



marineproduce
australia

the sustainable Australian

4 November 2005

Dear Shareholder

At the 2005 Annual General Meeting, the Company is required to put to the vote a resolution that the remuneration report be adopted. In terms of section 250R (3), the vote on the resolution is advisory only and does not bind the directors or the Company.

Due to an oversight, the Notice of the 2005 Annual General Meeting that was issued by the Company and dated 14 October 2005 did not inform members that this resolution would be put at the 2005 Annual General Meeting as required by section 249L(2) of the Corporations Act (Cth).

The Company accordingly attaches a Supplementary Notice of the 2005 Annual General Meeting which informs members that the following resolution will be put at the meeting as Resolution 4:

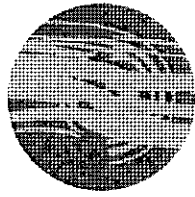
"That the remuneration report forming part of the Company's 2005 Annual Report, which accompanied the Notice of the 2005 Annual General Meeting be adopted."

The attached Supplementary Notice of the 2005 Annual General Meeting is accompanied by a Supplementary Explanatory Memorandum, which forms part of the Supplementary Notice of the 2005 Annual General Meeting, and a Shareholder Supplementary Proxy Form. The Supplementary Notice of the 2005 Annual General Meeting is supplemental to, and is to be read together with, the Notice of the 2005 Annual General Meeting that was issued by the Company and dated 14 October 2005.

Yours faithfully
MARINE PRODUCE AUSTRALIA LIMITED

Hubert Lennerts
COMPANY SECRETARY

marine produce australia limited po box 1008 west perth wa 6872
11 / 38 colin street west perth wa 6005 telephone +61 8 9321 9200 fax +61 8 9321 9300
email admin@marineproduce.com web marineproduce.com
abn 70 091 805 480



marineproduce
australia

the sustainable australian

MARINE PRODUCE AUSTRALIA LIMITED

ABN 70 091 805 480

THIS SUPPLEMENTARY NOTICE OF THE 2005 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 18 NOVEMBER 2005 AT 10.00 AM (WST) AT THE OFFICES OF THE COMPANY'S SHARE REGISTRY:

**SECURITY TRANSFER REGISTRARS
770 CANNING HIGHWAY
APPLECROSS WA 6153**

IS SUPPLEMENTAL TO, AND IS TO BE READ TOGETHER WITH, THE NOTICE OF 2005 ANNUAL GENERAL MEETING DATED 14 OCTOBER 2005 ISSUED BY MARINE PRODUCE AUSTRALIA LIMITED

Please read the Notice of 2005 Annual General Meeting dated 14 October 2005 and this Supplementary Notice carefully and if you are unable to attend the 2005 Annual General Meeting of Shareholders please complete and return the enclosed Shareholder Supplementary Proxy Form in accordance with the specified directions.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The 2005 Annual General Meeting of the Shareholders of **Marine Produce Australia Limited (the Company)** will be held at:

The offices of the Company's share registry:

Security Transfer Registrars
770 Canning Highway
Applecross WA 6153
Commencing 10.00 am (WST) on 18 November 2005

Voting Entitlements

For the purposes of the Corporations Act 2001, all Shares of the Company that are quoted securities at 10.00 am (WST) two (2) days prior to the Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time, and such persons are eligible to vote at the Meeting.

How to Vote

The business of the Meeting affects your shareholding and your vote is important. Please take action by voting in person (or by authorised representative) or by proxy.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10.00 am (WST).

Voting by Proxies

A Supplementary Proxy Form (entitled "Shareholder Supplementary Proxy Form") accompanies this Supplementary Notice of the 2005 Annual General Meeting. To be effective the Supplementary Proxy Form must be completed and received at either the Company's registered office or its share registry, Security Transfer Registrars, by no later than 10.00 am (WST) on 16 November 2005:

| Registered Office | Share Registry |
|--|---|
| Company Secretary Marine Produce Australia Limited 11/38 Colin Street WEST PERTH WA 6005 PO Box 1008 WEST PERTH WA 6872 | Security Transfer Registrars 770 Canning Highway APPLECROSS WA 6153 PO Box 535 APPLECROSS WA 6953 |
| <i>Or by facsimile on: +61 8 9321 9300</i> <i>Or by electronic lodgement on: hl@marineproduce.com</i> | |

If any shareholder wishes to lodge a Supplementary Proxy Form electronically, a scanned image of the signed Supplementary Proxy Form must be emailed to the email address specified above to be received by no later than 10.00 am (WST) on 16 November 2005. This is needed to comply with the requirements of section 250A of the Corporations Act that a valid proxy be in writing and be signed by the shareholder appointing the proxy.

If you are entitled to attend and cast a vote at the Meeting you may appoint up to two (2) proxies. A proxy may be an individual or a corporation but need not be a shareholder. If you appoint two (2) proxies each proxy may exercise half of the shareholders votes if no proportion or number of votes is specified.

Please Note: If you lodge both the Proxy Form that accompanied the Notice of 2005 Annual General Meeting dated 14 October 2005 issued by the Company AND a Supplementary Proxy Form, and if there is any inconsistency between the voting instructions contained on those forms, you will be taken to have instructed your proxy to vote in accordance with the directions contained in the Supplementary Proxy Form (or if no directions have been given, as the proxy or Chairman see fit).

If you appoint a proxy but attend the Meeting yourself, the rights of the proxy to speak and vote on your behalf at the Meeting will be suspended while you are present.

Corporate Representatives

A corporation may appoint an individual as a representative to exercise its powers as shareholder or as a shareholder's proxy. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it was previously given to the Company's share registry.

Powers of Attorney

A person appearing as an Attorney for a shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the 2005 Annual General Meeting.

MARINE PRODUCE AUSTRALIA LIMITED

ABN 70 091 805 480

SUPPLEMENTARY NOTICE OF THE 2005 ANNUAL GENERAL MEETING

Notice is hereby given that the 2005 Annual General Meeting of members of **Marine Produce Australia Limited (the Company)** will be held at the offices of Security Transfer Registrars, 770 Canning Highway, Applecross, WA 6153 on 18 November 2005 at 10.00 am (WST).

The Explanatory Memorandum which accompanied and forms part of the Notice of the 2005 Annual General Meeting and the Supplementary Explanatory Memorandum which accompanies this Supplementary Notice of the 2005 Annual General Meeting describe the various matters to be considered.

AGENDA

ORDINARY BUSINESS

Financial Statements

To receive the financial report of the Company and the reports of the Directors and Auditors for the year ended 30 June 2005.

Election of Directors

To consider, and if thought fit, to pass the following Resolutions (with or without amendment) as ordinary resolutions.

1 Re-election of Michael Firmin as a Director

"That Michael Firmin who, having been appointed as a director of the Company by its other directors, retires in accordance with the Constitution and, being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."

2 Re-election of Nicholas Miller as a Director

"That Nicholas Miller who retires in accordance with the Constitution and, being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."

SPECIAL BUSINESS

3 Ratification of Issues

To consider and, if thought fit, to pass the following Resolution (with or without amendment) as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company hereby ratify the issue of 1,000,000 30 cent Options with an expiry date of 30 June 2010 issued for no cash consideration to Mr Peter Fraser as part of his sales and marketing consultancy package."

The company will disregard any votes cast on this Resolution by any person who participated in the issue of securities referred to in this Resolution and any votes cast by an associate of such person. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

REMUNERATION REPORT

4. Adoption of Remuneration Report

To consider, and if thought fit, to pass the following Resolution (with or without amendment) as an ordinary resolution.

"That the remuneration report forming part of the Company's 2005 Annual Report, which accompanied the Notice of the 2005 Annual General Meeting be adopted."

Other Business

To deal with any other business that may be brought forward in accordance with the Company's Constitution and the Corporations Act 2001.

BY ORDER OF THE BOARD

HUBERT LENNERTS
COMPANY SECRETARY

DATED: 4 November 2005

MARINE PRODUCE AUSTRALIA LIMITED

ABN 70 091 805 480

SUPPLEMENTARY EXPLANATORY MEMORANDUM

This Supplementary Explanatory Memorandum forms part of the Supplementary Notice of 2005 Annual General Meeting.

Supplementary Explanatory Memorandum

This Supplementary Explanatory Memorandum is supplemental to, and is to be read together with, the Explanatory Memorandum that accompanied the Notice of 2005 Annual General Meeting dated 14 October 2005 issued by Marine Produce Australia Limited (the Company).

Resolution 3 – Adoption of Remuneration Report

Section 250R of the Corporations Act 2001 (Cth) (**the Act**) requires that a resolution that the Remuneration Report be adopted must be put to the vote at the Company's 2005 Annual General Meeting.

Under section 250R (3) of the Act, the vote on the resolution is advisory only and does not bind the directors or the Company. However, the Board of Directors will take the outcome of the vote into consideration when reviewing the remuneration policies of the Company.

The Chairman of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

During the consideration of this item, the Chairman will allow a reasonable opportunity for shareholders to comment on and ask questions about the Remuneration Report. The Remuneration Report can be found on page 15 of the Company's 2005 Annual Report.

Glossary of Terms

In this Supplementary Explanatory Memorandum the following expressions have the following meanings:

"**the Company**" means Marine Produce Australia Limited (ABN 70 091 805 480).

"**Explanatory Memorandum**" means the Explanatory Memorandum that accompanied the Notice of the 2005 Annual General Meeting.

"**Meeting**" or "**Annual General Meeting**" means the Annual General Meeting of shareholders convened by the Notice of the 2005 Annual General Meeting read together with this Supplementary Notice of the 2005 Annual General Meeting.

"**Notice of the 2005 Annual General Meeting**" means the Notice of the 2005 Annual General Meeting dated 14 October 2005 issued by the Company.

"**Remuneration Report**" means the report found on page 15 of the Company's 2005 Annual Report.

"**Resolution**" means a resolution referred to in the Notice of the 2005 Annual General Meeting or Supplementary Notice of the 2005 Annual General Meeting.

"**Supplementary Explanatory Memorandum**" means this Supplementary Explanatory Memorandum.

"**Supplementary Notice of the 2005 Annual General Meeting**" means the Supplementary Notice of the 2005 Annual General Meeting which accompanies this Supplementary Explanatory Memorandum.

"**Supplementary Proxy Form**" means the proxy form entitled "Shareholder Supplementary Proxy Form" which accompanies the Supplementary Notice of the 2005 Annual General Meeting and this Supplementary Explanatory Memorandum

"**WST**" means Western Standard Time.

SHAREHOLDER SUPPLEMENTARY PROXY FORM

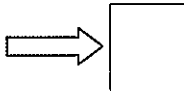
Holder Identification Number (HIN)

Appointment of Proxy

I/We appoint as proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairman see fit) at the 2005 Annual General Meeting of the Company to be held at the offices of, Security Transfer Registrars, 770 Canning Highway, Applecross, Western Australia on 18 November 2005 at 10.00am (WST) (and at any adjournment thereof) (**Meeting**).

or

Name of person you are appointing (if not the meeting Chairman)

IF YOU DO **NOT** WISH TO DIRECT YOUR PROXY HOW TO VOTE, PLEASE PLACE A MARK IN THIS BOX * 

*The Chairman currently intends to vote undirected proxies in favour of all resolutions. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

| | For | Against | Abstain* |
|--|----------------------|----------------------|----------------------|
| Resolution 1 Re-election of Michael Firmin as a Director | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Resolution 2 Re-election of Nicholas Miller as a Director | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Resolution 3 Ratification of past Issue of 1,000,000 June 2010 Options | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Resolution 4 Adoption of Remuneration Report | <input type="text"/> | <input type="text"/> | <input type="text"/> |

*If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

Appointing a Second Proxy (if applicable)

Contact Telephone Number

or %

The number of Shares applicable to this proxy form The percentage of your voting rights Area Code Telephone Number

Signature(s)

Shareholder 1 Shareholder 2 Shareholder 3

Director Director/Secretary Sole Director and Secretary

Company Seal (if required)

Proxies may be lodged either by facsimile on (08) 9321 9300, or by mail to PO Box 1008, West Perth 6872, Western Australia, or by email to hl@marineproduce.com or delivery to the registered office of the Company at 11/38 Colin Street, West Perth, Western Australia. To be valid, a proxy form must be received at the registered office of the Company or at its share registry, Security Transfer Registrars *not less than 48 hours before* the time appointed for the Meeting. For assistance in completing this form, please refer to the instructions overleaf.

INSTRUCTIONS FOR COMPLETION OF THE SHAREHOLDER SUPPLEMENTARY PROXY FORM

Shareholders Name & Address

This is the name and address of the shareholder as it appears on the Company's share register. For the purposes of this Meeting, Shares will be taken to be held by those persons who are the registered holders thereof 48 hours before the time appointed for the commencement of this Meeting.

Appointment of Proxy

A shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two other persons (whether shareholders or not) as proxy or proxies to attend in the shareholder's place at the Meeting. The proxy has the same right as the shareholder to speak and vote at the Meeting. If you leave this section blank, the Chairman of the meeting will be your proxy to vote your Shares even if you attend the meeting (unless you revoke your proxy before the meeting).

Vote on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the resolution/s you wish to direct your proxy to vote on. If you do so, all your Shares will be voted in accordance with your direction. You can split your vote on any resolution/s by inserting the number/s of Shares you wish to vote in the appropriate box/es. Please ensure you clearly mark the box in black or blue ink by placing a mark or the number of Shares you are voting.

Appointing a Second Proxy

If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes.

Contact Telephone Number

This will help us if there are any problems with your proxy form.

Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a sole Director who is also the sole Company Secretary this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 10.00 am WST Tuesday 16 November 2005, being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Please Note: If you lodge both the Proxy Form that accompanied the Notice of 2005 Annual General Meeting dated 14 October 2005 issued by the Company AND a Shareholder Supplementary Proxy Form, and if there is any inconsistency between the voting instructions contained on those forms, you will be taken to have instructed your proxy to vote in accordance with the directions contained in the Shareholder Supplementary Proxy Form (or if no directions have been given, as the proxy or Chairman see fit).