

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	MARK GOULOPOULOS
Date of last notice	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
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr Gouloupoulos 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	25 June, 26 June, 27 June 2014
No. of securities held prior to change	1. Atlantis MG Pty Ltd <MG Family Super Fund A/C> held: <ul style="list-style-type: none"> • 4,300,000 ordinary shares (Shares) • 6,000,000 listed options exercisable at \$0.015 on or before 30 June 2014 (Class 1 Options) • 150,000 listed options exercisable at \$0.035 on or before 31 July 2015 (Class 2 Options) 2. Atlantis MG Pty Ltd <MG Family A/C> held: <ul style="list-style-type: none"> • 4,600,000 Shares • 2,647,565 Class 1 Options • 250,000 Class 2 Options

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Class	<ul style="list-style-type: none"> • Shares • Class 1 Options • Class 2 Options
Number acquired	<ol style="list-style-type: none"> 1. Atlantis MG Pty Ltd <MG Family Super Fund A/C> acquired 6,000,000 Shares 2. Atlantis MG Pty Ltd <MG Family A/C> acquired 2,647,565 Shares
Number disposed	<ol style="list-style-type: none"> 1. Atlantis MG Pty Ltd <MG Family Super Fund A/C> disposed of: <ul style="list-style-type: none"> • 4,000,000 Shares • 6,000,000 Class 1 Options 2. Atlantis MG Pty Ltd <MG Family A/C> disposed of: <ul style="list-style-type: none"> • 1,550,000 Shares • 2,647,565 Class 1 Options
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<ol style="list-style-type: none"> 1. The 5,550,000 Shares were disposed on-market at \$0.022 per share (Total consideration \$122,100) 2. The 8,647,565 Shares were acquired pursuant to an exercise of options at \$0.015 per share (Total consideration \$129,713,48)
No. of securities held after change	<ol style="list-style-type: none"> 1. Atlantis MG Pty Ltd <MG Family Super Fund A/C> holds: <ul style="list-style-type: none"> • 6,300,000 Shares • 150,000 Class 2 Options 2. Atlantis MG Pty Ltd <MG Family A/C> holds: <ul style="list-style-type: none"> • 5,697,565 ordinary shares • 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	<ol style="list-style-type: none"> 1. Disposal of Shares on-market 2. 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.

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

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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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