

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme Atlas Pearls LtdACN/ARSN 009 220 053**1. Details of substantial holder(1)**Name Boneyard Investments Pty Ltd & AssociatesACN/ARSN (if applicable) 161 625 734

There was a change in the interests of the substantial holder on

15/ 2/ 2024

The previous notice was given to the company on

5/ 5/ 2015

The previous notice was dated

4/ 5/ 2015**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)
Ordinary	112,345,667	27.09%	108,535,667	25.09%

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 "B"				

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

6. Addresses

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

Name	Address
	see Annexure "C"

Signature

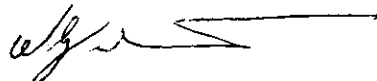
print name

William Gordon Martin

capacity

Director

sign here



date

21 ' 2 ' 2024.

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.

This is Annexure "A" to Form 604 dated 21 February 2024

3 Changes in relevant Interests

Particular 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:

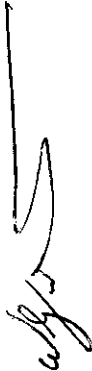
Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15/02/2024	Chemco Superannuation Fund Pty Ltd	Sale of shares	\$225,749.30	1,131,295	1,131,295
16/02/2024	Chemco Superannuation Fund Pty Ltd	Sale of shares	\$165,194.06	828,705	828,705
19/02/2024	Chemco Superannuation Fund Pty Ltd	Sale of shares	\$20,988.17	98,131	98,131
20/02/2024	Chemco Superannuation Fund Pty Ltd	Sale of shares	\$297,296.62	1,364,258	1,364,258
21/02/2024	Chemco Superannuation Fund Pty Ltd	Sale of shares	\$83,067.55	387,611	387,611

Signature

print name

sign here

W G MARTIN



capacity

date

DIRECTOR

21-2-2024

This Is Annexure "B" to Form 604 dated 21 February 2024

4 Present relevant Interests

Particular of each relevant Interest of the substantialholder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Boneyard Investments Pty Ltd	Boneyard Investments Pty Ltd	Boneyard Investments Pty Ltd	Registered holder	53,048,882	53,048,882
Chemco Superannuation Fund Pty Ltd	Chemco Superannuation Fund Pty Ltd	Fund Pty Ltd	Registered holder	28,590,000	32,400,000
Jingie Investments Pty Ltd	Jingie Investments Pty Ltd	Jingie Investments Pty Ltd	Registered holder	17,880,240	17,880,240
MARTIN: Timothy James	MARTIN: Timothy James	MARTIN: Timothy James	Registered holder	3,256,545	3,256,545
TJM SF Pty Ltd	TJM SF Pty Ltd	TJM SF Pty Ltd	Registered holder	1,000,000	1,000,000
ROUGHAN: Jennifer Michelle	ROUGHAN: Jennifer Michelle	ROUGHAN: Jennifer Michelle	Registered holder	3,360,000	3,360,000
ROUGHAN: Jennifer Michelle and MARTIN: Beverley Michelle	ROUGHAN: Jennifer Michelle and MARTIN: Beverley Michelle	ROUGHAN: Jennifer Michelle and MARTIN: Beverley Michelle	Registered holder	1,400,000	1,400,000

108,535,667

Signature

print name

sign here

W G MARTIN

capacity DIRECTOR

date

21-2-2024

This Is Annexure "C" to Form 604 dated 21 February 2024


6 Addresses

The addresses of persons named in this form are as follows

Boneyard Investments Pty Ltd	c/- Parmelia Partners Level 2, 12-14 Thelma Street West Perth WA 6005
Chemco Superannuation Fund Pty Ltd	c/- Parmelia Partners Level 2, 12-14 Thelma Street West Perth WA 6005
Jingle Investments Pty Ltd	c/- Parmelia Partners Level 2, 12-14 Thelma Street West Perth WA 6005
MARTIN Timothy James	1 Chidley Way Mosman Park WA 6012
TJM SF Pty Ltd	c/- Parmelia Partners Level 2, 12-14 Thelma Street West Perth WA 6005
ROUGHAN Jennifer Michelle	74 Victoria Avenue Claremont WA 6010
ROUGHAN Jennifer Michell and MARTIN Beverley Michell	74 Victoria Avenue Claremont WA 6010

Signature
print name
sign here

W G MARTIN



capacity DIRECTOR

date 21-2-2024.