

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	20 January 2014

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	SP & K Birkbeck & Daughters Pty Ltd <SP & K Birkbeck & Daughters Trust> - director of the trustee and beneficiary of the trust.
Date of change	2 June 2014
No. of securities held prior to change	SP & K Birkbeck Holdings Pty Ltd <SP & K Birkbeck Superannuation Fund A/C> - 18,929,202 fully paid ordinary shares. Raintree Pearls and Perfumes Pty Ltd - 24,197,997 fully paid ordinary shares.
Class	Unquoted options exercisable at \$0.0858 each on or before 31 December 2016. Terms and conditions are detailed in the Notice of General Meeting released to ASX on 11 April 2014.

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number acquired	10,000,000 options exercisable at \$0.0858 each on or before 31 December 2016.
Number disposed	Nil.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	The options were issued for no monetary consideration.
No. of securities held after change	SP & K Birkbeck Holdings Pty Ltd <SP & K Birkbeck Superannuation Fund A/C> - 18,929,202 fully paid ordinary shares. Raintree Pearls and Perfumes Pty Ltd - 24,197,997 fully paid ordinary shares. SP & K Birkbeck & Daughters Pty Ltd <SP & K Birkbeck & Daughters Trust> 10,000,000 options exercisable at \$0.0858 each on or before 31 December 2016.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of options following shareholder approval obtained on 13 May 2014.

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 Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A

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Appendix 3Y
Change of Director's Interest Notice

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

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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	Joseph Taylor
Date of last notice	29 June 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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	2 June 2014
No. of securities held prior to change	<u>Direct</u> Joseph James Uel Taylor - 200,000 fully paid ordinary shares. <u>Indirect</u> Sharcon Pty Ltd - 1,200,000 fully paid ordinary shares.
Class	Unquoted options exercisable at \$0.0858 each on or before 31 December 2016. Terms and conditions are detailed in the Notice of General Meeting released to ASX on 11 April 2014.

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Appendix 3Y Change of Director's Interest Notice

Number acquired	500,000 options exercisable at \$0.0858 each on or before 31 December 2016.
Number disposed	Nil.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	The options were issued for no monetary consideration.
No. of securities held after change	<p>Direct Joseph James Uel Taylor - 200,000 fully paid ordinary shares. 500,000 options exercisable at \$0.0858 each on or before 31 December 2016.</p> <p>Indirect Sharcon Pty Ltd - 1,200,000 fully paid ordinary shares.</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of options following shareholder approval obtained on 13 May 2014.

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 Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A

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Appendix 3Y
Change of Director's Interest Notice

Interest after change	N/A
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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

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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 John Arrow
Date of last notice	2 January 2014

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Arrow Pearl Co Pty Ltd (director and shareholder)
Date of change	4 June 2014
No. of securities held prior to change	Arrow Pearl Co Pty Ltd - 6,760,058 fully paid ordinary shares.
Class	Fully paid ordinary shares.
Number acquired	4,748,031 fully paid ordinary shares.
Number disposed	Nil.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.065 per fully paid ordinary share.
No. of securities held after change	Arrow Pearl Co Pty Ltd - 11,508,089 fully paid ordinary shares.

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Appendix 3Y Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares to S. Arrow (or nominee) as approved by shareholders on 13 May 2014.
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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.

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 Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
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

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