Family Zone Cyber Safety
ACN 167 509 177

NOTICE OF GENERAL MEETING

A general meeting of the Company will be held at Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, Western Australia on 27 April 2023 at 11:00am (WST).

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary on +61 8 9322 7600.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Family Zone Cyber Safety Limited (**Company**) will be held at Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, Western Australia on 27 April 2023 at 11:00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 25 April 2023 at 5:00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 8.

AGENDA

1. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares under Listing Rule 7.1 capacity

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 14,640,362 Tranche 1 Placement Shares to the Tranche 1 Placement Participants each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

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

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in 3accordance 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.

2. Resolution 2 – Ratification of issue of Tranche 1 Placement Shares under Listing Rule 7.1A capacity

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 90,220,750 Tranche 1 Placement Shares to the Tranche 1 Placement Participants each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

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

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

3. Resolution 3 – Approval for Peter Pawlowitsch to participate in the Placement

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Peter Pawlowitsch (or his nominees) to participate in the Placement to the extent of up to 1,111,111 Tranche 2 Placement Shares each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Peter Pawlowitsch and his nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

4. Resolution 4 – Approval for Tim Levy to participate in the Placement

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Tim Levy (or his nominees) to participate in the Placement to the extent of up to 2,222,222

Tranche 2 Placement Shares each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Tim Levy and his nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

5. Resolution 5 – Approval for Matthew Stepka to participate in the Placement

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Matthew Stepka (or his nominees) to participate in the Placement to the extent of up to 555,556 Tranche 2 Placement Shares each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Matthew Stepka and his nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

6. Resolution 6 – Approval for Phil Warren to participate in the Placement

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Phil Warren (or his nominees) to participate in the Placement to the extent of up to 138,889 Tranche 2 Placement Shares each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Phil Warren and his nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

7. Resolution 7 – Approval for Jane Watts to participate in the Placement

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Jane Watts (or his nominees) to participate in the Placement to the extent of up to 555,556 Tranche 2 Placement Shares each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Jane Watts and his nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

8. Resolution 8 – Approval for George Ell to participate in the Placement

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise George Ell (or his nominees) to participate in the Placement to the extent of up to 555,556 Tranche 2 Placement Shares each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of George Ell and his nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

9. Resolution 9 - Ratification of issue of Loan Conversion Shares under Listing Rule 7.1 capacity

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 27,777,778 Loan Conversion Shares to Northcity, or its nominee, each at an issue price of $0.18 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of such person.

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

10. Resolution 10 - Ratification of issue of Loan Facility Options under Listing Rule 7.1 capacity

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 4,000,000 Loan Facility Options, or its nominee, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of such person.

However, this does not apply to a vote cast in favour of this Resolution 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(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.

11. Resolution 11 – Approval of change of Company name

To consider, and if thought fit, to pass with or without amendment, the following resolution as a special resolution:

"That, with effect from the date that ASIC alters the details of the Company's registration in accordance with section 157 of the Corporations Act, the name of the Company be changed to "Qoria Limited".

Dated 28 March 2023

BY ORDER OF THE BOARD

Tim Levy
Managing Director

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, Western Australia on 27 April 2023 at 11:00am (WST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolutions 3 and 8 if:

(a) the person is either:

- (i) a member of the Key Management Personnel of the Company; or
- (ii) a Closely Related Party of such a member, and

(b) the appointment does not specify the way the proxy is to vote on the Resolution.

1. However, the prohibition does not apply if:

(c) the proxy is the Chair of the Meeting; and

(d) the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

3. Resolutions 1 and 2 – Ratification of Tranche 1 Placement Shares

3.1 General

On 9 March 2023, the Company announced it had received commitments for a placement of 111,111,113 Shares each at an issue price of $0.18, to raise $20,0 million before costs (**Placement**). The Company also agreed with Northcity who had provided the Company with a working capital facility to convert $5.0million of the drawn down portion of the Loan Facility to Shares at the same price per Share ($0.18) as the Placement is being conducted (**Loan Conversion**) (see Section 4.1 for further details).

The Company's Directors have agreed to subscribe for $925,000 worth of Shares under the Placement, subject to Shareholder approval. Accordingly, the Shares under the Placement are being issued in two tranches:

(a) 104,861,112 Shares were issued on 17 March 2023 **(Tranche 1 Placement Shares)** with 14,640,362 Shares issued within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval (**LR 7.1 Tranche 1 Placement Shares**) and 90,220,750 Shares issued within the Company's 10% annual limit permitted under Listing Rule 7.1A, without the need for Shareholder approval (**LR 7.1A Tranche 1 Placement Shares**); and

(b) 5,138,890 Shares (**Tranche 2 Placement Shares**) are proposed to be issued to the Directors, or their nominees, following Shareholder approval of Resolutions 3 to 8.

The funds raised from the Placement will be used to strengthen the balance sheet to support additional growth and corporate opportunities, for working capital to fund the Company beyond cashflow break even and to repay the balance of the drawn portion of the Northcity Loan Facility (being $500,000 in principal and $171,156 in interest) that is not part of the Loan Conversion.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.2 set out various types of equity issues that are excluded from the operation of Listing Rule 7.1 and 7.1A. The issue of the Tranche 1 Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Placement Shares and part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A for the balance of the 12 months from the date of the Company's 2022 Annual General Meeting.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made (pursuant to Listing Rule 7.1 or the additional 10% capacity under Listing Rule 7.1A). If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder ratification of the issue of the LR 7.1 Tranche 1 Placement Shares (which were issued pursuant to the Company's 15% capacity under Listing Rule 7.1) under and for the purposes of Listing Rule 7.4. Resolution 2 seeks Shareholder ratification of the issue of the LR 7.1A Tranche 1 Placement Shares (which were issued pursuant to the Company's additional 10% capacity under Listing Rule 7.1A) under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the LR 7.1 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 1 is not passed, the issue of the LR 7.1 Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 2 is passed, the issue of the LR 7.1A Tranche 1 Placement Shares will be excluded in calculating the Company's additional 10% placement capacity under Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval during the balance of the 12 months from the date of the Company's 2022 Annual General Meeting.

If Resolution 2 is not passed, the issue of the LR 7.1A Tranche 1 Placement Shares will be included in calculating the Company's additional 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval during the balance of the 12 months from the date of the Company's 2022 Annual General Meeting.

3.2 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

(a) On 17 March 2023, 104,861,112 Shares were issued pursuant to the first tranche of the Placement, with:

   (i) 14,640,362 Tranche 1 Placement Shares issued using the Company's capacity under Listing Rule 7.1; and

   (ii) 90,220,750 Tranche 1 Placement Shares issued using the Company's capacity under Listing Rule 7.1A.

(b) The Tranche 1 Placement Shares were issued to the following persons:

   (i) existing clients of the lead managers to the Placement, Shaw and Partners and Euroz Hartleys Limited, comprising various professional, sophisticated and institutional investors, none of whom are a related party of the Company; and

(ii) various new and existing investors comprising professional, sophisticated and institutional investors who were introduced by the Company, none of whom are a related party of the Company or a party listed in paragraph 7.4 of Guidance Note 21 other than Regal Funds Management Pty Ltd and Perennial Investment Management Limited. who are substantial shareholders of the Company who participated in the Placement and are receiving in excess of 1% of the Share capital of the Company under the Placement.

(the **Tranche 1 Placement Participants**).

When selecting and determining the allocation of the Tranche 1 Placement Shares, the Company and the Lead Managers considered the size of the proposed investment, whether they were existing and/or strategic investors and previous support of capital raisings undertaken by the Company.

(c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Tranche 1 Placement Shares were issued at $0.18 each.

(e) The issue of the Tranche 1 Placement Shares raised approximately $18.875 million (before costs) of the total amount of $20.0million to be raised by the Placement. The funds raised from the issue of the Tranche 1 Placement Shares will be used to strengthen the balance sheet to support additional growth and corporate opportunities, for working capital to fund the Company beyond cashflow break even and to repay the drawn portion of the Northcity Loan Facility that is not being converted (being $500,000 in principal and $171,156 in interest).

(f) A voting exclusion statement is included in the Notice.

4. Resolutions 3 to 8 – Approval for Directors to participate in the Placement

4.1 General

As announced on 9 March 2023, it is proposed that the Directors will participate in the Placement by subscribing to the Tranche 2 Placement Shares, subject to Shareholder approval. Further details of the Placement are set out in Section 3.1.

It is proposed that Directors (or his nominees) participate in the Placement by subscribing for a total of $925,000 worth of Shares, being 5,138,890 Tranche 2 Placement Shares, at $0.18 per Share (being the issue price under the Placement). Individual Director, of their nominee, participation is shown in the table below.

Director	Placement Amount ($)	Placement Shares
Peter Pawlowitsch	$200,000	1,111,111
Tim Levy	$400,000	2,222,222
Matthew Stepka	$100,000	555,556
Phil Warren	$25,000	138,890
Jane Watts	$100,000	555,556

George Ell	$100,000	555,556
Total	**$925,000**	**5,138,890**

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

(a) a related party

(b) a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (30%+) holder in the company;

(c) a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them the right or expectation to do so;

(d) an associate of a person referred to in paragraphs (a) to (c) above; or

(e) a person whose relationship with the company or a person referred to in a Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Tranche 2 Placement Shares to the Directors falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires Shareholder approval under Listing Rule 10.11.

Resolutions 3 to 8 seek the required Shareholder approval to the issue of the Tranche 2 Placement Shares to the Directors under and for the purposes of Listing Rule 10.11.

If Resolutions 3 to 8 are passed, the Directors will subscribe for the Tranche 2 Placement Shares, and the Company will issue the Tranche 2 Placement Shares to the Directors, or their nominees, pursuant to the Placement.

If Resolutions 3 to 8 are not passed, the Directors will not participate in the Placement and the Company will not issue the Tranche 2 Placement Shares to the Directors.

Resolution 3 to 8 are ordinary resolutions.

4.2 Information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

(a) The Tranche 2 Placement Shares will be issued to the Directors (or his nominees) as detailed in the table above in Section 4.1.

(b) Each of the Directors specified in the table above in Section 4.1 who is participating in the issue of the Tranche 2 Placement Shares is a related party of the Company within the category of LR 10.11.1 by virtue of being a Director.

(c) The maximum number of Shares the Company may issue under Resolutions 3 to 8 is 5,138,890. The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

(d) The Tranche 2 Placement Shares may be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(e) The Tranche 2 Placement Shares will each be issued at $0.18.

(f) The issue of the Tranche 2 Placement Shares will raise $925,000. The funds raised from the issue of the Tranche 2 Placement Shares will be aggregated with and used for the same purpose as the funds raised from Placement Shares as set out in Section 3.1.

(g) A voting exclusion statement is included in the Notice.

5. Resolution 9 - Ratification of issue of Loan Conversion Shares under Listing Rule 7.1 capacity

5.1 General

The Company had a working capital facility (**Loan Facility**) in place with Northcity Asset Pty Ltd (**Northcity**) which was partly drawn down (see Quarterly Activities Report and Appendix 4C lodged by the Company on 19 January 2021 for further information). As announced on 9 March the Company agreed with Northcity that $5.0million of the drawn amount of the Loan Facility would be converted to Shares under the Loan Conversion at the same price per Share ($0.18) as the Placement was being conducted, that the balance of the Loan Facility would be repaid (being $500,000 in principal and $171,156 in interest) and the Loan Facility would then terminate and cease to be further drawn. Accordingly, in satisfaction of these arrangements on 17 March 2023 the Company issued 27,777,778 Shares (**Loan Conversion Shares**) to Northcity or its nominee.

A summary of Listing Rules 7.1 and 7.4 are provided in Section 3.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 9 seeks Shareholder ratification of the issue of the Loan Conversion Shares under and for the purposes of Listing Rule 7.4.

If Resolution 9 is passed, the issue of the Loan Conversion Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Loan Conversion Shares.

If Resolution 9 is not passed, the issue of the Loan Conversion Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Loan Conversion Shares. However, if Shareholders do not approve Resolution 9, it will not have any impact on the issue of the Loan Conversion Shares, repayment of the balance of the Loan Facility or termination of the Loan Facility all of which have occurred.

Resolution 9 is an ordinary resolution.

5.2 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

(a) On 17 March 2023, 27,777,778 Loan Conversion Shares were issued pursuant to the Loan Conversion.

(b) The Loan Conversion Shares were issued to Northcity, or its nominee, whom is not a related party or a party listed in paragraph 7.4 of Guidance Note 21.

(c) The Loan Conversion Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Loan Conversion Shares were issued at $0.18 each.

(e) The issue of the Loan Conversion Shares did not raise any funds as they were issued to convert $5.0million of the Loan Facility. The Loan Facility provided general working capital for the Company.

(f) The Company agreed a variation of the Loan Facility with Northcity that $5.0million of the drawn amount of the Loan Facility would be converted to Shares under the Loan Conversion at the same price per Share ($0.18) as the Placement was being conducted, that the balance of the Loan Facility would be repaid and the Loan Facility would then terminate.

(g) A voting exclusion statement is included in the Notice.

6. Resolution 10 - Ratification of issue of Loan Facility Options under Listing Rule 7.1 capacity

6.1 General

As detailed in Section 5.1, the Company had the Loan Facility in place with Northcity. Under the terms of the Loan Facility the Company had agreed to pay deferred facility fees in the form of issue of Loan Facility Options on various 6 monthly dates if the Loan Facility remained available to the Company at such dates. In accordance with the terms of the Loan Facility, on each of 1 August 2022 and 23 March 2023 the Company issued 2,000,000 Loan Facility Options (a total of 4,000,000 Loan Facility Options) to Northcity or its nominee.

A summary of Listing Rules 7.1 and 7.4 are provided in Section 3.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 10 seeks Shareholder ratification of the issue of the Loan Facility Options under and for the purposes of Listing Rule 7.4.

If Resolution 10 is passed, the issue of the Loan Conversion Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Loan Conversion Shares.

If Resolution 10 is not passed, the issue of the Loan Conversion Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Loan Conversion Shares. However, if Shareholders do not approve Resolution 10, it will not have any impact on the issue of the Loan Facility Options, the Loan Conversion Shares, repayment of the balance of the Loan Facility or termination of the Loan Facility all of which have occurred.

Resolution 10 is an ordinary resolution.

6.2 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

(a) On 1 August 2022 and 23 March 2023 the Company issued 2,000,000 Loan Facility Options (a total of 4,000,000 Loan Facility Options) pursuant to the Loan Facility.

(b) The Loan Facility Options were issued to Northcity, or its nominee, whom is not a related party or a party listed in paragraph 7.4 of Guidance Note 21.

(c) The Loan Facility Options are Options with an exercise price of $0.60 and exercise date of 31 January 2026 and on exercise entitle the holder to be issued a fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue with such Loan Facility Options being issued on the terms and conditions in Schedule 1.

(d) The issue of the Loan Facility Options did not raise any funds as they were issued to Northcity, or its nominee, as a deferred facility fee under the terms of the Loan Facility.

(e) Under the Loan Facility the Company agreed to pay deferred facility fees in the form of the issue of Loan Facility Options on various 6 monthly dates if the Loan Facility remained available to the Company at such dates. A summary of the terms of the Loan Facility which is now terminated are:

  (i) Up to $10,000,000 could be drawn under the Loan Facility (at the time of the Loan Conversion $5,500,000 had been drawn), but the Company was not obliged to;

  (ii) Interest would accrue on drawn amounts at 10% per annum;

  (iii) there were no financial covenants in the Loan Facility but there were negative pledges on incurring further financial indebtedness, encumbrances and disposal of assts;

  (iv) the Loan Facility was secured by first ranking security over the Coampny and its assets; and

  (v) a facility fee of 2% of the facility amount and up to 7,000,000 Loan Facility Options was payable.

(f) A voting exclusion statement is included in the Notice.

7. Resolution 11 – Approval of change of Company name

The Directors have determined to change the Company name to Qoria Limited. Resolution 11 seeks Shareholder approval for the change of name in accordance with section 157 of the Corporations Act.

Resolution 11 is a special resolution and requires approval of 75% of the votes cast by Shareholders.

Family Zone has grown beyond its original focus on parental controls. Now a global business, it offers a broader range of B2C and B2B solutions, including filtering, firewall, classroom management, monitoring tools, wellbeing apps, and online safety hubs for schools and communities.

Combining all that we do behind a single brand identity will allow us to realise a number of strategically important benefits. These include, helping to increase awareness at a faster pace and helping to attract more customers; increase lifetime value from existing customers; overcome competition, and more.

Qoria, as the chosen name, allows us to own all domains and trademarks. Its phonetic semblance to ‘core’ and links to ‘co’ will drive a singular global proposition around closing the gaps that lie at the heart of the risks to children online. It provides greater scope for universal resonance with a global audience.

The brand will be rolled out in 3 controlled phases:

Phase 1. Qoria will replace the parent company name in all instances

Phase 2. All territory business names will remain but will be endorsed by Qoria. All territories will unite in the same creative treatment.

Phase 3. All territory business names will change to Qoria.

A phased approach will minimise change disruption both internally and externally.

If Resolution 11 is passed the name change will take effect when ASIC alters the details of the Company’s registration.

It is proposed that the Company’s ASX listing code will also change from ‘FZO’ to QOR.

8. Definitions

$ means Australian Dollars.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Business Day has the same meaning as defined in Chapter 19 of the Listing Rules.

Chair means the chair of this Meeting.

Company means Family Zone Cyber Safety Limited ACN 167 509 177.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Loan Conversion has the meaning given in Section 3.1.

Loan Conversion Shares has the meaning given in Section 5.1.

Loan Facility has the meaning given in Section 5.1.

Loan Facility Options means Options granted in the terms and conditions in Schedule 1.

LR 7.1 Tranche 1 Placement Shares has the meaning given in Section 3.1(a)

LR 7.1A Tranche 1 Placement Shares has the meaning given in Section 3.1(a)

Meeting has the meaning in the introductory paragraph of the Notice.

Northcity means has the meaning given in Section 5.1.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Placement has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trance 1 Placement Shares has the meaning given in Section 3.1.

Tranche 1 Placement Participants has the meaning given in Section 3.2(b)

Tranche 2 Placement Shares has the meaning given in Section 3.1.

WST means Western Standard Time, being the time in Perth, Australia.

Schedule 1 – Terms and Conditions of Loan Facility Options

The terms and conditions of the Options are outlined below.

1. Entitlement

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

2. Exercise Price and Expiry Date

Exercise Price	Expiry Date
$0.60	31 January 2026

3. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

5. Shares issued on exercise

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

6. Quotation of Shares on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

7. Timing of issue of Shares

After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

a) issue the Share; and

b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

8. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

9. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

c) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

d) no change will be made to the Exercise Price.

10. Adjustment for entitlement issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

11. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Options not quoted

The Company will not apply to ASX for quotation of the Options.

13. Options not transferable

The Options are not transferable.

14. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

family zone

Family Zone Cyber Safety Limited
ABN 33 167 509 177

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Tuesday, 25 April 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate “Appointment of Corporate Representative”. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 182499

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Family Zone Cyber Safety Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** ______________________

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Family Zone Cyber Safety Limited to be held at Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA 6000 on Thursday, 27 April 2023 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of issue of Tranche 1 Placement Shares under Listing Rule 7.1 capacity	☐	☐	☐
Resolution 2	Ratification of issue of Tranche 1 Placement Shares under Listing Rule 7.1A capacity	☐	☐	☐
Resolution 3	Approval for Peter Pawlowitsch to participate in the Placement	☐	☐	☐
Resolution 4	Approval for Tim Levy to participate in the Placement	☐	☐	☐
Resolution 5	Approval for Matthew Stepka to participate in the Placement	☐	☐	☐
Resolution 6	Approval for Phil Warren to participate in the Placement	☐	☐	☐
Resolution 7	Approval for Jane Watts to participate in the Placement	☐	☐	☐
Resolution 8	Approval for George Ell to participate in the Placement	☐	☐	☐
Resolution 9	Ratification of issue of Loan Conversion Shares under Listing Rule 7.1 capacity	☐	☐	☐
Resolution 10	Ratification of issue of Loan Facility Options under Listing Rule 7.1 capacity	☐	☐	☐
Resolution 11	Approval of change of Company name	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

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