

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	Atlas Pearls Ltd
ABN	32 009 220 053

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	PIERRE FRANCOIS JEAN FALLOURD
Date of last notice	2 December 2016

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	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	14 December 2018
No. of securities held prior to change	DIRECT Pierre Fallourd - 3,311,206 fully paid ordinary shares. 2,000,000 options exercisable at \$0.059 each on or before 31/12/18. INDIRECT Emmanuelle Fallourd (spouse) - 555,556 fully paid ordinary shares.
Class	Unquoted options.
Number acquired	5,419,695 unquoted options exercisable at \$0.027 each, expiring on 30 June 2021.
Number disposed	Nil.

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil consideration. Issued pursuant to shareholder approval obtained at the AGM held on 20 November 2018.
No. of securities held after change	DIRECT Pierre Fallourd - 3,311,206 fully paid ordinary shares. 2,000,000 options exercisable at \$0.059 each on or before 31/12/18. 5,419,695 options exercisable at \$0.027 each on or before 30 June 2021. INDIRECT Emmanuelle Fallourd (spouse) - 555,556 fully paid 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	5,419,695 options issued pursuant to the shareholder approval obtained at the AGM held on 20 November 2018.

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

+ See chapter 19 for defined terms.

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

⁺ See chapter 19 for defined terms.