

# 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

**MP3 Australia Pty Ltd <The MP3 Unit A/C> ACN 132 988 679**

- 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	40,478,565	16.93%	40,478,565	12.00%

## 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	MP3 Australia Pty Ltd <The MP3 Unit A/C>	Dilution of interest after issue of 958,538 shares in the Company following exercise of options	N/A	14,200,000 Ordinary Shares	14,200,000
11 February 2014	MP3 Australia Pty Ltd <The MP3 Unit A/C>	Dilution of interest after issue of 1,010,000 shares in Shoply Limited following exercise of options	N/A	14,200,000 Ordinary Shares	14,200,000

7 March 2014	MP3 Australia Pty Ltd <The MP3 Unit A/C>	Dilution of interest after issue of 10,469,208 shares in Shoply Limited following exercise of options	N/A	14,200,000 Ordinary Shares	14,200,000
10 March 2014	MP3 Australia Pty Ltd <The MP3 Unit A/C>	Dilution of interest after placement of 60,000,000 shares in Shoply Limited	N/A	14,200,000 Ordinary Shares	14,200,000
17 March 2014	MP3 Australia Pty Ltd <The MP3 Unit A/C>	Dilution of interest after issue of 25,786,346 shares in Shoply Limited following exercise of options	N/A	14,200,000 Ordinary Shares	14,200,000
11 November 2013	Tiger Domains Pty Ltd <Tiger Domains Unit A/C>	Dilution of interest after issue of 958,538 shares in the Company following exercise of options	N/A	26,118,565 Ordinary Shares	26,118,565
11 February 2014	Tiger Domains Pty Ltd <Tiger Domains Unit A/C>	Dilution of interest after issue of 1,010,000 shares in Shoply Limited following exercise of options	N/A	26,118,565 Ordinary Shares	26,118,565
7 March 2014	Tiger Domains Pty Ltd <Tiger Domains Unit A/C>	Dilution of interest after issue of 10,469,208 shares in Shoply Limited following exercise of options	N/A	26,118,565 Ordinary Shares	26,118,565
10 March 2014	Tiger Domains Pty Ltd <Tiger Domains Unit A/C>	Dilution of interest after placement of 60,000,000 shares in Shoply Limited	N/A	26,118,565 Ordinary Shares	26,118,565
17 March 2014	Tiger Domains Pty Ltd <Tiger Domains Unit A/C>	Dilution of interest after issue of 25,786,346 shares in Shoply Limited following exercise of options	N/A	26,118,565 Ordinary Shares	26,118,565

11 November 2013	Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	Dilution of interest after issue of 958,538 shares in the Company following exercise of options	N/A	160,000 Ordinary Shares	160,000
11 February 2014	Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	Dilution of interest after issue of 1,010,000 shares in Shoply Limited following exercise of options	N/A	160,000 Ordinary Shares	160,000
7 March 2014	Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	Dilution of interest after issue of 10,469,208 shares in Shoply Limited following exercise of options	N/A	160,000 Ordinary Shares	160,000
10 March 2014	Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	Dilution of interest after placement of 60,000,000 shares in Shoply Limited	N/A	160,000 Ordinary Shares	160,000
17 March 2014	Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	Dilution of interest after issue of 25,786,346 shares in Shoply Limited following exercise of options	N/A	160,000 Ordinary Shares	160,000

#### 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
MP3 Australia Pty Ltd <The MP3 Unit A/C>	MP3 Australia Pty Ltd <The MP3 Unit A/C>	MP3 Australia Pty Ltd <The MP3 Unit A/C>	Direct	14,200,000 Ordinary Shares	14,200,000
Tiger Domains Pty Ltd <Tiger	Tiger Domains Pty Ltd <Tiger Domains Unit	Tiger Domains Pty Ltd <Tiger Domains Unit A/C>	Direct	26,118,565 Ordinary Shares	26,118,565

Domains Unit A/C>	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>	Direct	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

**Dated 18 March 2014**



**Domenic Carosa**  
Director