

25 August 2014

INVITATION TO CLEAN SEAS TUNA LIMITED'S AGM

Dear Shareholder,

I am pleased to invite you to attend the ninth Annual General Meeting ('AGM') of Clean Seas Tuna Limited, to be held at the Grand Chifley Hotel, 208 South Terrace, Adelaide, South Australia on Wednesday 1 October 2014, commencing at 10.00am (Adelaide time).

Please find enclosed a Notice of AGM, accompanying Explanatory Statement and Appointment of Proxy Form which collectively detail the items of business to be dealt with at the Meeting. If you have elected to receive the Company's FY2014 Annual Report in hard copy form, it is also attached, otherwise it is available on the Company's website at www.cleanseas.com.au under Investor Information / Annual Reports.

At the Meeting our Chief Executive, Dr Craig Foster, and I will take the opportunity to update shareholders on our progress and outlook. I would encourage you to read Clean Seas' Annual Report for 2014 for further information about our challenges and achievements during the past year, together with our outlook and priorities for FY2015.

This year's Meeting will involve the usual business of receiving and considering the accounts and the election of Directors. In accordance with the Company's Constitution, one Director is due to retire at this year's Meeting. Mr Marcus Stehr, having been nominated, will be standing for re-election. The Board, following an assessment of the skills and performance of Mr Stehr, fully support his nomination. Please exercise your opportunity to vote.

The Board is also seeking shareholder approval for the adoption of a new constitution. The Company's current constitution was adopted in 2005. Since then, there have been a number of changes to the Corporations Act and the ASX Listing Rules, as well as developments in general corporate and commercial practice for ASX listed companies. The proposed modifications will ensure the Company's constitution is consistent with contemporary principles of good corporate and commercial practice. The changes will also facilitate the efficient operations of the Company.

You will also note the proposed Constitution incorporates enhancements to the Non-marketable parcel (less than \$500) provisions which will offer shareholders, who (importantly) elect to do so, the opportunity to sell their shareholding without incurring brokerage or handling cost. The Company is considering activating a Non-marketable parcel program over the ensuing 12 months as part of its ongoing balance sheet structuring initiatives.

A copy of the Company's existing constitution and proposed constitution as well as the proposed constitution which has the changes to the existing constitution marked up, can be obtained before the meeting from the Company's website at www.cleanseas.com.au. A copy of each of them will also be available at the meeting. Explanatory notes which form part of the accompanying Notice of AGM have been prepared to assist you in understanding the supporting rationale for these resolutions.

As flagged at last year's AGM, it is our intention to offer shareholder's the opportunity to visit the Company's operations on the Eyre Peninsular during November. From a logistics perspective, numbers will be strictly limited, so if you wish to register initial interest, please forward your contact details to reception@cleanseas.com.au.

The AGM will commence at 10.00am but you will be able to register your attendance from 9.30 am. If you attend the AGM, please bring your personalised Proxy Form with you to assist in registration. If you

are unable to attend, I would encourage you to participate by completing and returning the enclosed Appointment of Proxy Form in the manner outlined in the Notice of Meeting.

Thank you for your continued investment and support. I, my fellow Board colleagues, our Chief Executive Officer and senior Management representatives look forward to seeing you at the AGM.

Yours sincerely

Paul J Steere

Chairman



CLEAN SEAS TUNA LIMITED

ABN 61 094 380 435

Notice of 2014 Annual General Meeting

Wednesday 1 October 2014 – 10.00 am (Adelaide time)
at Grand Chifley Hotel, 208 South Terrace, Adelaide, South Australia

Explanatory Statement

Proxy Form

Loose leaf accompanying Notice of Meeting

<p>NOTE: REGISTRATIONS COMMENCE AT 9.30AM</p>
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**THIS IS AN IMPORTANT DOCUMENT. PLEASE READ IT
CAREFULLY.**

**IF YOU ARE UNABLE TO ATTEND THE ANNUAL GENERAL
MEETING, PLEASE COMPLETE THE APPOINTMENT OF PROXY
FORM ENCLOSED AND RETURN IT IN ACCORDANCE WITH THE
INSTRUCTIONS SET OUT ON THAT FORM.**

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 Annual General Meeting of Shareholders of Clean Seas Tuna Limited (**Company**) will be held as follows:

Time: 10.00 am (Adelaide time)

Date: Wednesday 1 October 2014

Place: Grand Chifley Hotel, 208 South Terrace, Adelaide, South Australia

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and Independent Auditor's Report for Clean Seas Tuna Ltd and its controlled entity for the year ended 30 June 2014.

Note: There is no requirement for Shareholders to approve these reports.

A copy of the Clean Seas Tuna Ltd's 2014 Annual Report is available on the Company's website at www.cleanseas.com.au under Investor Information / Annual Reports.

2. Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

"That the Remuneration Report for the financial year ended 30 June 2014 (as set out in the Directors' Report) be adopted."

Notes:

This resolution is advisory only and does not bind the Company or the Directors.

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

3. Resolution 2: Re-election of Marcus Stehr as Director

To consider and, if thought fit, pass the following as an ordinary resolution:

"That Marcus Stehr who retires as a Director by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for election, is re-elected as a Director of the Company."

Notes:

The non-candidate Directors unanimously support the re-election of Mr Stehr

The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Stehr.

SPECIAL BUSINESS

4. Resolution 3: Adoption of New Constitution

To consider and, if thought fit, pass the following resolution as a **special** resolution:

"That the constitution tabled at the meeting and signed by the Chairman of the Company for the purposes of identification, is adopted as the constitution of the Company to the exclusion and in replacement of the existing constitution which is repealed."

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

OTHER BUSINESS

To transact any other business as may legally be brought before the Meeting.

By Order of the Board

Wayne Materne
Company Secretary
25 August 2014

Explanatory Notes for Shareholders:

Explanatory Statement

Additional information concerning the items of business is contained in the Explanatory Statement which accompanies this Notice of Annual General Meeting and which is incorporated in and comprises part of this Notice and should be read in conjunction with this Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice and the Explanatory Statement.

Eligibility to Attend and Vote at the Meeting

You will be eligible to attend and vote at the Meeting if you are registered as a holder of Clean Seas Shares at 6.30 pm (Adelaide time) on Monday, 29 September 2014.

Voting Exclusion Statement

The Corporations Act restricts members of the Key Management Personnel (as that expression is defined in the Glossary) of the Company and their Closely Related Parties (as that expression is defined in the Glossary) from voting in relation to Resolution 1 (Adoption of Remuneration Report) in certain circumstances.

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

What this means for Shareholders: Key Management Personnel will not be able to vote your proxy on Resolution 1, unless in the Proxy Form you direct them how to vote, or, in the case of the Chairman, you expressly authorise him to do so.

If you appoint a member of the Key Management Personnel (other than the Chairman) as your proxy, please ensure that you direct them how to vote on Resolution 1 by following the instructions on the Proxy Form.

If you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting becomes your proxy by default, you can direct him how to vote by marking one of the relevant boxes for Resolution 1 in the Proxy Form (i.e. for, against or abstain). Alternatively, if you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting becomes your proxy by default, and you do not direct him how to vote in respect of Resolution 1, you are expressly authorising the Chairman of the Meeting to exercise your proxy in respect of this resolution even

though Resolution 1 is connected with the remuneration of a member of the Company's Key Management. In this case the Chairman of the Meeting will vote in favour of Resolution 1.

Appointing a Proxy

- a) If you are entitled to attend and vote at the Annual General Meeting, you have a right to appoint a person to attend and vote for you at the Annual General Meeting as your proxy. To appoint a proxy please complete the enclosed Appointment of Proxy Form. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. A body corporate-appointed proxy may appoint a representative to exercise the powers that the body corporate may exercise as the Shareholder's proxy.
- b) A Shareholder entitled to cast two or more votes is entitled to appoint up to two proxies to attend the Meeting and vote and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded. If you wish to appoint a second proxy, an additional Appointment of Proxy Form may be obtained by telephoning the Company's securities registry, Boardroom Pty Ltd, on 1300 737 760 or you may photocopy the Appointment of Proxy Form which accompanies this Notice.

If the Chairman of the Meeting is appointed as your proxy or becomes your proxy by default, the Chairman intends to vote all undirected proxies in favour of all of the proposed resolutions.

Lodging Your Proxy Form

Any duly executed Appointment of Proxy Form (and the power of attorney (if any) under which it is signed or a certified copy thereof) **must be received at an address given below no later than 10.00 am (Adelaide time) on Monday, 29 September 2014.**

Any Appointment of Proxy Form received after that time will not be valid for the scheduled Annual General Meeting.

Proxies may be lodged as follows:

BY MAIL - Clean Seas Tuna Limited
PO Box 159
Port Lincoln SA 5606

BY FAX - + 61 8 8621 2990

IN PERSON - 7 North Quay Boulevard
Port Lincoln SA 5606

BY EMAIL - reception@cleanseas.com.au

Attending the Meeting

If you attend the Annual General Meeting, please bring your personalised Proxy Form with you to assist in registration. If you do not bring your Proxy Form with you, you will still be able to attend the Annual General Meeting but you will need to be able to verify your identity. You will be able to register from 9.30am (Adelaide time) on the day of the Annual General Meeting.

Corporate Shareholders

Any corporate Shareholder of the Company who has appointed a person to act as its corporate representative at the Meeting must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority may be sent to the Company and/or its securities registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY STATEMENT FOR 2014 ANNUAL GENERAL MEETING OF CLEAN SEAS TUNA LIMITED TO BE HELD ON WEDNESDAY 1 OCTOBER 2014 AT 10.00 AM (ADELAIDE TIME)

Introduction

This Explanatory Statement sets out information in connection with the business to be considered at the 2014 Annual General Meeting of Shareholders of Clean Seas Tuna Limited to be held at Grand Chifley Hotel, 208 South Terrace, Adelaide, South Australia on Wednesday 1 October 2014 commencing at 10.00 am (Adelaide time).

1. Financial Statements and Reports

The Corporations Act requires:

- the reports of the Directors and Auditor; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2014,

to be laid before the Annual General Meeting. The Corporations Act does not require a vote of Shareholders on the reports or statements.

Clean Seas Tuna Limited's Annual Report 2014 will be presented to the meeting. Shareholders can access a copy of the annual report on Clean Seas Tuna Limited's website at <http://www.cleanseas.com.au/main/investor-information/annual-reports.html>.

As permitted by legislation, a printed copy of Clean Seas Tuna Limited's Annual Report 2014 has been sent only to those shareholders who have elected to receive a printed copy.

Shareholders will be given a reasonable opportunity to raise questions or comments on the management of the Company.

Shareholders will also be given a reasonable opportunity to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1: Adoption of Remuneration Report

The Remuneration Report is in the Directors' Report section of the Company's Annual Report (pages 17-23). Listed companies are required by Section 250R(2) of the Corporations Act to put the Remuneration Report to the vote for adoption at the Company's Annual General Meeting.

The resolution will be determined as an ordinary resolution but is advisory only and does not bind the Directors of the Company. However, the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration practices and policies.

Section 250R(4) of the Corporations Act prohibits a vote on this resolution being cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Group details of whose remuneration are included in the Remuneration Report; or

- (b) a Closely Related Party of such a member.

However, under section 250R(5) of the Corporations Act a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the person is the Chairman of the meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Please note that if the Chairman of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the Chairman. If you appoint the Chairman as your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the Proxy Form.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

Please also note that under sections 250U and 250V of the Corporations Act, if at two consecutive annual general meetings of a listed company at least 25% of the votes cast on a resolution that the remuneration report be adopted are against adoption of the report, at the second of these annual general meetings there must be put to the vote a resolution that another meeting be held within 90 days at which all directors (except the managing director) who were directors at the date the remuneration report was approved at the second annual general meeting must stand for re-election.

So, in summary, Shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'. The Remuneration Report did not receive a 'first strike' at the Company's 2013 Annual General Meeting.

3. **Resolution 2: Re-election of Marcus Stehr as Director**

In accordance with Rule 6 of the Company's Constitution, Marcus Stehr retires by rotation as a Director of the Company effective at the conclusion of this Meeting and, being eligible, offers himself for re-election as a Director.

Details of Mr Marcus Stehr's experience and qualifications are contained within the Directors' Report.

The Directors (other than Mr Marcus Stehr) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3 – Adoption of New Constitution

The Company's current constitution was adopted in 2005. Since then, there have been a number of changes to the *Corporations Act* and the ASX Listing Rules, as well as developments in general corporate and commercial practice for ASX listed companies.

As a result, the Board recommends the adoption of a new constitution which takes account of these changes and is consistent with current market practice.

A copy of the Company's existing constitution and proposed constitution as well as the proposed constitution which has the changes to the existing constitution marked up, can be obtained before the meeting from the Company's website at www.cleanseas.com.au. A copy of each of them will also be available at the meeting.

The proposed modifications will ensure the Company's constitution is consistent with contemporary principles of good corporate and commercial practice. The changes will also facilitate the efficient operations of the Company. The changes are apparent from the marked up version of the proposed constitution and shareholders are encouraged to review the changes in the marked up version of the proposed constitution. To assist shareholders, a summary of more significant changes is set out below. References to rules below are to rule numbers in the proposed constitution, unless stated otherwise. Shareholders are invited to contact the Company should they have any queries.

Directors

Amendments are proposed to certain provisions relating to directors, including:

- providing that the nomination of persons (other than existing directors or persons nominated by the Board) for election to the Board to be notified not later than 45 days prior to the annual general meeting, or any other period permitted under the Listing Rules or the *Corporations Act* (rule 7.4);
- clarifying the manner in which the remuneration of directors (other than a Managing Director and Executive Officer) is to be determined, divided between them and paid (rule 39.1);
- providing that to the extent permitted by the *Corporations Act* but otherwise subject to any agreement between the Company and the relevant person, the Company must (rather than may) indemnify a director (and a secretary) against any liability incurred by that person as an officer of the Company or of a related body corporate, except to the extent that the person is otherwise entitled to be and is actually indemnified by another person (including an insurer under any insurance policy) (rule 50.1); the amount of any indemnity payable by the Company must include an additional amount equal to any GST (i.e. goods and services tax) payable by the officer being indemnified (rule 50.3);
- providing that the directors may pass a resolution without a directors' meeting being held, if a majority (rather than all of) the directors entitled to vote consent to the resolution in the manner set out in rule 57; and
- providing that the directors are taken to consent to a directors' meeting being held by video or telephone (rule 62.2).

General Meetings

Changes are proposed to certain provisions relating to general meetings, including:

- providing that notice of meeting may be given to a shareholder not only in person, by post or by facsimile but also by other electronic means nominated by the shareholder (rule 72.1(3));
- providing that a person's attendance at a general meeting waives any objection that the person may have to a failure to give notice of the meeting or the giving of a defective notice, unless the person objects at the beginning of the meeting (rule 77.2);
- providing that to the extent that the directors may change a venue for, postpone or cancel any general meeting, the directors must give notice thereof to the ASX and are not required to give notice individually to the persons entitled to receive notices from the Company (rule 78.2(2));
- elaborating on the powers of the chair at general meetings in relation to certain procedures which the chair may implement (rule 79), refusing a person admission to or requiring a person to leave (rule 80) and postponement and adjournment (rule 81);
- providing that in respect of a specific item of business, the chair may elect to vacate the chair in favour of another person he or she nominates; the nominated person will have powers of the chair during consideration of that item of business; a proxy appointment in favour of the chair will be taken to be in favour of the nominated person as acting chair for the relevant part of the meeting (rule 84.4);
- elaborating on the rights and powers of a proxy, attorney or representative of a shareholder at a general meeting (rule 86);
- providing that if a shareholder appoints one proxy that proxy may (subject to the Act) vote on a show of hands, but if a shareholder appoints two proxies then neither proxy may vote on a show of hands (rule 88.4); and
- permitting the Board to allow shareholders to vote directly on a resolution considered at a general meeting by submitting their votes to the Company by post, fax or other electronic means approved by the directors (rule 94.5).

Dividends and other Distributions

A number of changes are proposed to broaden the methods by which the Company may pay dividends and make other distributions to shareholders, including:

- reflecting changes to the Corporations Act which broaden the ability of companies to pay dividends to shareholders so that they are not limited to payment out of profits (rule 123.1);
- elaborating on the powers of the Company in respect of the payment of dividends and other payments, including flexibility for the Company in respect of the method of payment e.g. by electronic or other means approved by the directors directly to an account (of a type approved by the directors) nominated in writing by the shareholder or by cheque sent to the shareholders as referred to in rule 132.1(2); if the Company is not able to effect a payment by the method nominated by the Company, the Company may credit the amount payable to an account of the Company to be held until the shareholder nominates a valid account into which a payment may be made, and an amount so credited is to be treated as having been paid to the

shareholder at the time it is credited; the Company will not be a trustee of the money and no interest will accrue on the money (rule 132);

- providing that if a cheque for a dividend or other amount is not presented for payment for 11 months after issue or an amount is held in an account of the Company under rule 132 for 11 months, the directors may reinvest that amount, after deducting reasonable expenses, into shares of the Company on behalf and in the name of the shareholder concerned as described in rule 129;
- providing that to give effect to any resolution to reduce the capital of the Company, to satisfy a dividend or to capitalise any amount under the constitution, the directors may (among other things):
 - distribute any specific assets, cash, shares or other securities to the persons entitled to the distribution or capitalised amount that seems expedient to the directors;
 - vest any specific assets, cash, shares or other securities in a trustee on trust for the persons entitled to the distribution or capitalised amount that seems expedient to the directors;
 - settle as they think expedient any difficulty that arises in making the distribution or capitalisation and, in particular, make cash payments where shareholders are entitled to fractions of shares or other securities and decide that amounts or fractions of less than a particular value decided by the directors may be disregarded in order to adjust the rights of all parties;
 - fix the value for distribution of any specific assets, shares or other securities;
 - if a distribution or issue of specific assets, shares or other securities to a particular shareholder or shareholders is considered impracticable or would give rise to parcels of securities which do not constitute a marketable parcel, the directors may instead make a cash payment to those shareholders or allocate the assets, shares or securities to a trustee to be sold on behalf of those shareholders (rule 135).

Sale of Non-Marketable Parcels

Rule 149 of the existing constitution permits the Company, in accordance with ASX Listing Rule 15.13, to sell the securities of shareholders who have less than a marketable parcel of those securities (i.e. value of less than \$500) in circumstances where the Company has notified the shareholders in writing (**Notice**) of its intention to sell and the shareholders have not advised the Company within at least 6 weeks from date of the Notice that they wish to retain those securities.

This provides the following benefits:

- holders of less than a marketable parcel of the relevant securities have the opportunity to sell their securities without incurring a brokerage or handling cost which, in proportion to the value of their holding, may otherwise render a sale unattractive or uneconomical; and
- the expense and administration involved to the Company in maintaining less than marketable parcels is reduced.

Two changes are proposed to rule 149 to facilitate the efficient and cost-effective implementation of the exercise of this power by the Company:

- allow the directors to sell at a price ‘which the directors consider to be the best price reasonably obtainable for the securities at the time they are sold’, and remove the requirement that the securities cannot be sold at less than the ‘Minimum Sale Price’ i.e. the weighted average sale price of the relevant securities sold on ASX during a period of 5 consecutive trading days immediately preceding the date of the Notice rounded off to the nearest half cent or, if there are no sales of the relevant securities on ASX during that period, the sale price which in the opinion of the directors is a fair and reasonable sale price for the relevant securities immediately prior to the date of the Notice; and
- given that the securities of various shareholders might be sold at different prices, allow the Company to pool the total proceeds of the sales for distribution to each of the relevant shareholders in the proportion which the sold securities of a particular shareholder bears to the aggregate number of all the sold securities of all of those shareholders.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

4. **Glossary**

In this Explanatory Statement, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the official listing rules of ASX;

Board means the Board of Directors of the Company;

Closely Related Party of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person described as such by the *Corporations Regulations 2001* (Cth);

Company means Clean Seas Tuna Limited ACN 094 380 435;

Constitution means the existing constitution of the Company;

Corporations Act means the *Corporations Act 2001* (Cth);

Directors means the directors of the Company;

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company);

Meeting means the Annual General Meeting of Shareholders convened by the Notice;

Notice means the Notice of Annual General Meeting to which this Explanatory Statement is attached;

Share means a fully paid ordinary share in the capital of the Company; and

Shareholder means a holder of a Share.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am Adelaide time on Monday, 29 September 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry on 1300 737 760 or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am Adelaide time on Monday, 29 September 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by:

📠 **By Fax** + 61 8 8621 2990

✉ **By Mail** Clean Seas Tuna Limited
PO Box 159
Port Lincoln SA 5606

👤 **In Person** 7 North Quay Boulevard
Port Lincoln SA 5606

@ **By Email** reception@cleanseas.com.au

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Clean Seas Tuna Limited

ABN 61 094 380 435

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Clean Seas Tuna Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting of Clean Seas Tuna Limited to be held at Grand Chifley Hotel , 208 South Terrace, Adelaide, SA 5069 on Wednesday, 1st October 2014 at 10.00am Adelaide Time** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though resolution 1 is connected with the remuneration of a member of key management personnel for Clean Seas Tuna Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Marcus Stehr as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014