

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

SHOPLY LIMITED

ABN

93 085 545 973

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | 1. Fully paid ordinary shares

2. Options to acquire fully paid ordinary shares, exercisable at \$0.035 each on or before 31 July 2015 (Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 60,000,000 ordinary shares under a renounceable rights issue on a 1 for 5 basis as announced on 4 March 2014 (Rights Issue or Rights Issue Offer).

2. 30,000,016 Options, being one free attaching Option for every two new shares issued under the Rights Issue, with fractional entitlements to Options rounded up to the nearest whole Option. |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. The terms of the shares issued under the Rights Issue will be equivalent to those of existing fully paid ordinary shares.

2. Each Option entitles the holder to subscribe for one fully paid ordinary share in the Company at the exercise price of \$0.035. The Options are exercisable up until 5.00pm (AEST) on 31 July 2015 (Expiry Date). Any Options not exercised on or before the Expiry Date will automatically lapse. |

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: - the date from which they do - the extent to which they do participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1. The fully paid ordinary shares issued under the Rights Issue will rank equally with existing ordinary shares on issue. 2. The Options will not rank equally with the existing class of quoted options, in that they carry a different exercise price and expiry date. However, shares issued on exercise of the Options will rank equally with all other ordinary shares then on issue in the Company.
5	Issue price or consideration	1. The fully paid ordinary shares will be issued at \$0.03 per share. 2. The Options are issued for nil consideration.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shoply is making the Rights Issue Offer to raise funds. After payment of the costs and expenses of the Rights Issue Offer, the proceeds from the Rights Issue will firstly be used to fund Shoply's acquisition of the assets of Your Home Depot Pty Ltd as announced to the market on 17 February 2014. Any remaining funds will be applied to Shoply's working capital requirements.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	12 December 2013
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	1. 60,000,000 ordinary shares; and 2. 30,000,016 Options	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See Annexure 1	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	9 April 2014	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		398,526,635	Fully paid ordinary shares
		30,000,016	Options to acquire fully paid ordinary shares exercisable at \$0.035 on or before 31 July 2015
		123,401,708	Options to acquire fully paid ordinary shares exercisable at \$0.015 on or before 30 June 2014

+ See chapter 19 for defined terms.

9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
1,600,000	Unlisted options exercisable at \$0.10 on or before 30 April 2015
1,000,000	Unlisted options exercisable at \$0.10 on or before 8 December 2015
666,666	Unlisted options exercisable at \$0.015 at any time between 6 January 2015 and 6 January 2018
666,667	Unlisted options exercisable at \$0.015 at any time between 6 January 2016 and 6 January 2019
666,667	Unlisted options exercisable at \$0.015 at any time between 6 January 2017 and 6 January 2020
666,666	Unlisted options exercisable at \$0.025 at any time between 6 January 2015 and 6 January 2018
666,667	Unlisted options exercisable at \$0.025 at any time between 6 January 2016 and 6 January 2019
666,667	Unlisted options exercisable at \$0.025 at any time between 6 January 2017 and 6 January 2020
5,000,000	Unlisted options exercisable at \$0.02 on or before 31 December 2017

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	1. The fully paid ordinary shares rank equally and are on the same basis as all other fully paid ordinary shares in the Company. 2. The Options do not carry a right to dividends; the underlying shares issued upon the exercise of the Options will carry the same rights to dividends as all other shares on issue.
----	--	--

Part 2 - Pro rata issue

11	Is security holder approval required?	No, shareholder approval was not required for the Rights Issue.
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	1. One new share was offered for every five existing shares held by an eligible shareholder as at the relevant record date. 2. One free attaching Option was issued for every two new shares subscribed under the Rights Issue.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares and Options will be issued under the Rights Issue. Entitlements will be calculated on the basis of ordinary shares held as at the record date.
15	+Record date to determine entitlements	7:00pm (AEDT) on Tuesday 18 March 2014
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Any fractional entitlements to a security will be rounded up to the nearest whole security.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	5.00pm (AEDT) Wednesday 2 April 2014

+ See chapter 19 for defined terms.

20	Names of any underwriters	Patersons Securities Limited (ABN 69 008 896 311)
21	Amount of any underwriting fee or commission	\$108,000 exclusive of GST (6.0%, exclusive of GST, of the underwritten amount, being \$1,800,000)
22	Names of any brokers to the issue	Patersons Securities Limited (ABN 69 008 896 311)
23	Fee or commission payable to the broker to the issue	Corporate advisory fee of \$40,000 exclusive of GST
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Nil
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Wednesday 19 March 2014
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	7 March 2014
28	Date rights trading will begin (if applicable)	Wednesday 12 March 2014
29	Date rights trading will end (if applicable)	Wednesday 26 March 2014
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Security holders should follow the instructions headed " <i>Sale of your Entitlement in full by your Stockbroker/Agent</i> " on the back of the Entitlement and Acceptance Form accompanying the prospectus.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Security holders should follow the instructions headed " <i>Sale of your Entitlement in part by your Stockbroker/Agent and acceptance of the balance</i> " on the back of the Entitlement and Acceptance Form accompanying the prospectus.

To take up the remaining part of their entitlements, security holders should ensure that their stockbroker arranges for the completed Entitlement and Acceptance Form together with the requisite application monies to reach the share registry by 5.00pm AEDT on Wednesday 2 April 2014.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?

Security holders should forward a completed standard renunciation form (which can be obtained from their stockbroker or the share registry) signed by the security holder (as the seller) and the buyer by not later than 5.00pm AEDT on Wednesday 26 March 2014.

The security holder's Entitlement and Acceptance Form, to be completed by the buyer, together with the buyer's application monies should reach the share registry by not later than 5.00pm AEDT on Wednesday 2 April 2014.

- 33 *Issue date

Initially expected to be Thursday 10 April 2014; actual issue date is 9 April 2014

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of *securities
(tick one)

(a) ☒ *Securities described in Part 1

(b) ☐ All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 ☒ If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000

+ See chapter 19 for defined terms.

1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

N/A

39 +Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

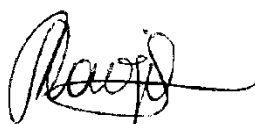
(if issued upon conversion of another +security, clearly identify that other +security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A	

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



SOPHIE KARZIS
Company Secretary
9 April 2014

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ⁺ ordinary securities on issue 12 months before the ⁺ issue date or date of agreement to issue	207,901,921
Add the following: - Number of fully paid ⁺ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid ⁺ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid ⁺ordinary securities that became fully paid in that 12 month period <i>Note:</i> - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	958,538 shares on 11 November 2013 31,185,288 shares on 15 October 2013 1,010,000 shares on 11 February 2014 10,469,208 shares on 7 March 2014 25,786,346 shares on 17 March 2014 1,215,334 shares on 8 April 2014 60,000,000 shares on 9 April 2014
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	Nil
“A”	338,526,635
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	50,778,995

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	34,847,504 shares on 10 March 2014
“C”	34,847,504
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	50,778,995
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	34,847,504
Total [“A” x 0.15] – “C”	15,931,491 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	338,526,635
Step 2: Calculate 10% of “A”	
“D” <i>Note: this value cannot be changed</i>	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	33,852,664
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	25,152,496 shares on 10 March 2014
“E”	25,152,496
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	33,852,664
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	25,152,496
Total [“A” x 0.10] – “E”	8,700,168 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

SHOPLY LIMITED
LISTED OPTION CLASS EXP 31/07/15 @\$0.035 As of 09 Apr 2014
Top Holders Snapshot - Ungrouped
Composition : OP1

Rank	Name	Address	Units	% of Units
1.	NUTSVILLE PTY LTD <INDUST ELECTRIC CO S/F A/C>		3,738,065	12.46
2.	SANCOAST PTY LTD		1,401,775	4.67
3.	PATICOA NOMINEES PTY LTD <UNPAID A/C>		1,246,020	4.15
4.	MRS JACLYN STOJANOVSKI + MR CHRIS RETZOS + MRS SUSIE RETZOS <RETZOS EXECUTIVE S/F A/C>		1,175,000	3.92
5.	L X X X I X PTY LTD		1,121,420	3.74
6.	KIRZY PTY LTD <SPRINGDALE NO 2 A/C>		1,034,515	3.45
7.	SOMNUS PTY LTD <SOMNUS SUPERANNUATION A/C>		1,034,515	3.45
8.	MR PAUL HART + MRS ANNA CARINA HART <THE HART FAMILY S/FND A/C>		747,615	2.49
9.	BALARELLI PTY LTD <BVB A/C>		623,010	2.08
10.	MRS SARAH KAY DALY		623,010	2.08
11.	MR CRISTIANO NICOLLI + MR JOHN DU BOIS <NICOLLI FAMILY S/FUND A/C>		623,010	2.08
12.	SAM GOULOPOULOS PTY LTD <S GOULOPOULOS F/SUPER A/C>		500,000	1.67
13.	MR DEAN ROBERT STARKIE		500,000	1.67
14.	T E & J PASIAS PTY LTD		500,000	1.67

Rank	Name	Address	Units	% of Units
15.	MR TERRENCE JOHN WILLIAMS + MRS WENDY WILLIAMS <T W WILLIAMS S/F A/C>		500,000	1.67
16.	MORSHEAD PTY LTD <SUPER FUND A/C>		373,805	1.25
17.	DISCOVERY CAPITAL LIMITED		350,000	1.17
18.	PRATTENVILLE PASTORAL CO PTY LTD <THE P PASTORAL CO S/F A/C>		350,000	1.17
19.	MR STEPHEN JAMES TUFFIN + MRS CHARMAINE PHILOMENA TUFFIN		350,000	1.17
20.	PERSHING AUSTRALIA NOMINEES PTY LTD <ACCUM A/C>		342,656	1.14
Totals: Top 20 holders of LISTED OPTION CLASS EXP 31/07/15 @\$0.035			17,134,416	57.11
Total Remaining Holders Balance			12,865,600	42.89

SHOPLY LIMITED

LISTED OPTION CLASS EXP 31/07/15 @\$0.035 As of 09 Apr 2014

Range of Units Snapshot

Composition : OP1

Range	Total holders	Units	% of Issued Capital
1 - 1,000	49	13,269	0.04
1,001 - 5,000	90	243,770	0.81
5,001 - 10,000	32	279,381	0.93
10,001 - 100,000	71	3,858,581	12.86
100,001 - 9,999,999,999	62	25,605,015	85.35
Rounding			0.01
Total	304	30,000,016	100.00

