

LOCALITY PLANNING ENERGY HOLDINGS LIMITED

ABN 90 147 867 301

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting: Tuesday, 20 November 2018

Time of Meeting: 12:00pm (Australian Eastern Standard Time)
(**AEST**)

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

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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, 20 November 2018
Time of Meeting: 12:00pm (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 2018.

2. Resolution 1 - Election of Director

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

"That, Andrew Pierce, a Non-Executive Director retiring in accordance with the Constitution, being eligible, is re-elected as a Non-Executive Director of Locality Planning Energy Holdings Limited."

3. Resolution 2 - Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2018 (set out in the Directors' Report) is adopted."

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Voting Exclusion Statement:

A vote on Resolution 2 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 2018 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 2 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 2 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).

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SPECIAL BUSINESS

4. Resolution 3 - Share Consolidation

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

"That, for the purpose of Section 254H of the Corporations Act and the Company's Constitution and for all other purposes, with effect from the date this Resolution is passed:

- (a) the then issued capital of the Company be consolidated on the basis that every 50 fully paid ordinary shares in the capital of the Company be consolidated into 1 fully paid ordinary share; and*
- (b) where the number of shares held by a member of the Company as a result of the consolidation effected by paragraph (a) of this Resolution includes any fraction of a share, that fraction be rounded down if less than half a share and rounded up if half of a share or more."*

5. Resolution 4 - Renewal of Proportional Takeover Provisions

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

"That the proportional takeover provision in Clause 36 of the Constitution be reinserted for a further period of three years with immediate effect from the date this resolution is passed."

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.

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By Order of the Board of Directors



Bill Lyne
Company Secretary

Dated: 19 October 2018

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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 12:00pm (AEST) on Sunday, 18 November 2018, 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 2018, 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, 12 November 2018) 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 12:00pm (AEST) on Sunday, 18 November 2018). 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

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be received by the Company no later than 12:00pm (AEST) on Sunday, 18 November 2018), 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 2, 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 12:00pm (AEST) on Tuesday, 20 November 2018 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 3 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 2, 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 2018. 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 2018 has been despatched to Shareholders who requested a

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copy and released on the ASX. The Report is also available on the Company's website at www.localityenergy.com.au

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 2018, 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 - Election of Director

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

Clause 14.2 of the Constitution provides that at every Annual General Meeting of the Company, one third of the Directors, other than the 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 the Managing Director) must retire from office.

Mr Andrew Pierce retires by rotation and, being eligible, offers himself for re-election.

Mr Andrew Pierce is an accomplished and highly regarded accountant and director, having served on the board of Variety, The Children's Charity (NSW), Guide Dogs NSW/ACT, Royal Guide Dogs Australia and Centre For Eye Health Limited. He is highly skilled in the areas of financial reporting, company regulatory and governance areas. He is also a Fellow of Chartered Accountants Australia and New Zealand, having been in private practice as a partner or principal since 1972.

Mr Pierce is Chairman of the Company and also chairs the Audit & Risk and Remuneration Committees.

The Directors, excluding Mr Andrew Pierce, unanimously recommend that Shareholders vote in favour of this Resolution.

3. Resolution 2 - 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.

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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.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 2.

SPECIAL BUSINESS

4. Resolution 3 - Share Consolidation

Section 254H of the Corporations Act provides that a company may, by ordinary resolution passed in general meeting, convert all or any of its shares into a larger or smaller number of shares. The consolidation of capital is permitted under Clause 10.1(b) of the Company's Constitution.

Shareholder approval is sought to consolidate the Company's issued capital by consolidating every 50 existing shares into one new share. The consolidation is proposed by the Company in order to reduce the number of Shares on issue. The consolidation will take effect as per the table below and otherwise on the terms set out in this Explanatory Memorandum.

This means that each Shareholder's holding will be reduced by a factor of 50. For example, a shareholder who holds 10,000 shares on the Consolidation Record Date, will have their holding reduced to a total of 200 post consolidation.

As at the date of this Notice, the Company has a total of 2,510,536,387 ordinary shares on issue. Accordingly, if this resolution is passed, the number of ordinary shares on issue will be reduced from 2,510,536,387 to approximately 50,210,727 (i.e., subject to rounding).

ASX Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must advise shareholders of certain matters, which are set out in this Explanatory Memorandum.

Reasons for the Consolidation

As at the date of this Notice of Meeting, the Company currently has a total of:

- 2,510,536,387 fully paid ordinary shares;

on issue.

It is proposed that the Company undertakes a security consolidation:

- with the aim of supporting the future liquidity of the Company's Shares as traded on the ASX;

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- to reduce the current number of Shares on issue to a number that is more appropriate for a company of its size and reduce the associated administration costs; and
- for reasons of administrative convenience, particularly in the event of any future fundraising.

The Directors believe that a consolidation of Shares would assist in dealing with these matters and would enable a more appropriate share price for a listed entity of the Company's size and market capitalisation.

Effect of the Consolidation

If the proposed security consolidation is approved by Shareholders, it is estimated the number of the Company's securities on issue will be reduced as follows (subject to rounding):

Current class of securities	Current number on issue	Approximate number on issue if capital consolidation proceeds on a 1:50 basis
Fully paid ordinary shares	2,510,536,387	50,210,727 (subject to rounding)

As the proposed share consolidation applies equally to all of the Company's shareholders, individual shareholdings will be reduced in the same ratio as the total number of the Company's shares (subject only to the rounding of fractions of shares).

Therefore, the share consolidation will have no material effect on the percentage interest of each individual shareholder in the Company.

Similarly, the aggregate value of each Shareholder's holding (and the Company's market capitalisation) is not expected to materially change – other than minor changes as a result of rounding – as a result of the share consolidation alone (and assuming no other market movements or impacts occur).

Tax Implications for Shareholders of the Company

Shareholders are encouraged to seek and rely only on their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising Shareholders about the tax consequences for them from the proposed Share consolidation.

Timetable

The consolidation process will commence on 22 November 2018 in accordance with the following proposed reorganisation timetable:

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20 November 2018	Shareholder approval.
22 November 2018	Trading commences in the reorganised securities on a deferred settlement basis (the Effective Date).
23 November 2018	From this date (the Consolidation Record Date), the Company may not register transfers on a pre-consolidation basis. In the case of certified holdings, last day for the Company to register transfers on a pre-consolidation basis.
26 November 2018	First day for the Company to send a notice to all Shareholders and first day for the Company to register securities on a post-consolidation basis. First day for uncertificated security holding statements for the Shares to be issued to Shareholders. From this date, the Company rejects transfers accompanied by a certificate that was issued before the consolidation.
30 November 2018	Deferred settlement market ends. Last day for the Company to send notice to all Shareholders. Last day for securities to be entered into the holders' security holdings.

Fractional entitlement

The capital consolidation will result in any shareholder whose existing holding is not a multiple of 50 receiving a fraction of a share. These fractional entitlements will be rounded as follows:

- entitlements to less than 0.5 of a Share will be rounded down to the nearest share; and
- entitlements to 0.5 of a Share or more will be rounded up to the nearest share.

If the Company reasonably believes that a Shareholder has been a party to the division of a shareholding in an attempt to obtain an advantage from this treatment of fractions, the Company may take appropriate action, having regard as appropriate to the terms of the Company's Constitution and the ASX Listing Rules.

In particular, the Company reserves the right to disregard the division of the Shareholder for the purposes of dealing with fractions so as to round up any fraction to the nearest whole number of shares that would have been received but for the division.

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

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5. Resolution 4 – Renewal of Proportional Takeover Provisions

5.1 Introduction

Clause 36 of the Company's Constitution contains provisions dealing with proportional takeover bids for the Company's Shares that are made in accordance with the Corporations Act. The current Constitution was approved by Shareholders on 2 November 2015.

Under section 648G of the Corporations Act, the provisions must be renewed within 3 years of the adoption of the Constitution (and, subsequently, every 3 years thereafter), otherwise they will cease to have effect. As these provisions will no longer have effect from 2 November 2018, 18 days before the date of the Meeting, they will need to be reinserted in the Constitution for them to again have effect.

If Resolution 4 is approved, the current provisions will have effect for a further 3 years from the date the Resolution is passed.

In accordance with the Corporations Act, the Company provides the following information to Shareholders for considering the reinclusion of the proportional takeover approval provisions in the Company's Constitution.

5.2 What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

A proportional takeover ("bid") includes the bidder offering to buy a proportion only of each Shareholder's Shares in the Company. This means that control of the Company may pass without Shareholders having the chance to sell all their Shares to the bidder. It also means the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Company may provide in its Constitution that:

- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's Shareholders will be binding on all individual Shareholders.

The Directors consider that Shareholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to dispose of all of their Shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid Shareholders feeling pressure to accept the bid even if they do not want it to succeed.

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5.3 What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the Directors must ensure that Shareholders vote on a resolution to approve the bid not less than 15 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. However, the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for 3 years after the date they are adopted as part of the Company's Constitution or they are renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

5.4 Potential advantages and disadvantages

The renewal of the proportional takeover provisions approval will allow the Directors to ascertain Shareholders' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The proportional takeover approval provisions in Clause 36 will ensure that all Shareholders have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of Shareholders, including by using appropriate pricing. Similarly, knowing the view of the majority of Shareholders may help individual Shareholders assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's Shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of Shareholders to freely deal with their Shares.

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages.

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5.5 Existing proposals

As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

5.6 Directors' Recommendation

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



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

STEP 1

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 12:00pm (AEST) on Tuesday, 20 November 2018 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 2: 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 2, 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 X

STEP 2

Resolutions

Table with 4 rows (Election of Director, Remuneration Report, Share Consolidation, Renewal of Proportional Takeover Provisions) and 3 columns (For, Against, Abstain*)

* 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

STEP 3

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).



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 **12:00pm (AEST) on Sunday, 18 November 2018**, 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) as shown on the front of the Proxy Form).



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.**



LOCALITY PLANNING ENERGY HOLDINGS LIMITED
 ABN 90 147 867 301

All Registry communications to:
 Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia
 Telephone: +61 1300 554 474
 Facsimile: +61 2 9287 0303
 ASX Code: LPE
 Email: registrars@linkmarketservices.com.au
 Website: www.linkmarketservices.com.au

COMMUNICATIONS PREFERENCE FORM

Everyone benefits from electronic securityholder communications. As an investor you will benefit from secure, convenient and prompt delivery of information by electing to receive your communications electronically which helps reduce the impact on the environment and costs associated with printing and sending materials by mail.

To receive your securityholder communications electronically via your nominated email address you can log on to the website: www.linkmarketservices.com.au and follow the instructions provided. Alternatively please tick one of the options below, insert your email address in the space provided and return the form.

If you do not select an option you will receive your securityholder communications (excluding annual report) by post and we will advise you when the annual report is available on our website.

If you wish to receive a printed version of the annual report, please contact the Registry, Link Market Services Limited.

SELECT YOUR PREFERENCE

ONLINE www.linkmarketservices.com.au

OPTIONS – Please select one only

- OPTION 1** All communications electronically, including notification of the annual report and payment statements (if applicable). I have provided my email address below.
- OPTION 2** All communications electronically, except payment statements (if applicable) by post. I have provided my email address below.

My email address is:

Personal Information Collection Notification Statement: Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.