1271129

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
[redacted]

05056677

Prefix		Serial
DATE RECEIVED		

AMENDMENT NO.1 TO

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Common Share and Common Share Purchase Warrants

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: ☐ New Filing ☒ Amendment

This Form D filing amends and restates an earlier Form D that was filed by Fronteer Development Group Inc. with the United States Securities and Exchange Commission on April 15, 2004

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Fronteer Development Group Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

1066 West Hastings Street, Suite 1640, Vancouver, British Columbia CANADA V6E 3X1 **(604) 632-4677**

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business

Mining and Mineral Exploration Company

PROCESSED
JUN 07 2005
THOMSON
FINANCIAL

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month **01** Year **1999** ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction **CN**

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:
- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

O'Dea, Mark

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 1640, Vancouver, British Columbia CANADA V6E 3X1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lennox-King, Oliver

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 1640, Vancouver, British Columbia CANADA V6E 3X1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Bell, George

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 1640, Vancouver, British Columbia CANADA V6E 3X1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

McInnes, Donald

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 1640, Vancouver, British Columbia CANADA V6E 3X1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hepburn, Lyle

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 1640, Vancouver, British Columbia CANADA V6E 3X1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Valenta, Rick

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 1640, Vancouver, British Columbia CANADA V6E 3X1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Tetzlaff, Sean

Business or Residence Address (Number and Street, City, State, Zip Code)

1066 West Hastings Street, Suite 1640, Vancouver, British Columbia CANADA V6E 3X1

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒

   Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? .... **$N/A**
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Pacific International Securities, Inc. [1]

Business or Residence Address (Number and Street, City, State, Zip Code

666 Burrard Street, Park Place, 19th Floor, Vancouver, British Columbia CANADA V6E 3N1

Name of Associated Broker or Dealer:

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .... ☐ All States

AL	AK	AZ	AR	**X CA**	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	**X NY**	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	**X TX**	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Dundee Securities Inc. [1]

Business or Residence Address (Number and Street, City, State, Zip Code

20 Queen Street West, Fourth Floor, Toronto, Canada M5H 3R3

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .... ☐ All States

AL	AK	AZ	AR	**X CA**	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	**X NY**	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	**X TX**	UT	VT	VA	WA	WV	WI	WY	PR

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[1] **The Offering of common shares and common share purchase warrants in the United States was part of a larger offering of common shares and common share purchase warrants made principally in Canada. Dundee Securities Inc., Pacific International Securities, Inc. and Toll Cross Securities Inc. were each paid commissions for their services as agents with respect to the offer and sale of the Issuer's common shares and common share purchase warrants. All solicitations in the United States were made by Dundee Securities Inc. and Pacific International Securities (U.S.) Inc., the United States affiliate of Dundee Securities Corporation and Pacific International Securities, Inc., respectively.**

Full Name (Last name first, if individual)

Toll Cross Securities Inc. [1]

Business or Residence Address (Number and Street, City, State, Zip Code

Royal Trust Tower, 77 King Street West, P.O. Box 138, Suite 3120, Toronto, Ontario M5K 1H1

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

[1] **The Offering of common shares and common share purchase warrants in the United States was part of a larger offering of common shares and common share purchase warrants made principally in Canada. Dundee Securities Inc., Pacific International Securities, Inc. and Toll Cross Securities Inc. were each paid commissions for their services agents with respect to the offer and sale of the Issuer's common shares and common share purchase warrants. All solicitations in the United States were made by Dundee Securities Inc. and Pacific International Securities (U.S.) Inc., the United States affiliate of Dundee Securities Corporation and Pacific International Securities, Inc., respectively.**

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	$	$
Equity	$10,534,944.39 [1,2]	$4,102,640.39[2,3]
☒ Common ☐ Preferred		
Convertible Securities (including warrants)	$[4]	$[4]
Partnership Interests	$	$
Other (Specify ____)	$	$
Total	$10,534,944.39	$4,102,640.39

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	5	$4,102,640.39
Non-accredited Investors		$
Total (for filings under Rule 504 only)		$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		$
Regulation A		$
Rule 504		$
Total		$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	☒	$500.00
Printing and Engraving Costs	☐	$
Legal Fees	☒	$25,000.00
Accounting Fees	☐	$
Engineering Fees	☐	$
Sales Commissions (specify finders' fees separately)	☒	$207,033.73[5]

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[1] The aggregate offering amount includes $4,102,640.39 already sold within the United States and an additional $6,432,304.00 that may be received upon exercise of (i) certain brokers warrants issued outside the United States, and (ii) common share purchase warrants using the maximum applicable exercise price to receive additional common shares sold both inside and outside the United States.

[2] The United States dollar amounts expressed above are calculated based on the noon buying rate for cable transfers payable in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York on April 14, 2004. On such date, the noon buying rate was CDN $1.3445 = U.S. $1.00.

[3] Amount already sold only represents the U.S. portion of the offering.

[4] One common share and one-half of one common share purchase warrant is included in the purchase price of each unit. Each whole common share purchase warrant is exercisable (i) at an exercise price of CDN $1.45 per common share if exercised within the first twelve months following the issuance of the warrant, and (ii) at an exercise price of CDN $1.65 per common share if exercised within the second twelve months following the issuance of the warrant.

[5] In addition to the cash commissions of approximately $207,033.73 paid with respect to the U.S. portion of the offering, the agents also received (i) 97,976 units, and (ii) 501,468 broker warrants. Each unit consists of one common share and one-half of one common share purchase warrant. Each common share

Other Expenses (identify) Expenses of agents and corporate finance fees	☒	$22,056.17
Total	☒	$254,589.90

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer.". **$10,280,354.49**

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and fees	☐ $	☐ $
Purchase of real estate	☐ $	☐ $
Purchase, rental or leasing and installation of machinery and equipment	☐ $	☐ $
Construction or leasing of plant buildings and facilities	☐ $	☐ $
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	☐ $	☐ $
Repayment of indebtedness	☐ $	☐ $
Working capital	☐ $	☒ $10,280,354.49
Other (specify)	☐ $	☐ $
Column Totals	☐ $	☒ $10,280,354.49
Total Payments Listed (column totals added)	☒ $10,280,354.49	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print of Type)	Signature	Date
Fronteer Development Group Inc.		~~May 26~~, 2005
Name of Signer (Print or Type	Title of Signer (Print or Type)	
Mark O'Dea	**President and Chief Executive Officer**	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

purchase warrant may be exercised for one additional common share either: (i) at an exercise price of CDN $1.45 per common share if exercised within the first twelve months following the issuance of the warrant, or (ii) at an exercise price of CDN $1.65 per common share if exercised within the second twelve months following the issuance of the warrant. Each broker-warrant is exercisable for one additional common share at an exercise price of CDN $1.50 per common share for twelve months following issuance of such warrant.