

Appendix 3D

Changes relating to buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001.

Name of entity	ABN
DARK BLUE SEA LIMITED	47 091 509 796

We (the entity) give ASX the following information.

1 Date that an Appendix 3C or the last Appendix 3D was given to ASX	09 October, 2008
---	------------------

Information about the change

Complete each item for which there has been a change and items 9 and 10.

Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
---	--

On-market buy-back

2 Name of broker who will act on the company's behalf	To be advised	Southern Cross Equities Limited
---	---------------	---------------------------------

3 Deleted 30/9/2001.		
----------------------	--	--

4 If the company intends to buy back a maximum number of shares - that number <small>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares already bought back and shares remaining to be bought back. If the total has not changed, the item does not need to be completed.</small>		
--	--	--

⁺ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
5	If the company intends to buy back a maximum number of shares - the number remaining to be bought back	
6	If the company intends to buy-back shares within a period of time - that period of time; if the company intends that the buy-back be of unlimited duration - that intention	
7	If the company intends to buy back shares if conditions are met - those conditions	Shareholder approval required Shareholder approval obtained at AGM on 13 November 2008

All buy-backs

8	Any other change	
9	Reason for change	Broker had not been appointed at time of original announcement and shareholder approval needed to be obtained.

⁺ See chapter 19 for defined terms.

10 Any other information material to a shareholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

No

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Mr Richard Moore

Date: 14 November, 2008

Company Director

== == == == ==

⁺ See chapter 19 for defined terms.