

Aurora Energy Resources Inc
Form 425
January 23, 2009

Filed by Fronteer Development Group Inc.
Pursuant to Rule 165 and Rule 425 under the U.S. Securities Act of 1933, as amended
Filing company: Fronteer Development Group Inc.
Commission File No. 333-156889
Dated: January 23, 2009

**EARLY WARNING REPORT PURSUANT
TO NATIONAL INSTRUMENT 62-103**

1. *Name and address of the offeror:*

Fronteer Development Group Inc. (Fronteer)
Suite 1650, 1055 West Hastings Street
Vancouver, British Columbia
V6E 2E9

2. *Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file this report and whether it was ownership or control that was acquired in those circumstances:*

Not applicable.

3. *The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the report:*

Fronteer beneficially owns and controls 30,947,336 common shares of Aurora Energy Resources Inc. (Aurora), representing an aggregate of approximately 42.2% of the issued and outstanding common shares of Aurora (the Common Shares).

4. *The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:*

(a) *the offeror, either alone or together with any joint actors, has ownership and control;*

All securities identified in paragraph 3 above are beneficially owned and controlled by Fronteer.

(b) *the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor; and*

Not applicable.

(c) *the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership;*

Not applicable.

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5. The name of the market in which the transaction or occurrence that gave rise to this report took place:

Not applicable.

6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file this report:

See paragraph 7 below.

7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to this report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:

On January 23, 2009, Fronteer announced that it formally commenced an offer to acquire all of the issued and outstanding Common Shares of Aurora that Fronteer does not already own, on the basis of 0.825 of a Fronteer common share for each Common Share (the Offer). The Offer will be open for acceptance until 8:00 p.m. (Toronto time) on March 2, 2009, unless the Offer is extended or withdrawn.

If each of the conditions of the Offer is satisfied or waived and Fronteer takes up and pays for Common Shares deposited under the Offer, Fronteer intends to enter into one or more transactions to enable Fronteer or an affiliate of Fronteer to acquire all remaining Common Shares not acquired pursuant to the Offer. There is no assurance that such a transaction will be completed, in particular if Fronteer acquires less than 66²/₃% of the outstanding Common Shares on a fully diluted basis under the Offer.

The foregoing description of the Offer does not purport to be complete and is qualified in its entirety by reference to the full text of the Fronteer Offer and Circular dated as of the date hereof, filed with the Canadian and United States securities regulatory authorities and available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov. Reference is also made to the news release of Fronteer issued on January 23, 2009, a copy of which is attached hereto as Schedule A and incorporated by reference herein.

8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to this report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:

Pursuant to lock-up agreements entered into with each of Amber Capital Investment Management, Eastbourne Capital Management L.L.C. and MacKenzie Financial Corporation, each such shareholder has agreed to deposit under the Offer and not withdraw, subject to certain exceptions, Common Shares representing in the aggregate 19,234,700 Common Shares or approximately 26% of the issued and outstanding

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Common Shares. A complete copy of each of the lock-up agreements has been filed on SEDAR and on EDGAR and is available at www.sedar.com and www.sec.gov.

9. *The names of any joint actors in connection with the disclosure required by this report:*

Fronteer expressly disclaims that any person has acted jointly or in concert with Fronteer in connection with the Offer described in this report.

10. *In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars of the consideration paid by the offeror:*

Not applicable.

11. *If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:*

Not applicable.

12. *If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:*

Not applicable.

DATED this 23rd day of January, 2009.

**FRONTEER DEVELOPMENT GROUP
INC.**

(signed) *Sean Tetzlaff*
Sean Tetzlaff
Chief Financial Officer and
Corporate Secretary

SCHEDULE A

Press Release

Please see attached.

**FRONTEER LAUNCHES FORMAL BID FOR
AURORA ENERGY RESOURCES INC.**

NEWS RELEASE 09-02

JANUARY 23, 2009

VANCOUVER Fronteer Development Group Inc. (Fronteer) (FRG TSX/NYSE-A) announced today that it has filed with securities regulators in Canada and the United States and has commenced the mailing of its formal offer to acquire all of the outstanding common shares (the Common Shares) of Aurora Energy Resources Inc. (Aurora) that it does not already own (the Offer) on the basis of 0.825 of a Fronteer common share for each Common Share held. The Offer will expire at 8:00 p.m. (Toronto time) on March 2, 2009, unless the Offer is extended or withdrawn, and is subject to certain conditions. Details of the Offer are set out in the Offer documents filed today with the securities regulators.

The Offer documents will be available at www.sedar.com, www.sec.gov and on Fronteer's website at www.fronteergroup.com. Copies of the Offer documents may also be obtained without charge from Kingsdale Shareholder Services Inc., the Information Agent and Depositary for the Offer, whose contact details are set out below.

Aurora shareholders are urged to carefully read the Offer documents as they contain important information about the Offer. Questions regarding the Offer and assistance in depositing Common Shares under the Offer should be directed to Kingsdale Shareholder Services Inc.

ABOUT FRONTEER

Fronteer is an exploration and development company with a track record of making big discoveries. Fronteer has an extensive portfolio of advanced stage gold projects in Nevada, a 40% interest in three gold and copper-gold projects in western Turkey, and a 42.2% interest in Aurora. Fronteer has no debt and is not invested in any short-term commercial paper or asset-backed securities. Fronteer has approximately \$79 million in cash and cash equivalents held with large Canadian commercial banks.

FURTHER INFORMATION

For further information about Fronteer, please visit www.fronteergroup.com or contact:

Mark O Dea, Ph.D, P.Geo, President & Chief Executive Officer

Richard Moritz, Director, Investor Relations

Glen Edwards, Director, Communications

Phone 604-632-4677 or Toll Free 1-877-632-4677

info@fronteergroup.com

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Kingsdale Shareholder Services Inc., the Information Agent and Depositary
The Exchange Tower, 130 King Street West, Suite 2950, Toronto, Ontario M5X 1E2
North American Toll-Free Phone: 1-866-581-0510
E-mail: contactus@kingsdaleshareholder.com
Outside North America, Banks and Brokers *Call Collect*: 416-867-2272

U.S. SHAREHOLDERS

A registration statement including the offer and take-over bid circular, prospectus and other Offer documents has been filed with the United States Securities and Exchange Commission. U.S. investors and security holders are advised to read these documents carefully, because they include important information regarding the Offer. Investors and stockholders may obtain a free copy of the offer and take-over bid circular, prospectus, the related letter of transmittal and notice of guaranteed delivery and certain other Offer documents from the U.S. Securities and Exchange Commission's website at www.sec.gov. Free copies of these documents can also be obtained by directing a request to Fronteer or its Information Agent. **YOU SHOULD READ THE OFFER AND TAKE-OVER BID CIRCULAR, PROSPECTUS AND OTHER OFFER DOCUMENTS CAREFULLY BEFORE MAKING A DECISION CONCERNING THE OFFER.**

FORWARD-LOOKING STATEMENTS

Except for the statements of historical fact contained herein, certain information presented constitutes forward-looking statements. Such forward-looking statements include, without limitation, those with respect to potential expansion of mineralization, plans for exploration and development, potential future production, exploration budgets and timing of expenditures and community relations activities and any 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. Such factors include, among others, risks related to the actual results of current exploration activities, changes in government legislation, changes in ownership interest in a project, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future prices of gold, copper, silver and uranium, environmental risks and hazards, increased infrastructure and/or operating costs, labor and employment matters, international operations and joint ventures, estimation of reserves and resources, government regulation and permitting matters, the satisfaction of conditions to any Offer, the occurrence of any event, change or other circumstance that could give rise to the termination of the lock-up agreements relating to the proposed transaction, the ability to obtain all necessary regulatory approvals, a delay in the consummation of the proposed transaction or the failure to complete the proposed transaction for any other reason, the amount of costs, fees and expenses related to the proposed transaction, the anticipated benefits to Aurora and Fronteer shareholders and other expected or anticipated benefits of the proposed acquisition, as well as those factors discussed in the section entitled "Risk Factors" in Fronteer's Annual Information Form and Fronteer's latest Form 40-F and in the section entitled "Risks Relating to the Offer" in Fronteer's offer and take-over bid circular on file with the Canadian securities regulators and included in the Registration Statement on Form F-8 filed with the U.S. Securities and Exchange Commission. Although Fronteer has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause Fronteer's plans, results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Fronteer disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, readers should not place undue reliance on forward-looking statements.