

FRONTEER DEVELOPMENT GROUP INC

Form 40-F

March 30, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 40-F**

(Check One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

Commission File Number 001-32557

FRONTEER DEVELOPMENT GROUP INC.

(Exact name of Registrant as specified in its charter)

Ontario, Canada

(Province or other jurisdiction of incorporation or organization)

1040

(Primary Standard Industrial Classification Code Number (if applicable))

98-0489614

(I.R.S. Employer Identification Number (if applicable))

1650-1055 West Hastings Street

Vancouver, British Columbia

Canada V6E 2E9

(604) 632-4677

(Address and telephone number of Registrant's principal executive offices)

Troutman Sanders LLP

222 Central Park Avenue, Suite 2000

Virginia Beach, VA 23462

(757) 687-7715

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of each exchange on which registered
Common Shares (no par value)	NYSE Amex

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

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Annual information form

Audited annual financial statements

At December 31, 2008, the Registrant had outstanding 83,551,050 Common Shares (no par value).

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended (the Exchange Act). If Yes is marked, indicate the file number assigned to the Registrant in connection with such Rule.

YES NO

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Table of Contents

EXPLANATORY NOTE

Fronteer Development Group Inc. (the Corporation) is a Canadian issuer eligible to file its annual report pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), on Form 40-F. The Corporation is a foreign private issuer as defined in Rule 3b-4 under the Exchange Act and Rule 405 under the Securities Act of 1933, as amended (the Securities Act). Equity securities of the Corporation are accordingly under the Exchange Act exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3. The Corporation prepares its consolidated financial statements in accordance with Canadian generally accepted accounting principles (GAAP) and reconciles such statements to U.S. GAAP. Unless otherwise indicated, all dollar amounts in this report are in Canadian dollars. The exchange rate of Canadian dollars into United States dollars, on December 31, 2008, based upon the noon buying rate in New York City for cable transfers payable in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York, was U.S.\$1.00 = CDN\$1.2240.

FORWARD-LOOKING STATEMENTS

This annual report and the exhibits attached hereto contain forward-looking statements within the meaning of applicable laws concerning the Corporation's plans at its properties, plans related to its business and other matters. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Statements concerning reserves and mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property is developed, and in the case of mineral reserves or resources, such statements reflect the conclusion based on certain assumptions that the mineral deposit can be economically exploited. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as expects, anticipates, plans, estimates, intends, or the negative or other variations of these words or other comparable words or phrases or stating that certain actions, events or results may, could, would, might or will be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation:

risks and uncertainties relating to the exploration, and development of gold, copper and uranium mines;

development risks, including risks related to accidents, equipment breakdowns, labor disputes or other unanticipated difficulties with or interruptions in operations, which may or may not be insured;

uncertainties in the estimation of ore mineral reserves and resources;

need for additional reserves and additional capital to fund the processing, development and exploration of certain mining operations;

commodity prices, commodity hedging and exchange rate fluctuations;

risks related to environmental regulation and liability;

risks related to permitting and licensing requirements;

risks associated with the Corporation's lack of historical mineral production;

Table of Contents

risks related to competition from other energy sources and the public acceptance of nuclear energy;

risks related to insurance and uninsured risks;

foreign political, economic and regulatory risks associated with mining and exploration;

risks associated with inadequate infrastructure to support sustainable mining operations;

uncertainty of title;

costs associated with land reclamation;

risks associated with foreign operations;

risks associated with conducting operations through foreign subsidiaries;

risks associated with joint ventures entered into by the Corporation, in particular with the Corporation's Turkish gold properties, the Sandman property and the Long Canyon properties;

risks associated with labor relations and other employment matters;

competition;

the Corporation's acquisition strategy and integration of new acquisitions into the Corporation's operations;

the volatility of the market price of the Corporation's common shares;

risks associated with certain legal proceedings;

risks related to enforcement of civil liberties under United States Securities Laws;

risks related to the possibility that the Corporation is a passive foreign investment company;

risks related to the Corporation being a foreign private issuer

risks related to the remediation action at the Zaca Project property being conducted by the United States Forest Service under the Comprehensive Environmental Response, compensation and Liability Act;

risks related to potential conflicts of interest in certain directors and / or officers;

risks related to the Corporation's history of non paying dividends; and

other risks and uncertainties related to the Corporation's prospects, properties and business strategy.

Some of the important risks and uncertainties that could affect the Corporation's forward-looking statements are described further in the Corporation's Annual Information Form for the year ended December 31, 2008, a copy of which is filed as an exhibit hereto, under the heading "Risk Factors". Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described

in forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Corporation undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by law. Investors are cautioned against placing undue reliance on forward-looking statements.

NOTE TO UNITED STATES READERS

DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Corporation is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this annual report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Corporation prepares its financial statements, which are filed with this report on Form 40-F, in accordance with Canadian GAAP, and they may be subject to Canadian auditing and auditor independence standards. They may not be comparable to financial statements of United States companies. Significant differences between Canadian GAAP and United States GAAP are described in Note 19 of the audited consolidated financial statements of the Corporation.

RESOURCE AND RESERVE ESTIMATES

The terms mineral reserve, proven mineral reserve and probable mineral reserve used in the Corporation's disclosure are Canadian mining terms that are defined in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101) under the guidelines set

Table of Contents

out in the Canadian Institute of Mining, Metallurgy and Petroleum (the CIM) Best Practice Guidelines for the Estimation of Mineral Resource and Mineral Reserves (the CIM Standards), adopted by the CIM Council on November 23, 2003. These definitions differ from the definitions in the United States Securities and Exchange Commission (the Commission) Industry Guide 7 under the Securities Act. Under Industry 7 standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Under Industry Guide 7 standards, a final or bankable feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

The terms mineral resource, measured mineral resource, indicated mineral resource and inferred mineral resource in the Corporation s disclosure are Canadian mining terms that are defined in accordance with NI 43-101 under the guidelines set out in the CIM Standards; however, these terms are not defined terms under Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the Commission. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves.

Inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of contained ounces in a resource is permitted disclosure under Canadian regulations; however, the Commission normally only permits issuers to report mineralization that does not constitute reserves by Commission Industry Guide 7 standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this report and the documents incorporated by reference herein containing descriptions of the Corporation s mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

ANNUAL INFORMATION FORM

The Corporation s Annual Information Form for the year ended December 31, 2008 is filed as Document 1 and incorporated by reference in this annual report on Form 40-F.

**AUDITED ANNUAL FINANCIAL STATEMENTS AND
MANAGEMENT S DISCUSSION AND ANALYSIS**

Audited Annual Financial Statements

The audited consolidated financial statements of the Corporation for the years ended December 31, 2008, 2007 and 2006, including the report of the Independent Registered Chartered Accountants with respect thereto, are filed as Document 2 and incorporated by reference in this annual report on Form 40-F. For a reconciliation of important differences between Canadian and U.S. GAAP, see Note 19 of the Corporation s audited consolidated financial statements.

Management s Discussion and Analysis

Management s Discussion and Analysis of Financial Condition and Results of Operations is filed as Document 3 and incorporated by reference in this annual report on Form 40-F.

Purchasing, holding, or disposing of securities of the Corporation may have tax consequences under the laws of the United States and Canada that are not described in this annual report on Form 40-F.

Table of Contents

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

At the end of the period covered by this report, an evaluation of the effectiveness of the design and operations of the Corporation's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) of the Exchange Act) was carried out by the Corporation's management, including its principal executive officer and principal financial officer. Based upon that evaluation, the Corporation's principal executive officer and principal financial officer have concluded as of the end of the period covered by this report that the design and operation of the Corporation's disclosure controls and procedures are effective at the reasonable assurance level to ensure that information required to be disclosed by the Corporation in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Commission rules and forms, and is accumulated and communicated to management, including the Corporation's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

Notwithstanding the foregoing, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that the Corporation's disclosure controls and procedures will detect or uncover every situation involving the failure of persons within the Corporation and its subsidiaries to disclose material information otherwise required to be set forth in the Corporation's periodic reports. The Corporation's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objective of ensuring that information required to be disclosed in the reports that the Corporation files or submits under the Exchange Act is communicated to management to allow timely decisions regarding required disclosure.

Management Report on Internal Control Over Financial Reporting

Management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting, and has designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with Canadian GAAP, including a reconciliation to U.S. GAAP.

Management has used the Internal Control - Integrated Framework to evaluate the effectiveness of internal control over financial reporting, which is a recognized and suitable framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. In 2007, the internal controls of NewWest were not included in management's testing since the acquisition of NewWest was only completed in September 2007. In 2008, these controls of NewWest were evaluated as part of management's assessment of the effectiveness of controls. Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008. As a result, management concluded that the Company's internal control over financial reporting was effective as at that date.

The Corporation's independent registered public accounting firm, PricewaterhouseCoopers LLP, has issued an attestation report on management's assessment of the Corporation's internal control over financial reporting as of December 31, 2008. The report can be found in the Independent Auditor's Report included in the Corporation's financial statements for the years ended December 31, 2008 and 2007 and is incorporated herein by reference.

Mark O. Dea, Chief Executive Officer

Table of Contents

Sean Tetzlaff, Chief Financial Officer

Changes in Internal Control Over Financial Reporting

During the period covered by this report, no changes occurred in the Corporation's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

NOTICES PURSUANT TO REGULATION BTR

There were no notices required by Rule 104 of Regulation BTR that the Corporation sent during the year ended December 31, 2008 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

CORPORATE GOVERNANCE

The Corporation's Board of Directors (the Board), is responsible for the Corporation's corporate governance policies and has separately designated standing Compensation, Governance and Nominating and Audit Committees. The Board has determined that all the members of the Compensation, Governance and Nominating and Audit Committees are independent, based on the criteria for independence and unrelatedness prescribed by Section 10A(m)(3) under the Exchange Act and Section 803 of the NYSE AMEX Company Guide. Additionally, only independent members of the Board participate in the nomination of individuals for election to the Board. Finally, the Board has determined that a majority of its members are independent directors under Section 803 of the AMEX Company Guide. Such independent directors are Oliver Lennox-King, George Bell, Jo Mark Zurel, Donald McInnes, Scott Hand and Lyle Hepburn.

AUDIT COMMITTEE AND FINANCIAL EXPERTS

The Board has a separately-designated standing Audit Committee established in accordance with section 3(a)(S8)(A) of the Exchange Act, for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the Corporation's annual financial statements. As of the date of this annual report on Form 40-F, the members of the Audit Committee are Messrs. Zurel, Bell and McInnes.

The Corporation's Board of Directors has determined that the Corporation has more than one audit committee financial expert, as defined in Form 40-F. The Board has determined that its audit committee financial expert, Jo Mark Zurel, is independent within the meaning of corporate governance standards of the NYSE Amex applicable to the Corporation. The Corporation's Audit Committee complies with the corporate governance requirements as prescribed by the Toronto Stock Exchange (the TSX). The TSX requirement is that the Audit Committee be composed only of directors who are independent under Multilateral Instrument 52-110 Audit Committees (MI 52-110), being directors who are free of any material relationship with the Corporation. The Board has determined that all of the members of the Corporation's Audit Committee are independent pursuant to MI 52-110.

CODE OF ETHICS

The Corporation has adopted written codes of ethics for its directors and employees and entitled Directors Code of Ethics, Code of Business Conduct and Ethics and Code of Ethics for Senior Financial Officers (collectively, the Codes). The Codes include, among other things, written standards for the Corporation's principal executive officer, principal financial officer and principal accounting officer or controller, or persons performing similar functions that are required by the Commission for a code of ethics applicable to such officers. Copies of the Codes are posted on the Corporation's website at www.frontiergroup.com under Investor Centre / Corporate Governance.

Table of Contents

No substantive amendments to the Codes were adopted during the year ended December 31, 2008. No waiver or implicit waiver, as such terms are defined in the Form 40-F, was granted relating to any provision of the Codes during the year ended December 31, 2008.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

PricewaterhouseCoopers LLP has served as the Corporation's auditing firm since June 8, 2004. Aggregate fees billed to the Corporation for professional services rendered by PricewaterhouseCoopers LLP and its affiliates during the fiscal years ended December 31, 2008 and 2007 are detailed below (stated in Canadian dollars):

	Fiscal 2008	Fiscal 2007
Audit Fees	\$ 210,000	\$ 137,800
Audit-Related Fees	\$ Nil	\$ 47,350
Tax Fees	\$ 20,741	\$ 32,000
All Other Fees	\$ Nil	\$ Nil
Total Fees	\$ 231,741	\$ 217,150

The nature of each category of fees is as follows:

Audit Fees:

Audit fees were paid for professional services rendered by the auditors for the audit of the Corporation's annual consolidated financial statements, reviews of the Corporation's interim financial statements and attestation services provided in connection with statutory and regulatory filings or engagements, including the Corporation's filing of a short-form prospectus offering of units in 2007. Audit fees increased over 2007 due to the complexity of the Corporation and the need for the auditors to attest to Management's assessment of the effectiveness of internal controls.

Audit-Related Fees:

Audit-related fees are defined as the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under the Audit Fees item above. No Audit-related services were provided during fiscal 2008 or fiscal 2007.

Tax Fees:

Tax fees were paid for tax compliance, tax advice and tax planning professional services related to payroll matters in 2007 in respect of employees who were U.S. residents.

All Other Fees:

Other fees were paid for accounting, advisory and consulting services performed with respect to the acquisition by the Corporation of all the issued and outstanding shares of NewWest and the preparation of the information circular of NewWest distributed to its shareholders in connection therewith.

Pre-Approval Policies and Procedures:

All services to be performed by the Corporation's auditor must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the external auditor, other than any *de minimis* non-audit services allowed by applicable law or regulation.

Table of Contents

Pre-approval from the Audit Committee can be sought for planned engagements based on budgeted or committed fees. No further approval is required to pay pre-approved fees. Additional pre-approval is required for any increase in scope or in final fees.

Of the total aggregate fees paid by the Corporation to its accountants during the fiscal year ended December 31, 2008, \$nil, or 0% of the aggregate fees, were approved by the Audit Committee pursuant to the *de minimis* exception provided by Section (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has approximately \$3,072,038 in standby Letters of Credit for the completion of reclamation on its mineral properties in the United States. These standby letters of credit are backed for the most part by Certificates of Deposits.

The Corporation has no other off-balance sheet arrangements.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

Contractual obligations of the Corporation are filed as Document 4 and incorporated by reference in this annual report on Form 40-F.

NYSE ALTERNEXT-US CORPORATE GOVERNANCE

The Corporation's common shares are listed on NYSE Amex. Section 110 of the Amex Company Guide permits NYSE Amex to consider the laws, customs and practices of the foreign issuer's country of domicile in relaxing certain Alternext-US listing criteria, and to grant exemptions from NYSE Amex listing criteria based on these considerations. A corporation seeking relief under these provisions is required to provide written certification from independent local counsel that the non-complying practice is not prohibited by home country law. A description of the significant ways in which the Corporation's governance practices differ from those followed by domestic companies pursuant to NYSE Amex standards is as follows:

Shareholder Meeting Quorum Requirement: The Alternext-US minimum quorum requirement for a shareholder meeting is one-third of the outstanding common shares. In addition, a Corporation listed on NYSE Amex is required to state its quorum requirement in its bylaws. The Corporation's quorum requirement as set forth in its bylaws is two persons entitled to vote at a meeting of shareholders whether present in person or represented by proxy.

Proxy Delivery Requirement: NYSE Amex requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies shall be solicited pursuant to a proxy statement that conforms to Commission proxy rules. The Corporation is a foreign private issuer as defined in Rule 3b-4 under the Exchange Act and Rule 405 under the Securities Act, and the equity securities of the Corporation are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Corporation solicits proxies in accordance with applicable rules and regulations in Canada.

Shareholder Approval Requirement: The Corporation will follow TSX rules for shareholder approval of new issuances of its common shares. Following TSX rules, shareholder approval is required for certain issuances of shares that: (i) materially affect control of the Corporation; or (ii) provide consideration to insiders in aggregate of 10% or greater of the market capitalization of the listed issuer and have not been negotiated at arm's length. Shareholder approval is also required, pursuant to TSX rules, in the case of private placements: (x) for an aggregate number of listed securities issuable greater than 25% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis, prior to the date of closing of the transaction if the price per

Table of Contents

security is less than the market price; or (y) that during any six month period are to insiders for listed securities or options, rights or other entitlements to listed securities greater than 10% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis, prior to the date of the closing of the first private placement to an insider during the six month period.

The foregoing are consistent with the laws, customs and practices in Canada.

In addition, the Corporation may from time-to-time seek relief from NYSE Amex corporate governance requirements on specific transactions under Section 110 of the NYSE Amex Company Guide by providing written certification from independent local counsel that the non-complying practice is not prohibited by the Corporation's home country law.

UNDERTAKING

The Corporation undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Corporation filed an Appointment of Agent for Service of Process and Undertaking on Form F-X on March 28, 2007, with respect to the class of securities in relation to which the obligation to file this annual report on Form 40-F arises. The Form F-X is incorporated herein by reference.

Any further change to the name or address of the agent for service of process of the Corporation shall be communicated promptly to the Commission by an amendment to the Form F-X referencing the file number of the Corporation.

DOCUMENTS FILED AS PART OF THIS ANNUAL REPORT

1. Annual Information Form of the Corporation for the year ended December 31, 2008.
 2. The following audited consolidated financial statements of the Corporation are exhibits to and form a part of this annual report:

Report of Independent Registered Chartered Accountants:

Consolidated Balance Sheets as of December 31, 2008 and 2007;

Consolidated Statements of Operations and Deficit for the years ended December 31, 2008, 2007 and 2006;

Consolidated Statements of Cash Flows for the years ended December 31, 2008, 2007 and 2006; and

Notes to Consolidated Financial Statements (which include reconciliation with United States generally accepted accounting principles).
 3. Management Discussion and Analysis of Financial Conditions and Results of Operations.
 4. Contractual Obligations of the Corporation.
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Table of Contents

EXHIBIT INDEX

Exhibit No.	Title of Exhibit
99.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the United States Securities Exchange Act of 1934
99.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the United States Securities Exchange Act of 1934
99.3	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the United States Sarbanes Oxley Act of 2002
99.4	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the United States Sarbanes Oxley Act of 2002
99.5	Appointment of Agent for Service of Process and Undertaking on Form F-X filed on March 27, 2007, and hereby incorporated by reference herein.
99.6	Consent of Independent Auditors PricewaterhouseCoopers LLP
99.7	Consent of Gary Giroux
99.8	Consent of Ian Cunningham-Dunlop
99.9	Consent of Christopher Lee
99.10	Consent of Dr. D.H.C. Wilton
99.11	Consent of Peter Grieve
99.12	Consent of Dr. Mark O Dea
99.13	Consent of Jim Lincoln
99.14	Consent of Michael M. Gustin
99.15	Consent of George Lanier
99.16	Consent of Steve Ristorcelli
99.17	Consent of David Griffith
99.18	Consent of Jim Ashton
99.19	Consent of Moira Smith

Table of Contents

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report on Form 40-F to be signed on its behalf by the undersigned, thereunto duly authorized.

**FRONTEER DEVELOPMENT GROUP
INC.**

By: **/s/ Mark O Dea**

Name: Mark O Dea

Title: President and Chief Executive
Officer

By: **/s/ Sean Tetzlaff**

Name: Sean Tetzlaff

Title: Chief Financial Officer

Date: March 26, 2009

Table of Contents

**ANNUAL INFORMATION FORM
OF
FRONTEER DEVELOPMENT GROUP INC.
Suite 1650, 1055 West Hastings Street
Vancouver, B.C.
Canada
V6E 2E9
1 (604) 632-4677
For the fiscal year ended December 31, 2008
Dated March 30, 2009**

TABLE OF CONTENTS

<u>PRELIMINARY NOTES</u>	1
<u>CURRENCY AND EXCHANGE RATES</u>	1
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	1
<u>CAUTIONARY NOTE CONCERNING ESTIMATES OF MEASURED, INDICATED AND INFERRED RESOURCES</u>	2
<u>CORPORATE STRUCTURE OF THE CORPORATION</u>	3
<u>Name and Incorporation</u>	3
<u>Intercorporate Relationships</u>	3
<u>GENERAL DEVELOPMENT OF THE BUSINESS</u>	5
<u>Three Year History</u>	5
<u>DESCRIPTION OF THE BUSINESS</u>	9
<u>Employees</u>	9
<u>Competitive Conditions</u>	9
<u>RISK FACTORS</u>	10
<u>MINERAL PROPERTIES</u>	19
<u>Northumberland Property</u>	19
<u>Long Canyon Property, Nevada</u>	25
<u>Sandman Property, Nevada</u>	31
<u>Zaca Property, California</u>	39
<u>Ađi Dađı Property, Turkey</u>	45
<u>Kirazlı Property, Turkey</u>	51
<u>Halilađa Property, Turkey</u>	55
<u>CMB Uranium Property, Labrador, Canada</u>	59
<u>Terms of Reference</u>	67
<u>DIVIDENDS</u>	67
<u>DESCRIPTION OF CAPITAL STRUCTURE</u>	67
<u>MARKET FOR SECURITIES</u>	68
<u>PRIOR SALES</u>	68
<u>DIRECTORS AND OFFICERS</u>	69
<u>Name, Address, Position and Occupation</u>	69
<u>Aggregate Ownership of Securities</u>	71
<u>CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS</u>	71
<u>CONFLICTS OF INTEREST</u>	72
<u>LEGAL PROCEEDINGS AND REGULATORY ACTIONS</u>	73
<u>INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS</u>	73
<u>Restructuring Agreements</u>	74
<u>Offer to Acquire Aurora</u>	74
<u>REGISTRAR AND TRANSFER AGENT</u>	74
<u>MATERIAL CONTRACTS</u>	75
<u>INTERESTS OF EXPERTS</u>	77
<u>Names of Experts</u>	77
<u>Interests of Experts</u>	79
<u>PROMOTERS</u>	79
<u>AUDIT COMMITTEE INFORMATION</u>	80
<u>Audit Committee Charter</u>	80
<u>Composition of The Audit Committee</u>	80
<u>Relevant Education And Experience</u>	80

<u>Audit Committee Oversight</u>	81
<u>Pre-Approval Policies And Procedure</u>	81
<u>Independent Registered Chartered Accountants Services Fees (By Category)</u>	81
<u>ADDITIONAL INFORMATION</u>	82
<u>SCHEDULE A AUDIT COMMITTEE CHARTER</u>	A-1

Table of Contents

PRELIMINARY NOTES

Throughout this Annual Information Form (AIF), Fronteer Development Group Inc. is referred to as Fronteer or the Corporation . All information contained herein is as at December 31, 2008, unless otherwise stated.

CURRENCY AND EXCHANGE RATES

All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This AIF contains forward-looking information and forward-looking statements which include, but are not limited to, statements or information concerning the future financial or operating performance of the Corporation and its business, operations, properties and condition, the future price of uranium, iron oxide, copper, gold and other metal prices, the estimation of mineral resources or potential expansion of mineralization, the realization of mineral resource estimates, the timing and amount of estimated future production, costs of production and mine life of the various mineral projects of Fronteer, the timing and amount of estimated capital, operating and exploration expenditures, costs and timing of the development of new deposits and of future exploration and development activities, estimated exploration budgets and timing of expenditures and community relations activities, requirements for additional capital, government regulation of mining operations, environmental risks and reclamation expenses, title disputes and other claims or existing, pending or threatened litigation or other proceedings, limitations of insurance coverage and the timing and possible outcome of regulatory and permitting matters and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements, and involve known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of Fronteer to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking statements and information. Except for statements of historical fact, information contained herein or incorporated by reference herein constitutes forward-looking statements and forward-looking information. Often, but not always, forward-looking statements and forward-looking information can be identified by the use of words such as plans , expects , is expected , budget , scheduled , estimates , forecasts , intends , anticipates , will , projects , or believes or variations (including variations) of such words and phrases, or statements that certain actions, events, results or conditions may , could , would , might or will be taken, occur or be achieved. Forward-looking statements and forward-looking information are based upon a number of estimates and assumptions of management at the date the statements are made, and are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements and forward-looking information. Many assumptions are based on factors and events that are not within the control of Fronteer and there is no assurance they will prove to be correct. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; fluctuations in the value of Canadian and United States dollars relative to each other; changes in project parameters as plans continue to be refined; changes in labour costs or other costs of production; future prices of uranium, iron oxide, copper, gold and other metal prices; changes in worldwide price of other commodities such as coal, fuel, electricity and fluctuations in resource prices, currency exchange rates and interest rates; possible variations of mineral grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental risks and hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or natural disasters or unfavourable operating conditions and

Table of Contents

- 2 -

losses; political instability, hostilities, insurrection or acts of war or terrorism; delays in obtaining governmental approvals or financing or in the completion of exploration, development or construction activities; changes in government legislation and regulation; changes in ownership interest in any project; increased infrastructure and/or operating costs; Fronteer's ability to renew existing licenses and permits or obtain required licenses and permits; changes in market conditions; variations in ore grade or recovery rates; risks relating to international operations and joint ventures; changes in project parameters; disruptions or changes in the credit or securities markets; inflationary or deflationary pressures; the need to obtain and maintain licenses and permits and comply with laws and regulations or other regulatory requirements; the speculative nature of mineral exploration and development, including the risk of diminishing quantities or grades of mineralization; contests over title to properties; and the risks involved in the exploration, development and mining business generally; and the factors discussed in the section entitled "Risk Factors" in this AIF. Although the Corporation has attempted to identify important factors that could cause actual performance, achievements, actions, events, results or conditions to differ materially from those described in forward-looking statements or forward-looking information, there may be other factors that cause performance, achievements, actions, events, results or conditions to differ from those anticipated, estimated or intended. Forward-looking statements and forward-looking information contained herein are made as of the date of this AIF and the Corporation disclaims any obligation to update any forward-looking statements or forward-looking information, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements or forward-looking information.

**CAUTIONARY NOTE CONCERNING ESTIMATES OF MEASURED, INDICATED AND
INFERRED RESOURCES**

Information in this AIF, including any information incorporated by reference, and disclosure documents of Fronteer that are filed with Canadian and United States securities regulatory authorities concerning mineral properties have been prepared in accordance with the requirements of securities laws in effect in Canada, which differ from the requirements of United States securities laws.

Without limiting the foregoing, these documents use the terms "measured resources", "indicated resources" and "inferred resources". Shareholders in the United States are advised that, while such terms are recognized and required by Canadian securities laws, the United States Securities and Exchange Commission (the "SEC") does not recognize them. Under United States standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. United States investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into reserves. Further, inferred resources have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. It cannot be assumed that all or any part of the inferred resources will ever be upgraded to a higher resource category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility, pre-feasibility or other technical reports or studies, except in rare cases. Therefore, United States investors are also cautioned not to assume that all or any part of the inferred resources exist, or that they can be mined legally or economically. Disclosure of contained ounces is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report resources as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and resources contained in these documents may not be comparable to information made public by United States companies subject to the reporting and disclosure requirements of the SEC.

Table of Contents

- 3 -

National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (NI 43-101) is a rule developed by the Canadian Securities Administrators, which has established standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all resource estimates of Fronteer contained in this AIF, including any information incorporated by reference, have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum Classification System.

CORPORATE STRUCTURE OF THE CORPORATION

Name and Incorporation

Fronteer Development Group Inc. (Fronteer or the Corporation) was incorporated under the name 1334970 Ontario Inc. under the *Business Corporations Act* (Ontario), as amended or supplemented, on January 11, 1999. On February 2, 1999, the Corporation filed Articles of Amendment to change its name to Fronteer Development Group Inc. .

The registered office of the Corporation is located at 40 King Street West, 2100 Scotia Plaza, Toronto, ON M5H 3C2, and the head office and principal place of business of the Corporation is located at Suite 1650, 1055 West Hastings Street, Vancouver, British Columbia V6E 2E9.

Fronteer is a reporting issuer in each of the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador. The Fronteer Common Shares are listed and posted for trading on the TSX and the NYSE Amex under the symbol FRG .

For further information regarding Fronteer, reference is made to Fronteer s filings with the Canadian securities regulatory authorities available on SEDAR at www.sedar.com and Fronteer s filings with the SEC available at www.sec.gov.

Intercorporate Relationships

The following chart sets forth the names of the significant subsidiaries and investments under significant influence of the Corporation as at December 31, 2008, the percentage of ownership of each such company by the Corporation (directly or indirectly) and the respective jurisdictions of incorporation of each such company:

Table of Contents

- 4 -

1. As discussed in this AIF further below, subsequent to December 31, 2008, Fronteer formally commenced an offer by way of take-over bid to acquire all of the outstanding common shares of Aurora Energy Resources Inc. (Aurora) not already owned by Fronteer. On March 2, 2009, the expiry date of such offer, Fronteer took up and accepted for payment an aggregate of 36,526,336 common shares of Aurora, with the result that, together with the 30,947,336 Aurora common shares already owned by Fronteer, Fronteer currently owns an aggregate of 67,473,672 Aurora common shares representing approximately 92.1% of the total number of issued and outstanding Aurora common shares.
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Table of Contents

- 5 -

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

In February 2005, the Corporation completed a private placement financing, pursuant to which it issued 7,270,000 units at a price of \$1.75 per unit to raise aggregate gross proceeds of approximately \$12,700,000. Each unit consisted of one common share (Common Share) of the Corporation and one-half of one common share purchase warrant. Each whole warrant entitled the holder thereof to acquire one additional Common Share at a price of \$2.75 until February 17, 2007.

In May 2005, the Corporation completed another private placement financing pursuant to which it issued 1,500,000 flow-through Common Shares at a price of \$2.75 per share to raise aggregate gross proceeds of \$4,125,000.

In June 2005, the Corporation and Altius Minerals Corporation (Altius), agreed to restructure their investment in the uranium assets, known as the CMB Uranium Property located in the Central Mineral Belt of Labrador, Canada, which assets were the subject of their previously established joint venture. Each of the Corporation and Altius transferred their respective 50% interest in these assets to a new corporation named Labrador Uranium Co. Ltd. which was subsequently renamed Aurora Energy Inc. and subsequently renamed again as Aurora Energy Resources Inc. (Aurora). Aurora was initially owned as to 52% by the Corporation and as to 48% by Altius, while Altius retained an interest in the property through a 2% net smelter royalty on precious and base metals and a 2% net sales royalty from uranium produced from properties which were subject to the joint venture. In June and August 2005, the Corporation subscribed for an additional 4,444,440 Class B common shares of Aurora (which were subsequently converted into Class A Common Shares, which were in turn converted into Common Shares of Aurora), thereby increasing its ownership percentage to 56.8%.

Also in June 2005, the Corporation listed its Common Shares on the Amex Stock Exchange now known as the NYSE Amex under the symbol FRG .

In January 2006, the Corporation announced an agreement between the Corporation and Rimfire Minerals Inc. (Rimfire) (together, the Buyers) and Newmont Exploration of Canada Limited and NMVI Mining Inc. whereby the Buyers were granted the right to acquire a 100% interest in 700 mineral claims and a geological data set in the Yukon, Canada, known as the Wernecke Breccias, in consideration of incurring aggregate exploration expenditures thereon in the amount of \$2,000,000. To date, these requirements have been fully satisfied and the Corporation presently owns 80% and Rimfire owns 20% of the claims and data as a result (subject to a 2% net smelter royalty and a 7% to 15% net profits royalty, retained by the vendors and previous owners of the property over a specified area of interest).

On March 22, 2006, Aurora completed an initial public offering. The Corporation began to account for its investment in Aurora using the equity method as its ownership dropped below 50%.

In April 2006, the Corporation received notification from Teck-Cominco Arama ve Madencilik Sanayi Ticaret A.Ş. (TCAM), Teck Cominco Limited 's Turkish subsidiary and Fronteer 's joint venture partner, of an early earn-back election to earn-back to a 60% interest in each of the Ađi Dađı and Kirazlı Properties. During 2007, TCAM completed its earn-back requirements on each of Ađi Dađı and Kirazlı, earning a 60% interest in each property.

Table of Contents

- 6 -

On June 1, 2006, the Corporation completed a bought deal short form prospectus offering (the Short Form Offering), pursuant to which the Corporation issued 6,000,000 Common Shares at a price of \$6.40 per share to raise aggregate gross proceeds of \$38,400,000.

On October 5, 2006, the Corporation purchased an additional 956,938 common shares of Aurora at a price of \$10.45 per share on a private placement basis. This private placement financing occurred concurrently with the closing of a larger \$30,000,000 bought deal financing by Aurora. Upon conclusion of the private placement and bought deal financing, the Corporation's interest in Aurora was reduced to 47.8%. Fronteer subsequently increased its ownership interest in Aurora to approximately 92.1% of the issued and outstanding Aurora common shares, as discussed further below.

On November 30, 2006, the Corporation received notification from TCAM of an early earn-back election to earn-back a 60% interest in each of the Halilağa, Pirentepe, Dedi Daği and TV Tower projects, each of which TCAM and the Corporation had designated as a separate project within the Biga regional area. In 2007, TCAM completed its earn-back on Halilağa and owns 60% of Halilağa at December 31, 2007. TCAM has agreed to solely fund US\$3,000,000 in exploration at the Halilağa property during 2008 and in turn, TCAM was granted an extension to December 31, 2008 on its election whether to earn an additional 10% interest in the Halilağa Property. In December 2008, the parties agreed to further extend this deadline to December 31, 2009, as permitting delays rendered TCAM unable to complete its US\$3,000,000 expenditure requirement during 2008. TCAM has agreed to solely fund an estimated 5,000 metre drill exploration program at Halilağa in 2009, as consideration for this second extension. In 2008, the Corporation and TCAM agreed to include the Pirentepe Property with the Halilağa Property. As a result, TCAM was deemed to have earned a 60% interest in Pirentepe. In 2008, TCAM also completed its earn-back requirements on the Dedi Daği and TV Tower projects, thereby earning its 60% interest.

On December 1, 2006, the Corporation completed the acquisition of 5,310,000 units (each a 2006 Unit) of Latin American Minerals Inc. (LA), a public corporation listed on the TSX Venture Exchange. This strategic investment gave the Corporation exposure to a pipeline of advanced stage projects in Argentina. Each 2006 Unit was purchased for \$0.25 and was comprised of one common share in the capital of LA (each an LA Share) and one half of one common share purchase warrant (each whole such share purchase warrant an LA Warrant). Each LA Warrant entitled the Corporation to acquire one additional LA Share at an exercise price of \$0.35 for a period of 12 months from the closing of the private placement. These warrants expired unexercised by the Corporation.

In April 2007, the Corporation acquired a further 900,000 LA Shares directly from an LA shareholder at a price of \$0.45 per share. In June 2007, Fronteer acquired a further 2,000,000 units (the 2007 Units) of LA at a price of \$1.00 per 2007 Unit as part of a larger private placement of 12,000,000 2007 Units by LA. Each 2007 Unit is comprised of one common share in the capital of LA and one-half of one common share purchase warrant. Each whole warrant entitles Fronteer to acquire one additional LA Share at a price of \$1.25 for a period of 12 months from closing of the offering. The Corporation's entire investment in LA was sold in March 2008 for \$0.65 per share.

On March 15, 2007, the Corporation announced it had closed a short form prospectus offering pursuant to which the Corporation issued 4,100,000 Common Shares at a price of \$14.75 per share to raise gross proceeds of \$60,475,000. The over-allotment option granted by the Corporation in connection with this offering was subsequently partially exercised on April 5, 2007, pursuant to which the Corporation issued an additional 398,000 Common Shares at a price of \$14.75 per share to raise additional aggregate gross proceeds of \$5,870,500.

Table of Contents

- 7 -

On and as of June 30, 2005, a U.S. Delaware corporation, WSMC Gold Corp. (WSMC), a wholly-owned subsidiary of Western States Minerals Corporation (Western States Minerals), consolidated the rights to possess, explore, develop and mine the precious metals mineral interests (collectively, the Mineral Interests) of Western States Minerals, Zaca Resources Corp. (Zaca Resources) and 26 Ranch Inc. (Ranch) and together with Western States Minerals and Zaca Resources, the Safra Companies). In addition, Western States Royalty Corporation (Western States Royalty), an affiliate of WSMC, acquired a portfolio of royalties (the Mineral Royalties) on the properties of NewWest Gold Corporation (NewWest), subject to the right of Zaca Resources to retain a 3% royalty on one of those properties as a lessor (the Zaca Royalty).

As part of various transactions completed prior to or as of July 5, 2006 (the Pre-IPO NewWest Restructuring), such Mineral Interests and Mineral Royalties (including the Zaca Royalty) were sold or contributed to four new Delaware limited liability corporations as follows: NWG Royalty LLC, NewWest Gold LLC, Nevada Western Gold LLC and Zaca Mining LLC (collectively, the LLCs). The LLCs were in turn sold to a Barbados company, NWG Investments Inc. (NWG) that is, indirectly, wholly-owned by Mr. Jacob Safra. Following these transactions, pursuant to a contribution agreement amongst NewWest and NWG (the LLC Purchase Agreement), NWG and therefore indirectly Mr. Jacob Safra, acquired all of the issued and outstanding shares of NewWest in exchange for the acquisition by NewWest of a 100% interest in each of the LLCs. Under a further contribution agreement (the LLC Sale Agreement), NewWest acquired all of the issued and outstanding shares of a newly formed Delaware corporation, NewWest Gold USA Inc. (NewWest USA), in exchange for the acquisition by NewWest USA of 100% of NewWest 's interests in the LLCs. In October 2006, NewWest Gold LLC and Zaca Mining LLC were merged into NewWest USA. After giving effect to these transactions and Fronteer 's subsequent acquisition of NewWest described below, Fronteer acquired and continues to hold all Mineral Interests through Fronteer Development (USA) Inc. (Fronteer USA) (formerly NewWest USA) and Fronteer Gold LLC (formerly Nevada Western Gold LLC), and holds all Mineral Royalties (including the Zaca Royalty) through Fronteer Royalty LLC (formerly NWG Royalty LLC). See also Interest of Management and Others in Material Transactions . On August 29, 2006, NewWest completed an initial public offering after which Mr. Safra 's indirect interest in NewWest was reduced to approximately 86%.

On September 24, 2007, Fronteer announced that it had closed its acquisition of 100% of the common shares of NewWest. As part of the acquisition agreement, the Corporation exchanged 0.26 of a Common Share of Fronteer for each NewWest share acquired. As a result of this acquisition, Fronteer presently holds 100% of the common shares of NewWest. Upon completion of the acquisition of all of the issued and outstanding shares of NewWest by the Corporation as discussed above, Mr. Safra, primarily through NWG, currently owns approximately 11.4% of all of the issued and outstanding Common Shares of Corporation as of the date of this AIF according to Mr. Safra 's insider reports on file with the System for Electronic Data on Insiders (SEDI). For further details of this acquisition, please refer to the Business Acquisition Report of the Corporation dated November 7, 2007, a copy of which is available on SEDAR at www.sedar.com.

On February 6, 2008, Fronteer announced that Newmont Mining Corporation (Newmont) notified the Corporation that it would not be fulfilling its earn-in obligation at the Northumberland project. As a result, the Corporation regained 100% control of Northumberland. Newmont agreed to grant the Corporation a free license to use Newmont 's patented N₂TEC flotation process technology. In return, Fronteer has granted Newmont preferential ore processing rights for any ore developed from Northumberland. On February 6, 2008, the Corporation also announced that it had signed a letter of intent with Newmont outlining terms with respect to a new joint venture on the Corporation 's Sandman project. This letter of intent was subsequently replaced by a definitive option and joint venture agreement between Fronteer and Newmont dated June 1, 2008. For further details, please see the section of this AIF entitled Material Contracts below. Under the terms of this agreement, Newmont may earn an initial 51% interest in the Sandman project within 36 months by:

Table of Contents

- 8 -

1. Spending a minimum US\$14,000,000 on exploration;
2. Making a production decision supported by a bankable feasibility study;
3. Reporting reserves;
4. Making a commitment to fund and construct a mine;
5. Advancing the necessary permits; and
6. Contributing an adjacent mineral interest to the joint venture.

Newmont may earn an additional 9% interest in the Sandman project by spending a further US\$9,000,000 on development. Fronteer retains a 2% net smelter return royalty on production of the first 310,000 ounces at the Sandman project. Fronteer can also elect to have Newmont arrange financing for its 40% share of development costs.

For further details, please refer to the material change report of the Corporation dated February 6, 2008, a copy of which is available on SEDAR at www.sedar.com and on the Corporation's Form 6K filed on the same date with the SEC.

On April 8, 2008, Aurora Energy Resources Inc. (Aurora) (AXU Toronto Stock Exchange (TSX)), in which Fronteer then held an approximate 42.3% interest, announced that the Nunatsiavut Government voted eight to seven in favour of implementing a three-year moratorium on uranium mining on Labrador Inuit Lands, but will continue to allow uranium exploration. Aurora reported that it believed the basis for the mining moratorium is to allow time for the Nunatsiavut Government and the Government of Newfoundland and Labrador, through the Regional Planning Authority, to formulate a Land Use Plan as required by the Labrador Inuit Land Claims Agreement.

In September 2008, the Corporation announced that it had completed its expenditure requirement on the Long Canyon Project, thereby earning a 51% interest. The Corporation is now the manager of a joint venture with AuEX Ventures Inc. (AuEX) and both parties contribute their proportionate share of the funding for the project or face dilution.

On December 22, 2008, the Corporation announced its intention to make an offer (the Offer) to acquire all of the issued and outstanding common shares of Aurora other than common shares already owned by Fronteer, including common shares that became issued and outstanding after the date of the Offer but before the expiry time of the Offer upon the conversion, exchange or exercise of options or other securities of Aurora that are convertible into or exchangeable or exercisable for common shares of Aurora (the Aurora Shares) on the basis of 0.825 of a Fronteer Common Share for each Aurora Share. Fronteer formally commenced its Offer by mailing a take-over bid circular to Aurora shareholders on January 23, 2009.

In connection with the Offer, certain institutional shareholders of Aurora entered into lock-up agreements pursuant to which they agreed, subject to certain exceptions, to deposit under the Offer and not withdraw Aurora Shares representing in the aggregate 19,234,700 Aurora Shares representing approximately 26% of the then issued and outstanding Aurora Shares.

Subsequently, on March 2, 2009, the expiry date of the Offer, Fronteer took up and accepted for payment a total of approximately 36,526,336 Aurora Shares. Fronteer has now increased its ownership interest from approximately 42.3% to approximately 92.1% of the issued and outstanding Aurora Shares. The Offer expired at 8:00 p.m. (Toronto time) on March 2, 2009. Fronteer issued 30,134,229 common shares as payment for the Aurora Shares acquired under the Offer. Fronteer is currently taking such actions as are necessary, including calling a special meeting of Aurora shareholders, to effect a subsequent acquisition transaction that will enable Fronteer to acquire the remaining outstanding Aurora Shares not

Table of Contents

- 9 -

acquired under the Offer, resulting in Fronteer's ownership of 100% of the Aurora Shares. Fronteer currently expects that the subsequent acquisition transaction will be completed during the second quarter of 2009.

DESCRIPTION OF THE BUSINESS

The Corporation is principally engaged in the acquisition, exploration and development of mineral properties or interests in corporations controlling mineral properties of interest to the Corporation. The Corporation began concentrating its efforts in the area of mineral exploration in June of 2001. Prior to that, it was involved in the development, building and marketing of residential real estate properties, primarily in the Province of Ontario. Fronteer's principal exploration properties are located in Nevada, U.S.A. and in the Biga region of northwestern Turkey, and it holds additional properties in California, U.S.A. and Yukon Territory, Canada. Through its approximate 92.1% ownership interest in Aurora, Fronteer also has exposure to uranium projects in Newfoundland and Labrador, Canada (including the Michelin uranium deposit, the Jacques Lake deposit and four other deposits (known as the Gear, Nash, Inda and Rainbow deposits)), and has an option to earn a majority interest in the Baker Lake Basin property located in Nunavut, Canada (through an agreement with Pacific Ridge Exploration Ltd.).

Fronteer is focused on discovering and advancing deposits with strong production potential. Fronteer's vision is to advance a robust pipeline of projects stretching from exploration through to production. In particular, Fronteer has an interest in several major gold projects throughout Nevada, United States and gold and copper-gold projects in northwest Turkey. Among its large portfolio of precious metal mineral rights in Nevada, Fronteer's key projects include a 100% interest in Northumberland, one of the largest undeveloped Carlin-style gold deposits in the state; a 51% interest in Long Canyon as part of a joint venture with AuEx Ventures Inc., a discovery defining an entirely new gold trend in the Eastern Great Basin; and Sandman, a property in which Newmont Mining Corporation has the option to acquire up to a 60% interest by advancing the project to a production decision by 2011. In Turkey, as part of a joint venture with a subsidiary of Teck Cominco Limited, Fronteer has built and retains a 40% interest in a new mineral district that includes two gold deposits and a third copper-gold porphyry deposit.

Fronteer has no debt and is not invested in any short-term commercial paper or asset-backed securities. Fronteer has approximately \$75,000,000 in cash and cash equivalents primarily held with large Canadian and US commercial banks. For further details concerning the Corporation's material mineral properties, please see Mineral Properties below.

Employees

As at March 30, 2009 the Corporation had 64 employees, including employees of Aurora.

Competitive Conditions

The mineral exploration and mining business is competitive in all phases of exploration, development and production. The Corporation competes with a number of other entities in the search for and the acquisition of potentially productive mineral properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Corporation, the Corporation may be unable to acquire attractive properties in the future on terms it considers acceptable. The Corporation also competes with other resource companies, many of whom have greater financial resources and/or more advanced properties, in attracting equity and other capital necessary for the Corporation to advance the exploration and development of its mineral properties.

Table of Contents

- 10 -

The ability of the Corporation to acquire additional properties depends on, among other things, its available working capital, its ability to explore and develop its existing properties, its ability to attract and retain highly-skilled employees, and on its abil