

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ARAFURA PEARLS HOLDINGS LIMITED

ACN/ARSN 88 092 266 067

1. Details of substantial holder(1)

Name Andrew Malcolm Rupert HEWITT

ACN/ARSN (if applicable)

02/11/10

There was a change in the interests of the substantial holder on _____

The previous notice was given to the company on 17/06/10

The previous notice was dated 18/06/10

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 Shares	68,325,470	68,325,470	89,525,470	89,525,470

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 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
02/11/2010	Andrew M R Hewitt	Rights Issue	\$318,000.00	21,200,000 Ordinary shares	21,200,000

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
Andrew M R Hewitt	IPWA Pty Ltd	IPWA Pty Ltd	Director of trustee company and beneficiary of Fund	88,636,798 Ordinary shares	88,636,798
Andrew M R Hewitt	Engrove Pty Ltd	Engrove Pty Ltd	Son	446,667 Ord	446,667
Andrew M R Hewitt	Daniel Hewitt	Daniel Hewitt	Son	20,000 Ord	20,000
Andrew M R Hewitt	Julian Hewitt	Julian Hewitt	Son	222,005 Ord	222,005
Andrew M R Hewitt	Jordan Hewitt	Jordan Hewitt	Daughter	200,000 Ord	200,000

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

6. Addresses

The addresses of persons named in this form are:

Name	Address
IPWA Pty Ltd	Suite 25, Level 3, 22 Railway Road Subiaco WA 6008
Engrove Pty Ltd	Suite 25, Level 3, 22 Railway Road Subiaco WA 6008
Daniel Hewitt	PO Box 1099 Subiaco WA 6904
Julian Hewitt	PO Box 1099 Subiaco WA 6904
Jordan Hewitt	PO Box 1099 Subiaco WA 6904

Signature

print name Andrew M R Hewitt capacity self

sign here



date 03 / 11 /2010

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 identify 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.