

# 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> ATLAS SOUTH SEA PEARL LIMITED
<b>ABN</b> 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.

<b>Name of Director</b>	Simon Adams
<b>Date of last notice</b>	5 October 2011

### 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>	Direct & Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Sharcon Pty Ltd <as trustee for the Atlas Pacific Executive Share Plan> (Shares held as part of employee share plan arrangement – shares have vested but not yet allocated to employees)  Securities held by the Director's wife
<b>Date of change</b>	17 October 2011
<b>No. of securities held prior to change</b>	<b>Direct Interest:</b> 166,666 Ordinary Shares  <b>Indirect Interest:</b> Sharcon Pty Ltd 500,000 Ordinary Shares  Securities held by the Director's wife 2,500 Ordinary Shares
<b>Class</b>	Ordinary Shares

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	24,700
<b>Number disposed</b>	nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$2,445.30
<b>No. of securities held after change</b>	<b>Direct Interest:</b> 166,666 Ordinary Shares  <b>Indirect Interest:</b> Sharcon Pty Ltd 500,000 Ordinary Shares  Securities held by the Director's wife 27,200 Ordinary Shares
<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	On-market trade

## 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>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<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	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	

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+ See chapter 19 for defined terms.

Interest after change	
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**Part 3 – <sup>+</sup>Closed period**

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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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<sup>+</sup> See chapter 19 for defined terms.