

# 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

<b>Name of entity</b>	<b>ATLAS SOUTH SEA PEARL LIMITED</b>
<b>ABN</b>	<b>32 009 220 053</b>

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.

<b>Name of Director</b>	STEPHEN P BIRKBECK
<b>Date of last notice</b>	22nd March 2012

### 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.

<b>Direct or indirect interest</b>	INDIRECT INTEREST
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	SP & K Birkbeck Holdings Pty Ltd <SP & K Birkbeck Superannuation Fund A/C> Raintree Pearls and Perfumes Pty Ltd
<b>Date of change</b>	8 June 2012
<b>No. of securities held prior to change</b>	27,247,100
<b>Class</b>	Ordinary Shares
<b>Number acquired</b>	2,843,755
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$142,187.75 comprised of \$50,533.75 in cash plus capitalisation of \$91,654 in outstanding debts owed to Mr Birkbeck or his related entities in respect of Director's and Consulting fees.
<b>No. of securities held after change</b>	30,090,855

+ See chapter 19 for defined terms.

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Placement approved by shareholders on 30 May 2012, consisting of part of the shortfall from the Rights Issue announced to ASX on 7 February 2012 .
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### 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

  
**STEPHEN GLEESON**  
 Company Secretary  
 8 June 2012

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