



MERMAID MARINE
AUSTRALIA LTD

Eagle Jetty, 20 Mews Road

FREMANTLE WA 6160

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W www.mermaidmarine.com.au

ABN 21 083 185 693

23 October 2007

The Listing Manager
Australian Stock Exchange
Exchange Centre
Level 6
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

NOTICE OF 2007 ANNUAL GENERAL MEETING

Please find attached a copy of the following documents which have been mailed to shareholders today:

- Invitation letter to the 2007 Annual General Meeting
- Notice of Annual General Meeting
- Proxy form
- Appointment of Corporate Representative form

A copy of the Mermaid Marine Australia Limited 2007 Annual Report is available for review on the Company's web site at www.mma.com.au.

By order of the Board
MERMAID MARINE AUSTRALIA LIMITED

PETER RAYNOR
Company Secretary

DAMPIER SUPPLY BASE

PO Box 822, KARRATHA WA 6714

Mermaid Road, DAMPIER WA 6713

T (+61) 8 9183 6600 F (+61) 8 9183 6660

BROOME SUPPLY BASE

PO Box 3401, BROOME WA 6725

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T (+61) 8 9192 2200 F (+61) 8 9192 2281



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ABN 21 083 185 693

Dear Shareholder,

ANNUAL GENERAL MEETING

On behalf of the Board of Mermaid Marine Australia Ltd (**Company**), it gives me pleasure to invite you to our Annual General Meeting (**AGM**) of Shareholders to be held at 10.30am (Perth time) on Thursday, 22 November 2007 at the Novotel Langley Hotel, 221 Adelaide Terrace, Perth, WA, 6000.

The business of the AGM will be to receive the Annual Report of the Company for the year ended 30 June 2007 which includes the Directors' Report, the Financial Report, the Remuneration Report and the Auditor's Report. A copy of the 2007 Annual Report is available for your reference on our website at www.mma.com.au.

Shareholders will also be asked to vote on:

- (a) a non-binding resolution for the adoption of the Remuneration Report;
- (b) the re-election of Mr James Carver and Mr Jeffrey Mews as Directors of the Company;
- (c) approval of the Mermaid Marine Australia Limited Managing Director's Share Option Plan; and
- (d) approval of the issue of options pursuant to the Mermaid Marine Australia Limited Managing Director's Share Option Plan to Mr. Jeffrey Weber, Managing Director.

Please find enclosed the following documents in relation to the AGM:

1. Notice of Meeting together with Explanatory Statement;
2. Proxy form together with instructions; and
3. Appointment of Corporate Representative form.

If you are not able to attend the AGM in person, you are urged to complete and lodge the enclosed Proxy form or Appointment of Corporate Representative form (if a company).

Your Directors hope that you will be able to attend the AGM.

Yours sincerely

Peter Raynor
Company Secretary

Fremantle, Western Australia, 22 October 2007

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1 Port Drive, BROOME WA 6725

T (+61) 8 9192 2200 F (+61) 8 9192 2281

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of Mermaid Marine Australia Ltd ABN 21 083 185 693 (**Company**) will be held at the Novotel Langley Hotel, 221 Adelaide Terrace, Perth, Western Australia on Thursday, 22 November 2007 at 10.30am (Perth time).

BUSINESS

Item 1. Annual Financial Report, Directors' Report, and Auditor's Report

To receive the Annual Report of the Company for the period ended 30 June 2007 which includes, the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Item 2. Adoption of the Remuneration Report

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

Resolution 1

"That the Remuneration Report for the year ended 30 June 2007 be adopted."

The Remuneration Report is set out in the 2007 Annual Report. Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Item 3. Re-election of Mr. James Carver and Mr. Jeffrey Mews as Directors

To consider and if thought fit to pass, as separate and independent ordinary resolutions, with or without amendment:

Resolution 2

"That Mr. James Carver who will retire as a Director by rotation in accordance with Article 72.1 of the Company's Constitution, and who is eligible for re-election as a Director in accordance with Article 72.2 of the Company's Constitution and who offers himself for re-election, be re-elected as a Director."

Resolution 3

"That Mr. Jeffrey Mews who will retire as a Director by rotation in accordance with Article 72.1 of the Company's Constitution, and who is eligible for re-election as a Director in accordance with Article 72.2 of the Company's Constitution and who offers himself for re-election, be re-elected as a Director."

Item 4. Approval of Mermaid Marine Australia Limited Managing Director's Share Option Plan

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

Resolution 4

"That Shareholders approve the Mermaid Marine Australia Limited Managing Director's Share Option Plan (a summary of which is contained in Item 4.3 of the accompanying Explanatory Statement) for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes."

Voting Exclusion

As required under ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by Mr. Jeffrey Weber and his associates. However, the Company will not disregard a vote if:

- o it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- o it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Item 5. Approval of issue of options under Mermaid Marine Australia Limited Managing Director's Share Option Plan to Mr. Jeffrey Weber, Managing Director

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

Resolution 5

"That, for the purposes of ASX Listing Rule 10.14, the Shareholders approve and authorise the issue of options to the Managing Director, Mr. Jeffrey Weber, pursuant to and in accordance with the Mermaid Marine Australia Limited Managing Director's Share Option Plan."

Voting Exclusion

As required under ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by Mr. Jeffrey Weber and his associates. However, the Company will not disregard a vote if:

- o it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- o it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Item 6. Other Business

Members are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the meeting.

BY ORDER OF THE BOARD



Peter Raynor
Company Secretary
Fremantle, Western Australia
Date: 22 October 2007

The Notice of Annual General Meeting, Explanatory Statement and proxy form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek professional advice from their accountant, solicitor or other professional adviser prior to voting.

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments form part of this Notice and are important documents. They should be read carefully. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact your professional adviser.

GENERAL INFORMATION

This Explanatory Statement has been prepared for the Shareholders of the Company in connection with the AGM of the Company to be held at 10.30am (Perth time) on Thursday, 22 November 2007 at the Novotel Langley Hotel, 221 Adelaide Terrace, Perth, WA, 6000.

The purpose of this Explanatory Statement is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice.

THE FOLLOWING DOCUMENTS RELATE TO THE AGM:

- Notice of Meeting for the AGM, including Explanatory Statement;
- proxy form and return envelope; and
- appointment of a corporate representative (for shareholder companies).

If you are attending the AGM in Perth and have not lodged a proxy form, please bring the proxy form with you to assist with registration.

If you are not attending the AGM in Perth, you can lodge a completed proxy form by returning it in the enclosed envelope or alternatively deliver it by:

- facsimile; or
- hand delivery to the Company's Share Registry.

Please be aware that the proxy form needs to be received by the Company's Share Registry by no later than 10.30am (Perth time) Tuesday, 20 November 2007. Further details on lodging your proxy form can be found on the reverse side of the proxy form.

Information about voting

- (a) The Company has determined that, for the purposes of this AGM, all shares in the Company shall be taken to be held by the person who held shares as a registered shareholder at 5.00 pm (Perth time) Tuesday, 20 November 2007 (**Effective Time**).
- (b) All holders of shares in the Company as at the Effective Time are entitled to attend and vote at this AGM and may appoint a proxy to attend this AGM and vote in their stead.
- (c) A proxy need not be a member of the Company.
- (d) The proxy form sent with this Notice should be used for this AGM.
- (e) Each Shareholder who is entitled to cast 2 or more votes at this AGM may appoint 2 persons to act as proxies and may specify the proportion or number of votes that

each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes, each proxy may exercise half of the votes. An additional proxy form will be supplied by the Company on request.

- (f) In the case of an individual, a proxy form must be signed by the individual or his or her attorney duly authorised in writing and, in the case of a corporation, a proxy form must be executed by the corporation under common seal, pursuant to Section 127 of the Corporations Act or be signed by a duly authorised officer or attorney of that corporation.
- (g) Any member may, by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or certified copy of the power of attorney must be received by the Company as specified in paragraph (i).
- (h) Any corporation which is a member of the Company may appoint a representative to attend and vote for that corporation at the AGM. Appointments of representatives by corporations must be received by the Company as specified in paragraph (i) or handed in at the AGM when registering as a company representative.
- (i) To vote by proxy, the proxy form (together, if applicable, with the original of any power of attorney or other authority, or certified copy of that power of attorney or other authority under which the proxy is signed) must be received at the Share Registry of the Company no later than 10:30am (Perth time) on Tuesday, 20 November 2007. Proxy forms received after that time will be invalid. Proxy forms must be received by one of the following methods:
 - (i) by hand delivery: Computershare Investor Services Pty Ltd – Level 2, 45 St George's Terrace, Perth WA 6000;
 - (ii) by post: GPO Box 242, Melbourne Victoria 3001; or
 - (iii) by facsimile: at the office of Computershare Investor Services Pty Ltd – facsimile number +61 8 9323 2033.

Item 1. Annual Financial Report, Directors' Report, and Auditor's Report

The Corporations Act requires the Annual Financial Report, Directors' Report, and the Auditor's Report ("Annual Report") to be received and considered at the AGM. A copy of the Company's Annual Report for the year ended 30 June 2007 is available on the Company's website, www.mma.com.au.

When you access the Company's Annual Report on-line, you can view it and print a copy of it. Please note that if you have elected to continue to receive a hard copy of the Company's Annual Report, it will be mailed to you no later than 21 days before the Annual General Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Report and now (or some time in the future) wish to receive a hard copy of the Company's Annual Report, please contact the Company, who will arrange to mail you a hard copy.

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity:

- to ask questions about, or make comments on, the management of the Company; and
- to ask the Company's auditor or the auditor's representative 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 financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

A Shareholder of the Company who is entitled to cast a vote at the AGM may submit a written question to the auditor if the question is relevant to:

- the content of the Auditor's Report to be considered at the AGM; or
- the conduct of the audit of the Annual Report to be considered at the AGM.

A question may be submitted by giving the question to the Company (attention: the Company Secretary – Mermaid Marine Australia Limited) no later than Thursday, 15 November 2007, which the Company will then pass on to the auditor. The Company will allow a reasonable opportunity for the auditor's representative to answer the written questions submitted to the auditor.

The Company will make reasonably available to Shareholders attending the AGM copies of the list of Shareholder questions presented to the auditor, which the auditor considers relevant.

Item 2. Resolution 1 – Adoption of the Remuneration Report

The Remuneration Report, which is set out in the Company's Annual Report 2007, includes:

- the remuneration policy for the Company; and
- details the remuneration arrangements for the members of the Board.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chairman of the AGM will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the AGM.

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company and the individual. On this basis, the Board recommends that members vote in favour of this advisory resolution in Item 2.

Item 3a. Resolution 2 - Re-election of Mr. James Carver as Director

It is a requirement under Article 72.1 of the Company's Constitution that Mr. James Carver retire as a Director, by rotation. Mr. Carver offers himself for re-election and in accordance with Article 72.2 of the Company's Constitution, is eligible for re-election.

Mr. Carver is a Ships' Master with over 30 years' direct experience in the marine industry. As Woodside Petroleum's first Ships' Master, he carried out marine operations in the LNG development. Mr. Carver, who has been involved in exploration, construction and production for most of the oil and gas projects on the North-West Shelf, has in-depth knowledge of the industry, its needs and its future. Establishing the Company in 1982, he pursued a 'can do' attitude at sea and on shore. Under his direction, the fleet grew from one to 15 vessels and the base at Dampier was secured for its present expansion.

The remaining Directors recommend to Shareholders that Mr. James Carver be re-elected as a Director.

Item 3b. Resolution 3 - Re-election of Mr. Jeffrey Mews as Director

It is a requirement under Article 72.1 of the Company's Constitution that Mr. Jeffrey Mews retire as a Director, by rotation. Mr. Mews offers himself for re-election and in accordance with Article 72.2 of the Company's Constitution, is eligible for re-election.

A Fellow of the Institute of Chartered Accountants in Australia, Mr. Mews is also an Associate of the Australian Society of Certified Practising Accountants, a Fellow of the Australian Institute of Company Directors and a Fellow of the Taxation Institute of Australia. Mr. Mews spent more than 22 years as a partner in the taxation consulting division of PricewaterhouseCoopers before retiring from the partnership. His experience in the oil, gas and mining industries is extensive and he has been directly involved, at a senior level, with most major resource projects in Western Australia since the 1970s.

Mr. Mews is a past Chairman of the Western Australian division of the Taxation Institute of Australia, a past Member of the Salaries and Allowances Tribunal for the State of Western Australia and was a Founding Governor of the Malcolm Sargent Cancer Fund for Children in Western Australia.

The remaining Directors recommend to Shareholders that Mr. Jeffrey Mews be re-elected as a Director.

Item 4. Resolution 4 - Approval of Mermaid Marine Australia Limited Managing Director's Share Option Plan

4.1 Background

The Board seeks to remunerate its Managing Director in order to further motivate him to pursue the long-term growth and success of the Company within an appropriate control framework and demonstrate a clear relationship between the performance of the Managing Director and his remuneration. The Board believes that the issue of options to the Managing Director in accordance with the Managing Director's Share Option Plan will align long-term value creation for Shareholders with rewards to the Managing Director.

A summary of the Managing Director's Share Option Plan (**Plan**) is contained in Item 4.3 below. A copy of the Plan is available for inspection by Shareholders by contacting the Company Secretary on (+61) 8 9431 7431. The Plan was established in October 2007.

4.2 Reason Shareholder approval is required

Listing Rule 7.1 provides that the Company must not issue or agree to issue securities which total more than 15% of its issued capital in any 12 month period without the approval of Shareholders.

Listing Rule 7.2 lists the exceptions to Listing Rule 7.1. Exception 9 provides that an issue of securities under an employee incentive scheme (which includes the Plan) is exempt from the operation of Listing Rule 7.1 if Shareholders have first approved the issue of the securities under the relevant scheme as an exception to Listing Rule 7.1.

4.3 Specific Information required by exception 9 of Listing Rule 7.2

(a) **Summary of the terms of the scheme**

Set out below is a summary of the key terms of the Plan.

	Summary of the terms of the Plan
1.	The Plan will be managed and administered by the Board.
2.	<p>The following terms and conditions apply to options issued under the Plan:</p> <ul style="list-style-type: none"> o the options are issued for nil consideration; o the options will become exercisable from 11 October 2010, subject to satisfaction of the performance hurdle that the Company's Total Shareholder Return must exceed the performance of the ASX Small Ordinaries Index over a minimum period of approximately three years commencing on 11 October 2007 and ending on 11 October 2010 and a maximum period of approximately five years commencing on 11 October 2007 and ending on 11 October 2012; o the options will expire 11 October 2012; and o the exercise price for the options is \$1.83.
3.	<p>If the Managing Director's employment with the Company ceases for any reason (whether resignation, retirement, redundancy, permanent disability, death or cessation of employment for any other reason), all options which have vested (ie all exercise conditions, including Performance Hurdles, have been met) (Vested Options) may be exercised up until their applicable expiry date.</p> <p>All options which are not vested as at the date of the Managing Director's cessation of employment with the Company will lapse on the date of cessation of employment.</p>
4.	The options will not be quoted on ASX.
5.	The options are not transferable (except with the prior written consent of the Board), save that the Managing Director may transfer his Vested Options to a nominee in accordance with the Plan.
6.	All of the options issued to the Managing Director under the Plan will automatically vest and become exercisable, regardless of whether the applicable exercise conditions have been met, upon the occurrence of a Change of Control Event (which includes a person's voting power in the Company increasing from less than 50% to 50% or more, whether under a takeover bid or otherwise, and the Board resolving that it considers that a person who previously had not been in a position to do so, is in the position to remove one-half or more of the Directors), or from the

	date on which the Company in general meeting approves a scheme of arrangement which if implemented will result in the amalgamation of the Company with another body corporate or one person (alone or with associates) becoming legally or beneficially entitled to 50% or more of the Company's issued share capital.
7.	In basic terms (and subject to certain exceptions), the total number of shares the subject of options issued under any employee share or option plan operated by the Company immediately following an issue of options under the Plan must not exceed 5% of the then issued share capital of the Company.
8.	Following a valid exercise of an option, the Company must, within 14 days, issue to the Managing Director the number of Shares in respect of which the option has been exercised, credited as fully paid.
9.	All Shares issued on the exercise of options will rank equally in all respects with the Company's then existing fully paid ordinary Shares.
10.	The Plan will continue in operation until the Board decides to terminate it.

(b) **Number of securities issued under the plan since the date of the last approval**

Nil as no prior approval has been granted.

(c) **Voting exclusion statement**

A voting exclusion statement has been included with the resolution.

Item 5. Resolutions 5 - Approval of issue of options under the Mermaid Marine Australia Limited Managing Director's Share Option Plan to Mr. Jeffrey Weber, Managing Director

Subject to Shareholders voting in favour of Resolutions 4 and 5, the Board has resolved to issue options under the Managing Director's Share Option Plan (**Plan**) as part of the remuneration package for the Company's Managing Director, to Mr. Jeffrey Weber, which the Board believes will align his rewards with long-term value creation for Shareholders.

5.1 Reason Shareholder approval is required

Listing Rule 10.14 requires an entity to obtain the approval of Shareholders for a Director or associate of a Director of the Company to acquire securities under an employee incentive scheme.

5.2 Specific Information Required by Listing Rule 10.15

(a) **Relationship which requires approval to be obtained**

Approval must be obtained because the person eligible for the securities is the Managing Director of the Company.

(b) **Maximum number of securities that may be acquired, including formula (if any)**

The maximum number of securities that may be acquired by the Managing Director is 970,040, subject to adjustment (in the event of alterations to the capital of the Company and reconstructions) as set out in clause 9.1 of the Plan.

(c) **The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme**

The options will be issued for nil cash consideration. The amount payable on exercise of the options is \$1.83.

(d) **The names of all persons referred to in Listing Rule 10.14 who received securities under the scheme since the last approval, the number of the securities received, and price for each security**

The Company has not yet issued any securities to any director or associate of any director of the Company under the Plan.

(e) **Names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme**

The Managing Director of the Company, Mr. Jeffrey Weber.

(f) **Voting exclusion statement**

A voting exclusion statement has been included with the resolution.

(g) **The terms of any loan in relation to the acquisition**

There is no loan in relation to the acquisition.

(h) **Date of issue of securities**

The Board confirms that the options to be issued to the Managing Director will be issued on one occasion within 12 months from the date of the AGM.

Definitions

AASB	means Australian Accounting Standards Board.
Annual General Meeting or AGM	means the annual general meeting notified to the Shareholders by the Notice.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited.
Board	means the board of directors of the Company.
Company	means Mermaid Marine Australia Ltd (ABN 21 083 185 693).
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a Director of the Company.
Listing Rules	means ASX Listing Rules as amended.
Managing Director's Share Option Plan or Plan	Mermaid Marine Australia Limited Managing Director's Share Option Plan.
Notice	means the notice of annual general meeting incorporating this Explanatory Statement.
Shareholders	means shareholders of the Company.



MERMAID MARINE
AUSTRALIA LTD
ABN 21 083 185 693

MERMAID MARINE AUSTRALIA LIMITED
ABN 21 083 185 693

TO LODGE A PROXY FORM:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Facsimile 61 8 9323 2033

FOR ALL ENQUIRIES CALL:

(within Australia) 1300 557 010
(outside Australia) 61 3 9415 4000

000001 000 MRM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



 **FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BY 10:30AM(Perth time) ON TUESDAY 20 NOVEMBER 2007**



YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT:
www.mma.com.au

- Access your annual report
- Review and update your securityholding

YOUR SECURE ONLINE ACCESS INFORMATION

SRN/HIN: I1234567890
POST CODE: 3030

! FOR SECURITY REASONS IT IS
IMPORTANT THAT YOU KEEP
! YOUR SRN/HIN CONFIDENTIAL.

HOW TO COMPLETE THIS PROXY FORM *Please read these notes prior to completion of the voting form.*

VOTES ON ITEMS OF BUSINESS

Voting 100% of your holding. You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction. 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.

Voting a portion of your holding. You may indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. The sum of the votes cast on each item or the percentages for and against an item must not exceed your voting entitlement or 100%.

A proxy need not be a securityholder of the Company.

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 appoint two proxies you must specify the proportion or number of votes each proxy may exercise, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be used for each proxy. You can obtain additional forms by telephoning the company's share registry or you may copy this form. If you lodge two proxies please lodge both forms together.

SIGNING INSTRUCTIONS

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 securityholders should 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 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 securityholder 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 by telephoning the company's share registry or at www.computershare.com.

LODGEMENT OF A PROXY FORM. This Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the commencement of the meeting at 10:30AM (Perth time), Thursday 22 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of Mermaid Marine Australia Limited hereby appoint

the Chairman of the Meeting OR

 Please 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, as the proxy sees fit) at the Annual General Meeting of Mermaid Marine Australia Limited to be held at Novotel Langley Hotel, 221 Adelaide Terrace, Perth, Western Australia 6000 on Thursday 22 November 2007 at 10:30AM (Perth time) and at any adjournment of that meeting.

STEP 2 ITEMS OF BUSINESS

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

	For	Against	Abstain
Item 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Mr. James Carver as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr. Jeffrey Mews as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval of the Mermaid Marine Australia Limited Managing Director's Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of issue of options under the Mermaid Marine Australia Limited Managing Director's Share Option Plan to Mr. Jeffrey Weber, Managing Director	<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.

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



I 1234567890

IND

00001 000 MRM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of name and/or address. If your name and/or address is incorrect, please mark this box and make the correction on this form. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes. *Please note, you cannot change ownership of your securities using this form.*

**Mermaid Marine Australia Ltd
ABN 21 083 185 693**

**APPOINTMENT OF CORPORATE REPRESENTATIVE
Pursuant to Section 250D of the Corporations Act**

(ACN/ABN/ARBN _____)
(Insert name of Shareholder/Body Corporate & ACN/ABN/ARBN)

Hereby Authorises

(Insert name of appointee)

- (*).1. To act as the Company's representative at all meetings of:
Mermaid Marine Australia Ltd ABN 21 083 185 693
- (*).2. To act as the Company's Representative at the Annual General Meeting to be held at 10.30am (Perth time) on Thursday, 22 November 2007 and any adjournment thereof.

Dated this _____ day of _____ 2007

Executed by the Shareholder
in accordance with its Constitution
in the presence of:

(*) Director

(*) Sole Director & Sole Secretary

Director/Secretary

Affix Common Seal here (optional)

(*) Delete if not applicable

This authority must be sent to Computershare Investor Services Pty Ltd, street address Level 2, 45 St Georges Terrace, Perth WA 6000, or postal address GPO Box 242 Melbourne Victoria 3001, or sent by facsimile to Computershare Investor Services Pty Ltd, facsimile number +61 8 9323 2033 no later than 48 hours before the commencement of the meeting at 10.30am (Perth time) on Thursday, 22 November 2007 as set out in the Notice of Meeting which this appointment accompanies or handed in at the Meeting when registering as a company representative. In any case, the authority will be retained by the Company.