

PROPOSED AMENDMENTS TO THE CONSTITUTION AT AGM SCHEDULED TO BE HELD ON 23 NOVEMBER 2015

Update of company name and ACN

On the front (title) page, delete the words "WHITTLE TECHNOLOGY LIMITED ACN 091 805 480" and substitute with the following text:

"MARINE PRODUCE AUSTRALIA LIMITED ACN 091 805 480".

The existing clause 2.1.4 to be deleted and substituted with the following text:

"2.1.4. "Company" means Marine Produce Australia Limited ACN 091 805 480;"

Replacement clause 5.1.1

The existing clause 5.1.1 to be deleted and substituted with the following text:

"5.1.1. "Marketable Parcel" of the relevant securities:

5.1.1.1. has the meaning given by the Listing Rules whilst the Company is admitted to the Official List; or

5.1.1.2. means, if the Company is not admitted to the Official List, a parcel of the relevant securities of not less than \$500 based on the higher of:

5.1.1.2.1. if the securities were issued within the prior 12 months, the price paid on issue of the securities; or

5.1.1.2.2. the price paid on issue of securities within the same class within the prior six months; or

5.1.1.2.3. if the Company so elects, a valuation determined by an independent expert."

Amendment to clause 5.2.4

Delete the words "at the date of sale" and substitute with "at the Notice Date".

Amendment to clause 87.2

Delete the character "8" in "8Unless".

Amendment to clause 105.4

Delete the characters "10" in "10A".

Replacement clause 145

The existing clause 145 to be deleted and substituted with the following text:

"145. SERVICE OF NOTICES

145.1. Subject to this Constitution a notice (in this rule a reference to a notice includes all types of reports, documents and other instruments of whatever description) may be sent, given, delivered or served by the Company to or on any Member either:

145.1.1. personally;

145.1.2. by ordinary post;

145.1.3. by sending it to the fax number or electronic address either shown in the Register or nominated by the Member to the Company for the giving of notices, and is at the risk of the addressee as soon as it is given or posted; or

145.1.4. such other method as is permitted by these rules including rule 152A."

Correction to clause 146.3

Delete the words "this clause 148" and substitute with "this clause 146".

Correction to clause 146.4

Delete the words "this clause 148" and substitute with "this clause 146".

New clause 146.5

Insert the following clause immediately after the existing clause 146.4:

"146.5 A notice sent by electronic transmission is deemed to be served on the day following its transmission."

New clause 149.2

Insert the following clause immediately after the existing clause 149.1:

"149.2 A document delivered to or served on a Member is, notwithstanding the death or bankruptcy of the Member and whether or not the Company has notice of it, to be deemed duly delivered or served in respect of all Shares whether held solely or jointly with other persons by the Member until another person is registered in the Member's place and to be sufficient delivery or service of the document to and on the Member's legal personal representative, trustee or assignee and if the Member is a joint holder the other joint holders."

New clause 150.2

Insert the following clause immediately after the existing clause 150.1:

“150.2 If this Constitution requires or permits a notice, or proxy, Attorney or nomination form to be given by the Company, the Directors, a Director or the Secretary, neither accidental omission to give the notice nor non-receipt of the notice or form by any person entitled to receive it invalidates the Call, meeting, resolution, procedure, action or matter to which the notice or form relates.”

New clause 152A

Insert the following clause immediately after the existing clause 152:

“152A. ELECTRONIC NOTICES

152A.1. *To the fullest extent that the law permits, the Company may send, despatch or give to or serve on Members all notices, reports and other communications on the Member (including those which the Law, the Listing Rules or these Rules require or permit the Company to serve, despatch, send or give Members) by either or both:*

152A.1.1. *delivering the same (whether by hand, facsimile, letter, courier, email or otherwise) to the ASX for publication by ASX’s Market Announcements Office;*

152A.1.2. *posting the same to its website such that the report is available on-line to Members;*

and such notice, report or other communication shall be deemed received by and served on each Member as from the day following the publication of the notice by the Market Announcement Office in the public domain and shall be in lieu of other methods prescribed or permitted by law or otherwise for serving, despatching, sending or giving notices, reports and other communications.

152A.2. *Each Member shall nominate an address at which the Company may electronically send notices to or serve notices on the Member.*

152A.3. *The Directors, may from time to time, publish (including electronically on its website or via the facilities of ASX) supplemental rules (including rules setting out procedures and other ancillary matters) to these rules (which shall be deemed incorporated herein from the date of publication) specifying the manner in which, form in which, and method by which, notices may be electronically provided to Members. Such rules will be binding on Members. The objective of such rules must be to reduce the cost to the Company of sending or serving notices to Members or to clarify any ambiguity in the preceding provisions of these rules dealing with the Company sending or serving notices to or on Members.”*

New clauses 160.1.5, 160.1.6 and 160.1.7

Insert the following clauses immediately after the existing clause 160.1.4:

“160.1.5. if the Company:

160.1.5.1. is admitted to the Official List of ASX; or

160.1.5.2. has made an application to be admitted to the Official List or is planning to make such an application within the next three months,

and:

160.1.5.3. any securities on issue by the Company are Restricted Securities; or

160.1.5.4. the Company, acting reasonably, believes that certain securities on issue by the Company will be classified as Restricted Securities for the purpose of the Listing Rules (such securities being included in the definition of Restricted Securities for the purpose of this clause 160.1.5),

the Holder of those Restricted Securities must execute (and, if applicable, must procure the relevant Controller to execute) a restriction agreement within 7 days of the Company requesting the Holder to do so.

160.1.6. *If the Company is not yet admitted to the Official List and a Holder (or relevant Controller) fails to comply with clause 160.1.5, the Holder irrevocably appoints the Company and any of the Company’s directors (and, if applicable, shall procure any relevant Controller to irrevocably appoint the Company and any of the Company’s directors) to act as attorney and agent to execute the restriction agreement on the Holder’s (and, if applicable, Controller’s) behalf.*

160.1.7. *For the purpose of these clauses 160.1.5 and 160.1.6:*

160.1.7.1. A restriction agreement must be in accordance with Appendix 9A, or as ASX requires or is likely to require in a particular case.

160.1.7.2. “Controller” has the meaning given by the Listing Rules.”