



SUPPLEMENTARY PROSPECTUS

This is a supplementary prospectus (Supplementary Prospectus) issued by Capilano Honey Limited (CHL) ACN 009 686 435 dated 1 July 2008. The Supplementary Prospectus is intended to be read with the Prospectus dated 16 October 2007 and Supplementary Prospectus dated 27 February 2008.

This Supplementary Prospectus notes a change in Independent Non-Executive Directors.

This Supplementary Prospectus was lodged with Bendigo Stock Exchange (BSX) and with ASIC on 1 July 2008. BSX and ASIC take no responsibility for the contents of the Prospectus or this Supplementary Prospectus. Terms used in this Supplementary Prospectus have the same meaning as defined in the Prospectus.

CHANGE TO INDEPENDENT NON-EXECUTIVE DIRECTOR

» Retirement of Mr B J Ballantyne, Independent Non-Executive Director

After 23 years service with the Company, Mr Bernie Ballantyne retired from the Board on 30 June 2008. Prior to being appointed Non Executive Independent Director on 23 August 1991, Mr Ballantyne was the PDS Nominated Director for 6 years.

» Appointment of Mr J B L Heading, Independent Non-Executive Director

Pursuant to Rule 101C of the Constitution, Mr Brett Heading was appointed to replace Mr Bernie Ballantyne and will take office as Non Executive Independent Director on 1 July 2008.

As at 1 July 2008, J B L Heading holds 5,000 shares in CHL.

» Director's Profile (relating to Section 4.2 of the Prospectus dated 16 October 2007).

“ **James Brett Lochran Heading** BCom LLB (Hons)
Independent Non Executive Director

Mr Heading is Chairman of Partners and is a Partner in the Corporate Advisory Group of McCullough Robertson Lawyers, specialising in capital raising, takeovers, joint ventures, mergers and acquisitions. Brett has managed numerous capital raisings over his career, including many ASX listings.

He is an experienced company director and is currently a director of Peanut Company of Australia Ltd and Chemgenex Pharmaceuticals Limited. Brett is also a member of the Takeovers Panel and the Board of Taxation, both Federal Government Appointments.

Brett has extensive boardroom experience gained over the past 15 years as a company director and advisor to listed and unlisted companies in the biotechnology, property and agribusiness sectors. His experience in agribusiness is both from a legal and commercial perspective. Private interests include wine producer Clovelly Estate Limited, Burnett Valley Vineyards Pty Ltd and Burnett Valley Olives Pty Ltd.

Mr Heading was appointed to the CHL Board as Independent Director on 1 July 2008.’

This Supplementary Prospectus has been duly signed on behalf of the Directors of CHL.

Signed for and on behalf of the Directors

Roger D Masters
Managing Director