
LOCALITY PLANNING ENERGY HOLDINGS LIMITED

ACN 147 867 301

NOTICE OF GENERAL MEETING

Notice is given that a **General Meeting** will be held at:

TIME: 10.00am (AEST)

DATE: Wednesday, 30th March 2022

PLACE: Locality Planning Energy Holdings Limited
Bluewater Boardroom, Foundation Place
Level 8, 8 Market Lane
Maroochydore QLD 4558

The business of the Meetings affects your shareholding and your vote is important.

This Notices of Meeting should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meetings are those who are registered Shareholders at 7pm on Monday, 28th March 2022.

LOCALITY PLANNING ENERGY HOLDINGS LIMITED

ACN 147 867 301

NOTICE OF GENERAL MEETING

Wednesday, 30th March 2022

Notice is hereby given that a General Meeting of Shareholders (**Meeting**) of Locality Planning Energy Holdings Limited (**Company** or **LPE**) will be held on **Wednesday, 30th March 2022** at 10.00am (AEST) at Locality Planning Energy Holdings Limited, Bluewater Boardroom, Foundation Place, Level 8, 8 Market Lane, Maroochydore QLD 4558.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the Meeting. Please ensure you read the Explanatory Statement in full.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE | PLACEMENT (LR 7.1)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue 12,932,710 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 1 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE | PLACEMENT (LR 7.1A)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 9,288,473 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 2 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3 – ISSUE OF NEW SHARES | PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 50,878,816 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue of the Shares the subject of Resolution 3 (except a benefit solely by reason of that person being the holder of Shares), or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 3 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – ISSUE OF OPTIONS | PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 75,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue of the Options the subject of Resolution 4 (except a benefit solely by reason of that person being the holder of Shares), or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 4 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – ISSUE OF NEW SHARES AND OPTIONS | MR JUSTIN PETTETT

To consider and, if thought fit, to pass, with or without amendment, the following resolutions as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 900,000 Shares together with 900,000 Options to the Chairman, Mr. Justin Pettett (or his nominee), in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: In accordance with the *Corporations Act 2001 (Cth)* and the ASX Listing Rules, the Company will disregard any votes on Resolution 5:

- cast in favour of the resolution by or on behalf the Mr. Justin Pettett (or his nominee) or any person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates regardless of the capacity in which the vote is cast; or
- cast as proxy by a person who is a member of the Company’s key management personnel (KMP) on the date of the meeting, an associate of that person or persons or their closely related parties.

However, the Company need not disregard a vote if it is cast:

- by a person as a proxy or attorney for a person who is entitled to vote in accordance with a direction given to the proxy or attorney to vote on the Resolution in that way, or
- by the Chairman of the meeting as proxy or attorney for a person who is entitled to vote, in accordance with the express authorisation to exercise undirected proxies as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - The holder votes on the resolution in accordance given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 6 – ISSUE OF BROKER OPTIONS | SANDTON CAPITAL ADVISORY PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 18,750,000 Options to Sandton Pty Ltd (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Sandton Pty Ltd, or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of a holder of ordinary securities in the entity) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 6 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 7 – ISSUE OF BROKER OPTIONS | CPS CAPITAL GROUP PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 18,750,000 Options to CPS Capital Group Pty Ltd (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of CPS Capital Group Pty Ltd, or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of a holder of ordinary securities in the entity) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 7 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 8 – ISSUE OF NEW SHARES | BLACKROCK

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,784,000 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue of the Shares the subject of Resolution 8 (except a benefit solely by reason of that person being the holder of Shares), or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 8 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 9 – APPROVAL OF GRANT OF UNLISTED OPTIONS | MR. EGERTON-WARBURTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That approval is given, for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the grant of 1,000,000 Unlisted Options to the Mr. Barnaby Egerton-Warburton (or his nominee), on the terms and conditions as set out in the Explanatory Statement.”

Voting Exclusion Statement: In accordance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules, the Company will disregard any votes on Resolution 9:

- cast in favour of the resolution by or on behalf of Mr. Egerton-Warburton (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or associates of those persons, regardless of the capacity in which the vote is cast; or
- cast as proxy by a person who is a member of the Company’s key management personnel (KMP) on the date of the meeting or their closely related parties.

However, the Company need not disregard a vote if it is cast:

- by a person as a proxy or attorney for a person who is entitled to vote in accordance with a direction given to the proxy or attorney to vote on the Resolution in that way, or
- by the Chairman of the meeting as proxy or attorney for a person who is entitled to vote, in accordance with the express authorisation to exercise undirected proxies as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - The holder votes on the resolution in accordance given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 10 – ISSUE OF NEW SHARES | CACJ EVANS PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 500,000 fully paid ordinary Shares to CACJ Evans Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 10 by CACJ Evans Pty Ltd and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 10 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

NOTES

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Monday, 28th March 2022.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return **no later than 48 hours before the commencement of the meeting which is 10:00am (AEST) on Monday, 28th March 2022**. Proxies received after this time will **not** be effective for the scheduled meeting.

Completed Proxy Forms may be lodged:

By mail to:	Locality Planning Energy Holdings Limited c/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By fax to:	+61 2 9287 0309
In Person* at:	Link Market Services Limited Level 12, 680 George Street Sydney NSW 2000 * during business hours Monday to Friday (9.00am – 5.00pm) and subject to public health orders and restrictions.
Online:	By following the instructions on our Investor Centre website Login via www.linkmarketservices.com.au

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Proxy Voting by the Chairman

The Chairman of the meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given express voting direction to the Chairman to exercise the undirected proxy. If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes as to give the Chair directions on how your vote should be cast, then you will have been taken to have expressly authorised the Chairman to exercise your proxy on resolutions 1 to 10 inclusive. In accordance with this express authority provided by you, the Chairman will vote in favour of resolutions 1 to 10 inclusive. If you wish to appoint the Chairman of the meeting as your proxy, and you wish to direct them on how to vote, please tick the appropriate boxes on the form.

Questions and Comments from Shareholders

Shareholders will be given a reasonable opportunity to ask questions relevant to the business to be considered at the general meeting.

Shareholders may also submit written questions to the Company in advance of the GM by email to the Company Secretary at investors@localityenergy.com.au or by completing and returning the question form enclosed.

Questions must be received by the Company no later than five (5) business days before the GM.

Dated: 28th February 2022

By order of the Board

**Elissa Hansen
Company Secretary**

GENERAL MEETING EXPLANATORY STATEMENT

This General Meeting (**Meeting**) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the General Meeting Resolutions.

1. RESOLUTIONS 1 & 2– RATIFICATION OF PRIOR ISSUE – PLACEMENT (LR 7.1 & LR 7.1A)

1.1 Background

On 14 February 2022, Locality Planning Energy Holdings Limited announced that it had received firm commitments to raised \$7.5 million (before costs) by way of a Placement to new and existing sophisticated and institutional shareholders and that the Company would issue seventy five (75) million fully paid ordinary shares at \$0.10 (10 cents) per share (**Shares**) together with a free attaching one (1) for one (1) listed option (**LPEO**) with a strike price of \$0.30 (30 cents) and expiring 26 October 2023 (**Options**) (**Placement**).

The Placement was very well supported, with total bids received exceeding the original raise target. The funds raised from the Placement will be primarily used to fund the Company's participation in a BioHub Project located in Bundaberg, Queensland, unleashing the power of biogas, hydrogen and solar to fuel industry, support networks and energise communities (the **BioHub**).

The Shares are to be issued in two tranches. Tranche one consisted of the issue of 23,221,184 Shares to new and existing professional, sophisticated, and other exempt investors to raise \$2,32 million. The Shares were issued on 18th February 2022 utilising the Company's existing 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A totalling 13,932,710 Shares and 9,288,473 Shares, respectively.

Tranche two is subject to shareholder approval at this Meeting with participation by an associated entity of the Company's Chairman, Justin Pettett, subscribing for a scaled back amount of \$90,000 under the Placement, and other existing majority shareholders for a further 50,878,816 Shares to raise an additional \$5.18 million together with the issue of 75,000,000 Options.

The Placement was arranged and supported by CPS Capital Group Pty Ltd and Sandton Capital Advisory Pty Ltd (the **Joint Lead Managers**), who provided bids well exceeding the target raise amount, demonstrating strong support for the Company. Fees associated with the Placement include a 2% management fee on the total amount raised, plus a 4% selling fee on the total amount raised by the Joint Lead Managers. The Joint Lead Managers will also receive 1 option for every 2 shares subscribed under the Placement, being a total of 37.5 million LPE Options to be issued with shareholder approval following this Meeting.

1.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

1.3 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid

ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

LPE received shareholder approval for the additional 10% placement capacity at its 2021 Annual General Meeting held on 19th October 2021.

1.4 ASX Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and 7.1A (as appropriate) and so does not reduce the company’s capacity to issue further equity securities without shareholder approval under that rule.

By ratifying the issue of Placement Shares, the subject of Resolutions 3 & 4, the base figure (ie variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

1.5 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the Company’s 15% and 10% limits under ASX Listing Rules 7.1 and 7.1A respectively, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolutions 1 and/or 2 are not passed, the Placement Shares will be included in calculating the Company’s combined 15% limit in ASX Listing Rule 7.1, and 10% limit in ASX Listing Rule 7.1A, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

1.6 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1 & 2

- (a) The Placement Shares were issued on 18 February 2022 on the following basis:
 - (i) 13,932,710 Placement Shares were issued utilising the Company’s placement capacity under ASX Listing Rule 7.1; and
 - (ii) 9,288,473 Placement Shares were issued utilising the Company’s placement capacity under ASX Listing Rule 7.1A;
- (b) the issue price for all of the Placement Shares was \$0.10;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;
- (d) the Placement Shares were issued to clients of new and existing sophisticated and institutional shareholder who are clients of CPS Capital Group Pty Ltd or Sandton Capital Advisory Pty Ltd. None of these subscribers are a related party of the Company; and

- (e) funds raised from the issue of Placement Shares will be primarily used to fund the Company's participation in a BioHub Project located in Bundaberg, Queensland, unleashing the power of biogas, hydrogen and solar to fuel industry, support networks and energise communities, working capital and costs of the offer.

2. RESOLUTION 3 – ISSUE OF NEW SHARES

2.1 General

Further to the issue of the tranche one Placement Shares, the subject of Resolutions 1 & 2, Resolution 3 seeks Shareholder approval, for the purposes of ASX Listing Rule 7.1 and all other purposes, for the issue of 50,878,816 tranche two Placement Shares.

2.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the tranche two Placement Shares within the period of three months after the Meeting, without using the Company's available placement capacity under ASX Listing rule 7.1 and 7.1A.

If Resolution 3 is not passed, the Company will not be able to issue the tranche two Placement Shares other than by utilising the Company's placement capacity under ASX LR 7.1 and/or 7.1A. Further, the free attaching options (to the tranche 2 shares) will not be issued unless these tranche 2 shares are issued either with Shareholder approval or utilising the Company's placement capacity.

2.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the maximum number of tranche two shares to be issued is 50,878,816 Shares;
- (b) the Placement Shares will be issued for \$0.10;
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares will be issued to new and existing sophisticated and institutional shareholder who are clients of CPS Capital Group Pty Ltd or Sandton Capital Advisory Pty Ltd. None of the participants are a related party of the Company; and
- (e) funds raised from the issue of Placement Shares will be primarily used to fund the Company's participation in a BioHub Project located in Bundaberg, Queensland, unleashing the power of biogas, hydrogen and solar to fuel industry, support networks and energise communities, working capital and costs of the offer;
- (f) the Shares are expected to be issued as soon as possible following this Meeting but will be issued no later than three months after the date of the meeting.

3. RESOLUTION 4 – ISSUE OF OPTIONS

3.1 General

Resolution 4 seeks Shareholder approval for the issue of up to 75,000,000 Listed Options (LPEO) with an exercise price of \$0.30, and an expiry 26 October 2023 to Shareholders who participated in both tranche one and tranche two of the Placement on a one (1) for two (1) basis under ASX Listing Rule 7.1. See 1.1 above for background information.

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Options within the period of three months after the Meeting to the Placement participants, without using the Company's available placement capacity under ASX Listing rule 7.1 and 7.1A.

If Resolution 4 is not passed, the Company will not be able to issue the Options other than by utilising the Company's placement capacity under ASX LR 7.1 and 7.1A. This may also impact the Company's ability to issue the Shares, the subject of Resolution 3, as these Shares were to come with a free attaching Option.

3.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the maximum number of Listed Options to be issued is 75,000,000;
- (b) the Options are to be issued for nil consideration. They are free attaching Listed Option on a one (1) for one (1) basis for each Placement Share issued;
- (c) the terms of the Listed Options are set out in Appendix A;
- (d) the Listed Options will be issued Placement participants who are new and existing sophisticated and institutional shareholder who are clients of CPS Capital Group Pty Ltd or Sandton Capital Advisory Pty Ltd. None of the participants are a related party of the Company; and
- (e) no funds will be raised from the issue of Listed Options, although funds will be raised on their exercise which will go to working capital;
- (f) the Options are expected to be issued as soon as possible following this Meeting but will be issued no later than three months after the date of the meeting.

4. RESOLUTIONS 5 – ISSUE OF SHARES AND OPTIONS - MR. JUSTIN PETTETT

4.1 General

Resolution 5 seek Shareholder approval pursuant to ASX Listing Rule 10.11 for the Chairman, Mr. Justin Pettett, to participate in the Placement on the same terms and conditions as other investors who participated in the raise. See section 1.1 above for further background information.

4.2 Technical information required by Listing Rule 14.1A

If resolution 5 is passed, the Company will be able to issue 900,000 Shares and 900,000 Options to the Chairman, Mr. Justin Pettett, on the same terms and conditions as other investors to the Placement seeking to align his interests with those of Shareholders. It will also raise a total of \$90,000 without utilising its placement capacity under Listing Rule 7.1.

If resolution 5 is not passed, the Company will not be able to issue Shares and Options to the Chairman.

4.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares and Options to the Chairman, Mr. Pettett, could constitute giving a financial benefit and Mr. Pettett is a related party by virtue of being a director of the Company. However, the Directors (other than Mr. Pettett who has a material personal interest in resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares and Options, the subject of resolution 4 because the Shares and Options are to be issued on the same basis as the Shares and Options issued to other investors who participated in the equity raise (i.e. he is paying \$0.10 per Share and will receive attaching Options on the basis of one (1) options for every one (1) share subscribed for) and therefore the dealing is considered at arm's length, a carve out to the requirement for Shareholder approval under section 210 of the Corporations Act.

4.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 1. a related party;
- 2. a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 3. a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 4. an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (set out above); or
- 5. a person whose relationship with the company or a person referred to in Listing rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholder,

unless it obtains the approval of its shareholders.

The issued falls within Listing Rule 10.11.1 (see 4.4.1 above) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of LPE's shareholders under Listing rule 10.11

Resolution 5 seeks the required shareholder approval for the issue under and for the purposes of Listing rule 10.11.

4.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to resolution 5:

- (a) the Shares and Listed Options are to be issued to Mr. Justin Pettett (or his nominees) who is a related party under Listing Rule 10.11.1 by virtue of being a director (Chairman) of the Company;
- (b) the maximum number of securities to be issued is:
 - (i) 900,000 Shares; and
 - (ii) 900,000 attaching Listed Options.
- (c) the Shares and Listed Options are expected to be issued as soon as possible following this Meeting but will be issued no later than one month after the date of the meeting and it is intended that issue of Shares will occur on the same date;
- (d) the Shares will be issued at \$0.10 per Share. The Listed Options are free attaching Options issued on the basis of one (1) Option for every one (1) Shares subscribed for as part of the Placement;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) The terms of the Listed Options are set out in Appendix A;
- (g) funds raised from the issue will form the pool of funds raised from the Placement Shares will be primarily used to fund the Company's participation in a BioHub Project located in Bundaberg, Queensland, unleashing the power of biogas, hydrogen and solar to fuel industry, support networks and energise communities, working capital and costs of the offer.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares to Mr. Pettett as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares the subject of this resolution will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTIONS 6 & 7 – ISSUE OF OPTIONS | SANDTON CAPITAL & CPS CAPITAL

5.1 General

Resolutions 6 and 7 seeks Shareholder approval for the issue of 18,750,000 Listed Options (LPEO) to Sandton Capital Advisory Pty Ltd (**Sandton Capital**), or its nominee/s, and 18,750,000 Options to CPS Capital Group Pty Ltd (**CPS Capital**), or its nominee/s, under ASX Listing Rule 7.1 for the completion of a fully subscribed Placement (see 1.1 above).

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 6 and/or 7 are passed, the Company can issue the Options to Sandton Capital and CPS Capital without utilising the Company's placement capacity, increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

If Resolution 6 and/or 7 are not passed, the Company may still issue the Broker Options however they will be included in calculating the Company's combined 15% limit in ASX Listing Rule 7.1, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Options.

5.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 6 and 7:

- (a) the maximum number of Broker Options to be issued is:
 - (i) 18,750,000 Options to Sandton Capital Advisory Pty Ltd, or its nominee/s; and
 - (ii) 18,750,000 Options to CPS Capital Group Pty Ltd, or its nominee/s;
- (b) the Options are expected to be issued as soon as possible following this Meeting but will be issued no later than three months after the date of the meeting;
- (c) the issue price of the Options will be nil. The Options are issued to the Joint Lead Managers in consideration for completing a fully subscribed Placement;
- (d) the Options will be issued on the terms and conditions set out in Appendix 1; and
- (e) no funds will be raised from the issue of the Options;
- (f) the key terms of the agreement with Sandton Capital and CPS Capital are: 2% management fee on the total funds raised; 4% selling fee on the total amount raised by Sandton Capital and CPS Capital (split 50:50 between Sandton Capital and CPS Capital); together with 1 option for every 2 shares subscribed under the Placement, being a total of 37.5 million options, the subject of resolutions 6 and 7, subject to shareholder approval. Sandton Capital and CPS Capital will also receive a monthly Corporate Advisory Fee of \$7,500 plus GST (split 50:50 between Sandton Capital and CPS Capital) for a minimum term of six (6) months for the ongoing provision of Corporate Advice to LPE.

6. RESOLUTION 8 – ISSUE OF NEW SHARES | BLACKROCK

6.1 General

Resolution 8 seeks Shareholder approval for the issue of 2,784,000 Shares to BlackRock, Inc (**Blackrock**) in part consideration for the provision of a \$4 million short-term debt facility to the Company for it to fund its credit support as required by the Australian Energy Market Operator (AEMO) in relation to LPE's wholesale electricity purchases for its 20,000 direct market customers.

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

6.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company can issue the Shares to BlackRock without utilising the Company's placement capacity, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolution 8 are not passed, the Company may still issue the BlackRock Shares however they will be included in calculating the Company's combined 15% limit in ASX Listing Rule 7.1, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

6.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the maximum number of shares to be issued is 2,784,000 Shares;
- (b) the Shares are expected to be issued as soon as possible following this Meeting but will be issued no later than three months after the meeting;
- (c) the issue price of the Shares will be nil. The Shares are issued to the BlackRock in consideration for providing the short term funding to the Company;

- (d) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (e) no funds will be raised from the issue of the Shares;
- (f) the key terms of the short-term facility agreement with Blackrock are: 3-month term; 1.25% per month interest rate; a 6% establishment fee, capitalised into the loan; plus the issue of 2.784 million shares (the subject of this resolution), subject to shareholder approval.

7. RESOLUTION 9 – APPROVAL OF GRANT OF UNLISTED OPTIONS | MR. EGERTON-WARBURTON

7.1 General

Resolution 9 seeks shareholder approval for the issue of 1,000,000 unlisted options exercisable at \$0.20 and expiring five (5) years from the date of approval (this Meeting) (**Unlisted Options**) pursuant to ASX Listing Rule 10.11 to Non-executive director, Mr. Barnaby Egerton-Warburton. The grant of options is to recognise Mr. Egerton-Warburton's contribution to the business and to further align his interests with those of shareholders.

The Board chose to compensate Mr. Egerton-Warburton with an issue of Unlisted Options to control the Company's administration fees.

7.2 Technical information required by Listing Rule 14.1A

If resolution 9 is passed, the Company will be able to grant 1,000,000 Unlisted Options to the Mr. Egerton-Warburton to appropriately reward him for his contribution to the Company and focus his efforts on delivering long-term value for shareholders. These will not reduce the Company's placement capacity to issue additional securities.

If resolution 9 is not passed, the Company will not be able to grant the Unlisted Options to Mr. Egerton-Warburton and may need to negotiate appropriate alternative remuneration arrangements with Mr. Egerton-Warburton.

7.3 Chapter 2E of the Corporations Act

See section 4.3 above for an overview of Chapter 2E of the Corporations Act.

The issue of Options to Mr. Egerton-Warburton could constitute giving a financial benefit and Mr. Egerton-Warburton is a related party by virtue of being a director of the Company.

It is the view of Directors that the issue of Shares pursuant to Resolution 9 falls within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by the Director. Accordingly, the Directors are not seeking Shareholder approval under section 208 of the Corporations Act, although Shareholder approval must be obtained pursuant to Listing Rule 10.11.

A summary of ASX Listing Rule 10.11 is set out in section 4.4 above.

7.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to resolution 9:

- (a) the Unlisted Option are to be issued to Mr. Barnaby Egerton-Warburton (or his nominees) who is a related party under Listing Rule 10.11.1 by virtue of being a director of the Company;
- (b) the maximum number of securities to be issued is 1,000,000 Unlisted Options;
- (c) Mr. Barnaby Egerton-Warburton's current (FY22) remuneration package is \$60,000 per annum plus statutory superannuation of \$5,700.

- (d) the Unlisted Options are expected to be issued as soon as possible following this Meeting but will be issued no later than one month after the meeting and it is intended that issue of Unlisted Options will occur on the same date;
- (e) the Unlisted Options will be issued for nil consideration;
- (f) the Unlisted Options are exercisable at \$0.20 per option and expire five years from Grant (Shareholder approval) on 30th March 2026;
- (g) The terms of the Unlisted Options are set out in Appendix A;
- (h) No funds will be raised from the issue of Options however exercise monies received on exercise of the Unlisted Options will be used for general working capital.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares to Mr. Egerton-Warburton as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Unlisted Option the subject of this resolution will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

8. RESOLUTION 10 – ISSUE OF NEW SHARES | CACJ EVANS PTY LTD

8.1 General

CACJ Evans Pty Ltd introduced LPE to the BioHub opportunity. The BioHub Project, located in Bundaberg, Queensland, is unleashing the power of biogas to fuel industry, support networks and energise communities. LPE will be the electricity retailer for the BioHub, billing the renewable energy behind the meter and interfacing with the wholesale market to import/export any shortfall/excess energy. The BioHub is a large, embedded network generating renewable energy from solar, battery, biogas and hydrogen on site, with the Company funding \$5 million in capital works (**Capital Works Funds**). LPE will receive a 15% margin on the Capital Works Funds, to be paid quarterly, plus a fee to bill and supply electricity to the tenants within the BioHub. The Capital Works Funds principal will be repaid to the Company within 18 months.

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Shares within the period of three months after the Meeting, without using the Company's available placement capacity under ASX Listing rule 7.1 and 7.1A.

If Resolution 10 is not passed, the Company will not be able to issue the Shares other than by utilising the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A.

8.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (g) the maximum number of shares to be issued is 500,000;
- (h) the Placement Shares will be issued for in consideration for introductory services provided to the Company;
- (i) the Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (j) the Shares will be issued to CACJ Evans Pty Ltd, who is not a related party of the Company; and

- (k) no funds will be raised from the share issue however they will reduce a liability owed by the Company for services provided;
- (l) the Shares are expected to be issued as soon as possible following this Meeting but will be issued no later than three months after the meeting.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Locality Planning Energy Holdings Limited (ACN 147 867 301).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

General Meeting means the meeting convened by the Notice of General Meeting.

General Meeting Explanatory Statement means the explanatory statement accompanying the Notice of General Meeting.

General Meeting Proxy Form means the proxy form accompanying the Notice of General Meeting.

General Meeting Resolutions means the resolutions set out in the Notice of General Meeting, or any one of them, as the context requires.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of General Meeting means this notice of meeting including the General Meeting Explanatory Statement and the General Meeting Proxy Form.

Option means an option to acquire a Share.

Resolution means a resolution set out in the Notice of General Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Appendix A

TERMS AND CONDITIONS OF OPTIONS (LPEO) and UNLISTED OPTIONS

All terms and conditions are consistent for both the listed Option (LPEO) and Unlisted Option except clauses (b), (c), (l) and (m) where subclause “i” is with respect to the Options and “ii” is with respect to the Unlisted Options.

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

- i. Subject to paragraph (i), the amount payable upon exercise of the Options is \$0.30 (**Exercise Price**).
- ii. Subject to paragraph (i), the amount payable upon exercise of the Unlisted Options is \$0.20 (**Exercise Price**).

(c) **Expiry Date**

- i. Each Option will expire at 5:00 pm (Sydney time) on 26 October 2023 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- ii. Each Unlisted Option will expire at 5:00 pm (Sydney time) on the date that is five (5) years from the Grant Date of the Unlisted Options (**Expiry Date**). An Unlisted Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

- i. Options are transferable.
- ii. The Unlisted Options are not transferrable.

(m) **ASX Listing**

- i. LPE intends to seek quotation of the Options.
- ii. The Unlisted Options will not be quoted on ASX.



LOCALITY PLANNING ENERGY HOLDINGS LIMITED

ABN 90 147 867 301

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
Level 12, 680 George Street, Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEST) on Monday, 28 March 2022**, 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).

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 Resolutions are 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:

- 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
- 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.

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

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



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 General Meeting of the Company to be held at **10:00am (AEST) on Wednesday, 30th March 2022 at Bluewater Boardroom, Foundation Place, Level 8, 8 Market Lane, Maroochydore QLD 4558** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 5 & 9: 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 Resolutions 5 & 9, even though the Resolutions are 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*		For	Against	Abstain*
1 Ratification of prior issue - Placement (LR 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of grant of unlisted Options - Mr. Egerton-Warburton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue - Placement (LR 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of New Shares – CACJ Evans Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of New Shares - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Issue of Options - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Issue of new shares and options - Mr Justin Pettett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Issue of Broker Options – Sandton Capital Advisory Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Issue of Broker Options - CPS Capital Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Issue of New Shares - Blackrock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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 PRX2201D