

Notice of change of interests of substantial holder

Form 604
Corporations Law 2001
Section 671B

To: **SHOPLY LIMITED**
ACN 085 545 973

1. Details of substantial shareholders

PLANET W Pty Ltd ACN 127 051 521

- There was a change in the interests of the substantial holders on 10 March 2014.
- The previous notice was given to the Company on 17 October 2013.
- The previous notice was dated 17 October 2013.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the Company or voting interests in the scheme that the substantial holder or an associate had a relevant interest when last required, and when now required, to give a substantial holding notice to the Company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary Fully Paid Shares	33,518,667	14.02%	33,518,667	9.94 %

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the Company or scheme, since the substantial holder was last required to give a substantial holding notice to the Company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
11 November 2013	Planet W Pty Ltd	Dilution of interest after issue of 958,538 shares in The Company following exercise of options	N/A	33,518,667 Ordinary Shares	33,518,667

11 February 2014	Planet W Pty Ltd	Dilution of interest after issue of 1,010,000 shares in Shoply Limited following exercise of options	N/A	33,518,667 Ordinary Shares	33,518,667
7 March 2014	Planet W Pty Ltd	Dilution of interest after issue of 10,469,208 shares in Shoply Limited following exercise of options	N/A	33,518,667 Ordinary Shares	33,518,667
10 March 2014	Planet W Pty Ltd	Dilution of interest after placement of 60,000,000 shares in Shoply Limited	N/A	33,518,667 Ordinary Shares	33,518,667
17 March 2014	Planet W Pty Ltd	Dilution of interest after issue of 25,786,346 shares in Shoply Limited following exercise of options	N/A	33,518,667 Ordinary Shares	33,518,667

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Planet W Pty Ltd	Planet W Pty Ltd	Planet W Pty Ltd	Registered holder	33,518,667 Ordinary Shares	33,518,667

5. Changes In Association

The persons who have become associates of, ceased to be associates of, or have changes the nature of their association with, the substantial holder in relation to voting interests in the Company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Person/ Entity	Address
Planet W Pty Ltd ACN 127 051 521	19 Lanark Street, BRUNSWICK EAST VIC AUSTRALIA

Dated 18 March 2014



Damian London
Director of Planet W Pty Ltd