



AquaCarotene Limited

ACN 074 969 056 ABN 18 074 969 056

Natural Culture

FACSIMILE TRANSMISSION FORM:

LENGTH OF MESSAGE: **THREE (3) PAGES** including this page

DATE: **3 DECEMBER 2002** **1300 300 021**

TO: **AUSTRALIAN STOCK EXCHANGE**

ATTENTION: **COMPANY ANNOUNCEMENTS OFFICE**

FROM: **SIMON CHESSON – COMPANY SECRETARY**

SUBJECT: **APPENDIX 3Y: CHANGE OF DIRECTOR'S INTEREST NOTICE**

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Please see attached.

Appendix 3Y
Change of Director's Interest Notice

Appendix 3Y

Change of Director's Interest Notice

Rule 3.19A.2

AUSTRALIAN STOCK EXCHANGE



AQL000193

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	AQUACAROTENE LIMITED
ABN	18 074 969 056

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	DONALD JEFFREY SMITH
Date of last notice	18 NOVEMBER 2002

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	WHITEHALL CORPORATION PTY LTD (DIRECTOR)
Date of change	27 NOVEMBER 2002
No. of securities held prior to change	20,138,732
Class	ORDINARY SHARES
Number acquired	0
Number disposed	400,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.05 PER SHARE (TOTAL \$20,000)
No. of securities held after change	19,738,732
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	OFF MARKET TRADE

+ See chapter 19 for defined terms.

Appendix 3Y
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Part 2 – Change of director's interests in contracts

Detail of contract	NOT APPLICABLE
Nature of interest	NOT APPLICABLE
Name of registered holder (if issued securities)	NOT APPLICABLE
Date of change	NOT APPLICABLE
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	NOT APPLICABLE
Interest acquired	NOT APPLICABLE
Interest disposed	NOT APPLICABLE
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	NOT APPLICABLE
Interest after change	NOT APPLICABLE

+ See chapter 19 for defined terms.