



13th November 2009

Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 3000

Dear Sir

NOTICE GIVEN UNDER SECTION 708A(5) OF THE CORPORATION ACT

Arafura Pearls Holdings Limited confirms the allotment of 7,800,000 ordinary fully paid shares as placement of shares to sophisticated investors on 11 November 2009. The Company therefore gives notice under section 708A(5)(e) of the Corporations Act in relation to an issue of fully paid ordinary shares by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

The Company confirms that, as at the date of this notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to fully paid ordinary shares.

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Yours faithfully

Arafura Pearls Holdings Limited

A handwritten signature in black ink, appearing to read "A Bechta". The signature is fluid and cursive, with a large, sweeping flourish at the end.

A Bechta

Company Secretary