

MARINE PRODUCE AUSTRALIA LIMITED

ABN 70 091 805 480

NOTICE OF 2008 ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

DATE OF MEETING

FRIDAY, 21 NOVEMBER 2008

TIME OF MEETING

9:30AM (WST)

PLACE OF MEETING

CELTIC CLUB, 48 ORD STREET, WEST PERTH 6005, WESTERN AUSTRALIA

Please read the Notice carefully and if you are unable to attend the 2008 Annual General Meeting of Shareholders please complete and return the enclosed Proxy Form in accordance with the specified directions.

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

| | |
|--------------------|--|
| Registered Office: | 11/38 Colin Street, West Perth, Western Australia 6005 |
| Postal Address: | PO Box 1008, West Perth, Western Australia 6872 |
| Email: | admin@marineproduce.com |
| Web: | www.marineproduce.com |
| Telephone: | +61-8 9321 9200 |
| Facsimile: | +61-8 9321 9300 |

TIME AND PLACE OF MEETING AND HOW TO VOTE**VENUE**

The 2008 Annual General Meeting of the shareholders of Marine Produce Australia Limited will be held at:

**Celtic Club
48 Ord Street
West Perth 6005, Western Australia
Commencing 9:30AM (WST) on Friday, 21 November 2008**

VOTING ENTITLEMENTS

For the purposes of the Corporations Act 2001, all securities of the Company that are quoted securities at 9:30am (WST) two days prior to the Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at the 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 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 9:30am (WST).

PROXIES

A Proxy Form accompanies this Notice of Annual General Meeting. To be effective the Proxy Form must be completed and received at either the Company's registered office or its share registry, Security Transfer Registrars, no later than 48 hours before commencement of the Meeting.

Registered Office

Company Secretary
Marine Produce Australia Limited
11/38 Colin Street
West Perth WA 6005
PO Box 1008
West Perth WA 6872
Or by facsimile on: +61-8 9321 9300
Or by electronic address: admin@marineproduce.com

Share Registry

Security Transfer Registrars
770 Canning Highway
Applecross WA 6153
PO Box 535
Applecross WA 6953

If any shareholder wishes to lodge a proxy electronically, it will be necessary to scan an image of a signed proxy form and e-mail that image of the proxy form with the signature affixed to be received no later than 48 hours before commencement of the Meeting. 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 proxies. A proxy may be an individual or a corporation but need not be a shareholder. If you appoint two proxies each proxy may exercise half of the shareholders votes if no proportion or number of votes is specified.

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 Annual General Meeting.

NOTICE OF 2008 ANNUAL GENERAL MEETING

Notice is hereby given that the 2008 Annual General Meeting of shareholders of Marine Produce Australia Limited will be convened at 9:30am (WST) on Friday, 21 November 2008 at the Celtic Club, 48 Ord Street, West Perth 6005, Western Australia. An Explanatory Statement containing information in relation to the resolutions accompanies this Notice.

AGENDA**GENERAL BUSINESS****2008 Financial Statements**

To receive, consider and discuss the Company's financial statements for the year ended 30 June 2008 and the related reports of the Directors and Auditors thereon.

ORDINARY BUSINESS

To consider and if thought fit to pass the following resolutions as ordinary resolutions.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR MILES KENNEDY

"That Mr Miles Kennedy, 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."

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR TOR THEUNISSEN

"That Dr Tor Theunissen, 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."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – PROFESSOR MEHDI DOROUDI

"That Professor Mehdi Doroudi, 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."

RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

"That the Remuneration Report contained in the 2008 Financial Report be adopted by the Company."

RESOLUTION 5 - RATIFICATION OF ISSUE OF ORDINARY SHARES

That, for the purposes ASX Listing Rule 7.4 and for all other purposes, the Company hereby ratifies and approves for the purposes of ASX Listing Rule 7.1 the issue of 4,500,000 Shares, each paid to \$0.10, as announced by the Company on 21 August 2008 and details of which are set out in the explanatory notes in this notice of meeting.

RESOLUTION 6 – RATIFICATION OF ISSUE OF ORDINARY SHARES

That, for the purposes ASX Listing Rule 7.4 and for all other purposes, the Company hereby ratifies and approves for the purposes of ASX Listing Rule 7.1 the issue of 4,300,000 Shares, each paid to \$0.06, as announced by the Company on 26 September 2008 and details of which are set out in the explanatory notes in this notice of meeting.

Voting Exclusion Statement: The Company will disregard any votes cast on Resolutions 5 and 6 by any person who participated in the issue of securities referred to in these Resolutions and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, 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.

OTHER BUSINESS

To transact 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 of Directors

DATED this day of 2008

Jean Mathie
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company and provides Shareholders with the information required to be provided to Shareholders by the Corporations Act 2001 and the Listing Rules of the Australian Securities Exchange Limited (ASX Listing Rules).

General Business

2008 Financial Statements and Reports

The Corporations Act 2001 requires that Shareholders view the annual company and consolidated financial statements and reports of the directors and auditors every year. The provisions of the Corporations Act 2001 allow the default option for receiving annual reports to be via a company's website. The Company has advised its shareholders of this change and allowed them to elect to continue receiving a printed copy of the annual report. Accordingly, a printed copy of the 2008 Annual Report has only been sent to those shareholders who have elected to receive one. Shareholders can access a copy of the 2008 Annual Report on the Company's website www.marineproduce.com or can request a printed copy (free of charge) by contacting the Company Secretary on (08) 9321 5887 or by email to admin@marineproduce.com.

Shareholders will be given the opportunity to ask questions about and make comments on the reports and the Company's management, business, operations, financial performance and business strategies. Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditors, KPMG, 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 auditors in relation to the conduct of the audit.

No resolution is required to be moved in respect of this item.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR MILES KENNEDY

Mr Kennedy was appointed to the Board as a Non-Executive Director and Chairman on 10 June 2008. He has held directorships of Australian listed companies for the past 25 years. Mr Kennedy is also non-executive chairman of Sandfire Resources NL and Resource and Investment NL. He is a Barrister and Solicitor of the Supreme Court of Western Australia and the High Court of Australia and an Attorney of the Supreme Court of South Africa.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR TOR THEUNISSEN

Dr Theunissen was appointed to the Board as a Non-Executive Director on 17 December 2007. Dr Theunissen is the principal of a management consulting company that specialises in the strategic resourcing of new projects. He has over 20 years experience as a listed company director.

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – PROFESSOR MEHDI DOROUDI

Professor Mehdi Doroudi has a DVM degree in Veterinary Medicine and a PhD degree in Aquaculture and was appointed to the Board as a Non-Executive Director on 18 December 2007. He is currently Chief of Aquatic Sciences at the South Australian Research and Development Institute. Professor Doroudi has worked in fisheries and aquaculture fields as a policy maker, an academic researcher and as an industry consultant in policy advice, science innovation and commercial operation for the last 20 years.

RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

Section 298 of the Corporations Act requires that the Annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act 2001. The Remuneration Report for the financial year ended 30 June 2008 is set out in the Directors' Report of the 2008 Annual Report. Section 250R(2) of the Corporations Act 2001 requires companies to put a resolution to their members that the Remuneration Report be adopted. Pursuant to Section 250R (3) of the Corporations Act 2001 shareholders should note that this resolution is an "advisory only" resolution which does not bind the directors or the Company. However, the directors will take the outcome of the vote into consideration when determining the future remuneration policies for directors and executives. There will be an opportunity for shareholders to comment on and ask questions about the Company's Remuneration Report.

RESOLUTION 5 – RATIFICATION OF ISSUE OF ORDINARY SHARES

On 21 August 2008 the Company issued 4,500,000 ordinary shares at \$0.10 per share. The placement was made to professional and sophisticated investors in accordance with the Corporations Act and to whom disclosure was not required to be made under Part 6D.2 of Chapter 6D of the Corporations Act by reason of Sections 708(8)(b) or (c) of that Act. None of the sophisticated investors is a related party of the Company.

The placement shares are fully paid and rank pari passu with all other ordinary fully paid Shares on issue. The funds raised from the share placement will be used to assist the Company to continue with its expansion plans for the Barramundi marine farm.

The ASX Listing Rules set out a rule commonly known as the “15% rule” which limits the capacity of a company to issue securities without the approval of its shareholders. The 15% rule provides that a company may not, in any twelve month period, issue securities equal to more than 15% of the total number of securities of the same class on issue at the beginning of the twelve month period unless the issue is approved by shareholders or otherwise comes within one of a number of exceptions. One of those exceptions provides that where a company in general meeting ratifies a prior issue of securities then those securities shall be deemed to have been issued at the beginning of the 12 month period if the notice of meeting includes the voting exclusion statements contained in the Notice and details in respect of the matters set out above.

RESOLUTION 6 – RATIFICATION OF ISSUE OF ORDINARY SHARES

On 24 September 2008 the Company issued 4,300,000 ordinary shares at \$0.06 per share. The placement was made to a professional and sophisticated investor in accordance with the Corporations Act and to whom disclosure was not required to be made under Part 6D.2 of Chapter 6D of the Corporations Act by reason of Sections 708(8)(b) or (c) of that Act. The sophisticated investor is not a related party of the Company.

The placement shares are fully paid and rank pari passu with all other ordinary fully paid Shares on issue. The funds raised from the share placement will be used to assist the Company to continue with its expansion plans for the Barramundi marine farm.

The ASX Listing Rules set out a rule commonly known as the “15% rule” which limits the capacity of a company to issue securities without the approval of its shareholders. The 15% rule provides that a company may not, in any twelve month period, issue securities equal to more than 15% of the total number of securities of the same class on issue at the beginning of the twelve month period unless the issue is approved by shareholders or otherwise comes within one of a number of exceptions. One of those exceptions provides that where a company in general meeting ratifies a prior issue of securities then those securities shall be deemed to have been issued at the beginning of the 12 month period if the notice of meeting includes the voting exclusion statements contained in the Notice and details in respect of the matters set out above.

The Company Secretary
MARINE PRODUCE AUSTRALIA LIMITED (ABN 70 091 805 480)
PO BOX 1008
WEST PERTH WA 6872
Fax: (+61-8) 9321-9300
Email: admin@marineproduce.com

SHAREHOLDER DETAILS

Name of Shareholder:

Address of Shareholder:

Telephone No:

I/We being a member(s) of **MARINE PRODUCE AUSTRALIA LIMITED**, appoint the following person or failing him/her the Chairman of the Meeting as my/our proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairman sees fit) at the 2008 Annual General Meeting (Meeting) of the Company to be held at the Celtic Club, 48 Ord Street, West Perth 6005 Western Australia at 9:30am (WST) on Friday, 21 November 2008 (and at any adjournment thereof).

Name of Proxy:

Address of Proxy:

INSTRUCTIONS AS TO VOTING – refer Notes to the Proxy Form

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate box below, otherwise your proxy will vote or as he/she thinks fit.

If you do not wish to direct your proxy how to vote please place an "X" in this box.

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.

It is the Chairman's intention to vote in favour of all resolutions in relation to undirected proxies.

If you do not mark this box and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

| | | FOR | AGAINST | ABSTAIN |
|--------------|--|-----|---------|---------|
| Resolution 1 | Re-Election of Director – Mr Miles Kennedy | | | |
| Resolution 2 | Re-Election of Director – Dr Tor Theunissen | | | |
| Resolution 3 | Re-Election of Director – Prof Mehdi Doroudi | | | |
| Resolution 4 | Adoption of Remuneration Report | | | |
| Resolution 5 | Ratification of issue of ordinary shares | | | |
| Resolution 6 | Ratification of issue of ordinary shares | | | |

PLEASE SIGN HERE This Section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder

Sole Director and Sole Company Secretary

Individual Shareholder No.2

Director

Individual Shareholder No.3

Director/Company Secretary

Date / /

Shareholder's Name and Voting Entitlement

This is the name 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 the 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, or your named proxy does not attend the Meeting (or in the case you appoint two proxies and neither attends the Meeting), 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, unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, each proxy may exercise half the votes of the appointor.

Contact Telephone

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

Signature(s)

You must sign this form as follows in the spaces provided.

- Individual: Where the holding is in one name, the holder 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: This form must be executed in accordance with Section 127 of the Corporations Act 2001 or signed by a duly authorised officer or agent.

If a representative of the corporation is to attend the meeting, the appropriate "Certificate of Appointment of Corporation Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

To be valid, this Proxy Form (and any Power of Attorney under which it is signed) must be received not later than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote, either by facsimile on (08) 9321 9300, by mail to PO Box 1008, West Perth, 6872, Western Australia or delivery to the registered office of the Company at 11/38 Colin Street, West Perth, Western Australia, or delivery to the Company's share registry Security Transfer Registrars Pty Ltd, PO Box 535, Applecross 6953, Western Australia or at 770 Canning Highway, Applecross 6153, Western Australia.