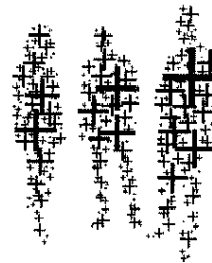


**WILLIAMS
+ HUGHES**COMMERCIAL AND
LITIGATION LAWYERS

Our ref: CO:27668:594859

FACSIMILE TRANSMISSION

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12 March 2015

FROM: Chris Osborn

FAX NO: (08) 9481 2041

TO: ASX Markets Announcement Office

FAX NO: 1300 135 638

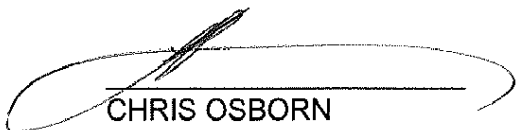
NO OF PAGES (INCLUDING THIS COVER SHEET): 7

Dear Sir/Madam

Atlas Pearls & Perfumes Limited (ATP)

Please find enclosed Notice of Change of Interests of Substantial Holder on behalf of Jingie Investments Pty Ltd and Jingie Group.

Yours faithfully


CHRIS OSBORN
Williams + Hughes

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West Perth, Western Australia 6005
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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **ATLAS PEARLS AND PERFUMES LIMITED**ACN/ARSN **009 220 05****1. Details of substantial holder (1)**Name **JINGIE INVESTMENTS PTY LTD**ACN/ARSN (if applicable) **137 583 147**

and the other persons listed in Annexure "A" ("Jingie Group")

There was a change in the interests of the substantial holder on **10/3/2015**The previous notice was given to the company on **6/2/2013**The previous notice was dated **5/2/2013****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 (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	31,971,600	11.38%	55,756,745	16.13%

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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			See Annexure "A"		

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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
			See Annexure "A"		

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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

6. Addresses

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

Name	Address
	See Annexure "A"

Signature

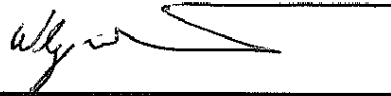
print name

W. G. MARTIN

capacity

DIRECTOR

sign here



date

12/3/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure "A"
consisting of 4 pages to
Form 604 dated 12 March 2015

1. Details of Substantial Holder

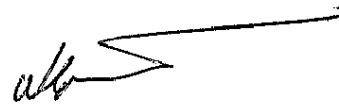
Chemco Superannuation Pty Ltd
 ACN 153 172 984
 Chemco Pty Ltd ACN 008 725 817
 William Gordon Martin
 Timothy James Martin
 Beverley Michelle Martin
 Jennifer Michelle Roughan
 Boneyard Investments Pty Ltd ACN 161 625 734
 WG & BM Martin Pty Ltd ACN 107 819 269

3. Changes in Relevant Interests

Date of Change	Person Whose Relevant Interest Changed	Nature of Change	Consideration Given in Relation to Change	Class or Number of Securities Affected	Persons Votes Affected
10/3/15	Jingie Group	Acquisition by Chemco Superannuation Fund Pty Ltd on conversion of Convertible Note	\$500,000 (\$0.05 per share) paid by Chemco Superannuation Fund Pty Ltd	10,000,000	10,000,000

4. Present Relevant Interests

Holder of Relevant Interest	Registered Holder	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class and Number of Securities	Persons Votes
Jingie Group	Jingie Investments Pty Ltd 14,900,200 ordinary shares	Jingie Investments Pty Ltd	Registered Holder and informal agreement or practice in respect of voting	55,756,745	55,756,745
Chemco Pty Ltd	Jingie Investments Pty Ltd 14,900,200	Jingie Investments Pty Ltd	Control (holding company)	55,756,745	55,756,745



Holder of Relevant Interest	Registered Holder	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class and Number of Securities	Persons Votes
	ordinary shares				
Jingie Group	Chemco Superannuation Fund Pty Ltd 22,400,000 ordinary shares	Chemco Superannuation Fund Pty Ltd	Registered Holder and by virtue of informal agreement or practice in respect of voting	55,756,745	55,756,745
Jingie Group	Timothy James Martin 3,256,545 ordinary shares	Timothy James Martin	Registered Holder and by virtue of informal agreement or practice in respect of voting	55,756,745	55,756,745
Jingie Group	Timothy James Martin and William Gordon Martin 1,000,000 ordinary shares	Timothy James Martin and William Gordon Martin	Registered Holder and by virtue of informal agreement or practice in respect of voting	55,756,745	55,756,745
Jingie Group	Jennifer Michelle Roughan and Beverley Michelle Martin 1,400,000 ordinary shares	Jennifer Michelle Roughan and Beverley Michelle Martin	Registered Holder and by virtue of informal agreement or practice in respect of voting	55,756,745	55,756,745

Holder of Relevant Interest	Registered Holder	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class and Number of Securities	Persons Votes
Jingie Group	Jennifer Michelle Roughan 2,800,000 ordinary shares	Jennifer Michelle Roughan	Registered Holder and by virtue of informal agreement or practice in respect of voting	55,756,745	55,756,745
Boneyard Investments Pty Ltd	Each of the other members of Jingie Group referred to above	Each of the other members of Jingie Group referred to above	By virtue of informal agreement or practice in respect of voting	55,756,745	55,756,745
WG & BM Martin Pty Ltd	Each of the other members of Jingie Group referred to above	Each of the other members of Jingie Group referred to above	As controller (holding company) of Boneyard Investments Pty Ltd and virtue of informal agreement or practice in respect of voting	55,756,745	55,756,745

6. Addresses

Name	Address
Jingie Investments Pty Ltd	2 Bishop Road DALKEITH WA 6009
Chemco Pty Ltd	2 Bishop Road DALKEITH WA 6009
Chemco Superannuation Fund Pty Ltd	2 Bishop Road DALKEITH WA 6009
William Gordon Martin	2 Bishop Road DALKEITH WA 6009
Beverley Michelle Martin	2 Bishop Road DALKEITH WA 6009



Name	Address
Timothy James Martin	40 Dalkeith Road NEDLANDS WA 6009
Jennifer Michelle Roughan	36 Brown Avenue DALKEITH WA 6009
Boneyard Investments Pty Ltd	2 Bishop Road DALKEITH WA 6009
WG & BM Martin Pty Ltd	2 Bishop Road DALKEITH WA 6009

Signature

print name W. G. MARTIN capacity DIRECTOR

sign here  _____