WESTCOAST MINING LIMITED

ABN 65 084 918 481

NOTICE OF GENERAL MEETING
EXPLANATORY STATEMENT
PROXY FORM

For the General Meeting to be held on
Thursday, 27 January 2005 at 9.30am (WST)
at Level 2, 76 Kings Park Road, West Perth

This is an important document. Please read it carefully.

If you are unable to attend the General Meeting, please complete the enclosed proxy form and return it in accordance with the instructions set out on that form.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The General Meeting of the shareholders of Westcoast Mining Limited will be held at:

Level 2	**Commencing at:**
76 Kings Park Road	**9.30am (WST)**
West Perth WA	**on 27 January 2005**

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 9.30am (WST).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company's Share Registry at Security Transfer Registrars Pty Ltd on facsimile number (08) 9315 2233 (International: + 61 8 9315 2233); or
- deliver it to the Company's Share Registry at Security Transfer Registrars Pty Ltd, 770 Canning Highway, Applecross, Western Australia

so that it is received not later than 9.30am (WST) on Tuesday, 25 January 2005.

Your proxy form is enclosed.

WESTCOAST MINING LIMITED
ABN 65 084 918 481

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of shareholders of Westcoast Mining Limited (**Westcoast** or **Company**) will be held at Level 2, 76 Kings Park Road, West Perth, Western Australia at 9.30am (WST) on Thursday, 27 January 2005.

AGENDA

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

SPECIAL BUSINESS

Resolution 1 – Removal of Mr David J Humann as a Director

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

> *"That, pursuant to the power under Clause 13.5 of the Company's Constitution, Mr David J Humann be removed as a director of the Company, and that Mr Edward S Smith, having consented to act, be appointed a director of the Company in his place, with effect from the close of the general meeting."*

Resolution 2 – Appointment of Mr Edward S Smith as a Director

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

> *"That, in the event that either Resolution 1 is not duly passed or that Mr David J Humann is no longer a director of the Company at the time Resolution 1 is voted on, Mr Edward S Smith, having consented to act, be appointed a director of the Company pursuant to Clause 13.3 of the Company's Constitution, with effect from the close of the general meeting."*

Resolution 3 – Removal of Mr Michael Collings as a Director

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

> *"That, pursuant to the power under Clause 13.5 of the Company's Constitution, Mr Michael Collings be removed as a director of the Company, and that Mr Douglas Jendry, having consented to act, be appointed a director of the Company in his place, with effect from the close of the general meeting."*

Resolution 4 – Appointment of Mr Douglas Jendry as a Director

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

> *"That, in the event that either Resolution 3 is not duly passed or that Mr Michael Collings is no longer a director of the Company at the time Resolution 3 is voted on, Mr Douglas Jendry, having consented to act, be appointed a director of the Company pursuant to Clause 13.3 of the Company's Constitution, with effect from the close of the general meeting."*

Resolution 5 – Removal of Mr Stefan Saw as a Director

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

> *"That, pursuant to the power under Clause 13.5 of the Company's Constitution, Mr Stefan Saw be removed as a director of the Company, and that Mr Geoffrey A Gander, having consented to act, be appointed a director of the Company in his place, with effect from the close of the general meeting."*

Resolution 6 – Appointment of Mr Geoffrey A Gander as a Director

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

> *"That, in the event that either Resolution 5 is not duly passed or that Mr Stefan Saw is no longer a director of the Company at the time Resolution 5 is voted on, Mr Geoffrey A Gander, having consented to act, be appointed a director of the Company pursuant to Clause 13.3 of the Company's Constitution, with effect from the close of the general meeting."*

Resolution 7 – Removal of Other Directors

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

> *"That, subject to the passing of any or all of Resolutions 1, 2, 3, 4, 5 and 6, any and all persons appointed as a director of the Company prior to the time of the commencement of the General Meeting (other than Mr Edward S Smith, Mr Douglas Jendry and Mr Geoffrey A Gander) be removed as directors of the Company pursuant to Clause 13.5 of the Company's Constitution, with effect from the close of the general meeting."*

By order of the Board

Marcus Michael
Company Secretary

Perth, Western Australia
21 December 2004

NOTES:

1. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.

2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it 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.

3. For the purposes of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 5.00pm (WST) on 25 January 2005.

WESTCOAST MINING LIMITED
ABN 65 084 918 481

EXPLANATORY STATEMENT

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

1. THE RESOLUTIONS

1.1 Introduction

The General Meeting has been called pursuant to section 249D of the Corporations Act which provides that the directors of a company must call a general meeting if requested by:

(a) members with at least 5% of the votes that may be cast at a general meeting; or

(b) at least 100 members who are entitled to vote at the general meeting.

1.2 Request for General Meeting

On 2 December 2004 the Company received a request from Royal Sunset Pty Ltd (ACN 074 524 600) and Elcos Pty Ltd (ACN 008 915 197) in accordance with section 249D(1)(a) of the Corporations Act to call, arrange and hold a general meeting of the Company to consider resolutions to remove as directors of the Company Mr David Humann, Mr Michael Collings and Mr Stefan Saw and appoint as directors Mr Edward Smith, Mr Douglas Jendry and Mr Geoffrey Gander.

The purpose of the General Meeting is to satisfy the requests and consider the requested resolutions.

2. ENQUIRIES

Shareholders are invited to contact the Company Secretary on (08) 9322 8222 if they have any queries in respect of the matters set out in these documents.

WESTCOAST MINING LIMITED
ABN 65 084 918 481
PROXY FORM
ANNUAL GENERAL MEETING

I/We ______________________________

being a Member of Westcoast Mining Limited entitled to attend and vote at the Meeting, hereby

Appoint ______________________________

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the general meeting to be held at Level 2, 76 Kings Park Road, West Perth, Western Australia, on Thursday, 27 January 2005 at 9.30am (WST) and at any adjournment thereof.

If no directions are given, the Chairman will vote against all of the resolutions.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	- Removal of Mr David J Humann as a Director	☐	☐	☐
Resolution 2	- Appointment of Mr Edward S Smith as a Director	☐	☐	☐
Resolution 3	- Removal of Mr Michael Collings as a Director	☐	☐	☐
Resolution 4	- Appointment of Mr Douglas Jendry as a Director	☐	☐	☐
Resolution 5	- Removal of Mr Stefan Saw as a Director	☐	☐	☐
Resolution 6	- Appointment of Mr Geoffrey A Gander as a Director	☐	☐	☐
Resolution 7	- Removal of Other Directors	☐	☐	☐

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box ☐

By marking this box, you acknowledge that the Chairman 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 the interest. The Chairman intends to vote against all of the resolutions.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 20

By:

Individuals and joint holders	**Companies (affix common seal if appropriate)**
Signature	Director
Signature	Director/Company Secretary
Signature	Sole Director and Sole Company Secretary

WESTCOAST MINING LTD
ABN 65 084 918 481

Instructions for Completing Proxy Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.

2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.

3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

   - 2 directors of the company;
   - a director and a company secretary of the company; or
   - for a proprietary company that has a sole director who is also the sole company secretary – that director.

   For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.

5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.