide guidelines in order to maintain Frontier Lithium Inc.’s integrity, reputation, honesty, objectivity and impartiality of the Company. The Board Members also address conflicts of interest, protection of assets, confidentiality, fair dealing with the shareholders, employees, insider trading, compliance with laws and reporting any illegal or unethical behavior.

### **Nomination of Directors**

Seven (7) directors are to be elected at the Meeting, each of whom is to hold office until the close of the next annual meeting of shareholders or until his successor is elected or appointed.

All the nominees have established their eligibility and willingness to serve as directors; please refer to PARTICULARS OF MATTERS TO BE ELECTED UPON.

### **Independence of Directors / Directorships**

An independent director does not have a material relationship with the Company that would interfere with the exercise of independent judgment.

### **Assessments**

The board, its committees and each individual director should be regularly assessed regarding his or her effectiveness and contribution. An assessment should consider the following:

- a) In the case of the board or a board committee, its mandate or charter, and
- b) In the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the board.

All directors are encouraged to make suggestions on improvement of the Board of Directors’ practices at any time.

## EXECUTIVE COMPENSATION AND MANAGEMENT CONTRACTS

### Summary Compensation Table

The following table is a summary of the compensation paid by the Corporation to Trevor R. Walker during the financial years ended March 31, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017 and 2018. Trevor R. Walker, President, of the Corporation since March 26, 2010 and President and Chief Executive Officer of the Corporation since February 21, 2017.

Name and Principal Position	Financial Year Ended March 31	Annual Compensation			Long-term Compensation			All Other Compensation (\$)
					Awards		Payouts	
		Salary	Bonus	Other Annual Compensation	Securities Under Option/SARs Granted (#)	Restricted Shares or Restricted Share Units (\$)	LTIP Payouts (\$)	
Trevor R. Walker President & CEO	2018	\$250,000	-	-	850,000	-	-	-
Trevor R. Walker President & CEO	2017	\$250,000	-	-	-	-	-	-
Trevor R. Walker President	2016	\$250,000	-	-	350,000	-	-	-
Trevor R. Walker President	2015	\$110,000	-	-	300,000	-	-	-
Trevor R. Walker President	2014	\$110,000	-	-	-	-	-	-
Trevor R. Walker, President	2013	\$110,000	-	-	450,000	-	-	-
Trevor R. Walker, President	2012	\$110,000	-	-	250,000	-	-	-
Trevor R. Walker, President	2011	\$110,000	-	-	350,000	-	-	-
Trevor Walker, President	2010	\$27,500	-	-	-	-	-	-

Mr. Trevor R. Walker was the only “executive officer” of the Corporation within the meaning of the *Securities Act* (Alberta) whose compensation must be disclosed for the financial years ended March 31, 2010 and 2011 and 2012 and 2013 and 2014 and 2015 and 2016 and 2017 and 2018.

#### Long-term Incentive Plan Awards during the Financial Year ended March 31, 2018

No long-term incentive plan awards were made to the Named Executive Officers during the financial year ended March 31, 2018

#### Option Grants during the Financial Year ended March 31, 2018

During the financial year ended March 31, 2018 options were granted to: Reginald (Rick) Walker,

Trevor R. Walker, John G. Kelly, Marian (Mike) Koziol, Ernest (Ernie) Marcotte, John R. Didone, and Garth Drever, Named Executive Officers pursuant to the Stock Option Plan. Peter Vanstone, Robert J. McLean and Gordon MacKay, Advisory Board Members and Joseph Mansourian, Manager, Investor Relations + Communications.

As of the date hereof there are 12,050,000 options outstanding.

### **Aggregated Option Exercises during the Financial Year ended March 31, 2018 and Financial Year-end Option Values**

The following table sets out the financial year-end value of options held by Trevor R. Walker being the only options granted to Named Executive Officers that remain outstanding:

<b>Name</b>	<b>Securities Acquired on Exercise (#)</b>	<b>Aggregate Value Realized (\$)</b>	<b>Unexercised Options at FY-End (#) Exercisable/Unexercisable</b>	<b>Value of Unexercised in-the-money Options/SARs at FY-End (\$) Exercisable/Unexercisable<sup>(1)</sup></b>
Trevor R. Walker <sup>(2)</sup>	-	-	1,500,000	-

**Note:**

- (1) The closing price of the Common Shares on the TSX Venture Exchange (the "TSXV") on March 31, 2018 was \$0.52 per Common Share.
- (2) The options held by Trevor R. Walker as at March 31, 2018 are comprised of 300,000 exercisable at \$0.10 per Common Share, 350,000 exercisable at \$0.19 per Common share, 250,000 exercisable at \$0.40 per Common Share and 600,000 exercisable at \$0.50 per Common Share.
- (3) There were no non-Named Executive Officer option exercises during the period.

### **Compensation of Directors and Officers / Compensation Committee**

The Corporation has only one employee that draws a salary and does not compensate its directors for acting in such capacity. However, an Executive Compensation Committee composed of one director considered non-independent; Chairman Reginald F. Walker, and two independent directors; Director John G. Kelly and Director John R. Didone carry out annual reviews relating to the compensation of Trevor R. Walker, President & CEO of the Corporation.

Policy 3.1 of the TSX Venture Exchange Corporate Finance Manual sets out a requirement that all employment, consulting or other compensation arrangements between the issuer and any director or senior officer of the issuer are to be considered and approved by independent directors. As stated herein, certain of the directors of the Corporation are compensated at market rates for providing services (e.g. office rent, exploration and development work) from time to time to the Corporation. As a result of the system of internal controls on expenses incurred by the Corporation, each member of the board of directors of the Corporation reviews and approves of, among other things, all invoices submitted by the other members thereof in connection with services rendered by such persons to the Corporation.

### **Compensation Agreements and Management Contracts**

There was a written employment, consulting, management and compensation agreement entered

into by the Corporation and a Named Executive Officer during the financial year ended March 31, 2010. Effective January 4th, 2010, the board of directors of the Corporation commenced paying Consbec Inc., a private corporation owned by Reginald F. Walker, an annualized rate of \$110,000 per year in respect of the services provided by Mr. Trevor R. Walker and as at April 1, 2015 the board of directors of the Corporation commenced paying Consbec Inc. an annualized rate of \$250,000 per year in respect of the services provided by Mr. Trevor R. Walker.

### **Other Compensation**

Through the financial year ended March 31, 2018 the Corporation was charged, and will continue to be charged, office rent of \$750 per month by Consbec Inc., a company owned by Reginald F. Walker, a director of the Corporation.

The aggregate value of all other compensation not described in this Information Circular paid or payable by the Corporation to the executive officers of the Corporation was nil.

## **OTHER BOARD COMMITTEES**

### **AUDIT COMMITTEE / AUDIT FEES DISCLOSURE**

#### **Composition of Audit Committee**

As is required by TSXV Policy 4.4 and Multilateral Instrument 52-110 – *Audit Committees* (“MI 52-110”), the charter of the audit committee of the Board of Directors of the Corporation (the “Audit Committee”) is attached hereto as Schedule A (the “Charter”). The members of the Audit Committee are Reginald F. Walker, John G. Kelly and John R. Didone. Mr. Walker is not considered independent and Mr. Kelly and Mr. Didone are independent (as such term is defined in MI 52-110) and Reginald F. Walker, John G. Kelly and John R. Didone are financially literate (as such term is defined in MI 52-110). For additional information about the education and experience of each member of the Audit Committee, please see the section hereof entitled “Particulars of Matters to be Acted Upon – Election of Directors”.

#### **External Auditor Service Fees**

As described herein under the heading “Matters to be Acted Upon – Appointment of Auditor”, S & W LLP was appointed as the Corporation’s auditors on June 14, 2005. This appointment was ratified at the last Annual Shareholders Meeting of the Corporation held on March 21, 2018.

#### Audit and Tax Fees

Sievert & Sawrantschuk LLP has billed the Corporation \$10,000 in 2006 and \$12,000 in 2007 and \$15,000 in 2008 and \$21,000 in 2009 and \$30,000 in 2010 and 27,000 in 2011 and 26,500 in 2012 and 23,275 in 2013; S&W LLP has billed the Corporation \$24,450 in 2014 and \$34,314 in 2015 and \$36,768 in 2016 and \$36,768 in 2017 and \$38,497 in 2018 for audit, audit-related and tax fees.

## INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No director or senior officer of the Corporation or proposed management nominee for election as a director of the Corporation, nor any associate of any such director, officer or proposed management nominee, is or has been, indebted to the Corporation at any time during the financial year ended March 31, 2018.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out herein, no insider (as such term is defined in the *Securities Act* (Ontario)) or proposed nominee for election as a director of the Corporation nor any associate or affiliate of the foregoing has any interest, direct or indirect, in any material transactions in which the Corporation has participated since March 31, 2018 or in any proposed transaction which has materially affected or will materially affect the Corporation.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of the date hereof regarding the number of Common Shares to be issued upon the exercise of outstanding options and the weighted-average exercise price of the outstanding options in connection with the Corporation's stock option plan. The Corporation does not have any equity compensation plans that have not been approved by shareholders.

Plan Category	Number of Common Shares to be issued on exercise of outstanding options (Column A)	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities)
Equity compensation plans approved by securityholders	12,050,000	\$0.33	6,797,241
Equity compensation plans not approved by securityholders	-	-	-
Total	12,050,000	\$0.33	6,797,241

## PARTICULARS OF MATTERS TO BE ACTED UPON

## ELECTION OF DIRECTORS

At the Meeting it is proposed that seven (7) directors be elected to serve until the next annual meeting or until their successors are elected or appointed in accordance with the Business Corporations Act (Alberta) and the By-laws of the Corporation. There are presently seven (7) directors of the Corporation.

Management proposes that the persons named in the following table be nominated for election as directors of the Corporation. The table also sets forth such person's principal occupation, including his or her present position with the Corporation, the period or periods of his or her service as a director of the Corporation, and the approximate number of Common Shares beneficially owned, directly or indirectly, or subject to control or direction, by such person as at the date hereof. All of the nominees are now directors of the Corporation and have been since the dates set opposite their names.

An affirmative vote of a majority of the votes cast at the Meeting is required for the election of directors. In the event a nominee is unable or unwilling to serve, an event that Management has no reason to believe will occur, the persons named in the accompanying form of proxy reserve the right to vote for another person at their discretion, unless a Shareholder has specified in the form of proxy that these Common Shares are to be withheld from voting for the election of directors. Each director elected at the Meeting will hold office until the close of the next annual meeting of Shareholders or until such director's successor is duly elected or appointed.

Name of Nominee: Current Position with the Company, Province or State and Country of Residence and Date First Appointed as Director	Principal Occupation During Past Five Years	Shares Beneficially Owned or Controlled
Reginald F. Walker <sup>(1)</sup> Chairman Val Caron, ON April, 1995	Owner from 1975 to present of Consbec Inc., a drilling and blasting company.	23,182,128
John G. Kelly <sup>(1)</sup> Director Sudbury, ON July, 2000	President of JGK Mining Services since 1998. Vice President of Mining, Ontario Division, Inco Ltd. from 1991 to 1998.	631,500
John R. Didone <sup>(1)</sup> Director Sudbury, ON, November, 2017	Partner at SRWC LLP Professional Accountants based out of Sudbury, ON Canada. Mr. Didone has been with the firm since 1980 and over this time has gained considerable insight of business affairs, offering professional advice on the expansion of national companies.	115,000
Marian (Mike) Koziol Director Sudbury, ON January 27, 2011	President and Director of Alto Ventures Ltd. Mr. Koziol is a geologist with 37 years of experience exploring for gold and base metals in the Canadian Shield.	370,000
Ernest (Ernie) Marcotte Director Thunder Bay, ON April 15, 2014	Professional Engineer with over 40 years of metallurgical and mining experience. Former VP of North American Palladium Ltd. and instrumental in initial commissioning of mine and mill.	419,768

Bruce Barker Director Toronto, ON December 4, 2015	Partner of Bennett Jones LLP, practices corporate law, with an emphasis on mergers and acquisitions, banking and corporate finance, and recently co-chaired the firm's Corporate Department	8,666,415
Michael Tamlin Director NSW Australia January 7, 2016	Chief Operating Officer for Neometals Ltd. Mr. Tamlin has more than 25 years of commercial and technical experience in mining, milling and hydrometallurgy with significant expertise in lithium and tantalum concentrates and chemicals.	154,942

(1) Members of the Audit and Executive Compensation Committees

The following paragraphs describe the qualifications and the experience of the management nominees to the board of directors of the Corporation:

**Reginald F. Walker, Chairman of the Board**

Val Caron, Ontario

Mr. Walker has been the operator/owner of Consbec Inc. since 1975. Consbec is the largest surface drilling and blasting contractor in North America and the only private Canadian company who manufactures and transports bulk explosives. Mr. Walker has extensive experience in open pit mining, quarry and construction. Mr. Walker's open pit experience involves pit design, government regulatory requirements, high tonnage production, dilution, wall and drainage control. Mr. Walker is a member of the International Society of Explosive Engineers and the Canadian Institute of Mining and Metallurgy. The Walker family maintains approximately 20% of the outstanding shares of Frontier Lithium.

**John G. Kelly B.Sc. P.Eng., Director**

Sudbury, Ontario

Mr. Kelly was with Inco Ltd. of Sudbury from 1970 to 1998. In 1989 Mr. Kelly was named Vice President of Maintenance and Engineering and in 1991 he was appointed Vice President of Mining, Ontario Division. After retiring in 1998 he became President of JGK Mining Services, a mining consultancy based in Sudbury, Ontario. Mr. Kelly is a Professional Engineer and a member of the Canadian Institute of Mining and Metallurgy.

**John R. Didone, CPA, CA, CMA, LPA, HBCOMM, Director**

Mr. Didone is a Partner at SRWC LLP, Chartered Professional Accountants based out of Sudbury, Canada. He has been with the firm since 1980 and over this time has gained considerable insight of business affairs, in particular his demonstrated experience offering professional advice on the expansion of national companies. Mr. Didone is in touch with Frontier's strategic goals, our staged growth strategy and he has experience working with mining and construction sectors. He graduated from Laurentian University's Commerce program earning an H.B. Commerce and maintains designations and/or certifications as a CPA, CA, CMA, and LPA.

**Marian (Mike) Koziol B.Sc., P. Geo, P.Eng., Director**  
Sudbury, Ontario

Mr. Koziol serves as the President and Director of Alto Ventures Ltd. and resides in Sudbury, Ontario. Alto Ventures Ltd. (Alto) is a Canadian gold exploration company with projects in Ontario, Quebec, and Manitoba. Mr. Koziol is a geologist with over 35 years of experience exploring for gold and base metals in the Canadian Shield. He played key roles in a number of gold and base metals discoveries during his career with Saskatchewan Mining Development Corporation and Cameco Gold Inc., including the McIlvanna Bay Copper-Zinc deposit, Saskatchewan, and the Comtois and Destiny gold deposits in Quebec. During his tenure as District Geologist from 1996 to 2002, Mr. Koziol was responsible for all exploration activities carried out by Cameco Gold Inc. in Eastern Canada, where he evaluated, acquired, and managed a number of gold exploration projects in Manitoba, Ontario and Quebec. While at Alto Mike has acquired a number of high potential gold projects in Quebec and Ontario and is working to advance them. Mr. Koziol graduated with a BSc degree in Geological Sciences from McGill University in 1978 and holds a number of professional and technical memberships including the Association of Professional Geoscientists of Ontario (P.Geo.), and the Association of Professional Engineers of Ontario (P.Eng.). Mr. Koziol also is a member of the Prospectors and Developers Association of Canada.

**Ernest (Ernie) Marcotte, P. Eng, FCIM, Director**  
Thunder Bay, ON

Mr. Marcotte has over 40 years of experience in the mining industry involving metallurgical and mining operations, environmental control, mineral processing, research and development, design engineering, plant commissioning and corporate management. He has extensive experience in gold, uranium, nickel-copper and platinum-palladium operations. He has served in various senior management and engineering capacities which include Mill Superintendent, General Mine Manager and Vice President. Over a forty year period, Mr. Marcotte has worked for a number of successful mining companies: Denison, East Malartic Gold, Upper Canada Gold, Falconbridge, Pamour, MacIsaac (INCO Shebandowan Operation) and North American Palladium. As Vice President Mining for North American Palladium and Vice President and General Manager Mining Operations for the Lac Des Iles Mine he was instrumental in the initial commissioning and progressive improvement of the mine and mill operations. Mr. Marcotte has served as Senior Metallurgist for SNC Lavalin, Engineers and Constructors. He served as Vice President of Operations for Mustang Minerals Corp where his primary focus was fast tracking the Preliminary Economic Assessment (PEA) and Pre-Feasibility Study and initiated the Bankable Feasibility for the Maskwa Ni-Cu-PGE Project in Manitoba.

**Bruce C. Barker LL.B., Director**  
Toronto, ON

Mr. Barker is a partner of Bennett Jones LLP, a leading Canadian law firm. Mr. Barker practices corporate law, with an emphasis on mergers and acquisitions, banking and corporate finance, and recently co-chaired the firm's Corporate Department. Mr. Barker has represented institutional lenders and investors of all types, including the major Canadian banks, many of the United States and European money center banks, bond holders, hedge funds and a global American financial services company. *Lexpert* included him among the Top 100 Creative Lawyers in Canada.

Mr. Barker is a member of the advisory council of the Morissette Institute for Entrepreneurship, Richard Ivey School of Business. He is a past member of the editorial board of the Banking and Finance Law Journal and was an instructor in the Master of Laws program at Osgoode Hall School

where he taught international banking and finance law.

**Michael Tamlin, Director**  
NSW Australia

Mr. Tamlin has more than 25 years of commercial and technical experience in mining, milling and hydrometallurgy with significant expertise in lithium and tantalum concentrates and chemicals. His lithium experience covers the development of the Chinese chemical and global technical spodumene markets for the Greenbushes Mine in Western Australia which currently controls an estimated 95% of lithium mineral supply, the Zhangjiagang Lithium Carbonate Project and the Rincon Brine Project. He is currently the Chief Operating Officer for Neometals Ltd., an ASX-listed company which is preparing for the start of production of its Mt. Marion Lithium Mine in Western Australia and is conducting feasibility of a lithium hydroxide plant. Tamlin brings extensive experience in the development of both hard rock and brine lithium projects, lithium supply negotiations, lithium markets and management at executive level with significant lithium producers.

The Board recommends that Shareholders vote FOR the Election of Directors Resolution.

**Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the Election of Directors Resolution, the persons named in the proxy or voting instructions form will vote FOR the Election of Directors Resolution.**

**Appointment of Auditor**

Management proposes to nominate S & W LLP, Chartered Professional Accountants, Toronto, Ontario, as auditor of the Corporation to hold office until the next annual meeting of Shareholders at remuneration to be fixed by the board of directors of the Corporation. An affirmative vote of a majority of the votes cast at the Meeting is sufficient for the appointment of auditor.

The Board recommends that Shareholders vote FOR the Appointment of Auditor Resolution.

**Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the Appointment of Auditor Resolution, the persons named in the proxy or voting instructions form will vote FOR the Appointment of Auditor Resolution.**

**Shares for Debt Settlement**

At the Meeting, shareholders will be asked to consider, and if thought advisable, to pass an ordinary

resolution of disinterested shareholders approving the issuances of debt settlement transactions, (the **“Debt Settlement”**).

The indebtedness to be settled relates to operational services with respect to the Company’s PAK Lithium project. The debt settlement is subject to Exchange approval. The securities to be issued will be subject to a hold period of four months and one day.

In order to facilitate the Debt Settlement, subject to receiving shareholder and TSX Venture Exchange approval of the Debt Settlement, the Company will enter into debt settlement agreements (the **“Debt Settlement Agreements”**) whereby the Company will agree to issue common shares in settlement of debts with Creditors, and the Creditors will agree to accept the common shares so issued as complete and final payment in satisfaction of all sums owing.

**“BE IT RESOLVED** as an ordinary resolution that:

1. Any one director or officer of the Company be, and is hereby, authorized and directed to do all such acts and things and to execute and deliver under the corporate seal of the Company or otherwise all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolution.”

To be effective, the resolution must be passed by the majority of votes cast by shareholders present or represented by proxy at the Meeting and be accepted for filing by the Exchange.

The Board recommends that Shareholders vote FOR the Debt Settlement Resolution.

**Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the Debt Settlement Resolution, the persons named in the proxy or voting instructions form will vote FOR the Debt Settlement Resolution.**

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except in so far as they may be Shareholders and unless otherwise disclosed in this management information circular, no person who has been a director or senior officer of the Corporation at any time or proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership or otherwise, in any matters to be acted upon at the Meeting.

#### **OTHER MATTERS WHICH MAY COME BEFORE THE MEETING**

Management knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. **HOWEVER, IF OTHER MATTERS WHICH ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS VOTING THE PROXY.**

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Copies of the Corporation's comparative financial statements and accompanying Management's Discussion and Analysis for the fiscal year ended March 31, 2018 are available on SEDAR or Shareholders may request copies to be sent to them without charge by contacting the Secretary of the Corporation, 2736 Belisle Drive, Val Caron, Ontario, P3N 1B3 (facsimile: 1-705-897-7618). Financial information with respect to the Corporation is provided in the Corporation's comparative financial statements and accompanying Management's Discussion and Analysis for the most recently completed financial year.

### **APPROVAL OF BOARD OF DIRECTORS**

The contents of this management information circular and the sending of it to each director of the Corporation, to the auditor of the Corporation, to the Shareholders and to the appropriate governmental agencies, have been approved by the directors of the Corporation.

**DATED** at Val Caron, Ontario, August 22, 2018.

**BY ORDER OF THE BOARD**

*“Reginald F. Walker”*

Reginald F. Walker  
Chairman of the Board

