



CLEAN SEAS TUNA LIMITED

ABN 61 094 380 435

Notice of Annual General Meeting

Tuesday 18 November 2008 – 11.00am

At Adelaide Oval, War Memorial Drive, Adelaide, SA – The Bradman Room

Proxy Form

Loose leaf attached to notice of meeting

**THIS NOTICE CONTAINS
IMPORTANT INFORMATION
WHICH REQUIRES YOUR
IMMEDIATE ATTENTION**

NOTICE OF ANNUAL GENERAL MEETING

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

- Time:** 11.00am (Adelaide time)
Date: Tuesday, 18 November 2008
Place: Adelaide Oval, War Memorial Drive, Adelaide, SA – The Bradman Room

BUSINESS

1. ACCOUNTS

To receive and consider the Financial Statements for the 12 months ended 30 June 2008 and the related reports of the directors and auditors.

2. REMUNERATION REPORT

The Remuneration Report is in the Directors' Report section of the Company's Annual Report (pages 18 – 22). Listed companies are required 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.

To consider and, if thought fit, to pass, with or without amendment, the following resolution in accordance with Section 250R(2) of the Corporations Act.

Resolution 1 – Remuneration Report

“That the Remuneration Report in the 2008 Annual Report of the Company be adopted.”

3. ELECTION OF DIRECTOR

In accordance with the Company's constitution, Sir Tipene O'Regan retires as a director of the Company effective at the conclusion of this meeting and, being eligible, offers himself for election.

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

Resolution 2 – Election of Director

“That Sir Tipene O'Regan is elected as a Director of the Company.”

By Order of the Board

Frank Knight
Company Secretary
Dated 14 October 2008

Determination of Membership and Voting Entitlement for the purpose of the Meeting

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a member and the holder of ordinary shares if that person is registered as a holder of Shares at noon (Adelaide time) on 16 November 2008.

Proxies

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy.

A proxy need not be a member of the Company.

A member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notarially certified copy thereof under which an attorney for a member appoints a proxy must be lodged, at the registered office of the Company, 7 North Quay Boulevard, Port Lincoln SA 5606 or received by fax on (08) 8621 2910 not less than forty eight (48) hours before the time appointed for the Meeting or adjourned meeting.

Corporate Representative

Any corporate member of the Company who has appointed a person to act as its corporate representative at the Meeting should 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 registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

CLEAN SEAS TUNA LIMITED

ABN 61 094 380 435

Shareholder Details

APPOINTMENT OF PROXY

I/We

Of

being a member of Clean Seas Tuna Limited hereby appoint

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Of

or failing him/her the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 18 November 2008 and at any adjournment thereof in the manner indicated or in the absence of indications, as he/she thinks fit.

Important: To ensure your proxy votes count, if you do not wish to direct your proxy how to vote, you should mark this box.

<input type="checkbox"/>	By marking this box when you have not directed your proxy how to vote below, you acknowledge that the Chairman of the Meeting (whether nominated or by default), acting as your proxy, may exercise your undirected proxy votes. The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution. If you direct your proxy how to vote, it is not necessary to mark this box.
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Resolution

FOR AGAINST ABSTAIN

1. Adoption of Remuneration report
2. Election of Director – T.O'Regan

Individual or Securityholder 1

Securityholder 2

Securityholder 3

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Director

Director/Secretary

**Sole Director and
Sole Secretary**

Note: when signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Please also provide a certified copy of the Power of Attorney.

Contact name

Daytime Telephone Number

Date

HOW TO COMPLETE THE PROXY FORM

Appointment of a Proxy

If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the two boxes opposite the item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares 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 your vote on that item will be invalid.

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 share registry or you may copy this form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy;
- b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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;
- c) return both forms together in the same envelope.

Signing Instructions

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 Company's share 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 corporate shareholder has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the corporate shareholder (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate shareholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate 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

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 11.00am (Adelaide time) on 18 November 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in person or by mail to Clean Seas Tuna Limited, 7 North Quay Boulevard, Port Lincoln SA 5606 or by fax on 08 86212990 not less than 48 hours before the time appointed for the meeting.