

# 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

<b>Name of entity</b> SHOPLY LIMITED
<b>ABN</b> 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.

<b>Name of Director</b>	<b>DOMENIC CAROSA</b>
<b>Date of last notice</b>	17 April 2014

### 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
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr Carosa is a director of and has a relevant interest in the shares held by the following shareholders: <ol style="list-style-type: none"> <li>1. Mp3 Australia Pty Ltd &lt;The Mp3 Unit A/C&gt;</li> <li>2. Tiger Domains Pty Ltd &lt;ATF Tiger Domains Unit Trust&gt;</li> <li>3. Dominet Digital Corporation Pty Ltd &lt;The Carosa Family A/C&gt;</li> </ol>
<b>Date of change</b>	18 June 2014
<b>No. of securities held prior to change</b>	<ol style="list-style-type: none"> <li>1. 14,866,667 ordinary shares, 2,000,000 listed options exercisable at \$0.015 on or before 30 June 2014 (<b>Class 1 Options</b>) and 333,334 listed options exercisable at \$0.035 on or before 31 July 2015 (<b>Class 2 Options</b>) held by Mp3 Australia Pty Ltd &lt;The Mp3 Unit A/C&gt;</li> <li>2. 26,118,565 ordinary shares and 15,019,759 Class 1 Options held by Tiger Domains Pty Ltd &lt;ATF Tiger Domains Unit Trust&gt;</li> <li>3. 160,000 ordinary shares held by Dominet Digital Corporation Pty Ltd &lt;The Carosa Family A/C&gt;</li> </ol>

+ See chapter 19 for defined terms.

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<b>Class</b>	<ul style="list-style-type: none"> <li>Fully paid ordinary shares</li> <li>Listed options exercisable at \$0.015 on or before 30 June 2014 (<b>Class 1 Options</b>)</li> <li>Listed options exercisable at \$0.035 on or before 31 July 2015 (<b>Class 2 Options</b>)</li> </ul>
<b>Number acquired</b>	Mp3 Australia Pty Ltd <The Mp3 Unit A/C> acquired 2,000,000 ordinary shares.
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	The ordinary shares were acquired pursuant to an exercise of options at \$0.015 per share (Total consideration \$30,000)
<b>No. of securities held after change</b>	<p>Mp3 Australia Pty Ltd &lt;The Mp3 Unit A/C&gt; holds:</p> <ul style="list-style-type: none"> <li>16,866,667 ordinary shares</li> <li>333,334 Class 2 Options</li> </ul> <p>Tiger Domains Pty Ltd &lt;ATF Tiger Domains Unit Trust&gt; holds:</p> <ul style="list-style-type: none"> <li>26,118,565 ordinary shares</li> <li>15,019,759 Class 1 Options</li> </ul> <p>Dominet Digital Corporation Pty Ltd &lt;The Carosa Family A/C&gt; holds 160,000 ordinary shares</p>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of Class 1 Options

## 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

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

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