

# Notice of change of interests of substantial holder

Form 604  
Corporations Law 2001  
Section 671B

To: **SHOPLY LIMITED**  
**ACN 085 545 973**

## 1. Details of substantial shareholders

**Domenic Carosa**  
**Tiger Domains Pty Ltd <ATF Tiger Domains Unit Trust>**

- There was a change in the interests of the substantial holders on 7 March 2016
- The previous notice was given to the Company on 19 June 2015
- The previous notice was dated 19 June 2015

## 2. Previous and present voting power

The total number of votes attached to all the voting shares in the Company or voting interests in the scheme that the substantial holder or an associate had a relevant interest when last required, and when now required, to give a substantial holding notice to the Company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary Shares	61,543,086	11.26%	75,868,324	10.84%

## 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the Company or scheme, since the substantial holder was last required to give a substantial holding notice to the Company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
22 – 26 June 2015	<ul style="list-style-type: none"><li>• Domenic Carosa</li><li>• Dominet Digital Corporation Pty Ltd &lt;The Carosa Family A/C&gt; (<b>Dominet Digital</b>)</li></ul>	On market acquisition of 1,991,905 ordinary shares by Dominet Digital	Total consideration: \$29,878.58	1,991,905 ordinary shares	1,991,905
28 – 30 September 2015	<ul style="list-style-type: none"><li>• Domenic Carosa</li><li>• Dominet Digital</li></ul>	On market acquisition of 2,806,571 ordinary shares by Dominet Digital	Total consideration: \$30,872.28	2,806,571 ordinary shares	2,806,571
8 October 2015	<ul style="list-style-type: none"><li>• Domenic Carosa</li><li>• Dominet Digital</li></ul>	On market acquisition of 193,429 ordinary shares by Dominet Digital	Total consideration: \$2,127.72	193,429 ordinary shares	193,429

3 March 2016	<ul style="list-style-type: none"> <li>Domenic Carosa</li> <li>Dominet Digital</li> <li>Tiger Domains Pty Ltd &lt;ATF Tiger Domains Unit Trust&gt; (<b>Tiger Domains</b>)</li> <li>MP3 Australia Pty Ltd &lt;The MP3 Unit A/C&gt; (<b>MP3 Australia</b>)</li> </ul>	Dilution of interest after issue of 139,909,396 shares in Shoply	N/A	66,534,991 ordinary Shares	66,534,991
7 March 2016	<ul style="list-style-type: none"> <li>Domenic Carosa</li> <li>Dominet Digital</li> </ul>	On market acquisition of 1,000,000 shares by Dominet Digital	Total consideration: \$11,000	1,000,000 ordinary Shares	1,000,000
	<ul style="list-style-type: none"> <li>Domenic Carosa</li> <li>Tiger Domains</li> </ul>	On market acquisition of 8,333,333 shares by Tiger Domains	Total consideration: \$50,000	8,333,333 ordinary Shares	8,333,333

#### 4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
<ul style="list-style-type: none"> <li>Domenic Carosa</li> <li>MP3 Australia</li> </ul>	MP3 Australia	MP3 Australia	MP3 Australia is the registered holder of the shares. Domenic Carosa is the practical controller of MP3 Australia.	16,866,667 ordinary Shares	16,866,667
<ul style="list-style-type: none"> <li>Domenic Carosa</li> <li>Tiger Domains</li> </ul>	Tiger Domains	Tiger Domains	Tiger Domains is the registered holder of the shares. Domenic Carosa is the practical controller of Tiger Domains.	44,511,657 ordinary Shares	44,511,657
<ul style="list-style-type: none"> <li>Domenic Carosa</li> <li>Dominet Digital</li> </ul>	Dominet Digital	Dominet Digital	Dominet Digital is the registered holder of the shares. Domenic Carosa is the practical controller of Dominet Digital Corporation Pty Ltd.	14,490,000 ordinary Shares	14,490,000

#### 5. Changes In Association

The persons who have become associates of, ceased to be associates of, or have changes the nature of their association with, the substantial holder in relation to voting interests in the Company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

The addresses of persons named in this form are as follows:

<b>Person/ Entity</b>	<b>Address</b>
MP3 Australia Pty Ltd <The MP3 Unit A/C> ACN 132 988 679	20 Green Street, Richmond Victoria 3121
Tiger Domains Pty Ltd <Tiger Domains Unit A/C>	20 Green Street, Richmond Victoria 3121
Dominet Digital Corporation Pty Ltd <The Carosa Family A/C>	20 Green Street, Richmond Victoria 3121
Domenic Carosa	20 Green Street, Richmond Victoria 3121

**Dated 7 March 2016**

Authorised for electronic lodgement by Domenic Carosa