

3 November 2014

Dear Shoply Shareholder,

2014 Annual General Meeting

Please find enclosed a notice of meeting, explanatory memorandum and proxy form for Shoply's upcoming 2014 Annual General Meeting to be held as follows:

Date: Wednesday, 3 December 2014

Time: 11.00 am (Melbourne time)

Venue: Patersons Securities Limited
Level 15, 333 Collins Street
Melbourne VIC 3000

Discount coupon for redemption at Your Home Depot (www.yourhomedepot.com.au)

In addition, we are pleased to enclose a \$10 and \$20 discount coupon, which can be redeemed at, Your Home Depot (www.yourhomedepot.com.au), if you make purchases over \$100 and \$200 respectively.

Your Home Depot is one of Australia's leading homewares and home appliances online retailers, and offers high-end kitchenware, home wares and electrical appliances nationwide. We have recently re-launched our Your Home Depot website, which now enhances user experience by enabling shoppers to access our online store with ease from multiple devices, including computers, smartphones and tablets. We look forward to welcoming you to our online retail store at www.yourhomedepot.com.au.

Yours sincerely



Simon Crean
Chief Executive Officer



Notice of annual general meeting and explanatory memorandum

Shoply Limited

ACN 085 545 973

Date: Wednesday, 3 December 2014

Time: 11.00 am (Melbourne time)

Venue: Patersons Securities Limited
Level 15, 333 Collins Street
Melbourne VIC 3000

NOTICE OF 2014 ANNUAL GENERAL MEETING

NOTICE is given that the 2014 Annual General Meeting of Shoply Limited ACN 085 545 973 will be held at Patersons Securities Limited, Level 15, 333 Collins Street, Melbourne VIC 3000 on Wednesday 3 December 2014 at 11.00 am (Melbourne time).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and related reports

	Financial and related reports
Description	To receive and consider the Financial Reports of the Company including the balance sheets and profit and loss accounts of the Company and its subsidiaries and the reports of the Company's Directors and of the Company's auditor in respect of the financial year ended 30 June 2014.

2. Adoption of Remuneration Report (Non-binding resolution)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2014 Annual Report and is available from the Company's website (www.shoply.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>“THAT the Remuneration Report for the financial year ended 30 June 2014 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company.”</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons: (a) Key Management Personnel; and (b) Closely Related Parties of Key Management Personnel. However, the Company need not disregard a vote if it is: (c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or (d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

3. Re-Election of Directors

Resolution 2	Re-Election of Andrew Plympton as Director
Description	Mr Andrew Plympton retires as a Director in accordance with rule 17.2(b) of the Constitution, and being eligible, offers himself for election under rule 17.2(f) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution: <i>“THAT Andrew Plympton, having retired from his office as a Director in accordance with rule 17.2(b) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company.”</i>
Resolution 3	Re-Election of Sophie Karzis as Director
Description	Ms Sophie Karzis retires as a Director in accordance with rule 17.2(b) of the Constitution, and being eligible, offers herself for election under rule 17.2(f) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution: <i>“THAT Sophie Karzis, having retired from her office as a Director in accordance with rule 17.2(b) of the Constitution and, being eligible, having offered herself for re-election, be re-elected as a Director of the Company.”</i>

Special Business

4. Ratification of Issue of Shares

Resolution 4	Ratification of issue of shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 16 October 2014 as deferred consideration to the nominees of the vendor of the Warcom business which Shoply acquired in June 2014.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 2,851,052 fully paid ordinary shares in the Company at a deemed issue price of \$0.0176 per share to the nominees of the vendor of the Warcom business on 16 October 2014 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

5. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 5	Approval of 10% placement capacity
Description	Shoply seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution: <i>“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12 month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

6. Appointment of Auditor

Resolution 6	Appointment of RSM Bird Cameron Partners as the Company's auditor
Description	Shoply has received a notice of nomination, made pursuant to section 328B(1) of the Act, to appoint RSM Bird Cameron Partners as the Company's auditor at the 2014 AGM, and accordingly proposes Resolution 6 to shareholders. The appointment of RSM Bird Cameron Partners as Shoply's auditor is subject to ASIC consenting to the resignation of Ernst & Young as the Company's auditor. Refer to the Explanatory Memorandum for details regarding the resignation of Ernst & Young.
Resolution (Ordinary)	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution: <i>“THAT subject to the consent of the Australian Securities & Investments Commission to Ernst & Young resigning as auditor of the Company, RSM Bird Cameron Partners of Level 21, 55 Collins Street, Melbourne, Victoria 3000, having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and its controlled entities effective from the date of the Meeting.”</i>

Dated 3 November 2014

BY ORDER OF THE BOARD OF SHOPLY LIMITED



Sophie Karzis
Director and Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Ernst & Young in relation to the conduct of the external audit for the year ended 30 June 2014, or the content of its audit report. Please send your questions to:

The Company Secretary, Shoply Limited
Via mail: Level 1, 61 Spring Street, Melbourne VIC 3000
Via email: sk@ccounsel.com.au

Written questions must be received by no later than **5.00pm (Melbourne time) on Monday 1 December**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2014.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time) on Monday 1 December 2014**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must

indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11.00 am (Melbourne time) on Monday 1 December 2014:**
 - by post at GPO Box 242, Melbourne, Victoria 3001; or
 - by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
 - by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
 - Custodian voting - For Intermediary Online subscribers only (custodians) please visit **www.intermediaryonline.com** to submit your voting intentions.

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Andrew Plympton, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2014 ANNUAL GENERAL MEETING

1. Financial and related reports

Item	Financial And Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2014 to be laid before the Company's 2014 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Shoply and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2014 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2014 Annual Report is available from the Company's website (www.shoply.com.au).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor Ernst & Young questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2014, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.</p>

2. Adoption of Remuneration Report (Non-binding resolution)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2014 Annual Report and is available from the Company's website (www.shoply.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> • describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; • sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and • explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. Re-Election of Directors

Resolutions 2 & 3	Re-Election of Mr Andrew Plympton and Ms Sophie Karzis as Directors
Explanation	<p>Rule 17.2(b) of the Company's constitution requires one third of the Directors (rounded down to the nearest whole number) to retire at each Annual General Meeting of the Company. Under rule 17.2(c) of the constitution, the Directors to retire under rule 17.2(b) are those who have held office as Director the longest period of time since their last election to office.</p> <p>Mr Andrew Plympton and Ms Sophie Karzis, who have held office as Directors for the longest periods of time since their last election to office on 28 November 2012, retire as Directors at the 2014 AGM in accordance with rules 17.2(b) and 17.2(c) of the Company's constitution. Mr Plympton and Ms Karzis, being eligible under rule 17.2(f) of the constitution, offer themselves for re-election as Directors.</p> <p>Please refer to the 2014 Annual Report for information about Mr Plympton and Ms Karzis.</p>
Board Recommendation	The Board, with Mr Andrew Plympton and Ms Sophie Karzis abstaining on making recommendations on Resolutions 2 and 3 respectively, recommends that shareholders vote in favour of these resolutions.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2 and 3.

4. Ratification of Issue of Shares

Resolution 4	Ratification of issue of shares
Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 2,851,052 fully paid ordinary shares on 16 October 2014. Pursuant to an assets purchase agreement between the Company and the vendor of the Warcom business, which Shoply acquired in June 2014, the vendor (and/or his nominees) is entitled to receive share based deferred consideration, subsequent to the satisfaction of prescribed revenue and profit margin targets of the Warcom business for the first quarter of the 2015 financial year. For further information, refer to Shoply's ASX announcement dated 12 June 2014 in respect of the Warcom acquisition.
ASX Listing Rules	ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue shares during any 12 month period in excess of 15% of the number of shares on issue at the commencement of that 12 month period without shareholder approval.

	<p>ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1, by permitting the ratification of previous issues of shares which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the 15% threshold set out by Listing Rule 7.1. If shareholders of a company approve the ratification of such previous issues of shares at a general meeting, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p>
<p>Reason for resolution</p>	<p>The effect of ratification in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum capacity to issue further shares up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring shareholder approval. The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% of the issued capital of the Company.</p> <p>Save for as otherwise set out in this Notice, the Directors do not currently have any specific intention to make any further issue of shares without approval of shareholders under ASX Listing Rule 7.1 in the next 12 months, unless such issue falls under an exception to the 15% threshold in ASX Listing Rule 7.2.</p> <p>However, the Directors consider it to be appropriate and prudent for approval to be sought at the Annual General Meeting, in respect of the relevant issue of shares made by the Company in the last twelve months. The Directors believe this approval will enhance the Company's flexibility to finance its exploration programs through raising equity capital, should the Directors consider them to be in the best interests of the Company to do so.</p> <p>In particular, the Directors note that if this approval is not obtained at the Annual General Meeting, the Company may be required to incur additional costs and delay of convening an extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.</p>
<p>Information required to be provided under the ASX Listing Rules</p>	<p>As stated above, the Company issued the shares pursuant to an assets purchase agreement between the Company and the vendor of the Warcom business, which Shoply acquired in June 2014. Under the agreement, the vendor (and/or his nominees) is entitled to receive share based deferred consideration, subsequent to the satisfaction of prescribed revenue and profit margin targets of the Warcom business for the first quarter of the 2015 financial year.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> ▪ No. of shares issued – 2,851,052 ▪ Issue price per share – Nil cash consideration; deemed issue price of \$0.0176 per share ▪ Terms of shares – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company ▪ Recipient of issue – Nominees of the vendor of the Warcom business which Shoply acquired in June 2014 ▪ Use of funds raised – The shares were issued as deferred consideration to the nominees of the vendor of the Warcom business which Shoply acquired in June 2014. No funds were raised under the issue.

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

5. Approval of 10% Placement Capacity

Resolution 5	Approval of 10% placement capacity
General	<p>Under Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under Listing Rule 7.1.</p> <p>Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
Eligibility	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under Listing Rule 7.1A.</p>
Formula	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out Listing Rule 7.1A.2 as follows:</p> $(A \times D) - E$ <p>Where:</p> <p>A is the number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> ▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2; ▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company); ▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and

	<ul style="list-style-type: none"> ▪ less the number of shares cancelled in the previous 12 months. <p><i>'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity</i></p> <p>D is 10%.</p> <p>E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
Conditions of issue under the 10% Placement Capacity	<p>There are a number of conditions applicable to the issue of Equity Securities under Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions are as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	<p>In the event that the Company obtains shareholder approval of Resolution 5, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of this Annual General Meeting, being 3 December 2015; or</p> <p>(b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2.</p> <p>(Placement Period)</p>
INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A	
Minimum issue price	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.

Risk of dilution to shareholders

If Resolution 5 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:

- the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of \$0.017 per share which was the closing price of the Company's shares on the ASX on 29 October 2014; and

the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 524,789,212. This assumes that all shares issued by the Company to date are ratified and approved by shareholders under Resolution 5.

The table also shows:

- (a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.0085	Issue price \$0.017	100% increase in issue price \$0.034
Current Variable 'A' 524,789,212 shares	10% voting dilution	52,478,921 shares	52,478,921 shares	52,478,921 shares
	Funds raised	\$446,070.83	\$892,141.66	\$1,784,283.32
50% increase in current Variable 'A' 787,183,818 shares	10% voting dilution	78,718,382 shares	78,718,382 shares	78,718,382 shares
	Funds raised	\$669,106.25	\$1,338,212.49	\$2,676,424.98
100% increase in current Variable 'A' 1,049,578,424 shares	10% voting dilution	104,957,842 shares	104,957,842 shares	104,957,842 shares
	Funds raised	\$892,141.66	\$1,784,283.32	\$3,568,566.64

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;

	<p>(b) no options to acquire shares on issue in the Company are exercised;</p> <p>(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;</p> <p>(d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Annual General Meeting.</p> <p>(e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1.</p> <p>(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.</p> <p>(g) the issue price is \$0.017, being the closing price of the Company's shares on the ASX on 29 October 2014.</p>
Period of validity	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under the Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
Reason for issue of shares under 10% Placement Capacity	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <p>(a) non-cash consideration for the acquisition of the new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or</p> <p>(b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under Listing Rule 7.1.A and for general working capital.</p> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A 4 and 3.10.5A upon issue of any Equity Securities.</p>
Allocation policy	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers.

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.

The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.

In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.

Previous approval

The Company previously obtained approval under ASX Listing Rule 7.1A on 12 December 2013. In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:

As at 4 December 2013, being the date that is 12 months prior to the 2014 Annual General Meeting, the Company had the following Equity Securities on issue:

Class of Equity Securities	Number
Ordinary shares	240,045,747
Options to acquire fully paid ordinary shares exercisable at \$0.015 on or before 30 June 2014	146,289,952
Unlisted options exercisable at \$0.10 on or before 30 April 2015	1,600,000
Unlisted options exercisable at \$0.10 on or before 8 December 2015	1,000,000
TOTAL	388,935,699

The table below shows the number and type of Equity Securities issued by the Company in the 12 months prior to the 2014 Annual General Meeting, and the percentage they represent of the total number of Equity Securities on issue at 4 December 2013 (being 388,935,699).

Item	Date of issue	Class of Equity Securities	No. issued	% represented of total number of Equity Securities
1	11/03/14	Ordinary shares	60,000,000	15.43%
2	9/04/14	Ordinary shares	60,000,000	15.43%
3	09/07/14	Ordinary shares	3,071,199	0.79%
4	17/10/14	Ordinary shares	2,851,052	0.73%
5	11/02/14 – 7/07/14	Ordinary shares	190,965,040	49.10%
6	13/12/13	Options (exercisable at \$0.015 on or before 30 June 2014)	15,592,644	4.01%
7	06/01/14	Options under Long Term Incentive Plan	9,000,000	2.31%
8	09/04/14	Options (exercisable at \$0.035 on or before 31 July 2015)	30,000,016	7.71%
9	17/04/14	Options (exercisable at \$0.035 on or before 31 July 2015)	30,000,008	7.71%
10	27/05/14	Options under Long Term Incentive Plan	1,900,000	0.49%
	TOTAL		403,379,959	103.71%

All ordinary shares issued by the Company in the 12 months prior to the 2014 Annual General Meeting have the same terms and rank equally in all respects with existing shares in the Company. Specific information in relation to each issue is as follows:

Item	Reason for issue	Recipient	Use / intended use of funds	Issue price per share	Discount/premium to market price	Total cash consideration (\$)
1	Capital raising placement	Sophisticated investors introduced to SHP by the lead manager to the placement	Used to fund the acquisition of the business and assets of Your Home Depot Pty Ltd	\$0.030	10% discount	1,800,000
2	Renounceable Rights Issue	Participants of the rights issue, including eligible shareholders and sub-underwriters	As above	\$0.030	10% discount	1,800,000
3	Underwriting of the exercise of the Company's SHPO class of listed options	Various sub--underwriters introduced to the Company by the underwriter of the exercise of options	Working capital	\$0.015	N/A	46,068
4	Share based deferred consideration	Vendor of Warcom business and his nominees	N/A, none raised	Deemed issue price of \$0.0176 per share	N/A	42,766 (current cash valuation based on the market price of SHP shares on the date of this Notice)
5	Exercise of options	Various option holders	Working capital, fund growth and acquisition strategies	\$0.015 and \$0.035	N/A	2,864,672
6	Free attaching options to shares issued under a placement	Sophisticated and professional investors who subscribed for shares under the placement	N/A, none raised. Funds raised under placement were used as working capital	N/A	N/A	N/A
7	Issued under SHP's Long Term Incentive Plan	Directors	N/A	N/A	N/A	N/A
8	Free attaching options to shares issued under Rights Issue (see Item 2)	Participants of the rights issue	N/A, none raised. See above for use of funds raised under Rights Issue	N/A	N/A	N/A
9	Free attaching options to shares issued under placement (see Item 1)	Placement subscribers	N/A, none raised. See above for use of funds raised under placement	N/A	N/A	N/A
10	Issued under SHP's Long Term Incentive Plan	Management	N/A	N/A	N/A	N/A

	<p>The Company has raised a total of \$6,510,739.93 through the issue of ordinary shares in the 12 months prior to the 2014 Annual General Meeting (see items 1,2,3 and 5 in the tables above). Of this amount, the Company has spent approximately \$3.5M on:</p> <ul style="list-style-type: none"> - Acquisition of businesses (including Warcom, and Your Home Depot) - Working capital requirements - Creation of a scale-able IT platform to enable the integration of acquisitions. <p>The Company intends to use the \$3M balance of funds remaining on:</p> <ul style="list-style-type: none"> - Working capital requirements - Acquisition opportunities that are complementary to Shoply's overall business strategy.
Ranking of shares	Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.
GENERAL INFORMATION	
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

6. Appointment of Auditor

Resolution 6	Appointment of RSM Bird Cameron Partners as the Company's auditor
Explanation	<p>Ernst & Young has been the auditor of the Company since November 2007.</p> <p>The Board has been satisfied with the services of Ernst & Young as Company auditor and thanks Ernst & Young for their services provided as auditor of the Company. The Company has recently undertaken a strategic cost reduction review, and in doing so has reviewed the role of auditor and consider that it would be appropriate for the firm appointed as the Company's auditor to change at this time. As a consequence, Ernst & Young has sought consent from ASIC to resign as auditor of the Company with effect from the end of the 2014 Annual General Meeting.</p> <p>Once ASIC notifies Ernst & Young and the Company that it consents to Ernst & Young's resignation, Ernst & Young will give its notice of resignation to the Company with effect from the end of the Annual General Meeting.</p> <p>Under section 328B(1) of the Act, a member of the company may give notice of nomination of an auditor whose appointment can be considered at the meeting (Notice of Nomination).</p> <p>A Notice of Nomination dated 29 October 2014 was given to the Company Secretary by Tiger Domains Pty Ltd <ATF Tiger Domains Unit Trust> to nominate RSM Bird Cameron Partners as auditor of the Company. In accordance with section 328B(3) of the Act, a copy of the Notice of Nomination:</p>

	<p>a) has been provided to RSM Bird Cameron Partners; b) has been provided to Ernst & Young; and c) is attached to this Notice of Meeting.</p> <p>RSM Bird Cameron Partners has provided to the Company written consent to act as auditor of the Company, in accordance with section 328A(1) of the Act.</p> <p>The Corporations Act requires that shareholders approve the appointment of a new auditor. Subject to Ernst & Young receiving consent to resign as the Company's auditor, and the Company receiving shareholder approval at the Annual General Meeting, RSM Bird Cameron will become the new auditor of the Company, effective close of the meeting.</p> <p>If ASIC does not consent to Ernst & Young's resignation as Company's auditor, Ernst & Young will continue as the Company's auditor, regardless of the outcome of Resolution 6.</p>
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this item of business.

Definitions

Company or Shoply	Shoply Limited ACN 085 545 973
Constitution	The Company's constitution
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Closely Related Party (of a member of KMP of an entity)	<p>Has the definition given to it by section 9 of the Corporations Act, and means:</p> <p>(a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).</p>
Key Management Personnel or KMP	Those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

-ENDS-

Tiger Domains Pty Ltd
<ATF Tiger Domains Unit Trust>
ACN 141 712 370
20 Green Street
Cremorne VIC 3121

NOTICE OF NOMINATION

TO: The Company Secretary
Shoply Limited
ACN 085 545 973
Level 1, 61 Spring Street,
Melbourne VIC 3000 (the **Company**)

Tiger Domains Pty Ltd <ATF Tiger Domains Unit Trust> (**Tiger Domains**), being a member of the Company which holds more than 5% of the votes that may be cast at a general meeting of the Company, hereby gives the Company notice under section 328B(1) of the *Corporations Act 2001* (Cth) of the nomination of RSM Bird Cameron Partners of Level 21, 55 Collins Street, Melbourne, Victoria 3000, as auditor of the Company.

Dated: 29 October 2014

SIGNED on behalf of
Tiger Domains Pty Ltd)
<ATF Tiger Domains Unit Trust>)



Signature of Director

DOMENIC CAROSA

Name of Director



Shoply Limited

ABN 93 085 545 973

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

For your vote to be effective it must be received by 11.00 am (Melbourne time) Monday 1 December 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose...

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy...

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ->



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
Update your securityholding

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Shoply Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Shoply Limited to be held at Patersons Securities Limited, Level 15, 333 Collins Street, Melbourne on Wednesday, 3 December 2014 at 11.00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (Non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Andrew Plympton as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Sophie Karzis as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of RSM Bird Cameron Partners as the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____