



Our Ref: SFG ASX Announce EGM Notice Aug 16 (481)

26 August 2016

ANNOUNCEMENT 481

Company Announcements Office
Australian Securities Exchange
Level 6
20 Bridge Street
SYDNEY NSW 2000

By ASX Online
Number of pages: 11
(including this page)

Dear Sir

Re: Seafarms Group Notice of Extraordinary General Meeting & Proxy

Enclosed are the following Seafarms Group Limited documents which will be sent to shareholders today:

- Notice of Extraordinary General Meeting with supporting Explanatory Memorandum; and
- Pro forma Proxy Form.

The Notice of Extraordinary General Meeting and attachments are included on the Company's web site www.seafarms.com.au.

The Company's Extraordinary General Meeting will be held in Melbourne on Wednesday 28 September 2016 at 11.00am AEST.

Please telephone Harley Whitcombe on (08) 9321 4111 with any queries.

Yours faithfully

Seafarms Group Limited

A handwritten signature in black ink, appearing to read "Harley Whitcombe".

Harley Whitcombe
Company Secretary

ENC

Seafarms Group Limited
ABN 50 009 317 846

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Perth WA 6000 Australia
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Perth WA 6850 Australia

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SEAFARMS GROUP LIMITED

**NOTICE OF EXTRAORDINARY GENERAL MEETING
28 SEPTEMBER 2016 AT 11:00AM (AEST)**

**AT CORRS CHAMBERS WESTGARTH
LEVEL 25
567 COLLINS STREET
MELBOURNE VIC 3000**



NOTICE OF EXTRAORDINARY GENERAL MEETING

AN EXTRAORDINARY GENERAL MEETING OF SEAFARMS GROUP LIMITED (SFG OR THE COMPANY) WILL BE HELD AT CORRS CHAMBERS WESTGARTH, LEVEL 25, 567 COLLINS STREET, MELBOURNE VIC 3000 AT 11:00AM (AEST) ON WEDNESDAY, 28 SEPTEMBER 2016.

Items of Business		Shareholder Approval	Voting Restrictions and Further Details
June Placement			
1. APPROVAL OF PLACEMENT ON 10 JUNE 2016	That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 142,860,000 ordinary shares at A\$0.07 per share to sophisticated and professional investors on 10 June 2016 be ratified and approved.	Ordinary resolution	Page 3
Additional Placement			
2. APPROVAL OF FIRST TRANCHE PLACEMENT	That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 78,489,713 ordinary shares at A\$0.09 per share to sophisticated and professional investors anticipated to occur on or about Monday, 29 August 2016 be ratified and approved.	Ordinary resolution	Page 4
3. APPROVAL OF PROPOSED SECOND TRANCHE PLACEMENT	That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 43,892,366 ordinary shares at A\$0.09 per share to sophisticated and professional investors on the terms and conditions described in the Explanatory Notes.	Ordinary resolution	Page 5



NOTICE OF EXTRAORDINARY GENERAL MEETING

VOTING

NOTICE RECORD DATE

The Company's shareholders (**Shareholders**) recorded on the Company's register of members at 4:00pm (AEST) on Wednesday, 24 August 2016 (**Notice Record Date**) will be entitled to receive this notice of meeting (**Notice**).

VOTING ENTITLEMENT

Shareholders recorded on the Company's register of members at 7:00pm (AEST) on Monday, 26 September 2016 (**Voting Entitlement Date**) will be entitled to vote on Items at this extraordinary general meeting (**Meeting**).

BECOMING A SHAREHOLDER

Persons who become registered Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should call 1300 798 306 (within Australia) or +61 3 9415 4830 (outside Australia) and request an additional personalised voting form.

Persons who become beneficial Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should contact their broker or intermediary for instructions on how to do so.

VOTING PROCEDURE

Under the Company's constitution (**Constitution**), any poll will be conducted as directed by the chair of the Meeting (the **Chair**).

Shareholders can vote in one of two ways:

- by attending the Meeting and voting; or
- by appointing a proxy to attend and vote on their behalf.

Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their Shareholding against the Company's share register and note attendances.

VOTING RESTRICTIONS

The voting prohibitions under the *Corporations Act 2001* (Cth) (**Corporations Act**) and voting exclusions under the ASX Listing Rules (**Listing Rules**) for each Item are set out in the Explanatory Notes to this Notice.

PROXY FORMS

PROXY FORM

Enclosed with this Notice is a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders who are not attending the Meeting to appoint a proxy to vote on their behalf.

If you hold fully paid ordinary shares in the capital of the Company (**Shares**) in more than one capacity, please complete the Proxy Form that is relevant to each holding.

APPOINTING PROXIES

Shareholders, who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf.

A proxy need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote can appoint up to two proxies, and should specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint two proxies please call 1300 798 306 (within Australia) or +61 3 9415 4830 (outside Australia) and request an additional Proxy Form.

A corporate Shareholder or proxy must appoint a person as its corporate representative.

UNDIRECTED PROXIES

The Chair intends to vote all valid undirected proxies for all items in favour of those Items.

POWER OF ATTORNEY AND CORPORATE REPRESENTATIVES

If the Proxy Form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

A body corporate member may elect to appoint a representative, rather than appoint a proxy. Where a body corporate appoints a representative, written proof of the representative's appointment must be to be lodged with, or presented to the Company before the Meeting.

A body corporate appointed as a proxy must also lodge a certificate of appointment of a corporate representative.



NOTICE OF EXTRAORDINARY GENERAL MEETING

LODGING PROXY FORMS

DEADLINE

Proxy Forms must be received by 11:00am (AEST) Monday, 26 September 2016.

HOW TO LODGE PROXY FORMS

You can lodge your Proxy Form with the Company by:

Mail: to GPO Box 242, Melbourne Victoria 3001.

Delivery: to Level 11, 172 St Georges Terrace, Perth, Western Australia 6000.

Facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Electronically: visiting www.investorvote.com.au, or for intermediary online subscribers only (custodians), by visiting www.intermediaryonline.com.

Further details on how to lodge your Proxy Form can be found on the reverse side of the Proxy Form.

ENQUIRIES

If you have any questions about this Notice or your Proxy Form please contact the Company's share registry, Computershare Investor Services Pty Ltd, at 1300 798 306 (within Australia) or +61 3 9415 4830 (outside Australia).

By order of the Board of Directors

A handwritten signature in black ink, appearing to read "Harley Whitcombe".

Harley Whitcombe
Company Secretary
26 August 2016



EXPLANATORY NOTES

ITEM 1 RATIFICATION AND APPROVAL OF THE JUNE PLACEMENT

BACKGROUND

The Company issued 142,860,000 Shares to international and domestic sophisticated and professional investors on 10 June 2016 (**June Placement**). The Shares were issued pursuant to Seafarms' 15% placement capacity under Listing Rule 7.1 (**15% Capacity**) and its additional 10% placement capacity under Listing Rule 7.1A (**Additional 10% Capacity**) (approved by Shareholders at the Company's Annual General Meeting held on 1 February 2016).

PURPOSE OF APPROVAL

The Company seeks to ratify the issue of the June Placement Shares pursuant to Listing Rule 7.4. This rule allows an issue made by the Company (without Shareholder approval) to be treated as having been made with approval for the purposes of Listing Rule 7.1 if Shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

Listing Rule 7.4 provides that a company may reinstate its 15% Capacity and Additional 10% Capacity if shareholders ratify the previous issue of securities.

The Company confirms that the allotment and issue of the June Placement Shares did not breach ASX Listing Rule 7.1.

Approval of Item 1 will allow the Company to refresh its 15% Capacity and Additional 10% Capacity and maximise its ability to raise further capital by issuing equity securities without the delay of seeking prior Shareholder approval.

While this approval will refresh the Company's 15% Capacity until that capacity is utilised, under the terms of Listing Rule 7.1A.2, the Company's 10% Capacity will expire on the earlier of 1 February 2017 or the date Shareholders approve a significant change to the nature or scale of the

Company's activities or a disposal of the Company's main undertaking under ASX Listing Rule 11.1 or 11.2 (**Material Change Date**).

DETAILS OF THE JUNE PLACEMENT

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- 142,860,000 Shares were allotted and issued by the Company, raising \$10,000,200.
- 132,916,117 Shares were issued under the Company's 15% Capacity and 9,943,883 Shares were issued under its Additional 10% Capacity.
- The issue price per Share was \$0.07.
- The Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue.
- The Shares were allotted as a private placement to sophisticated and professional investors who are not related parties of the Company and who subscribed under the Placement following a bookbuild process conducted by Bell Potter Securities Limited and Euroz Securities Limited.
- The funds raised have been or will be used to fund the development and expansion of the Company's Project Sea Dragon (**PSD**), including to fast track stage 2 development of PSD, bring forward early capital work programs and works associated with securing PSD tenure and access, and further domestic and international marketing and brand development for PSD, and for general working capital requirements. The funds were also applied to expenses associated with the June Placement.

BOARD RECOMMENDATION

The Board unanimously recommend that Shareholders vote in favour of Item 1.

The Chair intends to vote undirected proxies in favour of Item 1.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Item 1 by any person and the associates of any person who participated in the June Placement.



EXPLANATORY NOTES

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the Chair of the Meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

ITEM 2 RATIFICATION AND APPROVAL OF FIRST TRANCHE PLACEMENT

BACKGROUND

On 23 August 2016 the Company announced that it was undertaking a placement to raise approximately A\$11 million (**Placement**). The Placement is being conducted in two tranches:

- an initial placement of 78,489,713 Shares (**First Tranche Shares**) which is anticipated to complete on or about Monday, 29 August 2016 (**First Tranche Placement**); and
- a subsequent placement of an additional 43,892,366 Shares (**Second Tranche Shares**) which, subject to Shareholder approval, is anticipated to complete on or about 5 October 2016 (**Second Tranche Placement**).

The First Tranche Shares will be issued under the Company's Additional 10% Capacity.

The Company seeks to ratify the issue of the First Tranche Shares pursuant to Listing Rule 7.4.

PURPOSE OF APPROVAL

Listing Rule 7.4 allows an issue made by the Company (without Shareholder approval) to be treated as having been made with approval for the purposes of those Listing Rules if Shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to an additional 10% under Listing Rule 7.1A if shareholders ratify the previous issue of securities.

The Company confirms that the allotment and issue of the Shares the subject of this item did not breach ASX Listing Rule 7.1.

Approval of Item 1 will allow the Company to refresh its 15% Capacity and Additional 10% Capacity and maximise its ability to raise further capital by issuing equity securities, without the delays involved with seeking prior Shareholder approval.

The Board will only undertake further issues of equity securities if they consider it is in the best interests of the Company to do so.

DETAILS OF THE FIRST TRANCHE PLACEMENT

The issue of the First Tranche Shares is expected to complete on or about Monday, 29 August 2016. The following information, in respect of the proposed issue of the First Tranche Shares, is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- 78,489,713 Shares will be allotted and issued by the Company.
- The issue price per Share will be \$0.09.
- The Shares allotted will be fully paid ordinary shares which rank equally with the Company's existing Shares on issue. The Company will apply for official quotation of the Shares.
- The Shares will be allotted as a private placement to certain new and existing sophisticated and professional investors who subscribed under the placement following a bookbuild process conducted by Bell Potter Securities Limited and are not related parties of the Company.
- The Company intends to use the proceeds raised through the First Tranche Placement to fund the development and expansion of the Company's PSD, including to fast track stage 2 development of PSD, to bring forward early capital work programs and works associated with securing PSD tenure and access, and further domestic and international marketing and brand development for PSD. In addition, the funds will also be applied to expenses associated with the Placement and used for general working capital requirements.

BOARD RECOMMENDATION

The Board unanimously recommend that Shareholders vote in favour of Item 2.

The Chair intends to vote undirected proxies in favour of Item 2.



EXPLANATORY NOTES

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Item 2 by any person and the associates of any person who participated in the First Tranche Placement.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the Chair of the Meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

ITEM 3 APPROVAL OF PROPOSED SECOND TRANCHE PLACEMENT

BACKGROUND

The Company seeks Shareholder approval for the purpose of Listing Rule 7.1 to issue 43,892,366 Shares to sophisticated and professional investors to raise approximately A\$3.9 million.

Further details regarding the Second Tranche Placement are set out in the announcement regarding the Placement made by the Company on 23 August 2016.

PURPOSE OF APPROVAL

Listing Rule 7.1 provides that the Company must not issue equity securities in excess of its 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

Issues of securities made with prior Shareholder approval are not included in the 15% Capacity.

EFFECT ON THE COMPANY

The approval sought under Item 3 will allow the Company to conduct the Second Tranche Placement in accordance with the indicative timeline in the Company's capital raising announcement on 23 August 2016 whilst preserving the Company's 15% Capacity.

This will provide the Company additional flexibility to raise funds by issuing equity securities over the next 12 months.

Other than the Placement, the Board has not made a decision to undertake any further issues of equity securities. The Board will only undertake further issues of equity

securities if they consider it in the best interest of the Company to do so.

DETAILS OF THE PROPOSED SECOND TRANCHE PLACEMENT

Maximum number of securities	43,892,366 Shares.
Date of issue	On or around 5 October 2016 and, in any event, no later than three months following the date of this Meeting (or such later date as permitted by an ASX waiver or modification of the Listing Rules). It is intended that the Second Tranche Shares will be issued on one date.
Issue price	\$0.09 per Share, raising approximately \$3.9 million (before costs).
Proposed allottees	Sophisticated and professional investors who participated in the First Tranche Placement and any other sophisticated and professional investors determined by the Company. The Second Tranche Shares will not be issued to any person who is a related party of the Company.
Issue terms	The Shares to be issued will rank equally with the Company's existing Shares on issue. The Company will apply to ASX for official quotation of the Shares.
Use or intended use of funds	The Company intends to use the proceeds raised through the Second Tranche Placement to fund the development and expansion of the Company's PSD, including to fast track stage 2 development of PSD, to bring forward early capital work programs and works associated with securing PSD tenure and access, and further domestic and international marketing and brand development for PSD. In addition, the funds will also be applied to expenses associated with the Placement and used for general working capital requirements.

BOARD RECOMMENDATION

The Board unanimously recommend Shareholders vote in favour of Item 3.

The Chair intends to vote undirected proxies in favour of Item 3.



EXPLANATORY NOTES

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Item 3 by any person who may participate in the proposed Second Tranche Placement, and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary shares), and any associates of those persons if Item 3 is passed.


However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:


- in accordance with the directions on the Proxy Form; or
- by the Chair of the Meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

Seafarms Group Limited

ABN 50 009 317 846

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 798 306
(outside Australia) +61 3 9415 4830

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 138747

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 11:00am (AEST) Monday, 26 September 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Seafarms Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Seafarms Group Limited to be held at Corrs Chambers Westgarth, Level 25, 567 Collins Street, Melbourne, Victoria on Wednesday, 28 September 2016 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Approval of Placement on 10 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of First Tranche Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of proposed Second Tranche Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /