

Finance Committee Mandate

1. Purpose

The Finance Committee (the “**Committee**”) provides the board of directors (the “**Board**”) of Clearwater Seafoods Incorporated (the “**Corporation**” or “**Clearwater**”) oversight of management’s recommendations to the Board concerning the Corporation’s liquidity, capital structure and strategies, financing strategies, financial risk management and dividend policy.

The Committee shall not have oversight responsibility with respect to the Corporation’s financial reporting, which is the responsibility of the Audit Committee. The Chair of the Committee shall work with the Chair of the Audit Committee to make sure their responsibilities do not overlap. The Committee will also work closely with management to ensure that it serves an oversight function, lending its expertise to enhance the Corporation’s treasury function without managing that function.

2. Composition

The Committee will consist of at least 3 directors, all of whom shall be suitably knowledgeable in matters pertaining to corporate finance and have experience with the capital markets.

Members of the Committee and its Chair will be appointed annually by the Board, on the recommendation of the Corporate Governance Committee.

Committee members may be removed or replaced at any time by the Board, upon the recommendation of the Corporate Governance Committee, and will, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board upon the recommendation of the Corporate Governance Committee.

3. Procedures

The Committee will meet at least annually or more frequently as it deems necessary to fulfill its responsibilities.

A majority of Committee members, present in person, by telephone, or by other permissible communication facilities will constitute a quorum. Attendance for the meetings will be recorded and any materials that are intended to be reviewed or discussed will be distributed in advance. The Committee will appoint a secretary, who need not be a member of the Committee or a director of the Corporation, to keep minutes, which will document the actions, decisions and recommendations from each meeting. Minutes will be sent to all Committee members on a timely basis.

The Committee shall report to the Board following each meeting.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent. The Committee may establish subcommittees consisting of one or more members to carry out such duties as the Committee may delegate.

The Chair will have a vote on all matters but will not have any casting or tie-breaking vote. The Chair will call the meetings and set an agenda in consultation with management and the Chair of the Board. The Chair of the Board, the CEO, the CFO and the Treasurer of Clearwater will be ex-officio non-voting members of the Committee and shall be invited to attend all meetings unless they are held "in camera".

4. Authority

The Committee has the authority to engage and set the compensation of independent counsel and other advisors, at the Corporation's expense, as it determines necessary to carry out its duties.

5. Specific Duties & Responsibilities

The Committee will:

- (a) Work with management to develop a short, medium term and long term capital structure to ensure that the Corporation can execute the strategic plan at an appropriate cost of capital;
- (b) Review recommendations made by management for all debt and equity offerings, lending the Committee's expertise and oversight to management and then recommending such offerings to the Board and then monitoring execution of the plan;
- (c) Provide oversight in developing and reviewing a dividend policy and ensuring under the capital markets plan that the Corporation has the resources and capacity to pay the dividend;
- (d) Review management's strategy and plans with respect to communication of the Corporation's plans and objectives to existing and potential lenders and equity holders;
- (e) Review the Corporation's annual capital expenditure plan and capital expenditures not in the plan that exceed management's approval threshold as well as any divestures of capital assets;

- (f) Review recommendations from management for significant investments, acquisitions, participation in joint ventures and partnerships as well as any divestitures in these areas;
- (g) Review all corporate acquisitions recommended by management to the Board, ensuring capital resources are available to complete the deals;
- (h) Assist with mentorship of treasury function;
- (i) Educate the Board on capital market issues and continue to update the Board on current market conditions;
- (j) Review the Corporation's policy on foreign exchange hedging and review recommendations to the Board on hedging policy and strategy;
- (k) Receive periodic reports from management on liquidity (including available credit, covenants, free cash flow, leverage and credit ratings), cost of capital, foreign exchange and interest rate management and capital expenditures;
- (l) Annually review this mandate and provide recommendations to the Board on any proposed amendments resulting from such review; and
- (m) Carry out such other responsibilities as the Board may, from time to time, set forth.