SHOPIFY INC.
Form F-X
July 31, 2018

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS
AND UNDERTAKING

A. Name of issuer or person filing ("Filer"):

SHOPIFY INC.
B. (1) This is (check one):

an original filing for the Filer.

an amended filing for the Filer.

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T Rule 101(b)(9):

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant: SHOPIFY INC.

Form type: Registration Statement on Form F-10

File Number (if known): 333-226444

Filed by: SHOPIFY INC.

Date Filed: July 30, 2018

(if filed concurrently, so indicate) (concurrent herewith)

D. The Filer is incorporated or organized under the laws of:

Canada

and has its principal place of business at:

150 Elgin Street, 8th Floor
Ottawa, Ontario, Canada K2P 1L4
(613) 241-2828

E. The Filer designates and appoints The Corporation Trust Company ("Agent") located at:

1209 Orange Street
Wilmington, DE 19801
(302) 658-7581

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

(a) Any investigation or administra-tive proceeding con-ducted by the Commission; and

(b) Any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any State or of the United States, or of any of its territo-ries or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form F-10 on the date hereof or any purchases or sales of any security in connection therewith. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administra-tive tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the date the Filer has ceased reporting under the U.S. Securities Exchange Act of 1934. The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during such period by amendment of this Form, refer-encing the file number of the relevant form in conjunction with which the amendment is being filed.

G. The Filer undertakes to make available, in person or by telephone, representa-tives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form F-10, the securities to which the Form F-10 relates and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ottawa, Province of Ontario, Canada, on July 30, 2018.

By: /s/ Tobias Lütke
Name: Tobias Lütke
Title: Chief Executive Officer

This statement has been signed by the following person in the capacity indicated on July 30, 2018.

THE CORPORATION
TRUST COMPANY
(Agent for Service)

By: /s/ Olga Hinkel
Name: Olga Hinkel
Title: Vice President