

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

Name of entity	Atlas Pearls and Perfumes Ltd
ABN	32 009 220 053

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.

Name of Director	STEPHEN P BIRKBECK
Date of last notice	30 January 2013

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Raintree Pearls and Perfumes Pty Ltd - director and shareholder of company.
Date of change	8 May 2013
No. of securities held prior to change	SP & K Birkbeck Holdings Pty Ltd <SP & K Birkbeck Superannuation Fund A/C> - 16,225,030 fully paid ordinary shares. 2,704,172 unlisted options exercisable at \$0.05 each on or before 29 January 2014. Raintree Pearls and Perfumes Pty Ltd - 19,883,997 fully paid ordinary shares. 3,314,000 unlisted options exercisable at \$0.05 each on or before 29 January 2014.
Class	Fully paid ordinary shares

+ See chapter 19 for defined terms.

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Number acquired	1,000,000 fully paid ordinary shares.
Number disposed	Nil.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.05 per share.
No. of securities held after change	<p>SP & K Birkbeck Holdings Pty Ltd <SP & K Birkbeck Superannuation Fund A/C> - 16,225,030 fully paid ordinary shares. 2,704,172 unlisted options exercisable at \$0.05 each on or before 29 January 2014.</p> <p>Raintree Pearls and Perfumes Pty Ltd - 20,883,997 fully paid ordinary shares. 3,314,000 unlisted options exercisable at \$0.05 each on or before 29 January 2014.</p>
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	1,000,000 fully paid ordinary shares received under the Atlas Salary Sacrifice Plan following shareholder approval to grant the 1,000,000 shares received at the 30 May 2012 Annual General Meeting.

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.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A

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Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

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

+ See chapter 19 for defined terms.