

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 30/9/2001.

Name of entity	ATLAS SOUTH SEA PEARL 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	24 December 2010

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

Direct or indirect interest	INDIRECT INTEREST
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	SP & K Birkbeck Holdings Pty Ltd <SP & K Birkbeck Superannuation Fund A/C> Raintree Pearls and Perfumes Pty Ltd
Date of change	22nd March 2012
No. of securities held prior to change	17,155,581
Class	Ordinary Shares
Number acquired	10,091,519
Number disposed	Nil
Value/Consideration	\$504,575.95
No. of securities held after change	27,247,100
Nature of change	Rights Issue Allotment

+ See chapter 19 for defined terms.

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Part 2 – Change of director's interests in contracts

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



SIMON ADAMS
Company Secretary

2 April 2012

+ See chapter 19 for defined terms.