

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	TIMOTHY JAMES MARTIN
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	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	16 September 2016

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p>DIRECT Timothy James Martin - 3,256,545 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>222,371 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>122,371 shares acquired at \$0.035 per share. 100,000 shares acquired at \$0.033 per share.</p>
<p>No. of securities held after 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>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>On-market acquisition.</p>

+ See chapter 19 for defined terms.

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.