

LOCALITY PLANNING ENERGY HOLDINGS LIMITED

ABN 90 147 867 301

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting: Tuesday, 19 November 2019

Time of Meeting: 11:30am (Australian Eastern Standard Time)
(**AEST**)

Place of Meeting: Kon-Tiki Business Centre,
Tower 1, Suite 306,
55-59 Plaza Parade,
Maroochydore, QLD 4558

NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

LOCALITY PLANNING ENERGY HOLDINGS LIMITED

ABN 90 147 867 301

Notice is hereby given that the Annual General Meeting (**Meeting**) of shareholders of **LOCALITY PLANNING ENERGY HOLDINGS LIMITED (Company)** will be held as follows:

Date of Meeting:	Tuesday, 19 November 2019
Time of Meeting:	11:30am (AEST)
Place of Meeting:	Kon-Tiki Business Centre, Tower 1, Suite 306, 55-59 Plaza Parade, Maroochydore, QLD 4558

The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting (**Notice**) are incorporated in and comprise part of this Notice.

AGENDA

ORDINARY BUSINESS

1. Accounts and Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of Locality Planning Energy Holdings Limited for the financial year ended 30 June 2019.

2. Resolution 1 – Re-election of Director Damien Glanville

To consider and, if thought appropriate, pass the following Ordinary Resolution:

“That, Damien Glanville, an Executive Director retiring by rotation in accordance with the Constitution, being eligible, is re-elected as a Non-Executive Director of Locality Planning Energy Holdings Limited.”

3. Resolution 2 – Election of Director Neale O'Connell

To consider and, if thought appropriate, pass the following Ordinary Resolution:

“That, Neale O'Connell, a Non-Executive Director who was appointed during the year and is retiring in accordance with the Constitution, being eligible, is elected as a Non-Executive Director of Locality Planning Energy Holdings Limited.”

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4. Resolution 3 – Remuneration Report

To consider and, if thought appropriate, pass the following Advisory Resolution:

“That the Remuneration Report for the year ended 30 June 2019 (set out in the Directors’ Report) is adopted.”

Voting Exclusion Statement:

A vote on Resolution 3 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel (KMP) whose remuneration details are included in the 2019 Remuneration Report; and/or
- (b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution, e.g. for, against or abstain (directed proxy); or
- (b) the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

“Key Management Personnel” and “closely related party” have the same meaning as set out in the Corporations Act 2001 (Cth).

SPECIAL BUSINESS

5. Resolution 4 – Additional 10% Placement Facility

To consider and, if thought appropriate, pass the following Special Resolution:

“That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, approval is given for the Company to have the additional capacity to issue equity securities in the capital of the Company, calculated in accordance with the formula

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prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

For the purposes of ASX Listing Rule 7.1A, a person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder or ordinary securities, if the resolution is passed, and any associates (as defined in the Corporations Act 2001 (Cth)) of those persons, will not be entitled to cast votes in favour of Resolution 4, and the Company must disregard any such vote cast on Resolution 4.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

OTHER BUSINESS

6. Other business

To consider any other business that may lawfully be brought forward.

The Explanatory Memorandum which accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered. Shareholders should read the Explanatory Memorandum in full.

By Order of the Board of Directors



Bill Lyne
Company Secretary

Dated: 18 October 2019

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IMPORTANT INFORMATION

1. ENTITLEMENT TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company at 11:30am (AEST) on Sunday, 17 November 2019, being two days before the meeting, will be entitled to attend and vote at the Meeting as a shareholder. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

2. QUESTIONS FROM SHAREHOLDERS

At the Meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions and make comments on the management of the Company and the Remuneration Report.

A representative of Bentleys Brisbane, as the auditor responsible for preparing the Independent Auditor's Report for the year ended 30 June 2019, will attend the Meeting. The Chairman will also allow a reasonable opportunity for shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting

If you have a question to put to the Directors or Auditor, please complete the Shareholder Question Form which is attached to this Notice of Meeting. This Form should be returned directly to the Company at least 5 business days prior to the Meeting (i.e. by no later than 5:00pm on Monday, 11 November 2019) to allow time to collate questions and prepare answers.

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3. Appointment of Proxy

If you are a shareholder entitled to attend and vote at the Meeting, you are entitled to appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the **Act**) to exercise its powers as proxy at the Meeting.

A proxy need not be a shareholder of the Company.

A shareholder who is unable to attend and vote at the Meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If a shareholder does not specify the proportion or number of the shareholder's votes to be exercised, each proxy may exercise half of the shareholder's votes, disregarding fractions.

To be effective, the proxy form (and the power of attorney (if any) under which it is signed) must be received at the Share Registry of the Company no later than 11:30am (AEST) on Sunday, 17 November 2019). Proxies must be received before that time by one of the following methods:

- **by mail:** Locality Planning Energy Holdings Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- **by fax:** +61 2 9287 0309
- **by delivery in person:** Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
- **online:** By following the instructions available on our
Investor Centre
(login via www.linkmarketservices.com.au)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be

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received by the Company no later than 11:30am (AEST) on Sunday, 17 November 2019), being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a show of hands unless there is a call for a poll.

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the Meeting by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Locality Planning Energy Holdings Limited's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your proxy;
- a Shareholder Question Form to be completed if you would like a specific question to be addressed by the Chairman or Bentleys Brisbane (our external auditor) at the Meeting; and
- a reply paid envelope for you to return either or both the proxy form and Shareholder Question Form.

EXPLANATORY MEMORANDUM

LOCALITY PLANNING ENERGY HOLDINGS LIMITED

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This Explanatory Memorandum has been prepared for the information of shareholders in the Company in connection with the business to be considered at the Meeting to be held at 11:30am (AEST) on Tuesday, 19 November 2019 at Kon-Tiki Business Centre, Tower 1, Suite 306, 55-59 Plaza Parade, Maroochydore, Queensland.

This Explanatory Memorandum comprises part of the accompanying Notice of Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1 and 2 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 4 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Details of the business to be considered at this Meeting are set out below. The purpose of this Explanatory Memorandum is to provide Shareholders with information which may be relevant to the resolutions to be put to Shareholders at the Meeting.

ORDINARY BUSINESS

1. Item 1 - Accounts and Reports

The first item on the Notice of Meeting deals with the presentation of the Company's Annual Financial Report for the financial year ended 30 June 2019. Shareholders should consider this document and raise any matters of interest with the Directors when this item is being considered.

The Company's Annual Financial Report comprising the Directors' Report and Independent Auditor's Report, Directors' Declaration, Statements of Comprehensive Income, Financial Position, Changes in Equity and Cash Flows, and Notes to the Financial Statements for the Company and its controlled entities for the financial year ended 30 June 2019 has been despatched to Shareholders who requested a copy and released on the ASX. The Report is also available on the Company's website at www.localityenergy.com.au

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The Corporations Act requires the reports of the directors and auditor, and the annual financial report, including the financial statements of the Company for the year ended 30 June 2019, to be tabled at the Meeting.

Neither the Corporations Act nor the Company's constitution requires shareholders to vote on the reports or financial statements. However, shareholders will be given reasonable opportunity to ask questions and make comment on the reports, and to ask questions of the Company's auditor.

No resolution is required to be moved in respect of this item.

2. Resolution 1 – Re-election of Director Damien Glanville

The first item of business of the Meeting relates to the re-election of a Director.

Clause 14.2 of the Company's Constitution provides that at every Annual General Meeting of the Company, one third of the Directors, other than one Managing Director, must retire from office. If the number of Directors is not a multiple of three, Clause 14.2 requires that that number of Directors nearest to, but not less than, one third of the Directors (other than one Managing Director) must retire from office.

Mr Damien Glanville is joint Managing Director and the Company's Chief Executive Officer. As the Constitution only exempts one Managing Director from the rotation process, Mr Glanville retires by rotation and, being eligible, offers himself for re-election.

Mr Glanville became a Director on 11 December 2015.

He has seventeen years' experience in senior management, logistics and Executive Director roles, the last seven specifically focused in the renewable energy on-site generation and solar PV industry. Mr Glanville is a co-founder and architect of the electricity retail model that successfully enabled LPE to obtain its Australian Energy Regulator Authorisation and is also listed as the Chief Executive Officer for the management components of the Australian Energy Regulator's authorisation to retail electricity.

Mr Glanville is a member of the Company's Audit & Risk, Nomination and Remuneration Committees. He has an interest in 8,400,995 fully paid ordinary shares in the Company.

The Directors, excluding Damien Glanville, unanimously recommend that Shareholders vote in favour of this Resolution.

3. Resolution 3 – Election of Director Neale O'Connell

The second item of business of the Meeting relates to the election of a Director who was appointed during the year.

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Mr Neale O'Connell was appointed as an independent Non-executive Director on 19 March 2019.

Clause 14.4 of the Company's Constitution allows the Directors to appoint another person to be a Director either to fill a casual vacancy or as an additional Director, subject to not exceeding the maximum 10 Directors allowed under the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr O'Connell therefore retires at the Meeting and, being eligible, offers himself for re-election.

Mr Neale O'Connell is a widely experienced senior financial executive with a strong background in public companies. He was recently appointed as Global CFO for Corporate Travel Management (CTM). Prior to this Mr O'Connell was Group CFO at Tatts Group, where he spent 14 years before departing in 2018 following the merger with Tabcorp. He also spent six years as Group Financial Controller for Smorgon Steel. Mr O'Connell is a Chartered Accountant and he is also a member of the Australian Institute of Company Directors, and the Finance & Treasury Association. In accordance with the ASX Corporate Governance Council's definition of independence and the materiality thresholds set, the directors consider Mr O'Connell to be independent.

Mr O'Connell is chairman of the Audit & Risk and Remuneration Committees, and is a member of the Nomination Committee.

The Directors, excluding Neale O'Connell, unanimously recommend that Shareholders vote in favour of this Resolution.

4. Resolution 3 – Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Act**) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on the Company's website at www.localityenergy.com.au.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

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The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 3.

SPECIAL BUSINESS

5. Resolution 4 - Additional 10% Placement Facility

5.1 Overview of resolution

ASX Listing Rule 7.1A enables eligible entities to have an additional 10% capacity to issue equity securities through placements over a 12 month period after its annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's ability to issue equity securities up to 15% of its issued share capital under ASX Listing Rule 7.1 (**15% Placement Facility**).

For the purposes of ASX Listing Rule 7.1A, an eligible entity is an entity that:

- (1) is not included in the S&P/ASX 300 Index; and
- (2) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 0).

The effect of Resolution 4 will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A during the 10% Placement Period without Shareholder approval and without reliance on the Company's 15% Placement Facility.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and entitled to vote on the resolution (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

5.2 Description of ASX Listing Rule 7.1A

(a) Shareholder approval

The Company's ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting of the Company.

(b) Equity securities

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Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

(c) Formulae for calculating 10% Placement Facility

The exact number of equity securities that the Company may issue under the 10% Placement Facility will be calculated according to the following formula (as prescribed by ASX Listing Rule 7.1A.2):

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4, but not including an issue of fully paid shares under the entity's 15% Placement Facility without shareholder approval; and
- less the number of fully paid shares cancelled in the 12 months.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

5.3 Minimum issue price

The issue price of equity securities issued under ASX Listing Rule 7.1A must not be less than 75% of the Volume Weighted Average Price (VWAP) of equity securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the equity securities are to be issued is agreed; or
- (2) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (1) above, the date on which the equity securities are issued.

5.4 10% Placement Period

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The equity securities may be issued under the 10% Placement Facility commencing on the date of the Meeting and expiring on the first to occur of the following:

- (1) the date that is 12 months after the date of the Meeting at which approval is obtained; or
- (2) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main understanding) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

or such longer period if allowed by the ASX (**10% Placement Period**).

5.5 Specific information required in accordance with ASX Listing Rule 7.3A

(a) Risk of voting dilution

Any issue of equity securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted. An example of the potential dilution of the Shareholders' voting power in the Company is shown in the below table, which example is based on a number of qualifications and assumptions (as set out below).

There is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the potential dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific

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placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.35 50% decrease in market price	\$0.70 Current market price	\$1.40 100% increase in market price
Current Variable "A" (shares on issue) 50,210,736	New shares issued (10%)	5,021,073	5,021,073	5,021,073
	Funds raised	\$1,757,376	\$3,514,751	\$7,029,502
50% increase in Variable "A" 75,316,104	New shares issued (10%)	7,531,610	7,531,610	7,531,610
	Funds raised	\$2,636,063	\$5,272,127	\$10,544,253
100% increase in Variable "A" 100,421,472	New shares issued (10%)	10,042,146	10,042,146	10,042,146
	Funds raised	\$3,514,751	\$7,029,502	\$14,059,004

The table above uses the following assumptions:

- (i) there are currently 50,210,736 Shares on issue as at the date of this Notice of Meeting;
- (ii) the market price set out above is the closing price of the Shares on the ASX on 14 October 2019;
- (iii) the Company issues the maximum possible number of equity securities under the 10% Placement Facility;
- (iv) the Company has not issued any equity securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1;
- (v) the issue of equity securities under the 10% Placement Facility consists only of Shares;
- (vi) no Options have or will be exercised into Shares before the date of issue of the equity securities;

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- (vii) the calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own Shareholding depending on their specific circumstances;
- (viii) this table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1; and
- (ix) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(b) Purpose of issue under 10% Placement Facility

The Company may seek to issue equity securities under the 10% Placement Facility for the following purposes:

- (i) non cash consideration for the acquisition of new businesses, assets and/or investments including previously announced acquisitions. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised for an acquisition of new businesses, assets or investments (including expenses associated with such acquisition), continued operational and/or feasibility expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under the ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities pursuant to the 10% Placement Facility.

(c) Allocation policy under the 10% Placement Facility

The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the recipients of equity securities will be determined on a case-by-case basis having regard to factors that might include the following:

- (i) the methods of raising funds that are available to the Company, including rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

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The recipients of any equity securities issued under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting, but may include existing Shareholders and/or new investors who are not a Related Body Corporate (as that term is defined in the Corporations Act) of the Company or their associates.

If Resolution 4 is approved by Shareholders, the Company may issue equity securities under the 10% Placement Facility during the 10% Placement Period, as and when the circumstances of the Company require.

(d) Previous approval under ASX Listing Rule 7.1A

There have been no previous instances of the Company making an application under ASX Listing Rule 7.1A.

(e) Voting Exclusions

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the equity securities under the 10% Placement Facility. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

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Annual General Meeting

Shareholder Question Form

1. Question is for the Chairman, or Auditor

2. Question is for the Chairman, or Auditor

This form should be returned directly to the Company at least 5 business days prior to the Annual General Meeting (i.e. by no later than 5:00 pm on Monday 11 November 2019) to allow time to collate questions and prepare answers.

Company addresses:

Post or Delivery: Suite 306, Tower 1, 55 Plaza Parade, Maroochydore, Qld 4558

Email: info@localityenergy.com.au



LOCALITY PLANNING ENERGY HOLDINGS LIMITED

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LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Locality Planning Energy Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Locality Planning Energy Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:30am (AEST) on Tuesday, 19 November 2019 at Kon-Tiki Business Centre, Tower 1, Suite 306, 55-59 Plaza Parade, Maroochydore, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Re-election of Director
Damien Glanville

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Election of Director
Neale O'Connell

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Additional 10% Placement Facility

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

LPE PRX1901C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am (AEST) on Sunday, 17 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Locality Planning Energy Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**