

# 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 Pearls and Perfumes Ltd
<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>	STEPHEN P BIRKBECK
<b>Date of last notice</b>	8 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	SP & K Birkbeck Holdings Pty Ltd <SP & K Birkbeck Superannuation Fund A/C> - director of trustee and beneficiary of account.  Raintree Pearls and Perfumes Pty Ltd - director and shareholder of company.
<b>Date of change</b>	29 January 2013
<b>No. of securities held prior to change</b>	<b>SP &amp; K Birkbeck Holdings Pty Ltd &lt;SP &amp; K Birkbeck Superannuation Fund A/C&gt; -</b> 13,520,858 fully paid ordinary shares.  <b>Raintree Pearls and Perfumes Pty Ltd -</b> 16,569,997 fully paid ordinary shares.
<b>Class</b>	Fully paid ordinary shares and unlisted options exercisable at \$0.05 each on or before 29 January 2014.

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Number acquired</b>	6,018,172 fully paid ordinary shares and 6,018,172 unlisted options exercisable at \$0.05 each on or before 29 January 2014.
<b>Number disposed</b>	Nil.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$0.05 per fully paid ordinary share.  Nil for free attaching unlisted options exercisable at \$0.05 each on or before 29 January 2014.
<b>No. of securities held after change</b>	<b>SP &amp; K Birkbeck Holdings Pty Ltd &lt;SP &amp; K Birkbeck Superannuation Fund A/C&gt; -</b> 16,225,030 fully paid ordinary shares. 2,704,172 unlisted options exercisable at \$0.05 each on or before 29 January 2014.  <b>Raintree Pearls and Perfumes Pty Ltd -</b> 19,883,997 fully paid ordinary shares. 3,314,000 unlisted options exercisable at \$0.05 each on or before 29 January 2014.
<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	Issue of 6,018,172 fully paid ordinary shares and 6,018,172 free attaching unlisted options pursuant to the non-renounceable entitlements offer Prospectus dated 16 November 2012.

## 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>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

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

---

<sup>+</sup> See chapter 19 for defined terms.

# 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 Pearls and Perfumes Ltd
<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>	GEOFFREY NEWMAN
<b>Date of last notice</b>	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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	G. G. Newman and C. L. Newman <Geryl Super Fund A/C> - trustee and beneficiary of account.
<b>Date of change</b>	29 January 2013
<b>No. of securities held prior to change</b>	<b>G. G. Newman and C. L. Newman &lt;Geryl Super Fund A/C&gt; -</b> 1,283,295 fully paid ordinary shares.
<b>Class</b>	Fully paid ordinary shares and unlisted options exercisable at \$0.05 each on or before 29 January 2014.
<b>Number acquired</b>	128,000 fully paid ordinary shares and 128,000 unlisted options exercisable at \$0.05 each on or before 29 January 2014.
<b>Number disposed</b>	Nil.

---

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.05 per fully paid ordinary share.  Nil for free attaching unlisted options exercisable at \$0.05 each on or before 29 January 2014.
<b>No. of securities held after change</b>	<b>G. G. Newman and C. L. Newman</b> <b>&lt;Geryl Super Fund A/C&gt; -</b> 1,411,295 fully paid ordinary shares. 128,000 unlisted options exercisable at \$0.05 each on or before 29 January 2014.
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of 128,000 fully paid ordinary shares and 128,000 free attaching unlisted options pursuant to the non-renounceable entitlements offer Prospectus dated 16 November 2012.

## 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>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

## Part 3 – +Closed period

+ See chapter 19 for defined terms.

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

---

<sup>+</sup> See chapter 19 for defined terms.