

Dear Shareholder

LOCATE TECHNOLOGIES LIMITED – EXTRAORDINARY GENERAL MEETING

On behalf of the Board of Directors, I am pleased to invite you to attend the upcoming Extraordinary General Meeting (EGM) of Locate Technologies Limited (the “Company”), to be held virtually on Wednesday 13 August 2025 at 10:00 AM (AEST).

Should you wish to join the virtual EGM, you will need to register your attendance using this link:

[EGM Registration](#).

Your participation in the EGM is important, and I encourage you to review the Notice of Meeting and the accompanying Explanatory Notes. If you are unable to attend, I encourage you to vote by proxy.

MAKE YOUR VOTE COUNT

Those shareholders able to join the virtual EGM can vote on the resolutions during the Meeting. Instructions on how to vote will be advised at the EGM.

Those shareholders not able to join the virtual EGM, but who wish to vote, will need to appoint a Proxy. You can access your personalised proxy form online via investor.automic.com.au/#/home. Please complete and return your proxy form to the Company’s share registry, Automic Group Pty Ltd (**Automic**), using any of the methods set out in the proxy form.

For your proxy appointment to be effective, it must be received by 10:00am (AEST) on Monday 11 August 2025.

You may ask questions at the virtual EGM using the Q&A function. Instructions on how to use the Q&A function will be advised at the EGM.

Alternatively, if you’re unable to attend the Meeting virtually but would like to submit questions, these can be submitted to us directly by emailing investors@locate.tech by 10:00am (AEST) on Wednesday 6 August 2025.

FUTURE SHAREHOLDER COMMUNICATIONS

To support our commitment to the environment, please provide your e-mail address to our Registry. This also allows timelier and cost-effective communication. Please visit <https://locate.tech/update-details/> to register your email address.

I look forward to your continued support as we advance the Company’s growth and progress towards our strategic goals.

Yours faithfully



Drew Kelton
Chair
Locate Technologies Limited

For personal use only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Locate Technologies Limited
ACN 636 364 246

Date Wednesday 13 August 2025

Time 10:00 am (AEST)

Location Virtual Meeting: [Meeting Link](#)

Notice is hereby given that an Extraordinary General Meeting (**EGM** or **Meeting**) of Shareholders of Locate Technologies Limited (the **Company**) will be held online as a virtual meeting on Wednesday 13 August 2025, commencing at 10:00am (AEST).

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting electronically through an online platform. Further information on how to participate in the Meeting electronically is set out in this Notice of Extraordinary General Meeting (**Notice**) and will also be available on the Company's website at <https://locate.tech/>

This Notice is an important document and should be read in its entirety. The Explanatory Notes to this Notice provide additional information on matters to be considered at the Extraordinary General Meeting. The Proxy Form and Explanatory Notes form part of this Notice.

For personal use only

BUSINESS OF THE MEETING

RESOLUTION 1: APPROVAL OF CANCELLATION OF 19,000,000 EXISTING WARRANTS AND ISSUE OF 7,537,204 SHARES

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rules 6.23.2 and 7.1 and for all other purposes, Shareholders approve the issue of 7,537,204 Shares in the Company to Pure Asset Management Pty Ltd, at a deemed issue price of \$0.07 per Share, as consideration for the cancellation of 19,000,000 Warrants previously issued to Pure Asset Management Pty Ltd."

Notes:

- The issue of Shares is being made as consideration for the cancellation of 19,000,000 Existing Warrants, valued at \$0.0278 per Warrant, with a total consideration of \$527,604.
- Details of the valuation methodology and key assumptions used in the Warrant valuation are contained in the Explanatory Notes.
- The transaction simplifies the capital structure and reduces potential dilution.
- A voting exclusion applies to this resolution (see Explanatory Notes for details).

RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF SHARES IN PLACEMENT ANNOUNCED ON 29 MAY 2025

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 20,714,286 Shares at \$0.07 per Share to Sophisticated and Professional Investors pursuant to the Placement announced on 29 May 2025."

Notes:

- A voting exclusion applies to this resolution (see Explanatory Notes for details).

RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF SHARES TO PKN CONSULTING PTY LTD

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 828,571 Shares to PKN Consulting Pty Ltd in satisfaction of a 4% capital raising fee for acting as corporate adviser for the Placement announced on 29 May 2025."

Notes:

- A voting exclusion applies to this resolution (see Explanatory Notes for details).

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF COLLATERAL SHARES TO NOVUS CAPITAL PTY LTD ("NOVUS") IN CONNECTION WITH THE ATM FACILITY

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 3,500,000 Collateral Shares issued to Novus Capital Pty Ltd (Novus) in connection with the ATM Facility."

Notes:

- A voting exclusion applies to this resolution (see Explanatory Notes for details).

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF SHARES TO NOVUS IN CONNECTION WITH THE ATM FACILITY

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 6,092,249 Shares issued under the ATM Facility to Novus.

Notes:

- A voting exclusion applies to this resolution (see Explanatory Notes for details).

The Notes relating to Voting and Explanatory Notes providing details on each item of business form part of this Notice of Meeting.

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Extraordinary General Meeting.

GENERAL INFORMATION

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) and *ASX Settlement Operating Rule 5.6.1*, that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 10:00am (AEST) on Monday, 11 August 2025 (the **Entitlement Time**). This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to participate in and vote at the Meeting.

PARTICIPATING IN THE MEETING

Consistent with the Company's Constitution, the Board has determined to conduct the Meeting as a virtual meeting and that Shareholders will have the opportunity to participate in the Meeting by electronic means through an online platform.

Shareholders are encouraged to pre-register in advance for the Meeting. The link for pre- registration is: [EGM Registration](#). After registering, you may add the Meeting directly to your calendar, where you can access information on how to join the webinar.

There will be no physical meeting where the Shareholders or proxies can attend in person. Shareholders who wish to vote in the Meeting online may do so by logging into the online platform:

<https://investor.automic.com.au/#/home>

If you choose to participate in the Meeting, you will be able to view the Meeting live, lodge a direct vote in real time and ask questions online. Shareholders are also encouraged to submit questions in advance of the Meeting to investors@locate.tech by 10:00am (AEST) on Wednesday 6 August 2025.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting regarding the formal Items of business as well as general questions in respect of the Company and its business.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website <https://investor.automic.com.au/#/home>, click on 'register' and follow the steps.

Shareholders will require their Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

I have an account with Automic, what are the next steps?

Shareholders who have an existing login with Automic are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. Login

Login to the Automic website <https://investor.automic.com.au/#/home> using your username and password.

2. Registration on the day

If registration for the virtual Meeting is open, click on 'Meeting open for registration' and follow the steps.

3. Live voting on the day

If live voting for the virtual Meeting is open, click on 'Meeting open for voting' and follow the steps.

It is recommended that Shareholders wishing to attend the Meeting login from 9:30am (AEST) on Wednesday 13 August 2025.

VOTING AT THE MEETING AND APPOINTMENT OF PROXIES

Voting on all Items of business will be decided by way of a poll. The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

Shareholders are encouraged to lodge a directed proxy before the Proxy Deadline even if they plan to attend the Meeting online.

Shareholders may vote at the Meeting in one of two ways:

- during the Meeting, while participating in the Meeting through the online Automic platform; or
- by appointing a proxy prior to the deadline of 10:00am (AEST) on Monday 11 August 2025.

Appointment of a Proxy

A Shareholder who is entitled to participate in and vote at the Meeting is entitled to appoint a proxy to participate in the Meeting and vote on behalf of the Shareholder. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a Shareholder of the Company.

Appointment of two proxies

If the Shareholder appoints two proxies:

- The Shareholder may specify the proportion or number of votes that each proxy is entitled to exercise.
- If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes.
- If the specified proportion or number of votes exceeds that to which the Shareholder is entitled, each proxy may exercise half of the Shareholder's votes.
- Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxy Voting by the Chair

Where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Chair intends to vote all such undirected proxies **IN FAVOUR** of the resolutions in the Notice of Meeting.

Deadline for submission of Proxy Forms and online appointment of proxies

To be effective, the Proxy Form must be completed, signed and submitted with the Company's share registry by lodging online at <https://investor.automic.com.au/#/home>, or by scanning the QR code provided in the proxy form using your smart phone and clicking on 'Meetings – Vote'. To use the online lodgement facility, Shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.

The Proxy Forms should be submitted **no later** than 10:00am (AEST) on Monday, 11 August 2025. (the **Proxy Deadline**).

The Proxy Forms can also be submitted by the following means:

By Post	Automic Pty Ltd GPO Box 5193 Sydney NSW 2001
By Hand	Automic Pty Ltd Level 5 126 Phillip Street Sydney NSW 2000
By Email	meetings@automicgroup.com.au
By Fax	+61 2 8583 3040

Proxy Forms signed by an attorney

If the Proxy Form is signed by an attorney, the relevant original power of attorney, or a certified copy of it, must also be submitted by mail or delivered by hand, and must be received by the Company's share registry before the Proxy Deadline.

CORPORATE REPRESENTATIVES AND CORPORATE PROXIES

Bodies corporate who are Shareholders, or who have been appointed as proxies, may appoint an individual as a corporate representative to participate in and vote at the Meeting on their behalf. Corporate representatives must be appointed in accordance with section 250D of the Corporations Act.

The Company requires evidence of the appointment as a corporate representative, in the form of a copy of the letter or other document confirming that the corporate representative is authorised to act in that capacity, properly executed in accordance with the body corporate's Constitution, to be received by the Company before the commencement of the Meeting. Shareholders and corporate representatives are encouraged to provide the documentation evidencing the appointment to the share registry by 10:00am (AEST) on Monday, 11 August 2025.

ASKING QUESTIONS – BEFORE AND AT THE MEETING

It is preferred that any written questions in relation to the resolutions be submitted by email to investors@locate.tech by 10:00am (AEST) on Wednesday 6 August 2025.

Participants in the Meeting may also submit questions and comments online during the Meeting via the virtual platform.

BY ORDER OF THE BOARD

Michael Gayst
Company Secretary
14 July 2025

EXPLANATORY NOTES

These Explanatory Notes provide additional information regarding the resolutions to be considered at the Extraordinary General Meeting (EGM) of Locate Technologies Limited (the **Company**). The Explanatory Notes form part of the Notice of Meeting.

RESOLUTION 1: APPROVAL OF CANCELLATION OF 19,000,000 EXISTING WARRANTS AND ISSUE OF 7,537,204 SHARES

The Company seeks Shareholder approval to issue 7,537,204 Shares to Pure Asset Management Pty Ltd (**Pure**) in consideration for the cancellation of the Existing Warrants as announced to ASX on 29 May 2025.

Background

In October 2022, the Company entered into a \$4 million loan facility with Pure to support the Company's growth and acquisition strategy. As part of that facility, the Company agreed to issue 19,000,000 Warrants (**Existing Warrants**) to Pure in two tranches:

- 9,500,000 Warrants at an exercise price of \$0.175 per Warrant on drawdown of the loan facility (**Tranche A Warrants**); and
- 9,500,000 Warrants at an exercise price of \$0.280 on receipt of shareholder approval, which was obtained at the 2022 AGM (**Tranche B Warrants**).

The Exercise Prices above were subject to anti-dilution adjustments. Under the terms of the warrant deed, if the Company issued Shares exceeding 15% of its share capital in any 12-month period (excluding certain exempt issues), the Exercise Prices were to be adjusted using a weighted average formula.

As set out below, during the period from 29 May 2024 to 28 May 2025, the Company announced the issuance of 32,185,713 Shares, equating to approximately 16.61% of the 193,785,927 Shares on issue as at 29 May 2024:

Issue Type	Shares Issued	Date Announced
March 2025 Placement Shares	7,142,856	11-Mar-25
Placement Shares	20,714,286	29-May-25
PKN Consulting Shares	828,571	29-May-25
Collateral Shares to Novus	3,500,000	29-May-25
Total	32,185,713	

Following these issuances, the Company estimated that the Exercise Price would have reduced to \$0.062, resulting in significant latent dilution risk. In anticipation of this reduction in the Exercise Price of the Existing Warrants, as part of planning for the placement announced on 29 May 2025 (**Placement**), the Company entered into negotiations with Pure to cancel the Existing Warrants in return for a Share issue based on the value of the Existing Warrants being cancelled.

Warrant Cancellation Deed

The outcome of these negotiations has been documented in a Warrant Cancellation Deed (**Deed**). Key terms of the Deed are:

- Pure has agreed to cancel all 19,000,000 Existing Warrants in return for consideration of \$527,604, which was based on a valuation of \$0.0278 per Existing Warrant;
- The consideration is proposed to be settled via the issue of 7,537,204 Shares at \$0.07 per Share (**Pure Shares**);
- The agreement is subject to a condition precedent (the **Condition**), being either:

- The grant of an ASX waiver from Listing Rule 6.23.2 (and other applicable rules); or
- Shareholder approval under the ASX Listing Rules (including Listing Rules 6.23.2 and 7.1) for the cancellation.
- Upon satisfaction of the Condition:
 - The Existing Warrants will be irrevocably cancelled.
 - Pure waives any rights to exercise the Existing Warrants.
 - Pure releases the Company from all claims in connection with the Existing Warrants.
 - The Company will issue the Pure Shares.
- During the period commencing on 28 May 2025 (the date of the Deed) and ending at the earlier of:
 - the time that Shareholder approval is obtained and the Pure Shares are issued; or
 - the termination of the Deed if the condition precedent is not satisfied within 3 months,
 the following restrictions apply:
 - The Existing Warrants must not be exercised or purported to be exercised by Pure without the prior written consent of the Company; and
 - The Existing Warrants must not be transferred, or purported to be transferred, nor may any mortgage, charge, lien or other encumbrance of any nature be created over them.

Existing Warrant Valuation

The value of \$0.0278 per Existing Warrants was determined by the Company using a Black-Scholes option pricing model, based on the following assumptions:

- a spot share price of \$0.07 being the Share price that capital was to be raised in the Placement announced on 29 May 2025;
- an assumed exercise price of \$0.062 per Existing Warrant (based on the estimated adjusted exercise price due to the anti-dilution adjustment referred to above);
- Existing Warrants being exercisable up to the Existing Warrants maturity date of 31 October 2026;
- expected price volatility of the Company's Shares of approximately 70%. The expected price volatility is based on the historic volatility the Company's Shares; and
- a risk-free interest rate of approximately 4.40%, consistent with the yield on a 10-year Commonwealth Government Bond in May 2025.

ASX Listing Rules

The proposed issue of Shares to Pure in consideration for the cancellation of 19,000,000 Existing Warrants raises ASX Listing Rule requirements, namely:

Under Listing Rule 6.23.2, a listed entity must not cancel options or warrants for consideration unless the cancellation is approved by shareholders. As the Company proposes to cancel 19,000,000 Existing Warrants previously issued to Pure in exchange for an agreed share-based consideration, Shareholder approval is required and being sought to give effect to the cancellation and ensure compliance with this provision.

Listing Rule 7.1 limits the amount of Equity Securities, subject to certain exceptions, that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares it had on issue at the start of that period.

No exception to Listing Rule 7.1 would apply to the issue of the Pure Shares, accordingly the Company is seeking specific Shareholder approval under Listing Rule 7.1 to issue 7,537,204 Shares to Pure for the purposes of completing the warrant cancellation so that it does not use up any of its 15% Placement Capacity under Listing Rule 7.1. Approval of this resolution will allow the issue to proceed without further reducing the Company's 15% Placement Capacity under Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

If Resolution 1 is approved by Shareholders, the Company will be able to issue the Pure Shares and it will:

- exclude the issue of the Pure Shares from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1;
- cancel 19,000,000 highly dilutive Existing Warrants from the capital structure;
- provide certainty and transparency in respect of the Company's capital structure to investors; and
- assist in reinforcing Pure's long-term alignment by transitioning it from a warrant-holder to a shareholder (post-issue holding ~3.3%).

If Resolution 1 is not approved by Shareholders, the Warrant Deed entered into between the Company and Pure will automatically terminate and be of no further force or effect. As a result:

- the Tranche A and Tranche B Warrants (together, 19,000,000 Existing Warrants) will remain on issue in accordance with their original terms;
- Pure will retain full rights to exercise or transfer the Existing Warrants, including rights to any anti-dilution adjustments triggered by prior share issues;
- the temporary restriction on transfer and exercise of the warrants under the Deed will fall away; and
- the Company will not benefit from the release of claims or waiver of rights provided for in the Deed.

Accordingly, if Resolution 1 is not passed the Existing Warrants will remain a potentially dilutive overhang on the Company's capital structure and may be exercised at any time in accordance with their terms, subject to the prevailing exercise price.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, information is provided in relation to the approval of the issue of the Pure Shares as follows:

Recipient	The Pure Shares are to be issued to Pure.
Number and Class of Securities	The Company will issue 7,537,204 Shares to Pure which will rank the same as fully paid ordinary shares in the Company.
Are Securities Fully Paid Ordinary Shares?	Yes
Date(s) of Issue	The Pure Shares will be issued within 3 months of the date of this Meeting.
Issue Price / Consideration Received	The Company will receive no direct consideration for the issue of the Pure Shares, however the Company will be able to cancel 19,000,000 Existing Warrants that are highly dilutive.
Purpose of the Issue	The purpose of the issue of the Pure Shares is to provide consideration to Pure for the cancellation of the 19,000,000 Existing Warrants.
Summary of material terms of agreement to which securities are being issued	For a summary of the material terms of the agreement pursuant to which the Pure Shares are being issued, please see above under the heading "Warrant Cancellation Deed".
Voting Exclusion Statement	A voting exclusion statement applies, see below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Pure, or any associates of Pure.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 1.

Chair's Voting Intention

The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 1.

RESOLUTIONS 2 TO 5: RATIFICATION OF PRIOR ISSUES OF SHARES - BACKGROUND

Between 29 May 2025 and the finalisation of this Notice of Meeting, the Company issued Shares utilising its existing Placement Capacity under Listing Rules 7.1 and 7.1A. The issue details are:

Description	Shares Issued	Purpose	Rule Utilised
Placement to Sophisticated and Professional Investors	20,714,286	Strengthen Balance Sheet	7.1A / 7.1
Shares to PKN Consulting	828,571	Placement fee	7.1
Collateral Shares to Novus	3,500,000	ATM Facility	7.1
ATM Facility	6,092,249	Working Capital	7.1
Total	31,135,106		

Listing Rules 7.1, 7.1A and 7.4

Under Listing Rule 7.1, a listed company may issue Equity Securities up to 15% of its fully paid ordinary issued capital over any 12-month period without shareholder approval. In addition, under Listing Rule 7.1A, companies that meet certain criteria and have obtained shareholder approval at their Annual General Meeting may issue up to a further 10% of their issued capital to eligible investors (effectively increasing the Placement Capacity to 25%).

As a result of the issues listed above, the Company has utilised a significant portion of its available Placement Capacity under both Listing Rules 7.1 and 7.1A.

Listing Rule 7.4 allows shareholders to subsequently approve an issue of securities that was made without prior approval, provided it did not breach Listing Rules 7.1 or 7.1A at the time. If approved, the issue is treated as having been made with approval and will no longer count toward the Company's placement limits, thereby replenishing capacity for future issues.

RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF SHARES IN PLACEMENT ANNOUNCED ON 29 MAY 2025

On 29 May 2025, the Company announced an equity issuance of 20,714,286 Placement Shares at \$0.07 per share to Sophisticated and Professional Investors, of which:

- 20,119,383 Shares were issued under the Company's existing Listing Rule 7.1A Placement Capacity, and
- 594,903 Shares were issued under the Company's remaining Listing Rule 7.1 Placement Capacity.

Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the securities the subject of this Resolution will no longer count towards the Company's placement capacity under Listing Rules 7.1 and 7.1A. This will have the effect of replenishing the Company's available placement capacity, allowing it to issue additional securities without shareholder approval, to the extent permitted by the Listing Rules.

If Resolution 2 is not passed, the securities already issued will continue to reduce the Company's placement capacity, thereby limiting its flexibility to raise further equity capital without shareholder approval over the 12-month period following each respective issue.

Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, information is provided in relation to the approval of the issue of the Placement Shares as follows:

Recipient	The Placement Shares were issued to various Sophisticated and Professional Investors who are not related parties of the Company.
Number and Class of Securities	Under the Placement, the Company issued a total of 20,714,286 Placement Shares, of which 20,119,383 Shares were issued under the Company's Listing Rule 7.1A Placement Capacity and 594,903 Shares were issued under the Company's Listing Rule 7.1 Placement Capacity.
Are Securities Fully Paid Ordinary Shares?	Yes
Date(s) of Issue	2 June 2025.
Issue Price / Consideration Received	Each Placement Share was issued for \$0.07 per Share, raising \$1.45 million.
Purpose of the Issue	The purpose of the Placement was to enhance the financial resilience of the Company and support the Company's strategy of expanding its technology platforms.
Voting Exclusion Statement	A voting exclusion statement applies, see below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the Placement, or any associates of those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with

directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

Chair's Voting Intention

The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 2.

RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF SHARES TO PKN CONSULTING PTY LTD

PKN Consulting Pty Ltd acted as corporate adviser to the Company for the Placement and assisted in identifying potential Placement participants. The Company has agreed to issue 828,571 Shares to PKN Consulting Pty Ltd (**PKN Consulting Shares**) in satisfaction of a 4% capital raising fee. These Shares have been issued under Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the securities the subject of this Resolution will no longer count towards the Company's placement capacity under Listing Rule 7.1. This will have the effect of replenishing the Company's available Placement Capacity, allowing it to issue additional securities without shareholder approval, to the extent permitted by the Listing Rules.

If Resolution 3 is not passed, the securities already issued will continue to reduce the Company's Placement Capacity, thereby limiting its flexibility to raise further equity capital without shareholder approval over the 12-month period following each respective issue.

Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, information is provided in relation to the approval of the issue of the PKN Consulting Shares as follows:

Recipient	PKN Consulting Pty Ltd.
Number and Class of Securities	828,571 Shares.
Are Securities Fully Paid Ordinary Shares?	Yes.
Date(s) of Issue	2 June 2025.
Issue Price / Consideration Received	The PKN Consulting Shares were issued at a nil issue price, in consideration for services provided by PKN Consulting who acted as corporate adviser for the Placement.
Purpose of the Issue	The purpose of the PKN Consulting Shares is consideration for services provided by PKN Consulting who acted as corporate adviser for the

	Placement
Summary of material terms of agreement	PKN Consulting is entitled to a 4% capital raising fee due to the services it performed as corporate adviser of the Company for the Placement. In satisfaction of the 4% capital raising fee, PKN Consulting and the Company have agreed for the issuance of 828,571 Shares in lieu of a cash payment.
Voting Exclusion Statement	A voting exclusion statement applies, see below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of PKN Consulting Pty Ltd, or any associates of it.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 3.

Chair's Voting Intention

The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 3.

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF COLLATERAL SHARES IN CONNECTION WITH THE ATM FACILITY

On 29 May 2025, the Company announced that it had entered into an At-the-Market (ATM) Facility with Novus, to provide the Company with the flexibility to raise capital progressively, as needed, by issuing new Shares at prevailing market prices.

As collateral to activate the facility, the Company placed 3,500,000 Collateral Shares, at no consideration, to Novus, using its placement capacity under Listing Rule 7.1. The Company may buy back the Collateral Shares from Novus in the future for no consideration, subject to compliance with the Corporations Act and any required shareholder approval.

ATM Facility

Key terms of the ATM Facility:

- **Activation Notices and Pricing:** The Company may issue an Activation Notice to Novus specifying the maximum number of Shares, the Minimum Issue Price applicable to any future Subscription Shares, the Activation Period (as determined by the Company). Novus may sell up to the approved number of Shares during that Activation Period.
- **Use of Collateral Shares:** Novus may sell Collateral Shares on-market during an Activation Period, with proceeds to be applied towards future subscriptions under the facility.

- **Subscription Mechanism:** Novus may deliver a Subscription Notice following an Activation Period, and the Company must issue new Shares within five business days and receives cash proceeds (less a 5% fee).
- **Buyback Right:** The Company may buy back unused Collateral Shares from Novus for no consideration, subject to shareholder approval under section 257D of the Corporations Act.
- **Placement Capacity:** All Shares issued under the facility, including Collateral Shares and Subscription Shares, count toward the Company's available placement capacity under Listing Rules 7.1 and 7.1A.

Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the securities the subject of this Resolution will no longer count towards the Company's placement capacity under Listing Rule 7.1. This will have the effect of replenishing the Company's available Placement Capacity, allowing it to issue additional securities without shareholder approval, to the extent permitted by the Listing Rules.

If Resolution 4 is not passed, the securities already issued will continue to reduce the Company's Placement Capacity, thereby limiting its flexibility to raise further equity capital without shareholder approval over the 12-month period following each respective issue.

Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, information is provided in relation to the approval of the issue of the Collateral Shares as follows:

Recipient	Novus.
Number and Class of Securities	3,500,000 Shares.
Are Securities Fully Paid Ordinary Shares?	Yes.
Date(s) of Issue	29 May 2025.
Issue Price / Consideration Received	The Collateral Shares were issued for no consideration (that is, at a nil issue price). The Collateral Shares are to be used as collateral under the ATM Facility.
Purpose of the Issue	The purpose of the Collateral Shares is to be used as collateral under the ATM Facility.
Summary of material terms of agreement	For a summary of the material terms of the agreement pursuant to which the Collateral Shares are being issued, please see above under the heading "ATM Facility".
Voting Exclusion Statement	A voting exclusion statement applies, see below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Novus, or any associates of it.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair 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:

- (i) 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
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 4.

Chair's Voting Intention

The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 4.

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF SHARES TO NOVUS IN CONNECTION WITH THE ATM FACILITY

The Company has announced three Share issues to Novus under the ATM Facility:

Issue Date	Number of Shares Issued	Average Price per Share	Capital Raised ⁽¹⁾
16 June 2025	2,400,000	\$0.132	\$316,500
23 June 2025	1,692,249	\$0.141	\$239,180
30 June 2025	2,000,000	\$0.160	\$320,000
Total	6,092,249	\$0.144	\$875,680

(1) Before costs

Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the securities the subject of this Resolution will no longer count towards the Company's placement capacity under Listing Rule 7.1. This will have the effect of replenishing the Company's available Placement Capacity, allowing it to issue additional securities without shareholder approval, to the extent permitted by the Listing Rules.

If Resolution 5 is not passed, the securities already issued will continue to reduce the Company's Placement Capacity, thereby limiting its flexibility to raise further equity capital without shareholder approval over the 12-month period following each respective issue.

Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, information is provided in relation to the approval of the issue of Shares in connection with the ATM Facility as follows:

Recipient	Novus.
Number and Class of Securities	6,092,249 Shares.
Are Securities Fully Paid Ordinary Shares?	Yes.
Date(s) of Issue	16 June 2025, 23 June 2025 and 30 June 2025.
Issue Price / Consideration Received	Average price of \$0.144 per Share.
Purpose of the Issue	The purpose of the issue of the Shares is to raise funds for working capital

	under the ATM Facility.
Summary of material terms of agreement	For a summary of the material terms of the agreement pursuant to which the Shares subject to this Resolution are being issued, please see above under the heading “ATM Facility”.
Voting Exclusion Statement	A voting exclusion statement applies, see below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who participated in the issue, or any associates of those persons

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 5.

Chair's Voting Intention

The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 5.

GLOSSARY

15% Placement Capacity has the meaning given to that term in the Explanatory Notes.

AEST means Australian Eastern Standard Time as observed in Sydney, Australia.

ASX means ASX Limited ACN 008 624 691.

ATM Facility means the At-the-Market equity placement facility between the Company and Novus.

Board means the current board of directors of the Company.

Collateral Shares means Shares issued pursuant to the ATM Facility.

Company or **Locate Technologies** means Locate Technologies Limited (ACN 636 364 241).

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Entitlement Time means the record date and time determining shareholder eligibility to vote which is 10:00am (AEST) on Monday 11 August 2025.

Equity Security has the same meaning as in the Listing Rules.

Exercise Price means:

- (a) in respect of the Tranche A Warrants, \$0.175 per Warrant;
- (b) in respect of the Tranche B Warrants, \$0.280 per Warrant,

Existing Warrants means the 19,000,000 Warrants, comprising of the Tranche A Warrants and Tranche B Warrants, issued to Pure on 7 and 30 November 2022.

Explanatory Notes means the explanatory notes accompanying the Notice.

Extraordinary General Meeting or **Meeting** or **EGM** means the meeting convened by this Notice.

Items means the resolutions set out in the Notice, and **Item** means any one of them, as the context requires.

Listing Rules means the official Listing Rules of the ASX.

Notice or **Notice of Meeting** or **Notice of Extraordinary General Meeting** means this notice of Extraordinary General Meeting and the Explanatory Notes.

Novus means Novus Capital Pty Ltd.

Placement has the meaning given to that term in the Explanatory Notes.

PKN Consulting means PKN Consulting Pty Ltd.

PKN Consulting Shares means the Shares issued to PKN Consulting, the subject of Resolution 3.

Placement means the equity capital raising by the Company announced on 29 May 2025

Placement Capacity means the maximum number of equity securities the Company may issue without shareholder approval under Listing Rules 7.1 and, where applicable, 7.1A.

Placement Shares means the Shares issued pursuant to the Placement.

Proxy Deadline means the cutoff time for submitting proxy votes being 10:00am (AEST) on Monday 11 August 2025.

Proxy Form means the proxy form used to appoint a proxy, which can be completed online at <https://investor.automic.com.au/#/home> or obtained from the Company's share registry.

Pure means Pure Asset Management Pty Ltd.

Pure Shares means the 7,537,204 Shares to be issued to Pure, the subject of Resolution 1.

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

Shareholder means a holder of a Share.

Sophisticated and Professional Investors means investors within the definition in sections 708(8) and 708(11), respectively, of the Corporations Act.

Tranche A Warrants has the meaning given to it in the Explanatory Notes of resolution 1.

Tranche B Warrants has the meaning given to it in the Explanatory Notes of resolution 1.

Warrants means an unquoted option to subscribe for one Share at the Exercise Price and includes the Existing Warrants.

Warrant Deed means the deed governing the terms of the warrants issued to Pure.

Your proxy voting instruction must be received by **10.00am (AEST) on Monday, 11 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Locate Technologies Limited, to be held virtually at **10.00am (AEST) on Wednesday, 13 August 2025** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **“register”** if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 APPROVAL OF CANCELLATION OF 19,000,000 EXISTING WARRANTS AND ISSUE OF 7,537,204 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RATIFICATION OF PRIOR ISSUE OF SHARES IN PLACEMENT ANNOUNCED ON 29 MAY 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RATIFICATION OF PRIOR ISSUE OF SHARES TO PKN CONSULTING PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RATIFICATION OF PRIOR ISSUE OF COLLATERAL SHARES TO NOVUS CAPITAL PTY LTD ("NOVUS") IN CONNECTION WITH THE ATM FACILITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 RATIFICATION OF PRIOR ISSUE OF SHARES TO NOVUS IN CONNECTION WITH THE ATM FACILITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Individual 6: Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Securitiesholder 2

Director

Securityholder 3

Security Index: 0

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Daytime Telephone

[illegible]

Date (DD/MM/YY)

--	--

 /

--	--

 /

--	--

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).