
FRONTIER MINING LTD

3939 East Arapahoe Road, Suite 225
Centennial, CO 80122

Notice of Annual Meeting of Stockholders

To all Stockholders of Frontier Mining Ltd.:

You are invited to attend the 2008 Annual Meeting of Stockholders (the “*Annual Meeting*”) of Frontier Mining Ltd. (the “*Company*”). The Annual Meeting will be held at the offices of Dorsey & Whitney LLP, Suite 4700, 370 Seventeenth Street, Denver, Colorado 80202 at 1:00 pm Mountain Standard Time on March 13, 2008. The purposes of the meeting are:

1. The election of the Nominees to the Company’s Board of Directors to serve until the Company’s 2009 Annual Meeting of Stockholders or until successors are duly elected and qualified; the following are Nominees for election as Directors: Boyd Bishop, Brian Savage and Thomas Sinclair.
2. The ratification of the appointment of the Company’s independent registered public accounting firm.
3. Any other business that may properly come before the meeting.

The Board of Directors has fixed February 14, 2008, as the record date for the Annual Meeting. Only stockholders of the Company of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting. A list of stockholders as of February 14, 2008, will be available at the Annual Meeting for inspection by any stockholder. Stockholders will need to register at the meeting to attend the meeting. If your shares are not registered in your name, you will need to bring proof of your ownership of those shares to the meeting in order to register to attend and vote. You should ask the broker, bank or other institution that holds your shares to provide you with either a copy of an account statement or a letter that shows your ownership of Company stock as of February 14, 2008. Please bring that documentation to the meeting.

IMPORTANT

Whether or not you expect to attend the Annual Meeting, please sign and return the enclosed proxy promptly. If you decide to attend the meeting, you may, if you wish, revoke the proxy and vote your shares in person.

By Order of the Board of Directors,

Alexandra Timofeeva
Corporate Secretary
3939 East Arapahoe Road, Suite 225
Centennial, CO 80122
February 28, 2008

FRONTIER MINING LTD.

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Proxy Statement for Annual Meeting of Shareholders

To Be Held March 13, 2008

Unless the context requires otherwise, references in this statement to “*Frontier Mining*,” “*Frontier*,” the “*Company*,” “*we*,” “*us*” or “*our*” refer to Frontier Mining Ltd.

The Annual Meeting of Stockholders of Frontier Mining (the “*Annual Meeting*”) will be held at the offices of Dorsey & Whitney LLP, Suite 4700, 370 Seventeenth Street, Denver, Colorado 80202 at 1:00 pm Mountain Standard Time on March 13, 2008.

We are providing the enclosed proxy materials and form of proxy in connection with the solicitation by the Company’s Board of Directors (the “*Board*”) of proxies for this Annual Meeting. The Company anticipates that this Proxy Statement and the form of proxy will first be mailed to holders of the Company’s Stock on or about February 28, 2008.

You are invited to attend the meeting at the above stated time and location. If you plan to attend and your shares are held in “street name” – in an account with a bank, broker, or other nominee—you must obtain a proxy issued in your name from such broker, bank or other nominee.

You can vote your shares by completing and returning the proxy card or, if you hold shares in “street name,” by completing the voting form provided by the broker, bank or other nominee.

A returned signed proxy card without an indication of how shares should be voted will be voted FOR the election of all Directors and FOR the ratification of the appointment of the Company’s independent registered public accounting firm.

Our corporate bylaws define a quorum as a majority of the outstanding shares of stock entitled to vote present in person or by proxy. The Company’s Articles of Incorporation do not allow cumulative voting for Directors. The nominees who receive the most votes will be elected. A simple majority of the shares present, whether in person or by proxy, is required to ratify the appointment of the independent registered public accounting firm and any other items of business properly presented at the Shareholder Meeting.

QUESTIONS AND ANSWERS ABOUT PROXY MATERIALS AND VOTING

Why am I receiving this Proxy Statement and proxy card?

You are receiving this Proxy Statement and proxy card because you were a stockholder of record at the close of business February 14, 2008 and are entitled to vote at the Annual Meeting. This Proxy Statement describes issues on which the Company would like you, as a stockholder, to vote. It provides information on these issues so that you can make an informed decision. You do not need to attend the Annual Meeting to vote your shares.

When you sign the proxy card you appoint each of Brian Savage, President and Chief Executive Officer and Alexandra Timofeeva, Corporate Secretary, to act as your representatives at the Annual Meeting. As your representative, the proxy holder will vote your shares at the Annual Meeting (or any adjournments or postponements) as you have instructed the proxy holder on your proxy card. With proxy voting, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is a good idea to complete, sign and return your proxy card in advance of the Annual Meeting, just in case your plans change.

If an issue comes up for vote at the Annual Meeting (or any adjournments or postponements) that is not described in this Proxy Statement, the proxy holder will vote your shares, under your proxy, at their discretion, subject to any limitations imposed by law.

When is the record date?

The Board has fixed February 14, 2008, as the record date for the Annual Meeting. Only holders of Frontier Mining voting stock as of the close of business on that date will be entitled to vote at the Annual Meeting.

How many shares are outstanding?

As of February 14, 2008, the Company had 218,320,073 shares of Common Stock issued and outstanding.

What am I voting on?

You are being asked to vote on the following:

- The election of three (3) directors for terms expiring in 2009;
- The ratification of the appointment of the independent accounting firm; and
- Any other business that may properly come before the meeting.

How many votes do I get?

Each share of Common Stock is entitled to one vote. No cumulative rights are authorized, and dissenters' rights are not applicable to any of the matters being voted upon.

The Board recommends a vote **FOR** each of the nominees to the Board, **FOR** the ratification of the appointment of the independent registered public accounting firm and any other items of business properly presented at the meeting.

How do I vote?

You have several voting options. You may vote by:

- Signing your proxy card and mailing it in the enclosed, prepaid and addressed envelope;
- Signing and faxing your proxy card to our transfer agent for proxy voting at the number provided on the proxy card; or
- Attending the Annual Meeting and voting in person.

If your shares are held in an account with a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in a "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy card from your broker, bank, or other nominee.

Can stockholders vote in person at the Annual Meeting?

The Company will pass out written ballots to anyone who wants to vote at the Annual Meeting. If you hold your shares through a brokerage account but do not have a physical share certificate, or the shares are registered in someone else's name, you must request a legal proxy from your stockbroker or the registered owner to vote at the meeting.

What if I share an address with another shareholder and we received only one copy of the proxy materials?

If certain requirements are met under relevant Delaware Corporate Law, including in some circumstances, the shareholder's prior written consent, we are permitted to deliver one annual report and one proxy statement to a group of shareholders who share the same address. If you share an address with another shareholder and have received only one copy of the proxy materials, but desire another copy, please send written request to our offices at the address below or call us at 720-528-8514 to request another copy of the proxy materials. Please note that each shareholder should receive a separate proxy card to vote the shares they own.

Send requests to:

Frontier Mining Ltd.
3939 East Arapahoe Road, Suite 225
Centennial, CO 80122

Attention: Alexandra Timofeeva
Corporate Secretary

What if I change my mind after I return my proxy?

You may revoke your proxy and change your vote at any time before the polls close at the Annual Meeting. You may do this by:

- Signing another proxy with a later date and mailing it to the attention of: Dorsey & Whitney LLP, Inspector of Elections, at 370 Seventeenth Street, Suite 4700, Denver, Colorado 80202 so long as it is received prior to 5:00 p.m. Mountain Standard Time, on March 12, 2008;

- Voting in person at the Annual Meeting; or
- Giving written notice to the Company's Corporate Secretary, Alexandra Timofeeva, at the address given above, prior to 5:00 p.m. on March 12, 2008.

How many votes do you need to hold the meeting?

To conduct the Annual Meeting, the Company must have a quorum, which means that majority of the outstanding shares of stock entitled to vote as of the record date must be present at the meeting. Your shares will be counted as present at the Annual Meeting if you:

- Submit a properly executed proxy card (even if you do not provide voting instructions); or
- Attend the Annual Meeting and vote in person.

What if I abstain from voting?

Abstentions with respect to a proposal are counted for the purposes of establishing a quorum. If a quorum is present, abstentions will not be included in vote totals and will not affect the outcome of the vote of any proposal contained in this year's Proxy Statement.

How many votes are needed to elect directors?

The nominees for election as directors at the Annual Meeting will be elected by a majority of the votes cast at the meeting for the election of director(s). A properly executed proxy card marked *WITHHELD* with respect to the election of directors will not be voted and will not count *FOR* or *AGAINST* any of the nominees.

How many votes are required to ratify the appointment of the independent public accounting firm?

A majority of the outstanding shares of stock entitled to vote as of the record date is required to ratify the appointment of the independent public accounting firm.

Will my shares be voted if I do not sign and return my Proxy Card?

If your shares are held through a brokerage account, your brokerage firm, under certain circumstances, may vote your shares.

If your shares are registered in your name, and you do not sign and return your proxy card, your shares will not be voted at the Annual Meeting.

Where can I find the voting results of the meeting?

The Company will publish the final results in a press release promptly after the Annual Meeting.

Who will pay for the costs of soliciting proxies?

The Company will bear the cost of soliciting proxies. In an effort to have as large a representation at the meeting as possible, the Company's directors, officers and employees may solicit proxies by telephone or in person in certain circumstances. These individuals will receive no additional compensation for their services other than their regular salaries. Additionally, the Company may hire a proxy solicitor to help reach the quorum requirement. The Company will pay a reasonable fee in relation to these services. Upon request, the Company will reimburse brokers, dealers, banks, voting trustees and their nominees who are holders of record of the Company's Common Stock on the record date for the reasonable expenses incurred for mailing copies of the proxy materials to the beneficial owners of such shares.

When are stockholder proposals due for the 2009 annual meeting of Stockholders?

In order to be considered for inclusion in next year's (2009) proxy statement, stockholder proposals must be submitted in writing to the Company's Corporate Secretary, Alexandra Timofeeva, at Frontier Mining Ltd., 3939 East Arapahoe Road, Suite 225, Centennial, CO 80122, and received no later than December 31, 2008.

How can I obtain a copy of the 2006 Financial Statements?

The Company's 2006 financial statements are available through the Company's website at www.frontiermining.com.

At the written request of any stockholder who owns Common Stock on the record date, the Company will provide to such stockholder, without charge, a paper copy of the Company's 2006 Financial Statements.

Requests for copies of the 2006 Financial Statements should be mailed to:

Frontier Mining Ltd.
3939 East Arapahoe Road, Suite 225
Centennial, CO 80122

Attention: Corporate Secretary

What materials accompany or are attached to this proxy statement?

The following materials accompany or are attached to this proxy statement:

1. Form Proxy Card

PROPOSAL 1 — ELECTION OF DIRECTORS

GENERAL QUESTIONS

What is the current composition of the Board?

The Company's current bylaws require the Board to have five members of the Board. The current Board is composed of five Directors. Three (3) nominees are standing for election and there will be two (2) vacancies on the Board.

Is the Board divided into classes? How long is the term?

No, the Board is not divided into classes. All directors serve one-year terms until their successors are elected and qualified at the next Annual Meeting.

Who is standing for election this year?

The Board of Directors has nominated the following three (3), current Board Members for election at the 2008 Annual Meeting, to hold office until the 2009 Annual Meeting:

- Boyd Bishop;
- Brian Savage; and
- Thomas Sinclair.

The Company's bylaws require five (5) members of the Board. If the three (3) nominees presented to the shareholders in this proxy statement are elected to the Board, the Board will have two vacancies, which may be filled, subject to the appropriate approvals required by the exchange on which the Company's securities are traded, in accordance with Delaware General Corporations Law and the Company's bylaws.

The following table sets forth certain information with respect to each Nominee to the Board of Directors. The term for each Director expires at our next annual meeting or until his or her successor is appointed and qualified. The ages of the Directors and officers are shown as of February 15, 2008.

Table for Nominees

Nominee	Principal Occupation	Age	Director Since
Boyd Bishop	President, Bishop Associates	67	1998
Brian Savage	President, Chief Executive Officer and Chairman of Frontier Mining Ltd.	48	1998
Thomas Sinclair	Chief Financial Officer and director of Frontier Mining Ltd.	39	2004

Nominees Biographies

Boyd Bishop. Mr. Bishop is a founder of Frontier Mining and has served as a Director since the Company's foundation in August 1998. He is President and sole shareholder of Bishop Associates, a Virginia corporation specializing in technology transfer and infrastructure projects in the former Soviet Union. Bishop Associates owns 100% of The Intertech Group, a BVI company which owns shares of Frontier Mining (See Beneficial Ownership table below). Mr. Bishop is on the board of several companies in former Soviet countries, including SEMTECH, a technology development company in Kazakhstan. Before forming Bishop Associates in 1990, Mr. Bishop was a Senior Foreign Service Officer of the US

Department of State, with 22 years of diplomatic and international relations experience focused on East-West issues. Mr. Bishop has a Bachelor of Arts degree in International Affairs.

Brian Savage. Mr. Savage is a founder of Frontier Mining Ltd., and has served as a Director since the Company's foundation in August 1998. He was elected President by the Board of Directors and has served in that capacity since August 1998. He was elected Chairman of the Board of Directors and Chief Executive Officer on December 12, 2001. Mr. Savage has 27 years experience in all aspects of the mining industry. In March 2003 Mr. Savage, together with Thomas Sinclair, formed Sokol Holdings, Inc., a Delaware corporation, to pursue oil, gas and mineral projects in Central Asia and other areas of the former Soviet Union. Mr. Savage owns 50% of Sokol Holdings. Mr. Savage was Vice President Resource Development and President of Earth Search Sciences, Inc. ("ESSI") a hyperspectral remote sensing company from June 1996 to June 1998. Mr. Savage had primary responsibility for ESSI's operations in Kazakhstan. From May 1995 to June 1996, Mr. Savage held the position of Director, Investment Banking Mining Group with Nesbitt Burns Securities in New York, a wholly owned subsidiary of Bank of Montreal, and from July 1992 to May 1995 was Director, Mining and Metals with Bank of Montreal where was responsible for business development with mining companies headquartered in the United States. Mr. Savage earned a Bachelor of Science degree in Mining Engineering in 1982 and a Masters of Science degree in Mineral Economics in 1990, both from the Colorado School of Mines.

Thomas Sinclair. Mr. Sinclair has served as a Director since May 2004. He was elected Chief Financial Officer by the Board and has served in that capacity since May 2003. In March 2003, together with Brian Savage, Mr. Sinclair formed Sokol Holdings, Inc., a Delaware corporation, to pursue oil, gas and mineral projects in Central Asia and other areas of the former Soviet Union. Mr. Sinclair owns 50% of Sokol Holdings. Mr. Sinclair qualified as a chartered accountant from New Zealand in 1992 and has 15 years international financial management experience including 7 years direct experience in the CIS and Kazakhstan where he started as finance manager for the Moonstone Group, which was involved in gold & diamond exploration in Kazakhstan. He then joined Cameco Corporation on their Inkai uranium project in Kazakhstan and as a financial consultant to their Kumtor Gold Project in Kyrgystan. At that time, he was also Treasurer for the Mining Association of Kazakhstan, consulting on tax and commercial legislative reform with the Ministries of Finance and State Revenues in conjunction with the foreign investors council. Prior to joining Frontier Mining, Mr. Sinclair worked for the Kazkommerts Group, Kazakhstan's largest private banking and industrial holding group. The group's investments included significant shareholdings in Kazakhtelecom, PetroKazakhstan, Nelson Resources and Chaparral Resources Inc. Mr. Sinclair was directly involved with the group's oil & gas and mining mergers and acquisitions and financial reporting for the group's holdings based between Almaty and London.

What if a nominee is unable or unwilling to serve?

Should any one or more of these nominees become unable or unwilling to serve, which is not anticipated, the Board may designate substitute nominees, in which event the proxy representatives will vote proxies that otherwise would be voted for the named nominees for the election of such substitute nominee or nominees.

How are nominees elected?

Directors are elected by a majority of the votes present in person or represented by proxy and entitled to vote at the meeting.

The Board recommends a vote FOR each of the nominees.

INFORMATION ON THE BOARD OF DIRECTORS, EXECUTIVE OFFICERS, AND KEY EMPLOYEES

The following table sets forth certain information with respect to our current Directors and executive officers. The term for each Director expires at our next annual meeting on March 13, 2008 or until his or her successor is appointed and qualified. The ages of the Directors and officers are shown as of February 15, 2008.

Name	Current Office	Principal Occupation	Director/Officer Since	Age
Mr. Boyd Warrington Bishop*	Director	President, Bishop Associates	1998	67
Dr. Robert Cameron	Vice President, Technical Services	Vice President, Technical Services, Frontier Mining, Ltd.	2007	51
Mr. Nurdin Damitov	Executive Vice President	Executive Vice President, Frontier Mining Ltd., Kazakhstan	2007	33
Mr. Duncan Gray	General Counsel	General Counsel, Frontier Mining Ltd.	2007	69
Mr. Brian Savage	Chairman, President and Chief Executive Officer	Chairman, President, Chief Executive Officer, Frontier Mining Ltd.	1998	48
Mr. Thomas Sinclair	Chief Financial Officer; Director	Chief Financial Officer; Director, Frontier Mining Ltd.	2003	39
Dr. Shamil Tukhvatulin*±	Director	Director General, Kazakhstan's National Nuclear Center	1998	60
Mr. Naum Voloshin*±	Director	President, Pinnacle Securities, Inc.	2001	44

* Indicates that the director is "independent". In order to be "independent", a director may not (i) accept, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or a subsidiary thereof and (ii) be a officer, employee or 10% or greater shareholder of the Company.

± This director has elected not to stand for re-election at the 2008 Annual Meeting.

The following is a description of the business background of the directors and executive officers of Frontier Mining.

Boyd Warrington Bishop.

See description above on page 8.

Dr. Robert Cameron

Dr. Cameron is responsible for all technical aspects of the Company's operations, including exploration, mining and processing, and has overall responsibility of the Naimanjal operations. Dr. Cameron was formerly the Worldwide Director of Geostatistics and Mine Planning with Behre Dolbear and has held positions with Terra Tek, Inc., the U.S. Bureau of Mines and was an Associate Professor at the Colorado School of Mines. Dr. Cameron is a recognized expert in mineral resource estimation, with 30 years experience in geostatistical analysis of ore reserves, and has provided technical assistance to optimize and improve the cash-flow and operating performance of mining operations in a variety of countries, including Columbia, Chile, Russia and Canada.

Mr. Nurdin Damitov

Mr. Damitov serves as Executive Vice President of the Company and is primarily responsible for corporate, legal and government relations in Kazakhstan. Mr. Damitov is currently a Director of Sokol Holdings Inc., where he has been involved in various oil, gas and mineral consulting activities and IPOs. He has experience in banking and finance from his time as a Director of PriceWaterhouse Coopers (Kazakhstan), as a board member of Halyk Bank and through his work as an Assistant Chairman of the National Securities Commission of the Republic of Kazakhstan. Mr. Damitov holds a law degree from the Columbia University, New York.

Mr. Duncan Gray

Mr. Gray serves as General Counsel to the Company and is primarily responsible for all legal matters of the Company. He has extensive experience in mining transactions with a focus in the former Soviet Union ("FSU"). He brings a wealth of legal experience to the Company, having acted as principal counsel for Kyrgyzaltyn in the development of the Kumtor Gold Project in Kyrgyzstan from 1993 to 1995 as well as for various mining companies and other private investors on other FSU mining projects. In addition, he has been extensively involved in oil and gas and electric power generation and distribution projects in Kazakhstan. Mr. Gray served as a Senior Consultant for Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"). Before serving as a Senior Consultant for Akin Gump, Mr. Gray was a partner in the international corporate and natural resources practice at King & Spalding LLP in Houston as well as the Partner-in-Charge of the Houston office, and a member of the Executive Committee of Mayer Brown, LLP, where in 1991, he established the firm's FSU practice.

Brian Savage.

See description above on page 9.

Thomas Sinclair.

See description above on page 9.

Dr. Shamil Tukhvatulin. Dr. Tukhvatulin is a founder of Frontier Mining and has served as a Director since the Company's foundation in August 1998. During his tenure as a member of the Board of Frontier Mining, he has been General Director of the National Nuclear Center of the Republic of Kazakhstan and a Director of SEMTECH. Dr. Tukhvatulin has 30 years' experience in nuclear safety, laboratory experiments, and project management. He was also a physicist and engineer on nuclear power stations with Tomsk Polytechnical Institute, and performed research on nuclear facility safety with Podolsk Scientific Research Institute. Dr. Tukhvatulin has a Ph.D. in Nuclear Engineering.

Naum Voloshin. Mr. Voloshin has been a Director of the Company since December 2001. He is also President of San Francisco Securities, Inc., and General Partner of Voyager, which is involved in venture capital, arbitrage, hedging and direct access trading. Mr. Voloshin has over 13 years' experience in the

