

Form **603**Corporations Act
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **ALTERA CAPITAL LIMITED (AEA)**ACN/ARSN **082 541 437****1. Details of substantial holder⁽¹⁾**

Name	ACN / ABN
FAROOQ KHAN (F KHAN)	
ISLAND AUSTRALIA PTY LTD (ISLAND)	A.C.N. 073 447 300
SKIN-PLEX LABORATORIES PTY LTD (SKIN-PLEX)	A.C.N. 009 424 560
THE ESSENTIAL EARTH PTY LTD (ESSENTIAL)	A.C.N. 009 029 305

The holder became a substantial holder on 8 August 2003**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities ⁽⁴⁾	Number of securities	Persons' votes ⁽⁵⁾	Voting power ⁽⁶⁾
Ordinary Shares	10,699,428	10,699,428	17.252% ^(A)

^(A) Based on AEA's issued ordinary share capital of 62,018,213 shares pre AEA Buy-Back**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest ⁽⁷⁾	Class and number of securities
		Ordinary Shares
F KHAN	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in Queste Communications Limited A.C.N. 081 688 164 (QUE) ^(B)	10,699,428
ISLAND	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in QUE ^(B)	
SKIN-PLEX	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in QUE ^(B)	
ESSENTIAL	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in QUE ^(B)	

^(B) Taken to have a relevant interest in securities in which QUE has a relevant interest.

QUE is the registered holder of 10,699,428 fully paid ordinary shares in AEA.

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Class and number of securities
			Ordinary Shares:
QUE	QUE	QUE	10,699,428

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration ⁽⁹⁾		Class and number of securities
		Cash	Non-cash	Ordinary Shares
QUE	Purchases on ASX on 6 June 2003 ⁽¹⁰⁾	\$14,695.00	-	620,400

(C) Please refer to the substantial shareholder notices lodged by QUE in respect of the historical cost of the balance of its investment in AEA.

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
F KHAN, ISLAND, SKIN-PLEX and ESSENTIAL	By virtue of F KHAN controlling each of ISLAND, SKIN-PLEX and ESSENTIAL

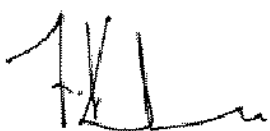
7. Addresses

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

Name	Address
F KHAN	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
ISLAND	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
SKIN-PLEX	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
ESSENTIAL	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
QUE	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

Signature

sign here



date 7 October 2003

print name Farooq Khan

capacity Personally and as Director of ISLAND, SKIN-PLEX and ESSENTIAL

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.