

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity SHOPLY LIMITED
ABN 93 085 545 973

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	DOMENIC CAROSA
Date of last notice	19 June 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Carosa is a director of and has a relevant interest in the shares held by the following shareholders: 1. Mp3 Australia Pty Ltd <The Mp3 Unit A/C> 2. Tiger Domains Pty Ltd <ATF Tiger Domains Unit Trust> 3. Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>
Date of change	9 April 2014

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<p>No. of securities held prior to change</p>	<ol style="list-style-type: none"> 1. 14,200,000 ordinary shares and 2,000,000 listed options exercisable at \$0.015 on or before 30 June 2014 (Class 1 Options) held by Mp3 Australia Pty Ltd <The Mp3 Unit A/C> 2. 26,118,565 ordinary shares and 15,019,759 Class 1 Options held by Tiger Domains Pty Ltd <ATF Tiger Domains Unit Trust> 3. 160,000 ordinary shares held by Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>
<p>Class</p>	<ul style="list-style-type: none"> • Fully paid ordinary shares • Listed options exercisable at \$0.035 on or before 31 July 2015 (Class 2 Options)
<p>Number acquired</p>	<p>Mp3 Australia Pty Ltd <The Mp3 Unit A/C> acquired:</p> <ul style="list-style-type: none"> • 666,667 ordinary shares • 333,334 Class 2 Options
<p>Number disposed</p>	<p>Nil</p>
<p>Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<ul style="list-style-type: none"> • The ordinary shares were acquired under Shoply's rights issue at \$0.03 per share. • The Class 2 Options were issued for nil consideration as free attaching options to the rights issue shares on a 1 for 2 basis
<p>No. of securities held after change</p>	<p>Mp3 Australia Pty Ltd <The Mp3 Unit A/C> holds:</p> <ul style="list-style-type: none"> • 14,866,667 ordinary shares • 2,000,000 Class 1 Options • 334,334 Class 2 Options <p>Tiger Domains Pty Ltd <ATF Tiger Domains Unit Trust> holds:</p> <ul style="list-style-type: none"> • 26,118,565 ordinary shares • 15,019,759 Class 1 Options <p>Dominet Digital Corporation Pty Ltd <The Carosa Family A/C> holds 160,000 ordinary shares</p>
<p>Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p>	<p>Participation in Shoply's pro-rata renounceable rights issue.</p>

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

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Name of entity SHOPLY LIMITED
ABN 93 085 545 973

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	MARK GOULOPOULOS
Date of last notice	1 November 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr Goulopoulos is the practical controller of and has a relevant interest in the shares held by the following shareholders: 1. Atlantis MG Pty Ltd <MG Family Super Fund A/C> 2. Atlantis MG Pty Ltd <MG Family A/C>
Date of change	9 April 2014
No. of securities held prior to change	1. Atlantis MG Pty Ltd <MG Family Super Fund A/C> held 4,000,000 ordinary shares and 6,000,000 listed options exercisable at \$0.015 on or before 30 June 2014 (Class 1 Options) 2. Atlantis MG Pty Ltd <MG Family A/C> held 3,500,000 ordinary shares and 1,597,565 Class 1 Options 3. Ms Melanie Piasias (spouse of Mr Goulopoulos) held 600,000 ordinary shares and 1,050,000 Class 1 Options (<i>note: these securities have now been transferred to Atlantis MG Pty Ltd <MG Family A/C></i>)

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Class	<ul style="list-style-type: none"> Fully paid ordinary shares Listed options exercisable at \$0.035 on or before 31 July 2015 (Class 2 Options)
Number acquired	<p>Atlantis MG Pty Ltd <MG Family Super Fund A/C> acquired:</p> <ul style="list-style-type: none"> 300,000 ordinary shares 150,000 Class 2 Options <p>Atlantis MG Pty Ltd <MG Family A/C> holds:</p> <ul style="list-style-type: none"> 500,000 ordinary shares 250,000 Class 2 Options
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<ul style="list-style-type: none"> The ordinary shares were acquired under Shoply's rights issue at \$0.03 per share. The Class 2 Options were issued for nil consideration as free attaching options to the rights issue shares on a 1 for 2 basis
No. of securities held after change	<ol style="list-style-type: none"> Atlantis MG Pty Ltd <MG Family Super Fund A/C> <ul style="list-style-type: none"> 4,300,000 ordinary shares 6,000,000 Class 1 Options 150,000 Class 2 Options Atlantis MG Pty Ltd <MG Family A/C> holds: <ul style="list-style-type: none"> 4,600,000 ordinary shares 2,647,565 Class 1 Options 250,000 Class 2 Options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Participation in Shoply's pro-rata renounceable rights issue.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A

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Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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