

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme ATLAS SOUTH SEA PEARL LIMITED
 ACN/ARSN 009 220 053

1. Details of substantial holder(1)

Name RAINTREE PEARLS AND PERFUMES PTY LTD (and Associates – See Appendix A)
 ACN/ARSN (if applicable) 141 153 988

There was a change in the interests of the substantial holder on 08 / 06 / 12
 The previous notice was given to the company on 22 / 03 / 12
 The previous notice was dated 22 / 03 / 12

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)
Fully Paid Ordinary Shares	27,247,100	12.32%	30,090,855	13.12%

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 interest in the company or scheme are as follows:

Name and CAN/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 STEPHEN PAUL BIRKBECK

Sign here



date 08 / 06 / 2012

DIRECTIONS

- 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.
- See the definition of "associate" in section 9 of the Corporations Act 2001.
- See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- The voting shares of a company constitute one class unless divided into separate classes.
- The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- Include details of:
 - 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
 - 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.
- 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.
- 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".
- Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ATLAS SOUTH SEA PEARL LIMITED

(ACN 009 220 053)

This Annexure "A" of 3 pages referred to in Form 604 Notice of change of interests of substantial holder.



Signed:

Name: STEPHEN PAUL BIRKBECK

Capacity: DIRECTOR

Date: 08 / 06 / 2012

3. Change in relevant interests

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
08/06/12	Raintree Pearls and Perfumes Pty Ltd	Placement of Shortfall Shares from Non-Renounceable Rights Issue	\$142,187.75 comprised of \$50,533.75 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.	2,843,755 fully paid ordinary shares	2,843,755
08/06/12	SP & K Birkbeck Holdings Pty Ltd	Placement of Shortfall Shares from Non-Renounceable Rights Issue	\$142,187.75 comprised of \$50,533.75 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.	2,843,755 fully paid ordinary shares	2,843,755

4. Present relevant interests

Person whose relevant interest changed	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
Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Holder	16,569,997	16,569,997
SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	Holder	13,520,858	13,520,858
Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	Associate	13,520,858	13,520,858
SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Associate	16,569,997	16,569,997
Raintree Estate Pty Ltd	Raintree Estate Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Existing by virtue of Section 608(3) of the Corporations Act	16,569,997	16,569,997
Raintree Estate Pty Ltd	Raintree Estate Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	Associate	13,520,858	13,520,858
Stephen Birkbeck Family	Stephen Birkbeck Family	Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Associate	16,569,997	16,569,997
Stephen Birkbeck Family	Stephen Birkbeck Family	SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	Existing by virtue of Section 608(3) of the Corporations Act	13,520,858	13,520,858

6. Addresses

Name	Address
Raintree Pearls and Perfumes Pty Ltd	C/- 2616 South Coast Highway, Denmark, WA 6333
SP & K Birkbeck Holdings Pty Ltd	C/- 2616 South Coast Highway, Denmark, WA 6333
Stephen Paul Birkbeck	C/- 2616 South Coast Highway, Denmark, WA 6333
Karen Birkbeck	C/- 2616 South Coast Highway, Denmark, WA 6333
Kristie Birkbeck	C/- 2616 South Coast Highway, Denmark, WA 6333
Carlyssa Birkbeck	C/- 2616 South Coast Highway, Denmark, WA 6333
Raintree Estates Pty Ltd	C/- 2616 South Coast Highway, Denmark, WA 6333



ABN 32 009 220 053

30th May 2012

Mr Stephen Birkbeck & Mrs Karen Birkbeck
2243 South Coast Highway
Denmark WA 6333

Dear Mr & Mrs Birkbeck

Offer of shares in Atlas South Sea Pearl Limited

1 Overview of the offer

Atlas South Sea Pearl Limited (**Atlas**) is please to make this conditional offer to you (**Placee**) to subscribe for the following fully paid ordinary shares in Atlas (**Placement Shares**):

Name of Placee	Raintree Pearls & Perfumes Pty Ltd
Nature of Placement Shares	Fully paid ordinary shares in the capital of the Company that rank pari passu with the existing ordinary shares on issue in Atlas
Number of Placement Shares	2,843,755
Price per Placement Share	A\$0.05 (5 cents)
Total Placement Amount payable on acceptance of this offer	A\$50,533.75 (cash) (Cash Component) plus A\$91,654 owed to the Placee (or your related entities) in respect of Director's and Consulting fees (Capitalised Component) (together the Placement Amount)

The offer and the binding contract that results from its acceptance is subject to the terms and conditions set out in this letter.

2 Shareholder Approval

Our obligation to issue the Placement Shares to you is conditional on Atlas shareholders approving the issue of the Placement Shares at the upcoming Atlas Annual General Meeting on 30 May 2012 (**AGM**).

If Atlas shareholders do not approve the issue of the Placement Shares to you at the AGM, then:

- this agreement is automatically terminated;
- you have no obligation to pay the Placement Amount to Atlas;
- if Atlas has received any funds from you in respect of the Cash Component, then Atlas must return those funds (without interest) to you within 5 business days of the AGM; and
- we have no obligation to issue the Placement Shares to you.

3 How to accept this offer

This offer is open for acceptance by you (and no other person) before 5.00 pm on 6th June 2012. This offer will automatically lapse if not accepted by that time.

To accept this offer you need to:

- complete your own assessment of the merits and risks of an investment in Atlas;
- read this offer letter;
- ensure you are satisfied with its terms and conditions and you are able to give the representations and warranties listed below;
- executed the attached Acceptance Form; and
- fax or deliver a copy of that executed form to Atlas at 47-49 Bay View Terrace Claremont WA 6010.

Receipt of a delivered or faxed copy of the acceptance by Atlas will constitute acceptance and the formation of a binding contract on the terms set out in this letter.

4 Your obligations upon acceptance

Acceptance of this offer:

- creates a legally binding contract the terms of which you are required to comply with;
- requires you to pay the Cash Component to Atlas within 2 business days of confirmation by Atlas of receipt of your acceptance;
- pay the Cash Component to Atlas in Australian dollars, in immediately available and cleared funds and without deduction by electronic transfer into the following bank account:

A/c name Atlas South Sea Pearl Ltd
A/c No. 1113 7693

BSB No. 066-000
Bank Commonwealth Bank of Australia
Branch 140 St George's Terrace, Perth

- requires you to do any further things necessary or desirable to effect the capitalisation of the Capitalised Component.

5 Our obligations upon acceptance

On you accepting this offer Atlas will, subject to receipt of the relevant shareholder approval at the AGM:

- issue the Placement Shares to an Issuer Sponsored Holding in CHESS on the later of the business day after it receives confirmation that the Placement Amount has been received and seven business days after receipt of shareholder approval at the AGM;
- apply to ASX for quotation of the Placement Shares upon their issue; and
- use its best endeavours to issue a 'cleansing notice' in accordance with the requirements of section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The issue of the Placement Shares in respect of the Capitalised Component will constitute a full and final settlement of A\$91,654 owed to the Placee (or your related entities) in respect of Director's and Consulting fees.

6 Intended use of the Placement Amount

It is Atlas' current intention to use the net proceeds raised from the issue of the Placement Shares for:

- implement the full commercialisation of Atlas' quality selection program across all sites;
- improve infrastructure support in the production program;
- ensure all key managerial and technical roles are funded;
- expand Atlas' marketing activities and capitalise on emerging markets;
- commercialise new product lines and value adding initiatives; and
- general working capital.

7 Offer without disclosure

The Placement Shares are offered to you on the express understanding and condition that the offer does not need disclosure in accordance with section 708 of the *Corporations Act*.

Atlas hereby confirms that as at the date of this offer it is not aware of any information that it is required to disclose under the continuous disclosure obligations imposed on companies listed on the Australian Securities Exchange nor is it withholding any information from disclosure by reason of the 'carve outs' to those obligations (that is to say, by reason of the operation of the ASX Listing Rules 3.1A.1, 3.1A.2 and 3.1A.3).

8 Representations, warranties and acknowledgements

By accepting this offer of Placement Shares, you represent, warrant and agree for the benefit of Atlas and its officers that:

- you are subscribing for the Placement Shares for your own account and not for anyone else;
- you are either:
 - a 'sophisticated investor' within the meaning of section 708(8)(c) of the Corporations Act and has given to Atlas a certificate to that effect in accordance with that section;
 - a 'professional investor' within the meaning of section 708(11) of the Corporations Act; or
 - a 'senior manager' within the meaning of section 708(12) of the Corporations Act;
- the Placement Shares are not being issued to you for the purpose of you selling or transferring them, or granting, issuing or transferring interests in, or options or warrants over them within 12 months of their issue (being a statement of present intention only but not an undertaking not to sell, particularly where your investment objectives or market conditions change);
- you have made and relied upon your own due diligence assessment of an investment in Atlas;
- you acknowledge that an investment in the Placement Shares involves a degree of risk and that the Placement Shares are, therefore, a speculative investment;
- you have not relied upon any representation made by an officer of Atlas save where it has been made in information that is publicly available;
- you acknowledge that the offer of Placement Shares does not constitute a securities or investment recommendation;
- except for any liability which cannot by law be excluded, you acknowledge that none of Atlas, or its officers or advisers accept any responsibility in relation to the placement;
- you agree to be bound by the constitution of Atlas; and
- Atlas and its officers will rely upon the accuracy of the abovementioned representations, warranties and acknowledgements.

9 Confidentiality

The offer and all other information contained in this letter is strictly confidential and you must not disclose it to any other person except if, and to the extent that, you are by law, regulatory authority or the rules of a securities exchange to do so. In that event that you are required to disclose this information you will take reasonable steps to notify Atlas of the disclosure obligation in advance of disclosure and agree mutually acceptable disclosure terms.

Under the ASX Listing Rules Atlas may be obliged to advise ASX of its agreement to issue the Placement Shares and other material terms of this letter as soon as Atlas receives acceptance.

10 About this offer

This offer is made on the terms set out in this letter with time being of the essence for the obligation contained herein.

Its acceptance forms a contract the entire terms of which are set out in this letter. This contract will be governed by the law applicable in the State of Western Australia.

Please confirm your acceptance of this offer by executing and returning the attached acceptance form to Atlas before the expiry of the offer.

Yours sincerely



Atlas South Sea Pearl Limited

Geoff Newman
Director



Atlas South Sea Pearl Limited

Joseph Taylor
Director

Acceptance Form


The Placee hereby:

- accepts Atlas's offer as set out in the offer letter;
- applies for the Placement Shares in accordance with the terms of the offer letter;
- hereby makes the representations, warranties and acknowledgements set out in the offer letter;
- agrees to pay the Cash Component to Atlas for the relevant Placement Shares as required by the offer letter; and
- agrees to the capitalisation of the Capitalised Component for the relevant Placement Shares as set out in the offer letter.

This acceptance is executed for and on behalf of the Placee by its duly authorised signatory.

Signature


Name of signatory:


..... STEPHEN BIRKBECK

Position or authority of signatory:

..... CHAIRMAN

Place of execution:


..... PERTH