

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To, Company Name/Scheme ATLAS SOUTH SEA PEARL LIMITEDACN/ARSN 009 220 053**1. Details of substantial holder(1)**Name RAINTREE PEARLS AND PERFUMES PTY LTD (and Associates - see Annexure A)  
ACN/ARSN (if applicable) 141 153 988There was a change in the interests of the  
substantial holder on3 / 9 / 10

The previous notice was given to the company on

20/10/10

The previous notice was dated

20/10/10**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 ORD shares	12,880,289	10.19%	14,596,670	11.55%

**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 interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	Not applicable

**6. Addresses**

The addresses of persons named in this form are as follows:

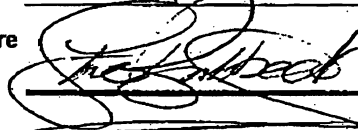
Name	Address
See Annexure A	

**Signature**

print name

Stephen Paul BIRKBECK

sign here



date 20/10/10

**DIRECTIONS**

- (1) 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.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) 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
  - (b) 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.
- (7) 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.
- (8) 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".
- (9) 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 is Annexure "A" of 4 pages referred to in Form 604 Notice of change of  
Interests of substantial holder*

Signed: \_\_\_\_\_

Print Name: Stephen Paul Birkbeck

Capacity: \_\_\_\_\_

Date: 20.10.10

**3. Changes in relevant interests**

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
3/9/10	Raintree Pearls and Perfumes Pty Ltd	Purchase on market	\$189,976.99	1,716,381	1,716,381
3/9/10	S & S France Pty Ltd	Purchase on market	\$189,976.99	1,716,381	1,716,381
3/9/10	SP & K Birkbeck Holdings Pty Ltd	Purchase on market	\$189,976.99	1,716,381	1,716,381
3/9/10	Steven Birkbeck Family	Purchase on market	\$189,976.99	1,716,381	1,716,381
3/9/10	Raintree Estate Pty Ltd	Purchase on market	\$189,976.99	1,716,381	1,716,381

#### 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	11,209,069	11,209,069
Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	S & S France Pty Ltd	S & S France Pty Ltd	Associate	762,000	762,000
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	2,625,601	2,625,601
S & S France Pty Ltd	S & S France Pty Ltd	S & S France Pty Ltd	S & S France Pty Ltd	Holder	762,000	762,000
S & S France Pty Ltd	S & S France Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Associate	11,209,069	11,209,069
S & S France Pty Ltd	S & S France Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	Associate	2,625,601	2,625,601
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	2,625,601	2,625,601
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	11,209,069	11,209,069
SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	S & S France Pty Ltd	S & S France Pty Ltd	Associate	762,000	762,000

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 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	11,209,069	11,209,069
Raintree Estate Pty Ltd	Raintree Estate Pty Ltd	S & S France Pty Ltd	S & S France Pty Ltd	Existing by virtue of Section 608(3) of the Corporations Act	762,000	762,000
Raintree Estate Pty Ltd	Raintree Estate Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	SP & K Birkbeck Holdings Pty Ltd	Associate	2,625,601	2,625,601
Steven Birkbeck Family	Steven Birkbeck Family	Raintree Pearls and Perfumes Pty Ltd	Raintree Pearls and Perfumes Pty Ltd	Associate	11,209,069	11,209,069
Steven Birkbeck Family	Steven Birkbeck Family	S & S France Pty Ltd	S & S France Pty Ltd	Associate	762,000	762,000
Steven Birkbeck Family	Steven 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	2,625,601	2,625,601

## 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
S & S France Pty Ltd	C-/ 2616 South Coast Highway, Denmark WA 6333
Steven Birkbeck *	C-/ 2616 South Coast Highway, Denmark WA 6333
Karen Birkbeck *	C-/ 2616 South Coast Highway, Denmark WA 6333
Kristy 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

\* Members of the Steven Birkbeck Family.

