

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

Domenic Carosa

- There was a change in the interests of the substantial holders on 9 July 2014.
- The previous notice was given to the Company on 22 April 2014
- The previous notice was dated 22 April 2014

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 Shares	41,145,232	10.32%	51,264,991	9.82%

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
18 June 2014	- MP3 Australia Pty Ltd <The MP3 Unit A/C> (MP3 Australia) - Domenic Carosa	Acquisition of shares pursuant to the exercise of options	\$0.015 per share (Total consideration \$30,000)	2,000,000 Ordinary Shares	2,000,000
24 June 2014	- Domenic Carosa - Tiger Domains Pty Ltd <ATF Tiger Domains Unit Trust> (Tiger Domains)	Acquisition of shares pursuant to the exercise of options	\$0.015 per share (Total consideration \$225,296.39)	15,019,759 Ordinary Shares	15,019,759

20, 23 and 24 June 2014	- Domenic Carosa - Tiger Domains	On-market disposal of shares	\$0.022 per share (Total consideration \$151,800)	6,900,000 Ordinary Shares	6,900,000
Between 23 April 2014 and 9 July 2014	- Domenic Carosa - MP3 Australia - Tiger Domains	Dilution of interest after issue of shares in Shoply pursuant to the exercise of options	N/A	51,264,991 Ordinary Shares	51,264,991

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
- Domenic Carosa - MP3 Australia	MP3 Australia	MP3 Australia	MP3 Australia is the registered holder of the shares. Domenic Carosa is the practical controller of MP3 Australia.	16,866,667 Ordinary Shares	16,866,667
- Domenic Carosa - Tiger Domains	Tiger Domains	Tiger Domains	Tiger Domains is the registered holder of the shares. Domenic Carosa is the practical controller of Tiger Domains.	34,238,324 Ordinary Shares	34,238,324
- Domenic Carosa - Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	Dominet Digital Corporation Pty Ltd <The Carosa Family A/C> is the registered holder of the shares. Domenic Carosa is the practical controller of Dominet Digital Corporation Pty Ltd	160,000 Ordinary Shares	160,000

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	N/A

6. Addresses

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

Person/ Entity	Address
MP3 Australia Pty Ltd <The MP3 Unit A/C> ACN 132 988 679	20 Green Street, Richmond Victoria 3121
Tiger Domains Pty Ltd <Tiger Domains Unit A/C>	20 Green Street, Richmond Victoria 3121
Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	20 Green Street, Richmond Victoria 3121
Domenic Carosa	20 Green Street, Richmond Victoria 3121

Dated 22 July 2014

Authorised for electronic lodgement by Domenic Carosa