



WESTONIA MINES LIMITED

ACN 084 669 036

NOTICE OF GENERAL MEETING

PROXY FORM

EXPLANATORY MEMORANDUM

Date of Meeting

27th August, 2008

Time of Meeting

12:00 PM

Place of Meeting

Celtic Club
48 Ord St, West Perth
WA 6005

This Notice of General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

**WESTONIA MINES LIMITED
ACN 084 669 036**

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE GENERAL MEETING OF SHAREHOLDERS OF WESTONIA MINES LIMITED ACN 084 669 036 ("Westonia/the Company") WILL BE HELD AT CELTIC CLUB, 48 ORD STREET, WEST PERTH, WESTERN AUSTRALIA ON 27th August 2008, AT 12:00PM (WST).

AGENDA

SPECIAL BUSINESS

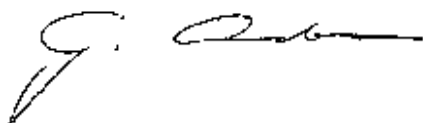
To consider and if thought fit, to pass, with or without amendment, the following resolution as **ordinary resolution**:-

1. **Resolution 1 – Change of Company Name**

"That, with effect on and from the date that ASIC alters the details of the Company's registration in accordance with section 157 of the Corporations Act, the name of the Company is changed to "CATALPA RESOURCES LIMITED".

BY ORDER OF THE BOARD

Dated 23 July 2008



**Graham D Anderson
Company Secretary**

PROXY

A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and to vote instead of the member. The proxy need not be a member of Westonia. Proxy Forms must be lodged at the principal office of Westonia at 9 Havelock Street, West Perth, Western Australia 6005, or the proxy may be sent by facsimile to the Company on facsimile number (08) 9321 8804 not later than 48 hours before the time of the meeting.

For the determination of voting entitlements, the Directors have determined that the numbers of shares registered in the names of each member 48 hours prior to the time of the meeting will be taken, for the purposes of the meeting, to be held by the person who held them at that time.

A Proxy Form accompanies this Notice of Meeting.

NOTES TO THE PROXY FORM

Pursuant to the Company's Constitution and the Corporations Act 2001, any person registered in the Register of Shareholders as a holder of one or more shares 48 hours prior to the time of commencement of the Meeting is entitled to attend and vote at the Meeting.

Members are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

The Proxy Form and the Power of Attorney (if any) or the instrument appointing the proxy and power of attorney (if any) under which it is signed (or an office copy or notorially certified copy thereof) must be deposited at the Registered Office of the Company at 9 Havelock Street, West Perth, WA 6005 at least 48 hours prior to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote.

A proxy must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, under its common seal or under the hand of an authorised officer or attorney.

A person authorised (pursuant to the provisions of the Corporations Act 2001) by a corporation which is a member of the Company to act as its representative at the Meeting is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company.

A legible facsimile transmission copy of the instrument and the power of attorney or other authority is acceptable. The facsimile number to which a Proxy Form may be sent is (08) 9321 8804.

The proxy may, but need not be, a member of the Company.

Corporate Representation

A company may only vote by proxy, power of attorney or by appointment of a corporate representative. The instrument appointing a proxy is not valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, or power of attorney is submitted to the Registered Office within the time set out herein. A company must sign a proxy under common seal in accordance with its Constitution or otherwise in accordance with the Corporations Act 2001 or under power of attorney which must be produced with the Proxy Form.

If the shares are registered in the name of more than one person, all such holders must sign the Proxy Form.

To be valid a Proxy Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors.

WESTONIA MINES LIMITED
ACN 084 669 036

EXPLANATORY STATEMENT

This Explanatory Statement is for the information of members of **WESTONIA MINES LIMITED (Westonia)** in connection with Resolutions to be considered at the General Meeting of Westonia to be held on 27th August 2008 at 12:00PM (WST). If members are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

Special Business

Resolution 1 – Change of Company Name

The Directors of the Company have resolved, subject to Shareholder approval, to change the Company's name to "CATALPA RESOURCES LIMITED" and Resolution 1 seeks Shareholder approval for that change in accordance with Section 157 of the Corporations Act.

The Company has been considering re-naming the Company for some time and believes that it is now appropriate to make this change for the following reasons:

- Recent appointments of Managing Director and other Board members.
- Communication of our new company vision to '*Utilise the Westonia assets as a platform to develop, explore, acquire and grow a mid tier resource business*'
- Initiation of an update to the 2006 Edna May Gold Project Feasibility Study which is scheduled for completion in the September quarter 2008;
- Communication of a renewed exploration focus on both underground and near mine surface targets, and regional targets to increase Resources and Reserves to fulfil our corporate objective to become a successful mid tier producer;
- Continued growth in gold price and buoyant outlook in the near future;

The name 'Catalpa' has an interesting history in Western Australia. 'Catalpa' is the name of a boat attached to a well planned, brave and brazen rescue of Fenian prisoners off the Perth coastline near Rockingham in 1876. The 'Catalpa Rescue' is symbolised by a memorial plaque in Rockingham and has been the subject of an exhibition and forms part of our school history curriculum. We believe it symbolises the determination of the considerable historical mining effort at Westonia over three separate occasions since 1911. The success and determination of all involved in the 'Catalpa rescue' can be likened to the resolve and commitment of the Board and Management to the success of 'Catalpa Resources Limited' vision of becoming successful mid tier resource company.

It is the belief of the Board, and supported by others in the investment community, that Westonia Mines Limited share price is significantly undervalued and the re-naming is critical in re-establishing the Company back on the 'investor radar' and resultant increase in share value. We have a sound Resource base at Westonia with significant upside to grow Resources, Reserves and move towards production from the Edna May Gold Project. Re-naming Westonia Mines Limited to 'Catalpa Resources Limited' is a critical link in the 'rebirth' and growth of the company.

Resolution 1 is a special resolution and, as such, requires approval of 75% of the votes cast by Shareholders entitled to vote on the Resolution, in order to be passed.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

WESTONIA MINES LIMITED
ACN 084 669 036

Level 1, 9 Havelock Street, West Perth WA 6005
(PO Box 1300, West Perth WA 6872)

Facsimile: +(08) 9321 8804

PROXY FORM

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Email Address:

Contact Name (if different from above):

Appointment of Proxy

I/We being a shareholder/s of Westonia Mines Limited and entitled to attend and vote hereby appoint

The Chairman
of the meeting

OR

Write here the name of the person you are
appointing if this person is someone other
than the Chairman of the Meeting.

(mark with an 'X')

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Westonia Mines Limited to be held at The Celtic Club, 48 Ord Street, West Perth, WA, 6005 on 27th August at 12:00PM WST and at any adjournment of that meeting.

Voting directions to your proxy – please mark to indicate your directions

Special Business

Resolution 1 Change of Company Name

For Against Abstain*

OR If you do NOT wish to direct your Proxy how to vote

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

*Appointment of a second proxy (see instructions attached).

*If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

PLEASE SIGN HERE This section must be signed in accordance with the instructions attached to enable your directions to be implemented

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary