

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 | 26 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 | 28, 29 and 30 September 2015 |
| No. of securities held prior to change | 1. Mp3 Australia held 16,866,667 ordinary shares ¹ 2. Tiger Domains held 36,178,324 ordinary shares 3. Dominet Digital held 10,490,000 ordinary shares <small>1. Mp3 Australia held 333,334 options which have now lapsed</small> |
| Class | Ordinary shares |

+ See chapter 19 for defined terms.

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| | |
|---|---|
| Number acquired | Dominet Digital acquired 2,806,571 ordinary shares |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | The 2,806,571 ordinary shares were acquired on-market at \$0.011 per share (total consideration: \$30,872.28) |
| No. of securities held after change | 4. Mp3 Australia holds 16,866,667 ordinary shares 5. Tiger Domains holds 36,178,324 ordinary shares 6. Dominet Digital holds 13,296,571 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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