CLEARWATER SEAFOODS INCORPORATED

ANNUAL INFORMATION FORM

March 13, 2012

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DATE OF INFORMATION

All disclosure for Clearwater Seafoods Incorporated ("Clearwater") is as of December 31, 2011, the last date of its most recently completed financial year, unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

Included in this Annual Information Form ("AIF"), and the documents incorporated herein by reference, are "forward-looking statements" as defined under applicable Canadian securities legislation. These forward-looking statements typically, but not always, contain words such as "anticipate", "does not anticipate", "believe", "estimate", "forecast", "intend", "expect", "does not expect", "may", "will", "should", "plan" or other similar terms that are predictive in nature. These statements are not historical facts, but instead only represent management's expectations, estimates, assumptions, plans, and projections concerning the outcome of future events. Forward-looking statements rely on certain underlying assumptions that, if not realized, can result in such forward-looking statements not being achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the actual results of the Fund to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. Readers are therefore cautioned that management's expectations, estimates and assumptions, although considered reasonable, may prove to be incorrect and readers should not place undue reliance on forward-looking statements.

Forward-looking statements, by their nature, are based on assumptions and are subject to important risks and uncertainties. Any forecasts or forward-looking predictions or statements cannot be relied upon due to, amongst other things, changing external events and general uncertainties of the business and its corporate structure. Results indicated in forward-looking statements may differ materially from actual results for a number of reasons, including without limitation, those factors discussed under the heading "Risk Factors" in this AIF; competitive conditions, whether related to new competitors or current competitors; general economic conditions, political conditions and events, competitive pressures; changes in demographic trends; changes in consumer preferences and discretionary spending patterns; changes in national and local business and economic conditions; changes in legislation and governmental regulation; changes in accounting policies and practices; and the results of operations and financial condition of Clearwater; as well as the other factors identified throughout this AIF or in the documents incorporated by reference herein. The forward-looking statements contained herein represent the expectations of management as of the date of this AIF. However, Clearwater disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

CLEARWATER SEAFOODS INCORPORATED

Clearwater was incorporated on July 7, 2011 under the provisions of the *Canada Business Corporations Act* ("CBCA") to facilitate the reorganization of Clearwater Seafoods Income Fund (the "Fund") from an income trust structure to a corporate structure pursuant to a plan of arrangement under the CBCA (the "Arrangement"). On October 2, 2011 (the "Effective Date"), the Arrangement was effective. See "Corporate Structure" and "General Development of Clearwater Seafoods Incorporated" in this AIF for more information regarding the Arrangement.

Clearwater's investments include the ownership of 100% of the limited partnership units of Clearwater Seafoods Limited Partnership ("CSLP") and 100% of the common shares of CS ManPar Inc. ("CS ManPar"), the general partner of CSLP. Clearwater's business, through CSLP, includes the ownership, operation and lease of assets and property in connection with the harvesting, processing, distribution and marketing of seafood. References herein to "Clearwater" include CSLP and, if such reference is to a time prior to the Effective Date, the Fund.

CORPORATE STRUCTURE

Name, Address and Incorporation information

Clearwater was incorporated on July 7, 2011, pursuant to the provisions of the CBCA for the purpose of participating in the Arrangement.

The Arrangement resulted in the reorganization of the Fund's income trust structure into a public corporation. The former unitholders of the Fund became shareholders of Clearwater and Clearwater assumed all of the covenants and obligations of the Fund under the trust indenture governing the 7.25% convertible unsecured subordinated debentures of the Fund due March 31, 2014 ("7.25% Debentures") and the 10.5% convertible unsecured subordinated debentures of the Fund due December 31, 2013 ("10.5% Debentures" and together with the 7.25% Debentures, the "Debentures") issued by the Fund, as more particularly described under "Capital Structure".

Clearwater holds all of the issued and outstanding limited partnership units of CSLP and all of the issued and outstanding common shares of CS ManPar.

The registered and head office of Clearwater is located at 757 Bedford Highway, Bedford, Nova Scotia, B4A 3Z7.

On October 2, 2011, the effective date of the Arrangement, Clearwater became a reporting issuer in all provinces of Canada and is subject to the informational reporting requirements under the securities laws of such jurisdictions as a result of the Arrangement.

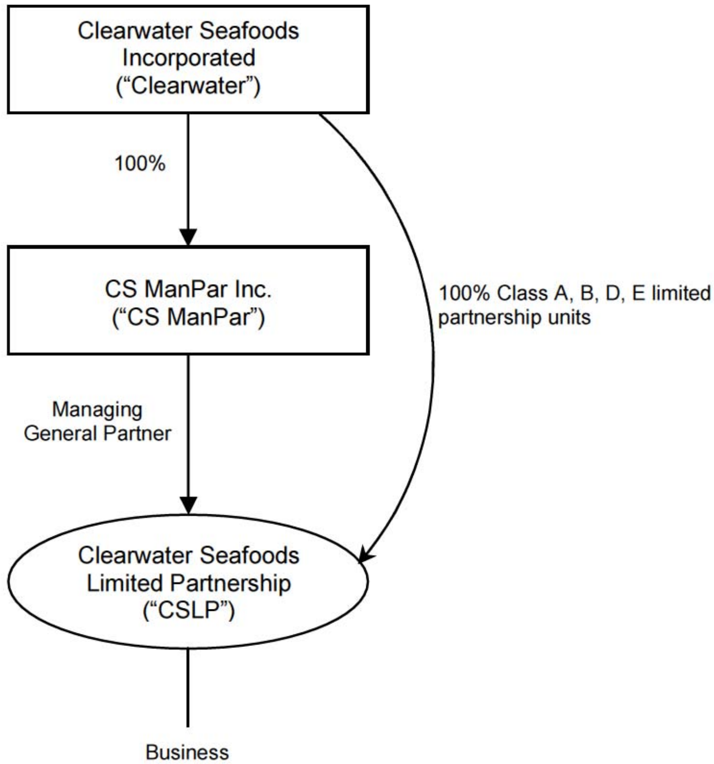
Intercorporate Relationships

The following table provides the name, the percentage of voting securities owned by Clearwater and the jurisdiction of incorporation or formation of Clearwater's subsidiaries, directly and indirectly, after the Arrangement and all post-Arrangement transactions.

	Percentage of voting securities (directly or indirectly)	Nature of Entity	Jurisdiction of Incorporation/Formation
CSLP	100%	limited partnership	Nova Scotia
CS ManPar	100%	corporation	Canada

Organizational Structure

The following diagram sets forth the organizational structure of Clearwater:



In connection with the Arrangement, the Toronto Stock Exchange ("TSX") approved the substitutional listing of the common shares of Clearwater ("Common Shares") issued and the Debentures assumed by Clearwater pursuant to the Arrangement under the symbols "CLR", and "CLR.DB.A" and "CLR.DB.B", respectively. As well, the TSX has approved the listing of the Common Shares to be reserved for issuance on conversion, redemption or maturity of the Debentures.

Management believes that the post-Arrangement structure enables investors to benefit equally from all future growth of the business and to more accurately value the combined enterprise's operations. The new structure is expected to improve long-term financing opportunities, enhance liquidity for investors and reduce administrative costs.

GENERAL DEVELOPMENT OF CLEARWATER SEAFOODS INCORPORATED

In July, 2002, when the Fund completed its initial public offering ("IPO"), it did not hold any material assets. The proceeds of the Fund's IPO were used to purchase, indirectly, its interest in CSLP, which interest was transferred to Clearwater pursuant to the Arrangement.

Set forth below are material transactions that have taken place over the past three years. In addition, see "Facilities and Capital Expenditures" for information regarding the development of Clearwater's operations in the three most recently completed financial years.

Amendment of Debenture Terms

On November 12, 2010 the Fund received approval from debentureholders to amend the terms of the 7% convertible debentures issued by the Fund as follows:

1) the term was extended from December 31, 2010 to December 31, 2013;

2) the interest rate on the debentures was increased by 3.5% from 7.0% to 10.5%;

3) the conversion price was reduced from $12.25 per unit of the Fund ("Unit") to $3.25 per Unit; and

4) the debentures were changed such that they will not be redeemable prior to June 30, 2011 and the related Class C limited partnership units were renamed as Class E limited partnership units.

As a result of the change in the conversion price, there were 13,846,153 Class E limited partnership units outstanding.

Arrangement

Effective October 2, 2011, the Fund completed the Arrangement, which provided for the reorganization of the Fund's income trust structure into a public corporation named "Clearwater Seafoods Incorporated". Units of the Fund were exchanged for shares of Clearwater on a 1 to 1 basis. The trustees of the Fund (Thomas Traves, Bernard Wilson and Harold Giles) and the directors of CS ManPar (Colin MacDonald, John Risley, Brendan Paddick, Mickey MacDonald and Stan Spavold) became directors of Clearwater. Executive officers of CS ManPar at the time of the Arrangement (Ian Smith, Robert Wight, Eric Roe and Michael Pittman) became executive officers of Clearwater upon completion of the Arrangement. The business of the Fund has been carried on by Clearwater and the underlying seafood business operated by CSLP remains unchanged.

Under the Arrangement, unitholders of the Fund received one common share of Clearwater, for each trust unit of the Fund held. As a result, Clearwater had 50,947,160 Common Shares issued and outstanding upon completing the Arrangement, representing one Common Share for each of the 27,565,943 Units and the 23,381,217 Special Trust Units of the Fund that were outstanding immediately prior to the Arrangement.

7914091 Canada Inc., a newly formed holding company owned by Clearwater Fine Foods Incorporated ("CFFI") and Mickey MacDonald who consolidated their shareholdings in the Fund such that upon conversion of the Fund units into shares it owns 29,636,076 or 58% of the issued and outstanding Common Shares of Clearwater.

Normal Course Issuer Bids

Prior to the Arrangement, the Fund undertook normal course issuer bids ("NCIBs") as announced on August 12, 2011 to repurchase for cancellation through the facilities of the TSX up to $5,000,000 in the aggregate of its Units and Debentures. The directors and senior management of Clearwater are of the opinion that, from time to time, the repurchase of its listed securities at the prevailing market price may be a worthwhile use of funds and in the best interests of Clearwater and its shareholders.

In connection with the NCIBs, Clearwater had repurchased as of December 31, 2011: (1) 179,752 Units or Common Shares at an aggregate cost of $0.5 million; and (2) $1.6 million of the 10.5% Debentures at an aggregate cost of $1.7 million. Purchases by Clearwater under the NCIBs are permitted between August 16, 2011 and August 15, 2012.

Shareholder Rights Plan

The Fund implemented a unitholder rights plan ("Rights Plan") on August 19, 2011 to ensure that all holders of Units ("Unitholders") would be treated favourably in the event of a take-over bid for the Units and to provide sufficient time for the Fund's Board of Trustees and Unitholders to evaluate offers and pursue alternatives. The TSX notified the Fund following the adoption of the Rights Plan that the TSX, in accordance with its policies, would defer consideration of the acceptance of the Rights Plan until such time as the TSX is satisfied that the appropriate securities commission would not intervene.

The Fund announced that it intended to schedule a special meeting of Unitholders to approve the Rights Plan no later than six months from the date the Rights Plan was adopted as required under the rules of the TSX and the trust indenture governing the Fund. As of February 19, 2012, the Rights Plan had not received the required security holder approval and lapsed in accordance with its terms.

Debt Refinancing

On February 4, 2011 Clearwater announced that it had successfully completed a refinancing of its senior debt facilities.

The refinancing increased Clearwater's' Senior Term Credit Facility from Canadian $51.5 million to Canadian $70 million, extended the maturity date of its existing Asset Backed Revolving Loan and created a new US $45 million Second Lien Senior Credit Facility.

The proceeds of the refinancing were used to repay and cancel Icelandic Krona denominated debt facilities and provide working capital for ongoing corporate needs.

This refinancing results in a substantial improvement in Clearwater's capital structure which allowed the management team to focus on growing our business and creating long-term value for the unitholders.

Changes in Management and the Board of Directors

On January 23, 2009, Colin MacDonald, Chief Executive Officer of CS ManPar, assumed the position of Chairman of the board of directors of CS ManPar. Concurrently with becoming Chairman, Mr. MacDonald announced that he would lead a committee of the board of directors of CS ManPar to identify a replacement for the role of Chief Executive Officer of CS ManPar. On May 17, 2010, Ian Smith assumed the office of Chief Executive Officer of CS ManPar and became the Chief Executive Officer of Clearwater.

On October 14, 2011, Bernard Wilson, trustee of the Fund and subsequently a director of Clearwater, resigned from Clearwater's board of directors. Larry Hood was appointed to Clearwater's board of directors to fill the vacancy as of that date.

Proposal from Cooke Aquaculture Inc.

On May 11, 2011, Cooke Aquaculture Inc. ("Cooke") announced that it had acquired ownership of Units representing 19.76% of the outstanding Units. The Fund received a non-binding proposal from Cooke to purchase all of the issued and outstanding Units not owned by Cooke, all of the Class B exchangeable units of CSLP, the accompanying special trust units of the Fund and the common shares of CS ManPar held by CFFI at that time. The Board of Trustees of the Fund reviewed the proposal and engaged independent legal counsel and a financial advisor to assist in their evaluation of the proposal. Following its review, the Board of Trustees determined that it would not pursue the proposal from Cooke, as the proposed offer price did not adequately reflect the value of the Fund and its future prospects.

Glitnir Settlement Transaction

On October 7, 2008, the Icelandic Financial Services Authority ("FME") took control of Glitnir Banki Hf ("Glitnir") and subsequently placed it into receivership. Prior to Glitnir's receivership CSLP had derivative contracts with Glitnir including foreign exchange contracts and cross currency and interest rate swaps.

During the course of refinancing debt facilities in June 2009, CSLP and Glitnir reached an agreement whereby all outstanding foreign exchange contracts were closed and the potential liability under these contracts was capped at $14.0 million plus interest. As of the fourth quarter of 2011, CSLP had included in current liabilities an estimated $16.5 million, including accrued interest, associated with these contracts. CSLP also had a number of interest rate and cross currency swap contracts with Glitnir to hedge the changes in the Icelandic Consumer Price Index and the ISK currency. As of the fourth quarter of 2011, CSLP had included in current liabilities an estimated $10.9 million associated with these contracts.

On February 28, 2012 Clearwater reported that it has reached an agreement with Glitnir. The agreement reached with Glitnir provides for the settlement and release of all outstanding claims amoung CSLP, the Fund and its successor, Clearwater, and Glitnir in exchange for an immediate cash payment by Clearwater of $14.5 million.

Clearwater will fund the payment using $5.0 million funded from deposits that Clearwater had maintained for such purpose and had included in other long-term assets and a $9.5 million addition to Clearwater's existing second lien term loan facility.

As a result of this settlement, Clearwater recognized a gain of approximately $12.4 million in the fourth quarter of 2011, being the difference between the $14.5 million settlement and liabilities recorded for the exchange contracts and cross currency and interest rate swaps.

This settlement removes uncertainty by bringing closure to a potentially lengthy legal proceeding. In addition, it allows Clearwater to reduce the volatility from our balance sheet and, when combined with the recent conversion from a trust to a corporation, provides the company with a clear and transparent capital structure.

BUSINESS OF CLEARWATER

Clearwater carries on the business of, and the ownership, operation and lease of assets and property in connection with, the harvesting, processing, distribution and marketing of seafood, including through CSLP. Clearwater is recognized for its consistent quality, wide diversity and reliable delivery of premium seafood including scallops, lobster, clams, coldwater shrimp, crab and groundfish.

Clearwater harvested, processesed and sold approximately 72 million pounds of seafood in 2011. Its operations consist primarily of:

- harvesting premium shellfish in the offshore fisheries off the coasts of Atlantic Canada and Argentina;
- processing shellfish on board state-of-the-art factory vessels or in modern shore-based processing plants in Atlantic Canada; and
- marketing and distributing premium shellfish to approximately 900 customers in North America, Europe and Asia.

Clearwater's business was established in 1976. Since then, it has developed new fisheries, acquired other seafood enterprises and formed strategic alliances to build a profitable international seafood enterprise. Today, Clearwater’s unparalleled access to a diverse variety of premium shellfish provides it with a secure and stable source of revenues. In addition, Clearwater’s investments in its operations and focus on innovation have allowed it to develop an efficient infrastructure.

Clearwater currently has operations in Canada, the United States, Europe, Asia and Argentina, employing approximately 1,400 people worldwide as of December 31, 2011. It currently operates nine factory vessels ranging in size up to 235 feet. Clearwater’s factory vessels are able to harvest, process and freeze product while at sea, which results in higher quality and, as a result, higher prices for its seafood compared to seafood, which is processed and frozen on land. Clearwater also operates six modern shore-based processing plants and two distribution facilities, allowing Clearwater to effectively service its international customer base in North America which represents 31% of sales (35% of sales in 2010), Europe 38% of sales (38% of sales in 2010) and Asia 31% of sales (27% of sales in 2010).

Clearwater’s Mission, Value Proposition and Strategies

Mission

Clearwater’s mission is to build the world’s most extraordinary, ***wild*** seafood company, dedicated to sustainable seafood excellence.

We define:

- “extraordinary” as sustainable, profitable growth in revenue, margins, EBITDA and the creation of long term shareholder value;
- “wild seafood” as premium wild shellfish. Including our cores species – (scallops, lobster, clams and coldwater shrimp); and
- “sustainable seafood excellence” as delivering best in class, quality, food safety, traceability and certified sustainability.

We believe that the fulfillment of this mission will result in extraordinary value creation for shareholders, customers, employees and for the communities in which we work and live.

Value Proposition

At Clearwater, we have a passion for wild seafood and strive to deliver a highly differentiated and competitively advantaged value proposition to a global customer base. Key elements of Clearwater’s unique value proposition are:

- Great tasting, nutritious, highest quality, frozen-at-sea, premium shellfish.
- Expertise in premium shellfish science, harvesting, processing and logistics technology ensuring quality and safety from “ocean to plate”.
- Marine Stewardship Council (MSC) certification for sustainability of species ensuring both the traceability and long term health of our wild resource.
- Competitively advantaged global customer service with local market understanding and insight
- Scale in license and quota ownership guaranteeing exclusive and stable supply to even the largest global retail and food service customers.

Strategies

Clearwater's six core strategies are designed to strengthen a competitive and differentiated value proposition. They are:

1. **Expand access to supply** of core species through procurement, acquisitions, partnerships, joint ventures, and yield-improving harvesting and processing technology. At Clearwater, strive to sell everything we catch at a premium. But, being a sustainable harvester in a world of rapidly growing global demand and limited supply of wild seafood means that we must act responsibly and with agility and creativity to increase supply.

2. **Target profitable and growing markets, channels and customers** on the basis of size, profitability, demand for sustainable seafood and Clearwater's ability to win.

   The increase in global demand for premium shellfish and per capita consumption can be explained by general population growth, the shift to healthier eating choices among aging boomers and by rising incomes and purchasing power of middle class consumers in emerging economies – especially in Asia.

   Clearwater's worldwide distribution presence combined with local sales and marketing teams creates a competitive advantage and positions Clearwater for growth in both mature and emerging markets. Clearwater has sales offices in all major geographies including the United States, Canada, Europe, Japan as well as four representative offices in China where revenues have increased at a 20% compound annual growth rate for the last two years.

3. **Innovate and position products to deliver superior customer satisfaction and value.** The value of Clearwater's premium seafood is primarily differentiated on the dimensions of taste, nutrition, quality, safety and sustainability. Clearwater is best known in the industry for pioneering innovative harvesting technologies and primary processing practices that enhance this positioning.

   Going forward, Clearwater will continue to lever these strengths and its vertical integration to win in existing segments while capturing a growing share of the seafood value chain through the introduction of value-added new products in core species. Some of these new products, like Bacon-wrapped, MSC-certified, Wild Canadian Sea Scallops (produced in Clearwater's own Lockeport, Nova Scotia processing operation) were successfully introduced in the fall of 2011 and others are being readied for launch later in 2012 and beyond.

4. **Increase margins by improving price realization and cost management,** exercising price influence to maximize revenue and profit while managing overall supply. In addition Clearwater will continue to invest in R&D, introducing state-of-the-art harvesting, processing, storage and delivery systems that minimize per pound cost, reduce waste, increase yield and improve quality and reliability of supply.

5. **Pursue and preserve the long term sustainability of resources on Land and Sea.** Quota ownership is the cornerstone of Clearwater's business. From the beginning, Clearwater has invested in quota ownership to guarantee access to supply, as well as to create a defensible position in the market place. Clearwater's scale of resource ownership provides not only the security of supply, but also the scale needed to invest in leading edge science and innovative harvesting, processing and marketing efforts.

   Its strategy of resource ownership depends on ensuring sustainable harvesting through responsible resource management. Clearwater works in partnership with the Department of Fisheries and Oceans

("DFO") to lead research and development of sustainable harvesting practices, ensuring long term health of the resource and value for the licenses and total allowable catch ("TAC").

6. **Build organizational capability, capacity and engagement.** To ensure the fulfillment of its mission, value proposition and strategies, Clearwater must continue to attract, develop, recognize, reward and retain the best global talent. Clearwater's investment into training and development of its employees is just one of the reasons we were recognized again as one of the top 101 companies in Atlantic Canada.

Products

Clearwater harvests and/or procures five premium shellfish species (including: scallops both Canadian and Argentine, lobster, clams, coldwater shrimp and crab) and groundfish. It is the largest holder of quotas (or rights with respect thereto) in Canada for each of these shellfish species, except crab. The harvesting and processing systems are unique to each product and are the responsibility of distinct business units. All of the products are marketed and distributed by a coordinated sales department.

Scallops

In 2011, Clearwater had scallop sales of approximately $115.8 million.

<u>Canada</u>

Clearwater holds quotas, directly and indirectly, for 49% of the total allowable catch in the Atlantic Canada offshore sea scallop fishery.

Many species of scallops are caught around the world. Those caught off the east coasts of Canada and the United States, placopectan magellanicus, are the largest single source of their particular size range, which is larger and premium priced compared to smaller, competing species.

The harvesting part of Clearwater's sea scallop business is operated from the South Shore of Nova Scotia. Clearwater has three factory freezer scallop vessels with an approximate aggregate cost of $47 million. These three vessels contain facilities on board that permit the sea scallops to be harvested, processed and frozen while at sea. The vessels provide incremental contributions by enabling Clearwater to produce a higher quality frozen-at-sea scallop that sells for a premium in the market. In addition, the vessels have enabled Clearwater to increase the efficiency of its harvesting operations by reducing the number of vessels employed, thus lowering costs.

Sea scallops are processed and packaged at Clearwater's modern facility located in Lockeport, Nova Scotia. Major investments in the latest processing technologies at this facility have reduced production costs over the past number of years and virtually eliminated "broken" sea scallops during the production process, thereby increasing yields over the same period. Sophisticated, automated grading machines also enable Clearwater to offer customers more consistent and precise size grading.

The market for Canadian sea scallops has been diversified into Europe, which represents 41.5% of sales in 2011, from a primarily North American market, which now represents 47% of sales in 2011.

Innovations in the Canadian scallop industry introduced by Clearwater include automatic shucking as well as bottom imaging technology and vessel tracking systems which have provided the industry and the DFO with the ability to better understand the resource and have permitted Clearwater to harvest its quota more efficiently. An example is the ability to identify particular beds of sea scallops and to target its harvesting operations more specifically. This technology also permits identification of areas where the sea scallops are not at full maturity so as to allow operators to defer harvesting in those areas until maturity is reached.

Argentina

Participation in the Argentine scallop fishery, which has been operating since 1996, is limited to four licences that are currently held by two companies. Clearwater, through its 80% owned subsidiary, owns two of the four outstanding licences and operates two vessels. Similar to Canada, Argentina annually establishes a total allowable catch on a geographic basis. The Argentine authorities have demonstrated a keen interest in prudent, scientifically-guided management principles and have introduced a Canadian-type regulatory regime designed to ensure the fishing effort is closely matched with sustainable catch levels. Clearwater is actively engaged in research activity with INIDEP, the Argentine scientific authority, in carrying out research designed to determine biomass, growth rates and other resource parameters.

Argentine scallops are much smaller than Canadian sea scallops and, like in Canada, they are processed mechanically on board factory harvesting vessels that remain at sea for several weeks at a time. The Argentine scallops harvested are removed from the shell using sophisticated on-board processing techniques developed by Clearwater. Argentine scallops are graded, frozen and packaged on board the vessels. On landing in Argentina, the frozen product is loaded into containers ready for export either directly to the European market, which applies to the majority of the Argentine scallops, or, to Clearwater's plant in Lockeport, Nova Scotia where the product is repackaged for sale in North America. After landing, the vessels are re-fuelled, the crew is changed and the vessel is typically back at sea within 36 hours. The primary market for Clearwater's Argentine scallops is France with represented 77% of sales in 2011, and other European countries, with 13% of 2011 sales. These small size scallops have found a ready market in the recipe dish processing sector and a robust market in France has been developed. However, Clearwater has also developed a market in North America which represented 10% of sales in 2011. Management believes there is a growing interest in the value-added segment as the food industry commits to finding new ways to make seafood more convenient for the consumer. This trend should support growing demand for the quality product produced by Clearwater's frozen-at-sea processing methods.

The Argentine scallop fishery was the first scallop fishery in the world to be Marine Stewardship Council (MSC) certified. The MSC certification comes with the privilege to display the blue eco-label on scallop products from this fishery. MSC certified products have a growing audience in North America and European markets as a result of the increased interest in products from well-managed and sustainable fishery efforts. The logo is evidence that the fishery meets the strict environmental standards set by the MSC and the product originates from a sustainable and well-managed fishing resource.

Lobster

There are only eight Canadian offshore lobster fishing licenses, which in total have a quota of 1.6 million pounds, all of which are held by Clearwater. In addition, in 2011, Clearwater purchased approximately 6.7 million pounds of lobster from independent inshore harvesters. Clearwater's inshore purchases represented approximately 4.8% of the total Canadian inshore catch. In 2011, Clearwater had lobster sales, including its live lobster and raw lobster product, of $64.0 million.

The term "lobster" is used liberally to describe many varieties of the shellfish, some with two claws, and some with none. Homarus Americanus, one of the two clawed varieties, with average weights in excess of one pound when caught are found only on the Northeast coasts of the United States and of Eastern Canada. In 2010, catch volumes in Canada were approximately 64,000 metric tonnes and they were approximately 53,000 metric tonnes in the Northeast United States.

Clearwater uses a non-invasive scanning device derived from a medical diagnostics technology when purchasing and grading incoming lobster shipments and identifying the highest quality lobsters from each shipment. The device, which was more than 15 years in the making, can determine meat content in each of the lobsters purchased and harvested each year. The measurements can be made on more than 100 individual lobsters every minute and determines lobster quality and health. To the consumer this translates into a superior eating experience with fully meated lobsters 100% of the time.

Clearwater operates one long-term storage facility, or dryland pound. This innovative facility allows Clearwater to store up to 1.6 million pounds of lobsters in a live and healthy condition for periods up to six months. Long-term storage techniques are important as the fishery only produces an excellent quality product during the late fall and early spring. This facility gathers lobster from Clearwater's own fleet of lobster vessels and the network of inshore fishermen from whom Clearwater purchases product. On arrival at the facility, lobsters are graded for their biological ability to withstand extended storage and are sized, sorted, stored and inventoried accordingly. This unique facility permits Clearwater to provide its customers with a consistent quality product year round and have allowed it to be a pioneer in the development of new markets for Canadian lobster around the world. From the facility, lobsters are sent to packing and distribution facilities.

Virtually all of Clearwater's live lobster is shipped live to its customers by air or other overnight carriers. Clearwater's major lobster customers represent large distributors, grocery and restaurant chains and seafood specialty outlets in North America, Europe and Asia. The proximity of the facilities to the Louisville and Halifax airports provide Clearwater with the ability to ensure maximum quality to its international customers.

Clearwater works closely with the DFO and conducts ongoing sampling and monitoring programs, which provide it with the information necessary to make informed resource management decisions. In the offshore lobster industry, important stock indices such as catch per trap haul, male/female ratios and size distribution point to a stable, well managed fishery. Like the offshore sea scallop fishery, ocean floor mapping contributes to an understanding of the lobster resource and its habitat. This knowledge is improving management practices and reducing operating costs through increased harvesting efficiency. The DFO does not manage lobster on the basis of biomass. Rather, the health of the resource is assessed on the basis of catch per trap haul, size data and sex ratios.

In 2008 and 2009 Clearwater invested $7.5 million in the conversion of a vessel for the lobster fleet. The new vessel is larger, safer and has a more stable platform and is capable of operating 24 hours a day fishing in all types of weather. This conversion included the addition of an on-board temperature controlled storage facility; a conveyor and weighing/grading system similar to Clearwater's shore plants that minimizes handling in all areas of the operation; a semi-automatic trap handling system and a more automated unloading system to ensure fast discharge and proper handling which minimizes damage and stress. This vessel improved operating efficiency and reliability of fishing efforts, significantly lowered fuel consumption and permitted greater stability in crewing. Theses operating efficiencies have enabled Clearwater to reduce its lobster fleet from four to one vessel over a period of 2 years.

Since 2001, Clearwater has been producing and selling a premium quality raw lobster product from its plant in Lockeport, Nova Scotia. This raw lobster meat product complements Clearwater's quality live lobster offering and leverages its international reputation for lobster with a value-added lobster products.

Clams

There are three offshore Arctic surf clam fishing licences, issued in the Canadian fishery, all of which are held by Clearwater, thereby providing Clearwater with a quota equal to 100% of the TAC. Clearwater's licences also permit it to land northern propeller clams and Greenland cockles taken as a by-catch during the harvesting operations for Arctic surf clams. Clearwater was a pioneer in the development of this fishery, which began in 1986. In 2011, Clearwater had clam sales of $61.7 million.

Clearwater's on-shore facilities include a plant in Grand Bank, Newfoundland and Labrador that is the primary facility for the grading and packaging of whole clams. Clearwater outsources the production of other products to manufacturers in China and the United States.

Clearwater operates this fishery with two offshore harvesting/processing vessels. Arctic surf clams are harvested through a dredging process and once on-board, the surf clams are immediately removed from the shell, blanched and frozen. The product from these vessels is landed at Clearwater's shore-based facilities in Grand Bank, Newfoundland and Labrador where the product may be custom cut, graded and repackaged. Much of the equipment in use in this plant has been designed by Clearwater specifically to promote the efficient handling and processing of Arctic surf clams. This clam species is distinct from its American counterpart in that it turns a bright red when cooked. The cosmetic value of this colour change and its superior taste and quality makes the product ideal for the Japanese, Chinese and American markets. These markets value the frozen product, primarily used for sushi, at significantly higher prices than the value attributed to clams packaged in cans. In recent years Clearwater has developed marketing initiatives with the intent to increase Arctic surf clam sales outside of Japan, thereby providing greater market diversification.

As Clearwater was the pioneer of this fishery and now is the controlling license holder, the database of scientific information regarding this resource has become its responsibility to develop. These clams are a slow growth species, taking 10 to 12 years to reach commercial size. Sustainable management practices are therefore crucial to a stable fishery. Clearwater regularly conducts research cruises over the two fishing banks, in part, to assess biomass.

Until 2001, little attention was paid to the commercial prospects for the by-catch of northern propeller clams and Greenland cockles. Clearwater plans to expand the offshore clam fishery beyond Arctic surf clams to include northern propeller clams and Greenland cockles, both of which are suitable for use in chowders, as well as in other applications. Product and market development work for them continues and Clearwater in currently in the market development and vessel platform planning stage.

Coldwater Shrimp

Clearwater holds and has rights to, through its 53.66% ownership in a joint venture, 25.37% of the TAC in the offshore coldwater shrimp fishery in Atlantic Canada. This combined with purchases of inshore shrimp, resulted in sales of $61.9 million in 2011. Clearwater has been harvesting coldwater shrimp with two factory freezer trawlers, the Ocean Prawns and the Atlantic Enterprise, which are owned by the above mentioned joint venture.

Effective April 1, 2008, Clearwater renewed and expanded its joint venture agreement for its shrimp harvesting operations. The key terms of this agreement included an extension of the joint venture for a further 10 years, the contribution by the other partner of the factory vessel Ocean Prawns and the contribution by both partners of rights to fish shrimp and turbot fishing quotas. Each partner's ownership percentage in the joint venture was adjusted to reflect the contribution of the vessel and use of quotas such that Clearwater's share of the joint venture earnings have increased from 50% to 53.66% from April 1, 2008 onwards. This joint venture has enabled Clearwater and its partner to combine shrimp harvesting assets and related shrimp and turbot quotas into a larger operating entity that has created efficiencies and improved profits for the business with significantly less capital employed.

In the past, the coldwater shrimp harvested in this Canadian offshore coldwater shrimp fishery was mostly sold into the Japanese market in raw format and into the European market as a cooked product, both of which are produced at sea on board the vessels that harvest the coldwater shrimp. However, in the last number of years, markets in China and Russia have opened and now represent a significant portion of the sales of this product.

In addition to its offshore coldwater shrimp harvesting business, Clearwater is a 75% partner in a coldwater shrimp processing plant in St. Anthony, Newfoundland and Labrador. This plant commenced operations in 1999. produces cooked and peeled coldwater shrimp and snow crab and has a capacity to process 22 million pounds of coldwater shrimp annually. Leading retailers in the United Kingdom and North America, as well as the Danish brining industry have approved the facility. The United Kingdom and Denmark represent a significant percentage of the market for cooked and peeled coldwater shrimp.

Turbot and Snow Crab

Clearwater has licenses to harvest turbot in Atlantic Canada. Turbot is harvested using one of the offshore joint venture vessels during the turbot harvesting season. The vessel lands frozen ready-for-market products. In 2011, sales were $14.0 million.

Clearwater's snow crab processing facilities are located in Glace Bay, Nova Scotia and St. Anthony, Newfoundland and Labrador. These plants operate on a seasonal basis when producing snow crab. In 2011 snow crab sales totaled $13.8 million.

Facilities and Capital Expenditures

Clearwater directly and through its subsidiaries currently operates nine factory vessels and five shore-based processing plants. With the exception of two harvesting vessels with processing capabilities engaged in the Argentine scallop fishery, these vessels and plants are all based in Atlantic Canada.

Clearwater maintains the largest, most modern fleet of factory freezer vessels in Canada. The condition and operating capability of these vessels is paramount for Clearwater successfully operating in its fisheries. In the past three years Clearwater has invested approximately $17.6 million on its fleet.

Clearwater typically replaces vessels as a result of its focus on innovation and the adoption of new and leading edge technology. These additional investments typically provide greater efficiencies, lower costs and, in some cases, create new product forms.

The following schedule sets out Clearwater's historic capital expenditures and harvesting license investments for the past three years.

		2011		2010		2009		TOTAL
Vessels		17,595		6,931		3,204		27,730
Plants and other		3,643		2,488		1,296		7,427
	$	21,238	$	9,419	$	4,500	$	35,157
Return on Investments		6,850		1,194		1,200		9,244
Maintenance capital		14,388		8,225		3,300		25,913
	$	21,238	$	9,419	$	4,500	$	35,157
Maintenance capital		14,388		8,225		3,300		25,913
Repairs and maintenance		14,466		13,500		13,400		41,366
	$	28,854	$	21,725	$	16,700	$	67,279
Depreciation/Amortization	$	19,200	$	14,301	$	15,870	$	49,371
Maintenance spending as a % of depreciation		150.3%		151.9%		105.2%		136.3%

During 2011, Clearwater completed a substantial refit program, of $11.4 million, on the scallop, clam, shrimp and lobster factory vessels. Capital expenditures for the year also included $2.1 million in relation to new vessel based processing technologies and $4.1 million on the purchase of the remaining 40% share in a scallop vessel.

In 2010 capital expenditures were minimal as the majority of Clearwater's significant projects were largely completed in 2008 and restrictions on capital expenditures from senior lending agreements reduced funds available for capital expenditures. Capital expenditures for 2010 primarily related to $5.9 million in vessel refits, $1.2 million in new vessel based processing technologies, and $1.0 million on processing plant additions in Argentina.

During 2009, Clearwater completed a conversion of a vessel for its lobster operations. The total cost of the vessel including conversion was approximately $7.4 million of which $1.2 million occurred in 2009. In addition Clearwater completed a refit of a shrimp vessel, through its 54% owned joint venture, incurring costs in 2009 of $1.6 million.

In addition to the annual amounts capitalized above, Clearwater historically has spent and expensed on average about $13.8 million a year on the maintenance of its fleet and processing plants. This reflects Clearwater's commitment to ensuring that the assets are kept in top condition, enabling it to harvest and process its allowable catch efficiently and providing sufficient capacity.

The table above indicates how much Clearwater has spent on an annual basis over the past three years on maintenance capital expenditures, as well as repairs and maintenance and annual depreciation and amortization expense. Clearwater is committed to ensuring that the assets are kept in top condition.

The most costly of Clearwater's vessels are the factory freezers, of which it has ten. These vessels are used in the harvesting of Canadian scallops, Argentine scallops, shrimp and clams. Non-factory vessels typically do not cost as much to maintain and replace.

The factory vessels typically have long lives of up to 25 to 40 years, but Clearwater typically will replace them earlier if it sees an opportunity to upgrade the technology and improve its return. Of the ten factory vessels:

- Two are used to harvest shrimp and are on average 18 years old. These vessels have a capacity to harvest 14,000 to 18,000 metric tons of our 22,000 metric ton quota and all of our 1,900 metric ton turbot quota in a ready for market form. One of the vessels was built in 1985 and will be due for replacement or extensive refit within the next five years.

- Four are used to harvest Canadian sea scallops and are on average 11 years old. Three of the vessels are being equipped with automated processing factories using technology developed by Clearwater. The fourth vessel in the fleet is being removed because the remaining vessels have sufficient capacity to catch our quota due to greater harvesting and processing efficiencies.

- Two of Clearwater's vessels are used to harvest Argentine scallops and are on average 31 years old. One vessel is expected to be replaced over the next three years and the second has about ten years of useful life available.

- Two of Clearwater's vessels are used to harvest clams and are on average 18 years old. One of the vessels was built in 1985 and will be due for replacement within the next five to seven years.

Harvesting

The following table sets forth the vessels utilized in Clearwater's harvesting operations, which include ten factory vessels and its other vessels.

Vessel	Principal Products
Atlantic Leader, Atlantic Guardian, Atlantic Protector, Atlantic Preserver, Cachalot(1), Chockle Cap(1), Freedom 99(1)	sea scallops
Randell Dominaux	lobster
Atlantic Surf I(2), Atlantic Surf III(2)	Argentine scallops
Ocean Concord, Arctic Endurance	Arctic surf clams
Atlantic Enterprise (3) , Ocean Prawns(3)	coldwater shrimp
Tenacity	NA, research vessel

Notes
(1) Owned by a joint venture in which Clearwater has a 50% interest.
(2) Owned by a subsidiary in which Clearwater has an 80% interest.
(3) Owned by a joint venture partnership in which Clearwater has a 53.66% interest.

Processing

The following table sets forth the location and principal products of Clearwater's processing operations:

Location	Principal Products
Arichat, Nova Scotia(1)	lobster
Glace Bay, Nova Scotia(1)	snow crab
Grand Bank, Newfoundland and Labrador	clams
Lockeport, Nova Scotia	sea scallop, processed lobster
St. Anthony, Newfoundland and Labrador(2)	coldwater shrimp, crab
Ushuaia, Argentina (under construction)	scallops

Notes
(1) These facilities operate on a seasonal basis.
(2) The plant at St. Anthony, Newfoundland and Labrador is operated by a partnership, which is 75% owned by Clearwater.

Clearwater also owns its head office building located at 757 Bedford Highway, Bedford, Nova Scotia.

Sales, Marketing and Distribution Systems

Clearwater's strategy has always been to sell its products to a broad range of customers, customer types and geographic markets. This strategy has been complemented by a clear objective to deal as far into the distribution chain as possible and to avoid dependence on any one or group of customers. Clearwater relies on its own sales force dedicated to selling only its products. This has required the creation and maintenance of an internal sales and service support function and the operation of sales offices in all its important markets. These offices are staffed by a multilingual sales group able to do business in the language of the customer. Clearwater has focused its business on developing long-term partnerships with its customers rather than transactional relationships. The food industry has been characterized by significant consolidation at all levels, in retail and food service distribution, in the growth of corporate and theme restaurant chains and in the institutional catering business. This consolidating customer base is demanding a reduction in the number of suppliers with whom it does business and is focused on those relationships, which provide stability, breadth and depth of product offerings in their respective categories. More and more it is becoming important to demonstrate leadership and investment in a respective field in order to build and maintain profitable and growing relationships with the preferred customer base.

It is these drivers which have led Clearwater to focus on ensuring that it has the capability to offer year-round supply in an industry characterized by seasonal features, the ability to offer stable pricing in an industry prone to price cycles and a commitment to consistency of quality in an industry where fragmentation often leads to the anonymity of supply sources and irregular quality and product specifications.

Examples of Clearwater's leading role in developing new customer relationships include:

- the first Canadian seafood company to guarantee year-round delivery of quality live lobster to the European and Asian markets;
- the first Canadian seafood company to open a sales office in China, where it now has three;
- the first Canadian seafood company to open and operate an overnight live and perishable distribution facility;

- the first Canadian seafood company to offer customer education programs; and
- the first company in the world to obtain Marine Stewardship Council (MSC) certification for a scallop fishery (for the Argentine scallop fishery). Clearwater has since obtained MSC certification for its Canadian scallop fishery, offshore Canadian lobster and shrimp.

Clearwater operates its own freight-forwarding department with in-house logistics expertise in both air and ocean freight distribution and is among the largest users of refrigerated containers in Atlantic Canada. Clearwater believes that this in-house logistics capability (which removes the need to deal with transportation brokers, like many of its competitors) provides the high level of service demanded by its sophisticated customers.

Customers

Clearwater's customer base is diversified, both in terms of geographic markets and types of customer. Clearwater sells premium seafood products to retail chains, food distributors and corporate restaurants. No one customer of Clearwater represents in excess of 6% of its revenues. Clearwater also sells its products to a broad geographic market, including North America, Europe, China, Japan and other parts of Asia. This diversification mitigates the effects on Clearwater of adverse market conditions or low prices in any particular segment of the seafood industry at a given time, thereby stabilizing Clearwater's revenues.

Research and Development

Clearwater has been a pioneer in the development of new markets for its premium seafood products. Clearwater's commitment to continuously introducing technological improvements has permitted it to improve product quality, reduce costs and enhance stewardship of the seafood resources that it harvests. These initiatives have secured Clearwater's reputation as a market leader and innovator. Clearwater shares its research and development with the DFO, INIDEP in Argentina and other industry participants in order to assist in building sustainable resource management regimes.

Clearwater's innovations in technology have allowed it to develop major new businesses around several previously unexploited species, such as Arctic surf clams and Argentine scallops, and Clearwater's history of developing new fisheries is continuing.

Clearwater took the lead in bringing other offshore sea scallop companies together with the Canadian Hydrographic Service in a partnership that has produced accurate, three-dimensional maps of much of Canada's offshore sea scallop grounds. By integrating sophisticated multibeam sonar and data processing technology pioneered in Atlantic Canada, Clearwater's fishing captains now use electronic charts detailing seabed habitat, topography and sediment type. "Seeing" the ocean floor and mapping the specific habitat preferred by sea scallops, enables Clearwater's captains to be more efficient in catching its quota. The quality of the DFO's scientific advice on sustainable catch levels is also being significantly enhanced through the use of ocean floor maps during research surveys of the resource. Clearwater's management believes that the introduction of this new technology will also result in a higher average total allowable catch in the future.

Clearwater's technology has also provided it with the ability to deliver a better quality product in a more timely way to its customers around the world. As an example, Clearwater has been a leader in research and development of measures and systems to manage and reduce one of the single largest expenses in the lobster industry, mortality before delivery. Clearwater has developed and is the only company in Atlantic Canada to use an on-land "dryland pound" system to store lobster. The dryland pound keeps the lobster in premium condition for as long as six months, by simulating the lobster's natural wintering hibernation state, resulting in significantly lower mortality rates than traditional holding systems such as holding tanks, tidal pounds, or crates. Clearwater's lobster biologists also add value throughout the supply chain and have designed a unique "Lobster University" program to educate staff, fishermen, shippers and customers on proper handling, husbandry and storage techniques for lobster.

Clearwater is committed to developing improvements to enhance the sustainability of seafood resources, the quality of our products and the efficiency of our processes.

Competitive Conditions

All segments of the food supply industry are highly competitive. The primary seafood industry is highly fragmented representing minor share positions typically targeting price-conscious consumers. Although Clearwater has a number of competitors in each of its product categories, few of Clearwater's direct competitors offer the diversity of high quality seafood offered by Clearwater. Clearwater's diversity of its product mix mitigates the effects of fluctuations in the prices for any particular product at a given time, thereby stabilizing Clearwater's revenues in its customer's currencies.

Human Resources

Clearwater employed approximately 1,400 individuals as of December 31, 2011. The number of employees fluctuates throughout the year based on raw material availability and other seasonal factors.

Clearwater has four collective agreements covering approximately 500 employees. The plant workers in Glace Bay, Nova Scotia are represented by the Canadian Auto Workers Union. The three year collective agreement with this plant expires on October 31, 2013. The plant workers in the two Newfoundland and Labrador plants are represented by the Fish, Food and Allied Workers Union. The two year agreement for the plant in Grand Bank, Newfoundland and Labrador expires on June 30, 2013. The agreement with plant workers in St. Anthony, Newfoundland and Labrador expired on December 31, 2011 and a new agreement has yet to be established. Clearwater also has a 5-year collective agreement with the crew of its Canadian factory sea scallop vessels which expires on May 31, 2013. They are represented by the UFEW.

INDUSTRY

Consumption of Seafood

Over the past several years there has been an increase in global demand for premium shellfish and per capita consumption due to general population growth, the shift to healthier eating choices among aging boomers and by rising incomes and purchasing power of middle class consumers in emerging economies – especially in Asia.

Purchasers of seafood (such as retailers, food distributors and corporate restaurants) will pay a premium to a supplier of seafood that can provide consistent quality, wide diversity and reliable delivery of seafood, together with value-added education and marketing of "easy to prepare" seafood. In fact, growth in the consumption rates of seafood is, in part, attributable to the recent commitment in the retail food industry to offer seafood in a more convenient form. Clearwater is well positioned to take advantage of this opportunity because of its premium quality, wide diversity and year-round delivery capability.

There are no dominant suppliers or purchasers in the seafood industry, but there is a continuing trend of consolidation. Clearwater, which is able to supply a large, diverse range of quality seafood, is well positioned to capitalize on the opportunities resulting from the consolidation of the purchasers of seafood (e.g., retailers, food distributors and corporate restaurants).

Harvesting of Seafood

The Atlantic Canada seafood harvesting industry, where Clearwater primarily operates, is one of the largest sources of premium shellfish in the world. The industry consists of two distinctive segments - the seasonal inshore fishery and the year-round offshore fishery.

The inshore (or smaller vessel) fishery is comprised of thousands of independent fishermen. The interest of these fishermen are generally restricted to operating their own, relatively small fishing boats, harvesting one or two species of seafood in waters that are relatively close to the shore, and selling their harvest to seafood processors based in Atlantic Canada. The inshore fishery segment of the industry is highly fragmented across all species.

The offshore (or larger vessel) fishery, in which Clearwater operates, is comprised of a relatively small number of vertically integrated seafood enterprises. These enterprises generally operate large fishing vessels, harvest a variety of species of seafood in waters that are further from shore, process the seafood onboard the fishing vessels or at shore-based processing plants, and sell the products (directly or through distributors) in the international market. The enterprises also generally purchase product from inshore fishermen for processing and sale. Over the last number of years, there has been significant consolidation in the Atlantic Canadian fishing industry, as enterprises have grown organically and through acquisitions to become more efficient and competitive participants in the global seafood industry. Clearwater has been a leading participant in this consolidation and is now the largest harvester in Canada of sea scallops, lobster, Arctic surf clams and coldwater shrimp.

The Atlantic Canada offshore fishery is regulated by the Government of Canada through the DFO. The regulatory environment in Canada and other mature fisheries, such as those in Norway, Iceland, Argentina and New Zealand, are highly sophisticated, emphasizing sustainability of the resource as the priority. There are three primary aspects to regulation: licensing, total allowable catch and quotas.

Licensing - In order to harvest any species of seafood in the Atlantic Canada offshore fishery, an enterprise must hold a licence to harvest that species. The DFO strictly controls the number of licensed enterprises in the fishery, rarely granting new licences unless and until increases in the stock of a particular species evidences significant and sustainable growth.

Total Allowable Catch - In order to ensure that the seafood stocks in Atlantic Canada are not over harvested, the DFO (in consultation with industry working groups) establishes on an annual basis the total allowable catch (by ocean region) of each species of seafood. This amount represents the maximum amount of the species that can be harvested by all enterprises participating in the fishery for that species. As described in greater detail below, shellfish resources have generally been increasing and, therefore, total allowable catches have generally been increasing over time.

Quotas and Enterprise Allocations - In order to increase the efficiency of the offshore fishery and permit industry consolidation, the DFO regulates the harvesting by holders of offshore licences by way of a quota and Enterprise Allocation system. Under this system, each enterprise is permitted to harvest a specified and tradable percentage of the total allowable catch of a particular species in specific offshore areas. As such, the enterprises are not competing with one another in the harvest of seafood and are at liberty to harvest their quotas in a rational and efficient manner. Enterprise Allocations can be transferred, traded and sold, thereby providing an important opportunity for rationalization within the industry.

Supply of Seafood Resources

Canada is considered a global leader in the management of its fisheries. Clearwater has worked with the DFO and other industry players to build sustainable resource management regimes. In many instances, Clearwater has been the primary proponent of the adoption of these practices. Examples of the practices of Clearwater and the DFO to ensure sustainable resources include:

- ongoing joint investment in the DFO scientific research programs to ensure all fisheries are guided by the best possible scientific advice;
- regulated minimum size restriction in the sea scallop, lobster and crab fisheries so as to allow an opportunity for reproduction and growth to optimum size and value;
- closed fishing areas to protect concentrations of juvenile shellfish from premature harvest;
- continued modification and refinement of fishing gear to allow the release of juvenile shellfish and non-target species; and
- a male only retention rule in the snow crab fishery so as to protect the female stock.

As a result of the work done by the industry and the DFO in this area, total allowable catch levels of shellfish resources have been generally stable to increasing in Atlantic Canada.

Regulation

Licences

In Canada, the harvesting of seafood in the waters off Atlantic Canada is primarily regulated by the DFO through the Fisheries Act (Canada) and the Atlantic Fishery Regulations (1985) made under that act. These regulations provide for the registration of vessels and enterprises and for the issuance of licences to catch specified species of seafood. The licences set out conditions for harvesting that may include the species which may be caught, the type and quantity of gear to be used, the waters in which harvesting is permitted, the period during which harvesting is permitted, the vessel which may be used and the persons permitted to operate the vessel. The DFO grants renewable licences to participants in the various fisheries. In the Canadian offshore fishery, the licences permit the holder to catch a prescribed percentage of the TAC for the relevant fishing area. See "Industry — Harvesting of Seafood".

The harvesting of scallops in Argentina is regulated by the National Federal Fishery Law (1998) and Resolution 150/96 of the Secretary of Agriculture, Livestock, Fishery and Food. These laws provide for the registration of vessels and enterprises and for the issuance of licences to catch specified species of seafood. The licences set out conditions for harvesting that may include the species which may be caught, the type and quantity of gear to be used, the waters in which harvesting is permitted, the period during which harvesting is permitted, the vessel which may be used and the persons permitted to operate the vessel.

Vessels

All vessels operated in connection with Clearwater's harvesting operations are registered with, and subject to, inspection by Transport Canada or the Argentine Coast Guard.

Processing

All fish processing plants conducting business throughout Canada require a combination of provincial and federal licences to operate. The requirement to obtain and maintain a food processing licence principally relates to food safety and labeling. All fish processing plants are required to implement an approved quality management plan, or QMP, which is approved by the Canadian Food Inspection Agency (CFIA) covering the regulatory and safety aspects of food processing. Clearwater also maintains hazard analysis and critical control point (HACCP) quality management programs which focus on preventing hazards that could cause food-borne illnesses by applying science-based controls, from raw materials to finished products. See “Risk Factors **-** The Business and the Industry — Food Processing Risks”.

Environmental, Health and Safety Regulation

The harvesting, processing and transportation of seafood, seafood products and by-products and the operation of vessel discharge and maintenance facilities have been and are subject to extensive and increasingly stringent federal, provincial, municipal and local statutes, regulations and by-laws, permitting and other requirements with respect to workers’ health and safety and environmental matters in Canada.

Environmental legislation, orders, permits, approvals, common law and other requirements impose obligations relating to, among other things: the release of substances into the natural environment; the production, processing, preparation, handling, storage, transportation, disposal, and management of substances (including liquid and solid, non-hazardous wastes and hazardous materials); and the prevention and remediation of environmental impacts such as the contamination of soil and water (including groundwater). See “Risk Factors—The Business and Industry—Environmental, Health and Safety Regulation”.

CAPITAL STRUCTURE

As of December 31, 2011 there are outstanding 50,948,698 Common Shares, $43,418,000 of the 10.5% Debentures and $44,389,000 of the 7.25% Debentures.

Common Shares

The authorized capital of Clearwater consists of an unlimited number of Common Shares. Holders of Common Shares are entitled to one (1) vote per share at meetings of shareholders of Clearwater, to receive dividends if, as and when declared by the board of directors of Clearwater and to receive *pro rata* the remaining property and assets of Clearwater upon its dissolution or winding-up, subject to the rights of shares having priority over Common Shares, if any.

Convertible Debentures

On the Effective Date, Clearwater, pursuant to a third supplemental trust indenture dated October 2, 2011, assumed all obligations of the Fund under the trust indenture dated June 15, 2004 which governs the terms and conditions of the Debentures outstanding at the Effective Date, such that the Debentures are valid and binding obligations of Clearwater.

On June 15, 2004, the Fund completed an offering for $50 million of 7% convertible unsecured subordinated debentures, which were due December 31, 2010 and used the proceeds to purchase Class C units issued by Clearwater. The Fund filed normal course issuer bids and during 2006, $3 million of the Class C units were repurchased and cancelled with the proceeds used to repurchase and cancel an equivalent amount of convertible debentures.

During November 2010, Clearwater announced that it had obtained approval from the holders of the 2010 convertible unsecured subordinated debentures to amend the terms of the debentures. Amendments included an increase in interest rates from 7.0% to 10.5%, a reduction in conversion price from $12.25 to $3.25 per Fund unit, an extension of the maturity date from December 31, 2010 to December 31, 2013 and the change in name of the Class C limited partnership units to Class E limited partnership units. The principal amount outstanding, for the amended debentures as at December 31, 2011 was approximately $43.4 million (2010 - $45 million).

In 2007, the Fund completed an offering for $48 million of 7.25% convertible unsecured subordinated debentures, which are due March 31, 2014. The convertible debentures are convertible at any time up to maturity at the option of the holder into trust units of the Fund at a conversion price of $5.90 per trust unit. The debentures pay interest semi-annually in arrears on March 31 and September 30. The debentures are not redeemable before March 31, 2010. On and after March 31, 2010, but before March 31, 2012, the debentures may be redeemed at the option of the Fund provided that the market price of the trust units is not less than 125% of the conversion price. On and after March 31, 2012, the debentures may be redeemed at the option of the Fund at a price equal to their principal amount plus accrued interest. Subject to regulatory approval, the Fund may satisfy its obligation to repay the principal amount of the debentures on redemption or at maturity, in whole or in part, by delivering that number of trust units equal to the amount due divided by 95% of the market price of the trust units at that time, plus accrued interest in cash. In 2007 Clearwater repurchased $3.6 million of the debentures and related Class D units leaving approximately $44.4 million as the principal amount outstanding at December 31, 2011 (2010 - $44.4 million).

DIVIDENDS AND DISTRIBUTIONS

Clearwater has not declared or paid any dividends since the Arrangement which converted it from an income trust structure to a corporate structure on October 2, 2011. Prior to the Arrangement, the Fund had not paid any distributions in 2009, 2010 or 2011. It is the intention for Clearwater to pay regular dividends, however, no assurance can be given as to whether Clearwater will pay dividends, or the frequency or amount of any such dividend.

The declaration of dividends is subject to the discretion of the board of directors of Clearwater and may vary depending on, among other things, Clearwater's operating cash flow, financial requirements, limitations or restrictions under credit facilities, the requirements of the CBCA for the declaration of dividends and other conditions existing at such future time. As a result, no assurance can be given as to whether Clearwater will pay dividends, or the frequency or amount of any such dividend.

RISK FACTORS

Risks Relating to Our Business

Foreign Exchange Risk:

Our financial results are subject to volatility as a result of foreign exchange rate fluctuations.

The majority of Clearwater’s sales are outside to locations outside Canada and are transacted in currencies other than the Canadian dollar whereas the majority of our expenses are in Canadian dollars. As a result, fluctuations in the foreign exchange rates of these currencies can have a material impact on our financial condition and operating results.

Risks associated with foreign exchange are partially mitigated by:

(1) Diversify sales internationally which reduces the impact of any country-specific economic risks on its business.

(2) Execute on pricing strategies so as to offset the impact of exchange rates

(3) Limit the amount of long-term sales contracts – Clearwater has few customers with long-term sales contracts. The limited number of sales contracts are all limited to short time period, typically less than 6 months and are based on list prices that provide a margin for exchange rate fluctuations, and

(4) Use conservative exchange estimates in business plans – Clearwater regularly reviews economist estimates of future exchange rates and uses conservative estimates when preparing its' business plans

(5) Foreign exchange hedging program - Clearwater has a targeted foreign exchange program. This program focuses on using forward contracts (up to $175 million in nominal value of forwards, which equates to approximately 75% of Clearwater's annual net foreign exchange exposure). The program enables Clearwater to lock in exchange rates up to 12 months for key sales currencies (the US dollar, Euro, Yen and Sterling) thereby lowering the potential volatility in cash flows from derivative contracts.

    Clearwater has set up facilities that will provide it with the ability to hedge $125 - $150 million or up to 85% of target coverage. Clearwater's use of this facility is governed by the credit available on its operating lines. As to the extent there is a mark-to-market liability associated with forward exchange contracts, it reduces Clearwater's ability to borrow under its asset backed lending facility. Clearwater plans to expand the use of its program in 2012, subject to credit availability.

In 2011 approximately 43.1% of Clearwater's sales were denominated in US dollars. Based on 2011 sales, a change of 0.01 in the U.S. dollar rate converted to Canadian dollars would result in a $1.4 million change in sales and gross profit. Approximately 24.7% of 2011 sales were denominated in Euros, based on 2011 sales, a change of 0.01 in the Euro rate as converted to Canadian dollars would result in a $0.6 million change in sales and gross profit. Also, 12.7% of sales in 2011 were denominated in Japanese Yen, based on 2011 annual sales, a change of 0.0001 in the Yen rate as converted to Canadian dollars would result in a change of $0.3 million in sales and gross profit.

A foreign exchange hedging program provides short-term risk management for foreign exchange risk. Further strengthening of the Canadian dollar relative to the currencies of our sales markets will result in lower sales prices and receipts when converted into Canadian dollars and will have an adverse impact on our profitability to the extent we are not able to adjust prices and costs to offset this risk.

Political Risk:

Our Argentine and other international operations are subject to economic and political risks, which could materially and adversely affect our business.

Our Argentine and other foreign operations and investments are subject to numerous risks, including fluctuations in foreign currency, exchange rates and controls, expropriation of our assets, nationalization, renegotiation, forced divestiture, modification or nullification of our contracts and changes in Argentine or other foreign laws or other regulatory policies of foreign governments and having to submit to the jurisdiction of a foreign court or arbitration panel or having to enforce the judgment of a foreign court or arbitration panel against a sovereign nation within its own territory. For example, the Government of Argentina devalued the Argentine Peso in early 2002 and forced the conversion of all foreign currency bank deposits and many other foreign currency denominated contracts into Argentine Pesos. The Argentine Government also imposed temporary restrictions on the ability of companies to transfer and retain cash outside of Argentina. Our operations in Argentina and elsewhere may be negatively affected by both foreign exchange and expropriation losses as well as the increased cost and risks of doing business in developing markets.

We mitigate this risk through maintaining a policy of repatriating our share of the earnings from Argentina through dividends which are declared as needed. We do not carry financial assets in Pesos to mitigate exchange risk. In addition we have structured our operations in Argentina with an Argentine partner who owns 20% of the Argentine business is resident in Argentina actively managing the business.

No assurance can be given that our operations will not be adversely impacted as a result of existing or future legislation.

Resource:

A material change in the population and biomass of scallop, lobster, clam, or coldwater shrimp stocks in the fisheries in which we operate would materially and adversely affect our business.

Clearwater's business is dependent on our allocated quotas of the annual TAC for the species of seafood we harvest. The annual TAC is generally related to the health of the stock of the particular species as measured by a scientific survey of the resource. The population and biomass of shellfish stocks are subject to natural fluctuations which are beyond our control and which may be exacerbated by factors such as water temperatures, feed in the water, the presence of predators, disease, disruption in the food chain, reproductive problems or other biological issues. We are unable to predict the timing and extent of fluctuations in the population and biomass of the shellfish stocks we harvest and process, and we therefore may not be able to engage in effective measures to alleviate the adverse effects of these fluctuations. In addition, the population models utilized by scientists evaluating the fisheries in which we operate are constantly evolving. Certain changes in the population models could negatively impact future biomass estimates. Any material reduction in the population and biomass or TAC of the stocks from which we source seafood would materially and adversely affect our business. Any material increase in the population and biomass or TAC could dramatically reduce the market price of any of our products.

The governments of Canada and Argentina set the annual TAC for each species by reviewing scientific studies of the resource and then consulting with key industry stakeholders including us and our competitors to determine agreed acceptable catch levels. The potentially differing interests of our competitors may result in conflicting opinions on how to manage the resource, including the establishment of TACs and other management measures potentially limiting our ability to grow, to fully capitalize on our investments in harvesting capacity, or to achieve targeted yields from the resource, which may adversely affect our financial condition and results of operations.

Resource supply risk is managed through adherence with government policies and regulations related to fishing in Canada and Argentinas and Clearwater's investment in science and technology, which enables Clearwater to understand the species that it harvests. Clearwater has invested in projects with the scientific community, such as ocean floor mapping and the development of rotational fishing plans. The guidelines, developed by DFO, are very often a cooperative effort between industry participants and DFO. Clearwater further mitigates the risk associated with resource supply and competition through the diversification across species.

Capital Availability and Liquidity Risk:

There are a number of risks associated with capital availability and liquidity including:

1. The ability of Clearwater (and its affiliates) to obtain sufficient financing for working capital, capital expenditures or acquisitions in the future or to repay loans as they become due;

2. Certain borrowings are at variable rates of interest, which exposes Clearwater to the risk of increased interest rates; and

3. Clearwater may be more vulnerable to economic downturns and be limited in its ability to withstand competitive pressures if it has high leverage, debt covenants and limited liquidity.

Clearwater's ability to make scheduled payments of principal and interest on, or to refinance, its indebtedness will depend on its future operating performance and cash flow, which are subject to prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control.

Clearwater's credit facilities contain restrictive covenants of a customary nature, including covenants that limit the discretion of management with respect to certain business matters. These covenants place restrictions on, among other things, the ability of Clearwater to incur additional indebtedness, to pay distributions or make certain payments and to sell or otherwise dispose of assets. In addition, they contain a number of financial covenants that require Clearwater to meet certain financial ratios and financial condition tests. A failure to comply with the covenants could result in an event of default, which, if not cured or waived, could permit acceleration of the relevant indebtedness. If indebtedness under the credit facilities were to be accelerated, there can be no assurance that the assets of Clearwater would be sufficient to repay in full that indebtedness. There can also be no assurance that the credit facilities would be able to be refinanced. As of December 31, 2011 Clearwater is not in violation of the restrictive covenants.

Clearwater mitigates capital availability and liquidity risk through a number of its treasury management policies and goals which promote strong liquidity and continued access to capital to fund its growth plan. These include policies and goals with respect to leverage, foreign exchange, lending arrangements and free cash flows. See the Liquidity and Capital resources section of the annual Management's Discussion and Analysis for further information.

Business Interruption Risk:

The fisheries in which we operate can be characterized by extreme sea conditions. Additionally, we purchase seafood from fishermen who harvest from inshore fisheries in Atlantic Canada. Unusual weather conditions in these fisheries could materially and adversely affect the quality and quantity of the products we produce and distribute.

Our vessels are expensive assets that are subject to substantial risks of serious damage or destruction from adverse weather conditions and other natural risks. The sinking or destruction of, or substantial damage to, any of our vessels would entail significant costs to us, including the loss of production while the vessel was being replaced or repaired. Our insurance coverage may prove to be inadequate or may not continue to be available to us and we do not have business interruption insurance on our vessels as it is not generally available in our industry. The sinking or destruction of, or substantial damage to, any of our vessels could have a material adverse effect on our business, financial condition or results of operations.

Clearwater mitigates the risk of business interruption in its fleet through planned maintenance programs, regularly scheduled refits of its vessels, replacement of vessels prior to the end of their useful period in the fishery and through regularly reviewing and updating the insured values of its vessels.

Food Processing Risks:

Clearwater's food processing operations are subject to federal, provincial and local food processing controls, and may be impacted by consumer product liability claims, product tampering, and the possible unavailability and/or expense of liability insurance. A determination by applicable regulatory authorities that any of Clearwater's plants are not in compliance with any such controls in any material respect may allow regulators to shut down plant operations, require a recall on product from the market place and may have a material adverse effect on Clearwater's financial condition and results of operations. In addition, negative publicity, significant decreases in demand, or increased costs associated with any of these circumstances may have a material adverse effect on Clearwater's financial condition and results of operations. Clearwater's operation of its facilities involves some risks, including the failure or substandard performance of equipment, suspension of operations and new governmental statutes, regulations, guidelines and policies. There can be no assurance that as a result of past or future operations, there will be no claims or injury by employees or members of the public.

Food processing and product liability risks are reduced through Clearwater's satisfaction of all Canadian food inspection agency guidelines and through strict implementation of quality control programs. These include HACCP ("Hazard Analysis Critical Control Point") programs which cover Clearwater's sea and land based facilities. Clearwater's plants have been approved by some of the largest seafood purchasers in the world. In addition, Clearwater processes a large portion of its products using frozen-at-sea technology, which mitigates food processing and product liability risks because many of these products undergo minimal handling.

Suppliers, Customers and Competition Risks:

Consolidation among food retailers has resulted in increased pressure on pricing and trade terms for upstream harvesters, wholesales, distributers and food processors. Clearwater's operating costs may be negatively affected by increases in input costs, such as energy, labour raw material and commodity prices.

Clearwater uses fuel, electricity, air and ocean freight and other materials in the production, packaging and distribution of its products. Fuel and freight are two significant components of the costs of Clearwater's products and their distribution thereof. The inability of any of Clearwater's suppliers to satisfy its requirements, or a material increase in the cost of these inputs, may have an adverse effect on Clearwater's financial condition and results of operations.

In addition, Clearwater typically does not have long term formal agreements with its customers. Accordingly, a customer may decide to terminate its relationship with Clearwater or a customer may terminate a supply arrangement on relatively short notice. The loss of major customers may have a material adverse effect on Clearwater's financial condition and results of operations.

The global seafood industry is highly competitive in all of the markets in which Clearwater participates. Some of Clearwater's competitors may have more significant market presense within the marketplace, a greater diversification of product lines and greater economic resources than Clearwater, and are well established as suppliers to the markets that Clearwater serves. Such competitors may be better able to withstand volatility within the seafood industry and throughout the economy as a whole while retaining greater operating and financial flexibility than Clearwater. There can be no assurance that Clearwater will be able to compete successfully against its current or future competitors, or that competition will not affect Clearwater's financial condition and results of operations.

Risk associated with suppliers is mitigated through diversification of suppliers. Risk associated with customers is mitigated through diversification of the customer base. Clearwater has approximately 1,000 customers worldwide with no individual customer representing more than 6% of sales. Clearwater uses a combination of credit reporting agencies, credit insurance, letters of credit and secured forms of payment to mitigate credit risk associated with its customers.

Input Costs:

The volatility of input prices related to harvesting and processing seafood and risks related to our suppliers could adversely affect our operating costs.

We use fuel, electricity, air and ocean freight and other materials in the production, packaging and distribution of our products. Fuel is a significant component of the costs of our products. Clearwater's vessels used approximately 30 million litres of fuel in 2011. Based on 2011 fuel consumption, a one-cent per litre change in the price of fuel would impact harvesting costs by approximately $300,000. We also purchase significant quantities of lobster, crab and inshore shrimp for processing and resale. Significant increases in fuel prices, freight prices, the prices of inshore lobster, crab or shrimp we purchase, or other input prices, to the extent not offset by increases in the selling prices of our products, would reduce our profitability.

In addition, the inability of any of our suppliers to satisfy our requirements for fuel, electricity, air and ocean freight or other materials, or our requirements for inshore lobster, crab or shrimp, may have an adverse effect on our financial condition and results of operation.

In addition, the following additional risks have been identified by Clearwater:

We rely on licenses, quotas, and other approvals from the governments of Canada and Argentina to harvest our seafood products, and the revocation or nonrenewal of one or more of our licenses by these governments could have a material adverse effect on our business.

Our business is dependent on permission to harvest seafood in fisheries in Canada and Argentina. We rely on fishing licenses renewable annually by the DFO and fishing licenses renewable every two years by the ASALFF. The licenses are subject to certain restrictions and conditions, which may include the species which may be caught, the type and quantity of equipment to be used, the waters in which harvesting is permitted, the period during which harvesting is permitted, the vessel which may be used, the registration of vessels and the persons permitted to operate the vessel. We are also allocated quotas of the annual TAC set by the DFO and the Argentine regulators, respectively, for the species of seafood we harvest. It is possible that the DFO or other regulatory agencies could take the position that we have exceeded or otherwise violated our licenses or quotas. If we were found to have violated the applicable restrictions or conditions it could result in revocation of the licenses or quotas or the imposition of significant fines. A decision by either the Canadian or Argentine regulators not to renew a license, to revoke a license or to materially alter either the terms of a license or our allocated quotas would reduce our ability to harvest the seafood products we sell and would have a material adverse effect on our business.

The sales volume and prices of our products are subject to volatility as a result of global economic conditions.

The sales volume and prices of our products are subject to fluctuations as a result of changes in global demand for such products. For example the global recession that began in 2008 continued through 2009, and its impact on the food industry in the latter half of 2009.

The segments of the seafood industry in which we operate are competitive, and our inability to compete successfully could adversely affect our business, results of operations and financial condition.

The seafood industry is highly competitive in all of the markets in which we operate. Some of our competitors have more significant operations within the marketplace, a greater diversification of product lines and greater economic resources than we do and are well-established as suppliers to the markets we serve. They may be better able to withstand volatility within the seafood industry and throughout the economy as a whole while retaining greater operating and financial flexibility than we do. Other competitors may have more advantageous pricing margins than we do. There can be no assurance that we will be able to compete successfully against our current or future competitors or that competition will not affect our financial condition and results of operations. In addition, production and distribution of substitute products for any of our major species could have a significant adverse impact on our profitability. Increased competition as to any of our products could result in price reduction, reduced margins and loss of market share, which could negatively affect our profitability.

Increased consolidation among our customer base may result in a loss of customers to our competitors.

Our customers, such as grocery retailers, food processors and restaurant chains, have consolidated in recent years, and consolidation is expected to continue in our sales markets. These consolidations have produced large, sophisticated customers with increased buying power who are more capable of operating with reduced inventories, opposing price increases, and demanding lower pricing and increased promotional programs. Further consolidation among our customer base may result in a loss of customers to our competitors, who may have advantageous pre-existing relationships with key consolidators or who may be able to supply similar products on more favorable terms. The loss of significant customers due to such consolidation could have a material adverse effect on our financial condition and results of operation.

Our harvesting operations are subject to seasonal variations that could have a material adverse effect on our business, financial condition or results of operations.

The fisheries in which we operate - the Atlantic Canada offshore fishery and the Argentine scallop fishery - are subject to adverse weather conditions, and poor weather and fewer fishing days in the first quarter of the year affect catch rates and vessel results. This seasonality affects our working capital as inventory reaches peak levels in the early summer. If we are not able to adequately finance our working capital requirements, there may be a material adverse effect on our financial condition and results of operations.

A portion of our business is operated by subsidiaries not wholly-owned by us and certain joint ventures, and the actions of our business partners may affect our financial condition or results of operations.

We rely on our business partners in certain subsidiaries and joint ventures material to our operations, including our 80%-owned subsidiary operating the Argentine scallop business, our 75%-owned subsidiary operating a coldwater shrimp processing plant, a company in which we have a 50% interest holding licenses and quotas to harvest Canadian sea scallops and a shrimp harvesting joint venture in which we have a 54% voting interest. If one of these investors or partners were to default on its obligations relating to a subsidiary or joint venture or if such an investor or partner were to take steps to delay or prevent the entity from distributing all of its available cash, there may be a material adverse effect on our financial condition and results of operations. The success of these businesses depends to some degree on the efforts of our partners and we have a succession risk in the event the partner is unable or no longer willing to continue to support the business.

Outbreaks of disease can significantly affect production, the supply of raw materials, demand for our products and our business.

Events beyond our control, such as the outbreak of disease, could adversely affect the quality and quantity of our live lobsters reaching our customers and significantly restrict our ability to conduct our operations. Furthermore, an outbreak of disease could result in governmental restrictions on the import and export of our live lobsters or other products to or from our suppliers, facilities or customers. This could result in the cancellation of orders by our customers and create adverse publicity that may have a material adverse effect on our ability to market our products successfully and on our business, reputation and prospects.

If we are unable to retain qualified senior executives, our growth might be hindered, which could impede our ability to run our business and potentially reduce our sales and profitability.

Our success depends in part on our ability to attract, hire, train and retain qualified managerial personnel. We face competition for these types of personnel from other seafood processing companies. We may be unsuccessful in attracting and retaining the required personnel to conduct and expand our operations successfully. Our success also depends in part on the continued service of our senior management team. Key personnel may leave us and compete against us. The loss of members of our senior management team or the inability to recruit qualified personnel could impair our ability to execute our business plan and growth strategy and may have a material adverse effect on our financial condition and results of operations.

Our operations are labour intensive, and disruptions in labour supply, including organized work stoppages or our failure to attract and retain qualified employees, may adversely affect us.

The segments of the harvesting and processing industry in which we compete are labour intensive and require an adequate supply of qualified production workers willing to work in rough weather and potentially dangerous operating conditions at sea. A substantial portion of our employees are represented by unions, and any failure to renew or extend the labour agreements to which we are subject could result in work stoppages or other disruptions that may affect our ability to harvest or process seafood products. Additionally, some of our operations have from time to time experienced a high rate of employee turnover and could experience high turnover in the future. Labour shortages, the inability to hire or retain qualified employees or increased labour costs could have a material adverse effect on our ability to control expenses and efficiently conduct our operations. We may not be able to continue to hire and retain the sufficiently skilled labour force necessary to operate efficiently and to support our operating strategies, or we may not continue to experience favorable labour relations. In addition, our labour expenses could increase as a result of a continuing shortage in the supply of personnel. Changes in applicable local and federal laws and regulations could increase labour costs, which could have a material adverse effect on our business, results of operations and financial condition.

Our lack of long-term customer agreements or our inability to satisfy supply guarantees may lead to the sudden loss of significant customers, which would have a material adverse effect on our business.

We typically do not have written agreements with our customers. Accordingly, a customer may decide to terminate its relationship with us on relatively short notice. Additionally, we guarantee supply to some of our customers, and if we are unable to satisfy these guarantees, we may lose their business. The loss of significant customers may have a material adverse effect on our financial condition and results of operations.

Because we distribute a significant amount of our products and receive supplies and other provisions using maritime and air carriers, certain adverse conditions affecting these carriers and terminals at which they transfer cargo could have a material adverse effect on our business, financial condition or results of operations.

Our distribution and purchase channels depend on the services of maritime and air carriers who load and unload our products, supplies and other provisions at terminals in Canada, the United States, Europe, Asia and other regions. A strike, work slowdown, unfavorable weather conditions, changes in shipping routes or other factors adversely affecting such carriers or terminals could delay the delivery of our products and supplies. If this were to occur, it would negatively affect our sales and profitability.

Regulatory Risks Relating to Our Industry and Its Regulation

The repeal of, or adverse amendments to, the Canadian Fisheries Act or the National Federal Fishery Law (1998) of Argentina, or material adverse changes to related industry regulations would likely impair our profitability.

The Canadian Fisheries Act and the National Federal Fishery Law (1998) of Argentina (along with their related regulations) restrict the harvesting of seafood in the waters off Atlantic Canada and Argentina, respectively, by providing for the registration of vessels, the issuance of licenses to catch specified species of seafood and the allocation to each license of a specified percentage of the TAC for the species to which the license applies. We and our joint ventures currently hold significant percentages of the TAC for the species we harvest, including 49% of the TAC in the Atlantic Canada offshore sea scallop fishery and 100% of the TAC in the Atlantic Canada offshore Arctic surf clam fishery. In the event that either of these Acts or their related regulations were repealed or modified to permit the issuance of additional licenses or the operation of additional vessels in the fisheries in which we operate, we could be subject to new competition that could adversely affect our profitability. In addition, our harvesting rights and profitability would be adversely affected if either of these Acts or their related regulations were repealed or modified in a manner that decreases the percentage of the TAC allocated to the licenses we hold, either directly or indirectly. A repeal or modification of these Acts, their related regulations or other industry regulations could result from changes in the political environment, a significant increase or decrease in the population or biomass of the species we harvest or other factors, all of which are difficult to predict and are beyond our control. Any such change or repeal could have an adverse effect on our existing harvesting rights, which would have a negative impact on our results of operations and financial condition.

If we and members of our crew fail to comply with applicable regulations, our vessels may become subject to liens, foreclosure risks and various penalties and our fishing rights could be revoked.

Our industry is subject to highly complex statutes, rules and regulations. For example, we are subject to limitations on the type and amount of seafood we may harvest, as well as restrictions as to where we may harvest within our fisheries. If we or members of our crew violate maritime law or otherwise become subject to civil and criminal fines, penalties and sanctions, our vessels could be subject to forfeiture and our fishing rights could be revoked. The violations that could give rise to these consequences include operating a vessel with expired or invalid vessel documentation or in violation of trading restrictions, violating international fishing treaties or fisheries laws or regulations, submitting false reports to a governmental agency or interfering with a fisheries observer. Because our vessels' harvesting and processing activities take place at sea, outside the day-to-day supervision of senior management, members of the crews of our vessels may have been guilty of infractions or violations that could subject them or us to significant penalties, which could have a material and adverse effect on our results of operations and financial condition.

In addition, our vessels may become subject to liens imposed by operation of maritime law in the ordinary course of business. These include liens for unpaid crew wages, liens for damages arising from maritime torts, liens for various services provided to the vessel and liens arising out of the operation, maintenance and repair of the vessel. The holders of these liens may have the right to foreclose on the vessel if the circumstances giving rise to the liens are not adequately addressed.

Regulations related to our by-catch could limit the volume of seafood we catch, impose substantial costs on our operations and reduce our operational flexibility.

The DFO and ASALFF may impose various operational requirements aimed at limiting our ability to discard unwanted species, or by-catch. Regulation regarding by-catch is from time to time debated in various forums, and is the subject of public campaigns by environmental groups. Any significant change in the by-catch rules imposed by DFO or ASALFF could materially limit the volume of fish we catch and seafood product that we produce, increase our costs or decrease the flexibility of our fishing operations.

Our food processing operations are subject to international, federal and local regulation, and the failure of our plants to meet current or future control standards may result in plant shutdowns that materially affect our financial condition and results of operations.

Our food processing operations are subject to international, federal, provincial and local food processing controls and may be impacted by consumer product liability claims, product tampering, and the implementation of new governmental statutes, regulations, guidelines, licensing rules and policies. A determination by applicable regulatory authorities that any of our plants are not in compliance with any such controls in any material respect may allow regulators to shut down plant operations and may have a material adverse effect on our financial condition and results of operations. In addition, negative publicity, significant decreases in demand or increased costs associated with any of these circumstances may have a material adverse effect on our financial condition and results of operations.

Our plants are required to have licenses under the Fish Inspection Act of Newfoundland and Labrador and the Fisheries and Coastal Resources Act in Nova Scotia. Licenses must be renewed annually. In Newfoundland and Labrador, a Fish Processing Licensing Policy (2005) establishes a License Review Board that makes recommendations to the Minister regarding licensing applications and sets out licensing criteria including minimum processing thresholds for maintenance of a Fish Processing License. In Nova Scotia, the Nova Scotia Fish Processors and Fish Buyer License Policy (2004) applies to our plants. Changes to the applicable regulations or policy that results in the revocation or nonrenewal of one or more of our licenses by these governments would reduce our ability to process seafood and would have a material adverse effect on our business.

Our at-sea harvesting and processing operations are subject to regulatory control and political pressure from interest groups that may seek to materially limit our ability to harvest seafood.

Under the Canadian Fisheries Act and other relevant statutes and regulations, various regulatory agencies, including the DFO are endowed with the power to control our harvest of seafood in the fisheries in Atlantic Canada. These regulators may decrease or eliminate our allocation of the seafood supply as a result of political pressure from a broad spectrum of lobbying interests, including other industry participants (harvesters or processors of these or other species) looking to increase their access to the resource or limit impacts on other species or environmental protection groups focused on the protection of the environment and marine life.

The laws and rules that govern the highly-regulated fishing industry could change in a manner that would have a negative impact on our operations, including a significant reduction in the TAC and our allocation thereof. In addition, protests and other similar acts of politically-motivated third party groups could cause substantial disruptions to the ability of our vessels to engage in harvesting activities. These factors are beyond our control and may affect a substantial portion of our harvesting and processing operations in any year, including a potential reduction in the TAC which could have a material adverse effect on our business, results of operations or financial condition.

If we fail to comply with applicable health and safety regulations, we may be subject to significant liability or imposed fines and penalties that could materially affect our business.

Our past and present business operations, including the harvesting, processing and transportation of seafood, have been and are subject to extensive and increasingly stringent federal, provincial and local statutes, regulations and by-laws and other requirements with respect to workers' health and safety in Canada, the United States and elsewhere. In Nova Scotia, the principal workers' health and safety legislation is the Occupational Health and Safety Act (Nova Scotia). Similarly in Newfoundland and Labrador, employers and employees are subject to the Occupational Health and Safety Act (Newfound and Labrador). Workers' health and safety on Canadian vessels is governed by the Canadian Department of Transportation pursuant to the Canada Shipping Act. In the United States, workplace health and safety standards are governed by the federal Occupational Safety and Health Act and comparable state statutes that regulate the protection of the health and safety of workers. In Argentina, workplace health and safety standards are governed by the Work Risks Regulation #24557 and the Labour Risks Insurance law. We provide accident risk work insurance for our Argentine crews and office staff as required by law.

Compliance with all such laws and future changes to them is material to our business. We have incurred and will continue to incur significant capital and operating expenditures to comply with such laws. As a result of our operations, we may occasionally be subject to orders, investigations, inquiries or other proceedings relating to health and safety matters, including issues of compliance with legislation, permits and other requirements. Changes or additions to such regulatory matters, or more rigorous enforcement, could result in additional material expenditures. Furthermore, no assurance can be given that additional workers' health and safety issues relating to presently known matters or to other matters will not require currently unanticipated liability or expenditures for investigation, assessment or remediation, or result in fines or other penalties.

We may incur material costs associated with compliance with environmental regulations.

We are subject to foreign, federal, provincial, state and local environmental regulations, including those governing discharges to water, the management, treatment, storage and disposal of hazardous substances, and the remediation of contamination. As a result of such regulation, our operation, ownership, management and control of property carries an inherent risk of environmental liability, including with respect to the harvesting and processing of seafood, the disposal of waste and the ownership, management, control or use of vessels, transport vehicles and real estate. If we do not fully comply with environmental regulations, or if a release of hazardous substances occurs or has occurred at or from one of our facilities or vessels, we may be subject to potential civil or criminal actions, compliance orders, fines and other penalties and could be held liable for the cost of remediation. For example, an accident involving one of our vessels or the future discovery of contamination of property underlying or in the vicinity of our present or former properties or manufacturing facilities could result in significant fines and penalties and remediation costs. If we are subject to these penalties or costs, we may not be covered by insurance, or any insurance coverage that we do have may not cover the entire cost. Compliance with environmental regulations could require us to make material capital expenditures and could have a material adverse effect on our results of operations and financial condition.

Efforts to protect endangered species may significantly restrict our ability to access our primary fisheries and sales.

There is a risk that access to certain areas of the primary fisheries in which we operate could be restricted due to constraints imposed by governmental authorities in response to the listing of endangered species, for purposes of the Species at Risk Act. The Committee on the Status of Endangered Species in Canada may issue various biological opinions as to status of various species. These opinions, if accepted by the

Government of Canada, would lead to the legal listing of a species and regulation under the Species at Risk Act and may impose additional regulatory measures to protect the species. These restrictions could have an impact on our fishing operations, profitability and sales which may be material to our business.

If we do not comply with rules regulating foreign ownership and control of fishing vessels, we could lose our eligibility to participate in the fisheries in which we operate.

The DFO Commercial Licensing Policy requires that fishing licenses and vessels engaged in fisheries be owned by entities that are at least 51% Canadian citizen owned and controlled. If we do not comply with these rules and regulations, we could lose our eligibility to harvest certain species, which would have a material adverse effect on our business, financial condition or results of operations.

We rely on our Argentine minority partner in our Argentine scallop subsidiary for its operational expertise and local experience. We have no control over our Argentine minority partner and if such partner was unable to operate our Argentine subsidiary we may be unable to operate in Argentina until we found a new Argentine minority partner. There is no assurance that a new minority partner would have the same level of expertise or that their interests would align with ours.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Reference is made to Management's Discussion and Analysis of Financial Conditions and Results from Operations for the years ended December 31, 2011 and 2010 included in the 2011 and 2010 Annual Reports, which are incorporated herein by reference and are available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

MARKET FOR SECURITIES

The outstanding Common Shares of the Corporation are listed for trading on the TSX under the symbol CLR and the 7.25% Debentures and 10.5% Debentures trade under the symbols CLR.DB.A and CLR.DB.B, respectively. Prior to the Effective Date, the Fund's units traded under the symbol CLR.UN.

The monthly volume of trading and price ranges on the TSX of the Units (CLR.UN), prior to the Effective Date, and the Common Shares (CLR), after the Effective Date, during the 2011 financial year are set forth in the following table:

Period	High	Low	Volume
2011	**$**	**$**	
January	1.05	0.99	948,533
February	1.49	1.05	873,941
March	1.58	1.11	846,459
April	1.73	1.35	439,312
May	1.70	1.38	386,964
June	1.69	1.41	717,852
July	1.65	1.43	432,905
August	3.32	1.31	2,674,720
September	2.85	2.25	799,548
October	2.75	2.10	245,784
November	2.85	2.40	335,965
December	2.50	2.22	248,803

The monthly volume of trading and price ranges of the 10.5% Debentures (CLR.DB.B) on the TSX during the 2011 financial year are set forth in the following table:

Period	High	Low	Volume
2011	**$**	**$**	
January	99.50	97.45	969,500
February	100.75	99.00	2,077,0002
March	101.50	100.00	245,000
April	102.50	101.01	647,000
May	102.25	101.28	506,400
June	101.75	100.50	532,000
July	101.00	98.00	1,273,000
August	107.00	96.01	9,260,000
September	106.50	100.50	2,092,500
October	103.00	100.25	2,770,000
November	104.00	101.50	905,000
December	107.00	102.00	1,283,000

The monthly volume of trading and price ranges of the 7.25% Debentures (CLR.DB.A) on the TSX during the 2011 financial year are set forth in the following table:

Period	High	Low	Volume
2011	**$**	**$**	
January	88.75	86.11	999,000
February	91.80	88.95	659,000
March	92.00	91.20	423,000
April	93.50	92.00	951,000
May	96.00	93.00	2,384,000
June	95.75	94.00	1,572,500
July	94.80	92.00	1,062,000
August	96.00	83.50	2,501,000
September	94.75	91.50	368,000
October	93.00	91.00	200,000
November	94.00	91.75	764,000
December	95.85	94.00	301,000

DIRECTORS AND MANAGEMENT

Directors

The names, municipalities of residence, principal occupations and current holdings of the persons who are directors of Clearwater are set out below. All directors are elected at Clearwater's annual meeting of shareholders to hold office until the next annual meeting of shareholders or until their successors are duly elected or appointed.

Colin E. MacDonald, 63 Nova Scotia, Canada Common Shares: 29,755,676 (2) (3)	Mr. MacDonald is the Chairman of Clearwater Seafoods Incorporated. Mr. MacDonald's principal occupation is that of Chairman and was formerly the Chairman and Chief Executive Officer of CS ManPar. Mr. MacDonald has been a director of Clearwater Seafoods Incorporated and its predecessors since 2002.
John C. Risley, 63 Nova Scotia, Canada Common Shares: 29,636,076 (3)	Mr. Risley is a Director of Clearwater Seafoods Incorporated and the President of Clearwater Find Foods Incorporated. Mr. Risley has been a director of Clearwater Seafoods Incorporated and its predecessors since 2002.
Thomas D. Traves, 63 Nova Scotia, Canada Common Shares: 7,500 (1)	Dr. Traves is a director of Clearwater Seafoods Incorporated and a member of both the Audit and Corporate Governance and Compensation Committees. His principal occupation is that of President and Vice-Chancellor of Dalhousie University. Mr. Traves has been a director of Clearwater Seafoods Incorporated and its predecessors since 2002.
Larry Hood, 64 Nova Scotia, Canada Common Shares: 42,830(1)	Mr. Hood is a director of Clearwater Seafoods Incorporated, the Chairman of the Audit Committee and a member of the Corporate Governance and Compensation Committees. Mr. Hood was a Partner at KPMG LLP for 24 years. Mr. Hood has been a director of Clearwater Seafoods Incorporated and its predecessors since 2011.
Harold Giles, 67 Ontario, Canada Common Shares: 1,000 (1)	Mr. Giles is a director of Clearwater Seafoods Incorporated, the Chairman of the Corporate Governance and Compensation Committeee. Mr. Giles is a former senior executive with General Electric and Bell. Since retiring he has provided operations and leadership consulting to Corporations in Canada and in Europe and to not for profit organizations. Mr. Giles has been a director of Clearwater Seafoods Incorporated and its predecessors since 2010.
Brendan Paddick, 48 Grand Bahama Island, Bahamas Common Shares: 90,000 (1)	Mr. Paddick is a director of Clearwater Seafoods Incorporated and a member of the Audit Committee. His principal occupation is that of Chief Executive Officer of Columbus International Inc., whose principal business is the provision of cable television and internet services. Mr. Paddick has been a director of Clearwater Seafoods Incorporated and its predecessors since 2006.
Mickey MacDonald, 59 Nova Scotia, Canada Common Shares: 29,653,482; Convertible Debentures: $659,000 (4)	Mr. MacDonald is a director of Clearwater Seafoods Incorporated and a member of the Corporate Governance and Compensation Committee. Mr. MacDonald is President of Micco Companies, whose principal business is residential land development and automotive leasing. Mr. MacDonald has been a director of Clearwater Seafoods Incorporated and its predecessors since 2009.

Stan Spavold, 52 Nova Scotia, Canada Common Shares: 51,500, Convertible Debentures: $100,000 10.5% Debentures (1)(5)	Mr. Spavold is a director of Clearwater Seafoods Incorporated and a member of both the Audit and Corporate Governance and Compensation Committees. Mr. Spavold is the Executive Vice President of Clearwater Fine Foods Incorporated. Mr. Spavold has been a director of Clearwater Seafoods Incorporated and its predecessors since 2009.

Notes:

(1) The information as to Common Shares owned, directly or indirectly, including by associates or affiliates, not being within the knowledge of the Corporation, has been furnished by the respective directors.

(2) Colin MacDonald controls 119,600 Common Shares directly and indirectly and 29,636,076 Common Shares indirectly through his investment in Clearwater Fine Foods Incorporated, which owns 7914091 Canada Inc.

(3) 7914091 Canada Inc, which is owned by Clearwater Fine Foods Incorporated (owned by Messrs. Colin MacDonald and John Risley) and Mickey MacDonald holds directly and indirectly 29,636,076 Common Shares of Clearwater,

(4) Mickey MacDonald holds 17,406 Common Shares directly and 29,636,076 Common Shares indirectly through his investment in 7914091 Canada Inc. He also holds 229,000 of the 10.5% Debentures due in 2013 and 430,000 of the 7.25% Debentures due in 2014 indirectly through his holding company, CJR Investments Inc.

Compensation for the Directors is $30,000 per Director per year (plus an additional $6,000 for the chair of each committee and $3,000 for the members of each committee) and $1,500 per meeting per Director for attending meetings of the board of directors and committee meeting of the board of directors and $1,000 for attending conference calls of the board of directors and committee meeting of the board of director. All Directors are reimbursed for out-of-pocket expenses for attending meetings and participate in the insurance and indemnification arrangements described below.

To the knowledge of the Directors and senior officers of Clearwater, the number of Common Shares owned collectively by the directors and executive officers of Clearwater and their respective subsidiaries is approximately 30,419, 712, representing 59.7% of the outstanding Common Shares, including those Common Shares held by 7914091 Canada Inc. over which Colin MacDonald, Mickey MacDonald and John Risley may be said to have control or direction or to beneficially own. Excluding the Common Shares held by 7914091 Canada Inc., the number of Common Shares owned collectively by the directors and executive officers of Clearwater and their respective subsidiaries is approximately 783,636, representing 1.54% of the outstanding Common Shares.

Management of the Business

The following sets out, for each of the executive officers of Clearwater (the "**Executive Officers**"), the person's name, position with Clearwater and the current holdings of Common Shares.

IAN SMITH, 48 Halifax, Nova Scotia, Canada Common Shares: 3,600	Mr. Smith is Chief Executive Officer of Clearwater.
ERIC R. ROE, 50 Halifax, Nova Scotia, Canada Common Shares: 70,000	Mr. Roe is Vice President, Chief Operating Officer of Clearwater.
ROBERT D. WIGHT, 56 Halifax, Nova Scotia, Canada Common Shares: 240,000	Mr. Wight is Vice President, Finance and Chief Financial Officer of Clearwater.
MICHAEL PITTMAN, 64 Halifax, Nova Scotia, Canada Common Shares: 37,100	Mr. Pittman is Vice President, Fleet of Clearwater.
GREG MORENCY, 50 Halifax, Nova Scotia, Canada Common Shares: Nil	Mr. Morency is Chief Commercial Officer & Executive Vice President of Clearwater.

DAVID RATHBUN, 56 Halifax, Nova Scotia, Canada Common Shares: 103,000	Mr. Rathbun is Vice President, Chief Talent Officer of Clearwater
CHRISTINE PENNEY, 37 Halifax, Nova Scotia, Canada Common Shares: 100	Mrs. Penney is Vice President Sustainability and Public Affairs of Clearwater

Notes:
(1) See "Directors and Management - Directors".

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Corporate Cease Trade Orders

To the knowledge of the directors and executive officers of Clearwater, no director or executive officer of Clearwater is, as at the date hereof, or has been, within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an "Order") that was issued while such director or executive officer of was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the knowledge of the directors and executive officers of Clearwater, no director or executive officer of Clearwater or a shareholder of Clearwater holding a sufficient number of securities to affect materially the control of Clearwater:

(a) is, as the date of this AIF, or has been within 10 years before the date of this AIF, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer.

Penalties or Sanctions

To the knowledge of the directors and executive officers of Clearwater, no director or executive officer of Clearwater or a shareholder of Clearwater holding a sufficient number of securities to affect materially the control of Clearwater:

(a) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

AUDIT COMMITTEE

The purpose of the Audit Committee, which is comprised of Messrs. Hood (Chair), Spavold, Traves and Paddick, is to assist the board in fulfilling its responsibilities of oversight and supervision of the:

- accounting and financial reporting practices and procedures of Clearwater and its subsidiaries;
- adequacy of internal accounting controls and procedures of Clearwater and its subsidiaries; and
- quality and integrity of financial statements of Clearwater.

In addition, this committee is responsible for directing the examination into specific areas by the auditors of Clearwater. A copy of the Audit Committee's charter is attached hereto as Schedule "A".

In addition to each member's general business experience, the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee are set forth below. Each of the Audit Committee members is financially literate and Larry Hood, Tom Traves and Brendan Paddick are considered to be independent. The following is a brief summary of the education or experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee, including any education or experience that has provided the member financial literacy, that is, an understanding of the accounting principles used by Clearwater to prepare its annual and interim financial statements:

Audit Committee Members and Relevant Education and Experience

Larry Hood (Chair): Mr. Hood is a retired assurance partner, having spent his entire 35 year career, with the accounting firm KPMG. Larry holds a Bachelor of Commerce from Saint Mary's University and is a Chartered Accountant. During Larry's career he served many clients, gaining extensive experience in the fishing industry. Larry has been involved with many community projects and currently sits on the Board of Governors of Saint Mary's University and is currently Chairman of the Audit Committee.

Brendan Paddick: Mr. Paddick is the Chief Executive Officer of Columbus Communications Inc. since September 2004. He was the Chief Executive Officer of Persona Inc. and Persona Communications Inc. from 1992 to 2004. Mr. Paddick graduated with a Bachelor of Commerce and Master of Business Administration from Memorial University of Newfoundland and is a graduate of the Advanced Management Program at Harvard University.

Stan Spavold: Mr. Spavold is the Executive Vice President of Clearwater Fine Foods Incorporated. Mr. Spavold has his Bcom (Honours) from Dalhousie University. He received his CA designation in 1983 and his FCA in 2011. After 8 years in public accounting with KPMG, Stan joined McCain Foods Limited and enjoyed increasing responsibility and was appointed Vice President Finance in 1998. He joined Clearwater Fine Foods Incorporated in 2002. Stan currently sits as Director and member of the Audit Committee of Highliner Seafoods. He is also past board member and Chair of the Audit Committees of General DonLee Income Fund, Royal Host Real Estate Trust and Halterm Income Fund. He is currently a Governor of Dalhousie University and Chairs their investment committee. Stan is currently the Chair of Ocean Nutrition (Canada) and a member of the Board of Columbus International Inc (both private companies).

Tom Traves: Mr. Traves is President and Vice-Chancellor, Dalhousie University. Tom holds a Bachelors degree from the University of Manitoba and Masters and Doctorate degrees from York University. Tom was formerly Vice-President (Academic) at University of New Brunswick. Tom has been involved with a number of boards of directors and is currently a member of the Life Sciences Development Association, Innovacorp and the Greater Halifax Partnership.

Auditors' Fees

KPMG LLP has served as Clearwater's auditor since the date of completion of the initial public offering.

The table below provides disclosure of the services provided and fees billed by the Clearwater's external auditor over the two most recently completed fiscal years, dividing the services into the three categories of work performed:

Type of Work	Fees – Fiscal 2011	Fees – Fiscal 2010
Audit fees	$ 366,546	$366,954
Tax fees	289,931	69,606
All other fees	381,066	226,914
Total	**$1,037,543**	**$663,473**

Audit Services

Audit services relate to professional services rendered by the auditors for the audit of the Corporation and Clearwater's annual financial statements as well as services provided in connection with statutory and regulatory filings, prospectuses, periodic reports and other documents filed with securities regulatory bodies or other documents issued in connection with securities offerings.

Tax Services

Tax fees were paid for the review of tax returns, the review of proposed reorganizations of certain subsidiaries, assistance with review of foreign tax filings and assistance in completing routine tax schedules and calculations.

All Other Fees

Fees disclosed in the table above under the item "All other fees" were paid for services other than the audit fees, audit-related fees and tax fees described above. These services consisted of assistance with filings of foreign subsidiaries and completion of reports associated with security over foreign assets required as part of our banking arrangements.

Any non-audit services to be provided by the external auditors are required to be reviewed and approved in advance by the Chair of the Audit Committee. In addition, on a quarterly basis all fees paid to the external auditors, audit and non-audit, are reviewed in detail by the Audit Committee.

CONFLICTS OF INTEREST

Clearwater is not aware of any existing or potential material conflicts of interest between Clearwater or a subsidiary of Clearwater and any Director or officer of Clearwater or a subsidiary of Clearwater which have not been properly disclosed.

Non-Competition Agreement

In July 2002, CFFI and the individuals controlling it, Messrs. John C. Risley and Colin E. MacDonald, together with any person or entity controlled by or related to any of them, (collectively, the "**Restricted Persons**") entered into a non-competition agreement (the "**Non-Competition Agreement**") pursuant to which they covenanted not to compete with the business of Clearwater. The terms of this non-competition covenant are as follows.

- The term of the non-competition covenant is from July 31, 2002 until the first anniversary of the date that the Restricted Persons collectively hold less than 20% of the Common Shares on a fully diluted basis.
- Subject to the next sentence, during the term of the non-competition covenant, the Restricted Persons may not engage in the harvesting or primary processing of seafood in Atlantic Canada or Argentina, either by establishing a new business or purchasing an existing business, without the prior written consent of the Directors. If any of the Restricted Persons purchases a business that, as part of its operations, harvests or primary processes seafood in Atlantic Canada or Argentina, such a purchase shall not be regarded as a breach of the non-competition agreement provided that the harvesting and primary processing aspect of the business is disposed of within 18 months and, in connection with any such disposition, Clearwater is provided with a right of first refusal to purchase the business on terms that are no less favorable to Clearwater than the terms (if any) made available to a third party. The decision by Clearwater as to whether to exercise the right of first refusal will be made by the unrelated Directors and in compliance with all applicable securities laws, including, if applicable, the rules of certain securities regulators applicable to "related party transactions".
- The Restricted Persons may not purchase, directly or indirectly, a business that primarily engages in the harvesting or primary processing of seafood outside of Atlantic Canada or Argentina without first providing Clearwater with the opportunity to pursue the purchase of such business.
- Notwithstanding the foregoing, none of the following shall be regarded as a breach of the non-competition agreement or give rise to any rights in favor of Clearwater: (i) the acquisition of less than 20% of the shares or ownership interest in any entity or partnership provided that Clearwater shall have a right of first refusal in respect of the subsequent disposition of such an interest; (ii) CFFI increasing its interest in FPI Limited up to 49.9%; or (iii) the purchase of any business that, as part of its operations, derives less than $20 million in annual revenues over the three year period prior to the acquisition date from harvesting or primary seafood processing activities.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc. at its principal offices in the cities of Toronto, Ontario and Halifax, Nova Scotia.

MATERIAL CONTRACTS

The only material contracts entered into by any of Clearwater or CSLP during the past year or entered into prior to the most recently completed financial year, but after January 1, 2002, and that is still in effect, other than in the ordinary course of business, are as follows:

(a) the amended and restated limited partnership agreement dated July 31, 2002 among CS ManPar, Clearwater Seafoods Holdings Trust, CFFI, Atlantic Shrimp Company Limited and 2348800 Nova Scotia Limited, as amended, relating to the formation of CSLP;

(b) the trust indenture dated June 15, 2004 between Computershare Trust Company of Canada and the Fund, as supplemented, providing for the issuance of the Debentures;

(c) the credit agreement dated February 4, 2011 among CSLP, the other credit parties signatory thereto, the lenders signatory thereto from time to time and Prospect Capital Corporation providing for the extension to CSLP of a second lien term credit facility of up to US$45,000,000;

(d) the amended and restated credit agreement dated February 4, 2011 among CSLP, the other credit parties signatory thereto, the lenders signatory thereto from time to time, GE Canada Finance Holding Company, GE Capital Markets (Canada) Ltd. and GE Capital Markets Inc providing for the extension to CSLP of (i) a senior secured term credit facility of up to $70,000,000; and (ii) a senior secured revolving credit facility of up to $50,000,000; and

(e) the amended and restated arrangement agreement dated July 25, 2011 among Clearwater, the Fund, Clearwater Seafoods Holding Trust, CSLP, CS ManPar and 7914091 Canada Inc. providing for the conversion from an income trust to corporate structure.

LEGAL PROCEEDINGS

Except as disclosed in this AIF in the section "General Development of Clearwater Seafoods Incorporated – Glitnir Settlement Transaction," Clearwater is and has not been a party to, and none of its property is or was the subject of, any legal proceedings during the most recently completed financial year.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of Clearwater, or associate or affiliate of any of the foregoing, has any other material interest, direct or indirect, in any transaction which has materially affected Clearwater in the past three financial years (or in any transactions or proposed transaction which is reasonably expected to materially affect Clearwater in the future), except as disclosed herein under "General Development of Clearwater" or as disclosed in the Management Information Circular relating to the most recent annual meeting of unitholders of the Fund prior to the Arrangement.

INTERESTS OF EXPERTS

Names of Experts

The only persons or companies who are named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by Clearwater during, or relating to, Clearwater's most recently completed financial year, and whose profession or business gives authority to the statement, report or valuation made by the person or company, is KPMG LLP Chartered Accountants.

Interests of Experts

KPMG LLP Chartered Accountants has advised that it is independent in accordance with the Rules of Professional Conduct as outlined by the Institute of Chartered Accountants of Nova Scotia.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness and principal holders of securities of Clearwater, is contained in Clearwater's Management Information Circular relating to the most recent annual meeting of unitholders of the Fund. Additional financial information is contained in our financial statements and MD&A for the year ended December 31, 2011. Additional information relating to Clearwater may also be found on SEDAR at www.sedar.com. Copies of all of these documents may be obtained upon request from the Treasurer of Clearwater, 757 Bedford Highway, Bedford, Nova Scotia, B4A 3Z7.

SCHEDULE "A"
CLEARWATER'S AUDIT COMMITTEE CHARTER

Audit Committee Charter

The Canadian Securities Administrators' (CSA) multilateral instrument 52-110 has defined specific requirements for Audit Committees to meet. One of these requirements is that the company's Audit Committee will have a written charter that sets out its mandate and responsibilities. It also requires the text of the charter to be included in the annual information form along with other specified information on the audit committee members.

Purpose:

The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. The committee will also be responsible for identifying principal risks of the business and ensuring appropriate risk management techniques are in place.

The Audit Committee charges management with developing and implementing procedures to:

- ensure internal controls are appropriately designed, implemented and monitored
- ensure reporting and disclosure of required information is complete, accurate, and timely.

The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls, following the execution of the committee's responsibilities as described in the mandate

Composition of Committee:

The committee will be composed of a minimum of three Directors from the Company's Board of Directors.

All voting members of the committee will be financially literate and independent as defined by applicable legislation. If a member upon appointment to the committee is not financially literate as required, the person will be provided a three month period in which to achieve the desired level of literacy.

Authority:

The Committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the Committee will set the compensation for such advisors.

The Committee has the authority to communicate directly with and to meet with and without management involvement, the external auditors. This extends to requiring the external auditor to report directly to the Audit Committee.

Responsibilities:

1. The Audit Committee will recommend to the Board of Directors;

   (a) the external auditor to be nominated for purposes of preparing or issuing the auditor's report or performing other audit, review or attest services for the Company.

   (b) the compensation of the external auditor.

2. The Audit Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing the Auditor's Report or performing other review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting. The Audit Committee will also ensure that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor. The Audit Committee will also ensure that the external auditor meets the rotation requirements for partners and staff on the Company's audit.

3. The Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor. The Audit Committee has delegated to the Chair or any member of the Committee the authority to pre-approve non-audit services, with such pre-approved services presented to the Audit Committee at the next scheduled Audit Committee meeting following such pre-approval.

4. The Audit Committee will review and discuss with management and the external auditors the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditors' written communications to the Committee and to management.

5. The Audit Committee reviews the Company's financial statements, MD&A as well as annual and interim earnings press releases and recommends such to the Board. This is prior to public disclosure of such information.

6. The Audit Committee ensures that adequate procedures are in place for the review of financial information extracted or derived from the Company's financial statements, contained in the Company's other public disclosures and must periodically assesses the adequacy of those procedures.

   The Audit Committee establishes procedures for:

   (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

   (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

7. The Audit Committee reviews and approves the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee will ensure that the policies prohibits hiring any partners, employees and former partners and employees of the present and former external auditor of the Company

until the passage of three years subsequent to the date of their last employment by the present or former external auditor of the company.

8. The Audit Committee will, with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109. This will also involve enquiry of the Chief Internal Auditor as to the internal auditors' assessment of internal controls, and assessing disagreements between management and the internal auditor regarding the state of internal controls.

9 The Audit Committee will undertake a process to identify the principal risks of the business and ensure appropriate risk management techniques are in place. This will involve enquiry of management regarding how risks are managed as well as receiving opinions from Internal Audit regarding the effectiveness of the risk mitigation strategies.

Reporting:

The reporting obligations of the Committee will include:

- Report to the Board on the proceedings of each Audit Committee meeting and on the Audit Committee's recommendations at the next regularly scheduled Board meeting.
- Review the disclosure required in the Company's Annual Information Form as Form 52-110FI.

Meetings:

The Committee will meet at least four times per year and at least once every fiscal quarter.

Notice of meetings shall be given to the external auditor of the Company, and meetings can be convened at the request of the external auditor.