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Mr Ben Tippet  
Senior Advisor, Listings Compliance  
ASX Compliance Pty Limited  
Level 40, Central Park  
152-158 St Georges Terrace  
PERTH WA 6000

5 July 2016

**By email: [ben.tippet@asx.com.au](mailto:ben.tippet@asx.com.au)**

Dear Ben,

**Mareterram Limited (ASX Code: MTM): Notice of Change in Substantial Holding - Sea Harvest**

We act for Sea Harvest International Proprietary Limited (**Sea Harvest**).

We refer to the bidder's statement lodged by Sea Harvest with ASIC on 23 May 2016 in respect of the proportional takeover offer by Sea Harvest to acquire 50% of the shares in Mareterram Limited (**Mareterram**), other than shares already held by Sea Harvest.

We enclose a completed Form 604 on behalf of Sea Harvest which is provided pursuant to section 671B of the *Corporations Act 2001* (Cth).

A copy has also been provided to Mareterram.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Rachel Scogna'.

**Rachel Scogna**  
Senior Associate  
DLA Piper Australia

Direct +61 8 6467 6012  
[rachel.scogna@dlapiper.com](mailto:rachel.scogna@dlapiper.com)

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Mareterram Limited (Mareterram)

ACN/ARSN 009 248 720

**1. Details of substantial holder (1)**

Name Sea Harvest International Proprietary Limited (formerly SHC Retails Shops Proprietary Limited) (SHC) and the entities listed in Annexure A (Sea Harvest Group Members)

ACN/ARSN (if applicable) N/A

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

05/07/2016

The previous notice was given to the company on

04/07/2016

The previous notice was dated

04/07/2016

**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 shares	38,547,391	28.59%	40,579,045	30.09%

**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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B	SHC and the entities listed in Part A of Annexure A (Part A Parties)	Increase in relevant interest pursuant to section 608(8) of the Corporations Act as a result of SHC's receipt of acceptances under its off-market proportional takeover offer dated 8 June 2016 (the Offer).	\$0.35 per ordinary share, subject to the terms of the Offer (Mareterram Shares).	2,031,654 Mareterram Shares	2,031,654

**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
SHC and the Part A Parties	Mareterram shareholders who have accepted the Offer	SHC	Relevant interest under sections 608(1)(c) and 608(8) of the Corporations Act resulting from the receipt of acceptances of the Offer or, in respect of the Part A Parties, a deemed relevant interest pursuant to section 608(3) of the Corporations Act. The shares which are the subject of acceptances of the Offer have not yet been transferred into the name of SHC.	13,744,315 Mareterram Shares	13,744,315

SHC and the Part A Parties	SHC	SHC	Relevant interest under section 608(1)(a) of the Corporations Act or, in respect of the Part A Parties, a deemed relevant interest pursuant to section 608(3) of the Corporations Act.	26,834,730 Mareterram Shares	26,834,730
The entities listed in Part B of Annexure A (the Part B Parties)	N/A	N/A	N/A - the Part B Parties are associates of SHC pursuant to section 12(2)(a)(iii) of the Corporations Act.	N/A	N/A

#### 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
N/A	N/A

#### 6. Addresses

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

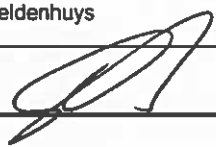
Name	Address
SHC	PO BOX 761, CAPE TOWN 8000, SOUTH AFRICA
Each Sea Harvest Group Member	As set out in Annexure A

**Signature**

print name Konrad Geldenhuys

capacity Director

sign here



date 05/07/2016

**Annexure A**

**Sea Harvest Group Members**

This is Annexure A of 1 page referred to in the ASIC Form 604 - Notice of change of interests of substantial holder, signed by me and dated 5 July 2016.



Konrad Geldenhuys, Director

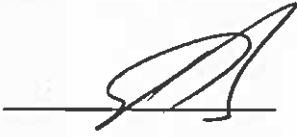
Sea Harvest International Proprietary Limited

Company	ACN	Address
<b>Part A Parties</b>		
Sea Harvest Holdings Proprietary Limited	N/A	PO BOX 761, CAPE TOWN 8000, SOUTH AFRICA
Brimstone Investment Corporation Limited	N/A	PO BOX 44580, CLAREMONT, CAPE TOWN 7735, SOUTH AFRICA
<b>Part B Parties</b>		
Cape Harvest Proprietary Limited	N/A	PO BOX 761, CAPE TOWN 8000, SOUTH AFRICA
Sea Harvest Corporations Proprietary Limited	N/A	PO BOX 761, CAPE TOWN 8000, SOUTH AFRICA

## Annexure B

### Details of Acceptance

This is Annexure B of 1 page referred to in the ASIC Form 604 - Notice of change of interests of substantial holder, signed by me and dated 5 July 2016.



Konrad Geldenhuys, Director

Sea Harvest International Proprietary Limited

Date of Change	Number of Mareterram Shares
15/06/2016	424,676
16/06/2016	229,046
17/06/2016	801,150
20/06/2016	416,051
21/06/2016	434,927
22/06/2016	2,166,755
23/06/2016	325,028
24/06/2016	153,892
27/06/2016	639,877
28/06/2016	1,264,157
29/06/2016	1,915,714
30/06/2016	15,020
01/07/2016	691,368
04/07/2016	2,235,000
05/07/2016	2,031,654