

# 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>	19 June 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; (<b>Mp3 Australia</b>)</li> <li>2. Tiger Domains Pty Ltd &lt;ATF Tiger Domains Unit Trust&gt; (<b>Tiger Domains</b>)</li> <li>3. Dominet Digital Corporation Pty Ltd &lt;The Carosa Family A/C&gt; (<b>Dominet Digital</b>)</li> </ol>
<b>Date of change</b>	20 June 2014, 23 June 2014 and 24 June 2014
<b>No. of securities held prior to change</b>	<ol style="list-style-type: none"> <li>1. Mp3 Australia held:               <ul style="list-style-type: none"> <li>• 16,866,667 ordinary shares (<b>Shares</b>)</li> <li>• 333,334 listed options exercisable at \$0.035 on or before 31 July 2015 (<b>Class 2 Options</b>)</li> </ul> </li> <li>2. Tiger Domains held:               <ul style="list-style-type: none"> <li>• 26,118,565 ordinary shares</li> <li>• 15,019,759 listed options exercisable at \$0.015 on or before 30 June 2014 (<b>Class 1 Options</b>)</li> </ul> </li> <li>3. Dominet Digital held 160,000 ordinary shares.</li> </ol>

+ See chapter 19 for defined terms.

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<b>Class</b>	1. Shares 2. Class 1 Options 3. Class 2 Options
<b>Number acquired</b>	Tiger Domains acquired 15,019,759 Shares
<b>Number disposed</b>	Tiger Domains disposed of 6,900,000 Shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	1. The 15,019,759 Shares were acquired pursuant to an exercise of options at \$0.015 per share (Total consideration \$225,296.39)  2. The 6,900,000 Shares were disposed on-market at \$0.022 per share (Total consideration \$151,800)
<b>No. of securities held after change</b>	1. Mp3 Australia holds: <ul style="list-style-type: none"> <li>• 16,866,667 ordinary shares</li> <li>• 333,334 Class 2 Options</li> </ul> 2. Tiger Domains holds: <ul style="list-style-type: none"> <li>• 34,238,324 ordinary shares</li> </ul> 3. Dominet Digital holds 160,000 ordinary shares
<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	1. Exercise of Class 1 Options  2. Disposal of Shares on-market

## 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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