



WESTONIA MINES LIMITED

ACN 084 669 036

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROXY FORM**

**Wednesday 24th November 2004, at 1.00 pm
The Celtic Club, 48 Ord Street, West Perth, Western Australia 6005**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Westonia Mines Limited ("the Company") will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday 24th November, 2004 at 1.00pm WST for the purpose of transacting the following business.

AGENDA

ANNUAL ACCOUNTS

To receive and consider the Financial Report, Directors' Report, Directors' Declaration and Audit Report for the year ended 30 June 2004.

RESOLUTION 1 ~ RE-ELECTION OF MR CHRIS MELLOY AS A DIRECTOR

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

"That Mr Chris Melloy, a Director of the Company, having retired in accordance with clause 13.2 of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

SHORT EXPLANATION:

Clause 13.2 of the Constitution requires that at the Annual General Meeting, one-third of the Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

RESOLUTION 2 ~ RATIFICATION OF PREVIOUS ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the Company hereby ratifies the previous issue of 4,000,000 fully paid ordinary Shares by the Company the details of which are set out below:

Number Allotted: 4,000,000 ordinary fully paid Shares

Allottee: Lion Selection Group Limited

Issue Price: 25 cents per Share

Terms and Conditions of shares: Shares ranking *pari passu* in all respects with the Company's existing fully paid ordinary Shares.

Purpose of Issue: As detailed in the attached Explanatory Memorandum."

The Company will disregard any votes cast on this resolution by Lion Selection Group Limited and any associate of Lion Selection Group Limited. However the entity need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Notice of Annual General Meeting

RESOLUTION 3 ~ RATIFICATION OF PREVIOUS ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the Company hereby ratifies the previous issue of 5,012,500 fully paid ordinary Shares by the Company pursuant to the Company's Share Purchase Plan the details of which are set out below:

Number Allotted:	5,012,500 ordinary fully paid Shares
Allottees:	As set out in Appendix A to the Explanatory Memorandum accompanying this Notice of Meeting
Issue Price:	40 cents per Share
Terms and Conditions of shares:	Shares Ranking <i>pari passu</i> in all respects with the Company's existing fully paid ordinary Shares.
Purpose of Issue:	As detailed in the attached Explanatory Memorandum."

The Company will disregard any votes cast on this resolution by and any party who has participated in this issue ("participant") or an associate of a participant. However the entity need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4 ~ ISSUE OF SHARES

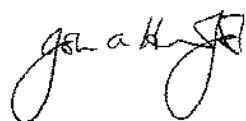
To consider and if thought fit, to pass the following as an ordinary resolution:

"That for the purposes of Listing Rule 7.1, the Company hereby approves and authorises the issue of up to 100,000,000 fully paid ordinary Shares on such terms and conditions as set out in section 2 of the attached Explanatory Memorandum, such Shares to be issued not later than three (3) months after the date of this meeting:

Issue Price:	Not less than 80% of the average market price of the Company's Shares during the 5 days immediately preceding the lodgement of a prospectus to issue the Shares.
Number of Shares:	up to 100,000,000 fully paid ordinary Shares.
Terms and Conditions of the Securities:	Ranking <i>pari passu</i> in all respects with the Company's existing fully paid ordinary Shares.
Purpose of Issue:	As detailed in the attached Explanatory Memorandum."

The Company will disregard any votes cast on this resolution by any person who may participate in the issue and any person who may obtain a benefit from the issue, or any associate of a participant unless the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD



JOHN HANNAFORD
Company Secretary

Dated: 13 October 2004

Explanatory Memorandum

1. RESOLUTIONS 2 AND 3 ~ RATIFICATION OF PREVIOUS ISSUES OF SHARES

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the value of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the company in general meeting is obtained. It is possible under Listing Rule 7.4 to ratify previous issues that were made otherwise than under Listing Rule 7.1. The effect of such a ratification is to restore Westonia's discretionary power to issue further shares up to 15% of the nominal value of the Company's issued Shares at the beginning of the relevant 12 month period without obtaining shareholder approval.

The Company experiences delays and incurs quite significant costs when obtaining shareholder approval each time it wishes to issue securities which exceed the 15% limit and do not otherwise fall within one of the nominated Listing Rule exceptions. It is for this reason that the Company has chosen to take this opportunity to ratify the previous non-exempt issue made in the last 12 months and thereby restore its discretionary limit to 15%.

(a) in relation to Resolution 2, in compliance with Listing Rule 7.5 shareholders are advised as follows:

- (i) The number of securities allotted was 4,000,000 ordinary Shares;
- (ii) Shares were issued pursuant to a private placement on 20 August 2004;
- (iii) The Shares were issued at 25 cents per share;
- (iv) The Shares rank pari passu in all respects with the Company's existing fully paid ordinary Shares; and
- (v) Funds raised were used to fund finalisation of the feasibility study into mining operations at the Company's Westonia Gold Project, as well as to fund working capital requirements.

(b) in relation to Resolution 3, in compliance with Listing Rule 7.5 shareholders are advised as follows:

- (i) The number of securities allotted was 5,012,500 ordinary Shares;
- (ii) Shares were issued pursuant to a share purchase plan on 13 January 2004;
- (iii) Shares were issued pursuant to the Company's Share Purchase Plan which was underwritten to \$2 million by Euroz Securities Limited. Shares were allotted to shareholders and clients of Euroz Securities Limited, as set out in Appendix A to this Explanatory Memorandum.
- (iv) The Shares were issued at 40 cents per share;
- (v) The Shares rank pari passu in all respects with the Company's existing fully paid ordinary shares; and
- (vi) Funds raised were used to fund drilling activities involved with the feasibility study into mining operations at the Company's Westonia Gold Project, as well as to fund working capital requirements.

2. RESOLUTION 4 ~ ISSUE OF SHARES

The Company has completed its Bankable Feasibility Study ("BFS") into the recommencement of mining operations at its Westonia Gold Project in Western Australia. The Company will need to raise a significant level of capital to fund development of the project. Until such time as negotiations with project bankers have concluded, the proportion of debt to equity as a component of the capital requirement will not be known with certainty. Once the equity requirement is known, the Company will embark on an issue of equity capital. In order to reduce the costs and delays of seeking the approval of shareholders at that time, the Company is seeking approval at the Annual General Meeting for a capital raising to be conducted as part of the project financing for the Westonia Gold Project. Further details of the nature of the capital raising and the associated terms and conditions will be announced to the market at the appropriate time.

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the value of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the company in general meeting is obtained.

In compliance with Listing Rule 7.3 shareholders are advised as follows:

- a) The total number of securities which may be allotted is up to 100,000,000 ordinary Shares;
- b) It is proposed that the Shares will be issued to the public pursuant to a prospectus;
- c) The Shares will be issued progressively within 3 months of the date of the general meeting;
- d) The Shares will be issued at no less than 80% of the average market price 5 days immediately preceding the lodgement of a prospectus to issue the Shares;
- e) The Shares rank pari passu in all respects with the Company's existing fully paid ordinary Shares; and
- f) The purpose of the issue of Shares is to raise capital to fund operating costs and the development of the Company's existing activities and new businesses that may be acquired.

3. GLOSSARY OF TERMS

In this Explanatory Memorandum and accompanying Notice of Meeting the following words and expressions have the following meanings:

"ASIC" – Australian Securities & Investments Commission;
"ASX" – Australian Stock Exchange Limited;
"Company" or "Westonia" means Westonia Mines Limited (ACN 084 669 036);
"Constitution" means the Constitution of the Company;
"Corporations Act" means the Corporations Act 2001 (Cth);
"Listing Rule" means the Listing Rules of the ASX;
"Shares" means ordinary fully paid shares in the Company.

Explanatory Memorandum

WESTONIA MINES LIMITED

SCHEDULE A

LIST OF ALLOTTEES RECEIVING SHARES PURSUANT TO THE SHARE PURCHASE PLAN AT 40 CENTS EACH ON 13 JANUARY 2004

NAME	NO. OF SHARES	NAME	NO. OF SHARES
Zero Nominees Pty Ltd	1,640,736	MacKenzie, Peter	12,500
Westpac Custodian Nominees	875,059	Andrew Neil Alford & Christiaan Andrew	12,500
		McGregor Alford	
JP Morgan Nominees Australia	546,912	Gregson, Michael David	12,500
Rygold Nominees Pty Ltd	218,765	O'Brien & Galante Solicitors	12,500
Sunbright Holdings Pty Ltd	218,765	Galante, Kerry Maria	12,500
Molita Grove Grazing Pty Ltd	218,765	Galante, Nicholas James	12,500
EP Lawrence Nominees Pty Ltd	218,765	Inmont Pty Ltd	12,500
Caldow, William & Jeanette	218,765	Best, Jacqueline	12,500
Cathedral Nominees Pty Ltd	218,765	Freitag, Daniel Willcox	12,500
Norrish, Marion	12,500	Schoorl, Robin Feo	12,500
Larkin, Alan Percy	12,500	Schoorl Robin Feo	12,500
O'Rourke, Thomas Peter	12,500	Gorman, Patrick Joseph	12,500
McEwen, Ian Stuart	12,500	Woodburn Enterprises Pty Ltd	12,500
Howse, Eric John	12,500	Freer, Margaret Elizabeth	10,000
Jimmy Roger Pty Limited	12,500	Punjabi, Dushyant	10,000
Pickles, Stephen Charles	12,500	Vearing, Ronald David	10,000
Inmont Pty Ltd	12,500	Bradford, Ronald Allan	9,819
Gleeson, Michael	12,500	McNamee, John Edward	8,000
Paul Dibb & Associates Pty Ltd	12,500	Galvin, Margaret Patricia	7,500
Greeff, Pieter Willem	12,500	Phillips, Ian Pieter	6,667
Trust Company Superannuation	12,500	Invia Custodian Pty Limited	6,250
Hennings, Peter Ernest	12,500	Robinson, Clive Donald	6,250
Pickles, Lynn Alison	12,500	Diggie, John Nelson	6,250
Vorrath, Elizabeth Murdoch	12,500	Shean, Peter Stephen & Christine Lesley	6,250
Carlsson, James Christopher	12,500	Watson, June	6,250
Hondrakis, Panagiota	12,500	Pollock, Lindsay Gordon	6,250
Angleviel, Jacques	12,500	LB Mayor (Export) Pty Limited	6,250
Valenta, Thomas	12,500	Young, William John	6,250
Grenfeld Holdings Pty Ltd	12,500	Pollock, Murray G.	6,250
Hendry & Watson Consulting Pty Ltd	12,500	Goldrich Holdings Pty Ltd	6,250
McKeown, Danielle	12,500	Jayleaf Holdings Pty Ltd	6,250
McKeown, Danielle	12,500	Rent-A-Yacht Pty Ltd	5,000
Webb, Leslie Harold	12,500	O'Dempsey, Darcy Edward	5,000
Greenwood, John Barton	12,500	Little, Gary William	3,750
Webb, Leslie	12,500	Batchelor, Judith	2,667
		Cotchin, Rex Thomas	2,550
TOTAL SHARES PLACED			5,012,500



WESTONIA MINES LIMITED

ACN 084 669 036

PROXY FORM

The Share Registrar
WESTONIA MINES LIMITED
First Floor
9 Havelock Street
West Perth WA 6005

OR

Facsimile: (08) 9321 8804

I/We (name of shareholder)
of (address)
being a member/members of Westonia Mines Limited hereby appoint
(name)
of (address)
and/or failing that person (name)
of (address)

or failing that person then the Chairperson of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 24th November 2004 at 1.00 p.m. and at any adjournment of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain
Resolution 1 – Re-election of Mr Chris Melloy as a Director	☐	☐	☐
Resolution 2 – Ratification of Previous Issue	☐	☐	☐
Resolution 3 – Ratification of Previous Issue	☐	☐	☐
Resolution 4 – Approval for Issue of Shares	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

If you do not wish to direct your proxy how to vote, please place a mark in the box. By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

☐

This Proxy is appointed to represent% of my voting rights, or if two proxies are appointed Proxy No. 1 represents% and Proxy No. 2 represents% of my total votes. My total voting rights are shares.

If the shareholder is an individual:

Signature:

Name:

If the shareholder is a company:

Affix common seal (if required by Constitution)

Director/Sole Director and Secretary

Director/Secretary



WESTONIA MINES LIMITED

ACN 084 669 036

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed either in accordance with the Constitution of the Company or under the hand of an officer of the Company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by all of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting, that is **1.00 pm Monday 22nd November 2004**, by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (c) If the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

7. The Chairperson intends to vote in favour of all resolutions set out in the Notice.