

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	GEOFFREY NEWMAN
Date of last notice	5 May 2015

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) Note: Provide details of the circumstances giving rise to the relevant interest.	Mrs Cheryl Louise Newman + Mr Geoffrey Grosvenor Newman < Geryl A/C> - trustee and beneficiary of account.
Date of change	28 November 2016
No. of securities held prior to change	G. G. Newman and C. L. Newman <Geryl Super Fund A/C> - 1,847,154 fully paid ordinary shares.
Class	Fully paid ordinary shares.
Number acquired	716,289 fully paid ordinary shares.
Number disposed	Nil.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Deemed issue price of \$0.045 per fully paid ordinary share.

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<p>No. of securities held after change</p>	<p>G. G. Newman and C. L. Newman <Geryl Super Fund A/C> - 1,847,154 fully paid ordinary shares.</p> <p>Mrs Cheryl Louise Newman + Mr Geoffrey Grosvenor Newman < Geryl A/C> - 716,289 fully paid ordinary shares.</p>
<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</p>	<p>Issue of fully paid ordinary shares in lieu of Director's fees pursuant to shareholder approval obtained at the 2016 AGM under Resolution 3.</p>

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.

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

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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	TIMOTHY JAMES MARTIN
Date of last notice	19 September 2016

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) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	28 November 2016

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<p>No. of securities held prior to change</p>	<p>DIRECT Timothy James Martin - 3,478,916 fully paid ordinary shares.</p> <p>INDIRECT T. J. Martin and W. G. Martin <TJM Superannuation Fund A/C> (trustee and beneficiary) - 1,000,000 fully paid ordinary shares.</p> <p>Jingie Investments Pty Ltd (director and shareholder) - 17,880,240 fully paid ordinary shares.</p> <p>Boneyard Investments Pty Ltd (director and shareholder) - 53,048,882 fully paid ordinary shares.</p>
<p>Class</p>	<p>Fully paid ordinary shares</p>
<p>Number acquired</p>	<p>518,512 fully paid ordinary shares.</p>
<p>Number disposed</p>	<p>Nil.</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Deemed issue price of \$0.045 per fully paid ordinary share.</p>
<p>No. of securities held after change</p>	<p>DIRECT Timothy James Martin - 3,997,428 fully paid ordinary shares.</p> <p>INDIRECT T. J. Martin and W. G. Martin <TJM Superannuation Fund A/C> (trustee and beneficiary) - 1,000,000 fully paid ordinary shares.</p> <p>Jingie Investments Pty Ltd (director and shareholder) - 17,880,240 fully paid ordinary shares.</p> <p>Boneyard Investments Pty Ltd (director and shareholder) - 53,048,882 fully paid ordinary shares.</p>
<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</p>	<p>Issue of fully paid ordinary shares in lieu of Director's fees pursuant to shareholder approval obtained at the 2016 AGM under Resolution 4.</p>

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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

⁺ See chapter 19 for defined terms.

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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	PIERRE FRANCOIS JEAN FALLOURD
Date of last notice	5 January 2016

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>	Emmanuelle Fallourd (spouse)
Date of change	28 November 2016
No. of securities held prior to change	DIRECT Pierre Fallourd - 3,311,206 fully paid ordinary shares. 2,000,000 options exercisable at \$0.059 each on or before 31/12/18. <i>Note - 1,000,000 options exercisable at \$0.0858 each on or before 31/12/16 and 1,000,000 options exercisable at \$0.095 each on or before 31/12/16 have lapsed as the vesting conditions for these options were not met.</i>
Class	Fully paid ordinary shares
Number acquired	555,556 fully paid ordinary shares.

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Number disposed	Nil.
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Deemed issue price of \$0.045 per fully paid ordinary share.
No. of securities held after change	DIRECT Pierre Fallourd - 3,311,206 fully paid ordinary shares. 2,000,000 options exercisable at \$0.059 each on or before 31/12/18. INDIRECT Emmanuelle Fallourd (spouse) - 555,556 fully paid ordinary shares.
Nature of change <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 fully paid ordinary shares in lieu of remuneration pursuant to shareholder approval obtained at the 2016 AGM under Resolution 6.

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 <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

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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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