

Shoply Limited

ASX:SHP

ASX and Media Release

4 March 2014

Shoply Announces Successful \$3.6 million Capital Raising to Fund Your Home Depot Acquisition

Shoply Limited (**Shoply** or the **Company**) is pleased to announce that it has received commitments from professional and sophisticated investors to subscribe for 60 million new fully paid ordinary shares in the Company at 3 cents per share to raise gross proceeds of \$1.8 million (**Placement**). The issue price represents a 10% discount to the ten day Volume Weighted Average Price of Shoply shares traded on the ASX to Thursday 27 February 2014 (being the last trading day prior to commencement of the Placement). Investors in the Placement will, subject to shareholder approval at a meeting of shareholders to be convened in early April for this purpose, receive one free attaching option exercisable at 3.5 cents on or before 31 July 2015 for every 2 new shares subscribed under the Placement.

This placement will be settled in a single tranche on 7 March 2014 utilising the Company's 15% placement capacity under ASX Listing Rule 7.1 and its additional 10% placement capacity under ASX Listing Rule 7.1A that was approved by shareholders at the Annual General Meeting of the Company on 12 December 2013.

In conjunction with the Placement, Shoply is pleased to provide an opportunity for the Company's existing shareholders with registered addresses in Australia and New Zealand to participate in the capital raising on the same terms as the Placement via a 1-for-5 renounceable rights issue at 3 cents per share to raise approximately \$1.8 million (**Rights Issue**). Subscribers to the Rights Issue will also receive one free attaching option exercisable at 3.5 cents on or before 31 July 2015 for every 2 new shares subscribed.

The Company intends to apply to ASX for separate quotation of this new series of options.

Patersons Securities Limited (**Patersons**) is acting as Lead Manager for the Placement and the Rights Issue. The Rights Issue is to be underwritten by Patersons to \$1.8 million, subject to finalisation of an underwriting agreement between the Company and Patersons.

The funds raised from the capital raising totalling \$3.6 million will be used to complete the acquisition of the assets of Your Home Depot Pty Ltd as announced on 17 February 2014 as well as for working capital. With the potential for an additional \$2.4 million to come from the exercise of the Company's existing SHPO listed options expiring on 30- June 2014, Shoply is well positioned to deliver on its growth plans.

Shoply CEO Simon Crean said, "We appreciate the support of both our long term shareholders and welcome new shareholders to Shoply at a most exciting time in our development as a leading ASX listed online shopping company. The strong support of this capital raising, which was over-subscribed, is

reflective of, and further underpins, the belief in our dual faceted organic and acquisitive growth strategy. We continue to see many attractive opportunities to participate in the consolidation of this high growth sector of the Australian economy and look forward to further implementing our strategy in coming months."

The proposed timetable for the Rights Issue is:

Announcement date	Tuesday 4 March 2014
Prospectus lodged with ASIC and ASX	Wednesday, 5 March 2014
Settlement of Placement	Friday 7 March 2014
Shares quoted "ex-rights" and rights commence trading	Friday 7 March 2014
Record Date (7:00pm AEST)	Friday 14 March 2014
Rights issue opens	Tuesday 18 March 2014
Rights trading ends	Tuesday 25 March 2014
New shares and options quoted on a deferred settlement basis	Wednesday 26 March 2014
Rights issue closes (5:00pm AEDT)	Tuesday 1 April 2014
ASX notified of under-subscriptions	Wednesday 2 April 2014
Despatch date	Wednesday 9 April 2014
New shares and free attaching options expected to commence trading on a normal basis	Thursday 10 April 2014

Note: Dates and times are indicative only and subject to change without notice.

Detailed information regarding the Rights Issue will be sent to shareholders in accordance with the timetable above.

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About Shoply Limited

Shoply is an Online Shopping and Online Advertising business focusing on the retail sale of consumer goods and distribution of advertising to publishers and publisher networks.

<http://www.shoply.com.au>