

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	DOMENIC CAROSA
Date of last notice	18 June 2015

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 Carosa is a director of and has a relevant interest in the shares held by the following shareholders: <ol style="list-style-type: none"> 1. Mp3 Australia Pty Ltd <The Mp3 Unit A/C> (Mp3 Australia) 2. Tiger Domains Pty Ltd <ATF Tiger Domains Unit Trust> (Tiger Domains) 3. Dominet Digital Corporation Pty Ltd <The Carosa Family A/C> (Dominet Digital)
Date of change	22, 23, 24, 26 June 2015
No. of securities held prior to change	1. Mp3 Australia held: <ul style="list-style-type: none"> • 16,866,667 ordinary shares • 333,334 listed options exercisable at \$0.035 on or before 31 July 2015 (Options) 2. Tiger Domains held: <ul style="list-style-type: none"> • 36,178,324 ordinary shares 3. Dominet Digital held 8,498,095 ordinary shares.

+ See chapter 19 for defined terms.

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Class	1. Ordinary shares 2. Options
Number acquired	Dominet Digital acquired 1,991,905 ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	The 1,991,905 ordinary shares were acquired on-market at \$0.015 per share (Total consideration \$29,878.58)
No. of securities held after change	4. Mp3 Australia holds: <ul style="list-style-type: none"> • 16,866,667 ordinary shares • 333,334 Options 5. Tiger Domains holds: <ul style="list-style-type: none"> • 36,178,324 ordinary shares 6. Dominet Digital holds 10,490,000 ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition 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.

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

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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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