



ISHINE INTERNATIONAL RESOURCES LIMITED

ACN 139 522 553

Notice of Annual General Meeting Explanatory Statement and Proxy Form

TIME: 10:30 am WST
DATE: 30 November 2012
PLACE: 1187 Hay Street, West Perth, Western Australia

This Notice of Annual 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (08) 9322 2700.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:30 am WST on **30 November 2012** at:

1187 Hay Street, West Perth, Western Australia.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your Shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) Deliver to the registered office, 14 Emerald Terrace, West Perth, Western Australia 6005; or
- (b) post to PO Box 389, West Perth, Western Australia 6872; or
- (c) facsimile to the Company Secretary on facsimile number +61 (08) 9322 7211,

so that it is received not later than 10:30 am WST on 28 November 2012.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the meeting, at which a “snapshot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the General Meeting.

The Company’s Directors have determined that all Shares of the Company that are quoted on ASX at 10:30 am WST on 28 November 2012 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of ISHINE INTERNATIONAL RESOURCES LIMITED (**Company**) will be held at 1187 Hay Street, West Perth, Western Australia on 30 November 2012 commencing at 10:30 am WST.

AGENDA

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of Section 250R(2) of the Corporations Act, the remuneration report forming part of the Company’s 2012 Annual Report, which is available at www.ishineresources.com, be adopted.”

Voting Exclusion

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel listed in the Remuneration Report (KMP) or a KMP’s closely related party. However the Company need not disregard a vote if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) it is cast by the person chairing the meeting as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution

Closely related party is defined in the Corporations Act 2001 (Cth) (Corporations Act) and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

2 RESOLUTION 2 – RE-ELECTION OF MR MARK MUZZIN AS A DIRECTOR

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

“That, Mr Mark Muzzin being a Director of the Company, who retires by rotation in accordance with clause 11.2 of the Constitution of the Company and being eligible for re-election, be hereby re-elected as a Director of the Company.”

3 RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES

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

“That, and for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the allotment and issue of up to 4,500,000 shares at \$0.22 each to raise \$990,000.00 to Shandong Ishine Mining Industry Co. or their nominated nominees being a related party pursuant to Section 228 of the Corporations Act on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed and any associates of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- a) 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
- b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

BY ORDER OF THE BOARD OF DIRECTORS



Leonard Math
Company Secretary
ISHINE INTERNATIONAL RESOURCES LIMITED
31 October 2012

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 Ishine International Resources Limited. Proxy Forms must be lodged at the Registered Office of Ishine International Resources Limited at 14 Emerald Terrace, West Perth, Western Australia 6005, (PO Box 389, West Perth, Western Australia 6872) or the proxy may be sent by facsimile to the Company on facsimile number (08) 9322 7211 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 notarially certified copy thereof) must be deposited at the Registered Office of the Company at Ishine International Resources Limited at 14 Emerald Terrace, West Perth, Western Australia 6005, (PO Box 389, West Perth, Western Australia 6872) 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) 9322 7211.

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

New sections 250BB and 250BC of the Corporations Act 2001 came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

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.

Important information in respect of proxy voting on Resolution 1 (Remuneration Report)

The key management personnel (KMP) (including the Chairman of the meeting) of the Company and their closely related parties will not be able to vote your proxy on Resolution 1 unless you direct them how to vote. If you intend to appoint a member of the KMP or their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 1.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the boxes for Resolution 1 (ie by directing him to vote 'for', 'against' or 'abstain').

The Chairman of the Meeting intends to vote all available proxies in favour of all items of business, including in relation to Resolution 1.

Please note that if the Chairman is your proxy and you do not provide a direction (or if your direction is to abstain from voting) the Chairman of the meeting will not be able to cast your votes and your votes will not be counted in computing the required majority on a poll.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held at 1187Hay Street, West Perth, Western Australia on 30 November 2012 commencing at 10:30 am WST.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the glossary.

ORDINARY BUSINESS

Annual Financial Report

The Annual Report 2012 (including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2012) is available for review by members at www.ishineresources.com and will be tabled at the Meeting. There is no formal resolution to accept the financial statements and reports, but provision will be made for members to question the Directors and the Auditor should they wish to do so.

Whilst there is no requirement for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2012 which is available on the ASX platform at www.asx.com.au;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Board submits its Remuneration Report for the year ended 30 June 2012 to shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out on pages 11 to 13 of the 2012 Annual Report. This report can also be found on the Company's website at www.ishineresources.com. The report:

- explains the Company's remuneration principles relating to the nature and amount of the remuneration of directors, senior managers and other group executives of the Company;
- discusses the relationship between such principles and the Company's performance; and

- sets out remuneration details for each director and for each relevant executive of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The vote on the Remuneration Report is advisory only and will not bind the Company, however the Board places importance on the outcome of the vote and will take it into account when considering the Company's remuneration policy.

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

The Board of Directors unanimously recommends that shareholders vote in favour of the adoption of the remuneration report.

2 RESOLUTION 2 – RE-ELECTION OF MR MARK MUZZIN AS A DIRECTOR

2.1 Background

The Constitution of the Company requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each Annual General Meeting of the Company.

Mr Mark Muzzin therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the Meeting.

2.2 Board recommendation

The Board of Directors, with Mr Mark Muzzin abstaining, recommends that members vote to approve this Resolution.

3 RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES

3.1 Background

Under the *Corporations Act 2001 (Cth)*, the provision of any financial benefit to a related party requires shareholder approval in accordance with the procedure set out in Part 2E.1 of that Act, unless one of a number of exceptions applies. Part 2E.1 applies to the issue of Shares to a related party between the Company and a related party. A "related party" (as defined in the Act) includes an entity that controls a public company. Shandong Ishine Mining Industry Co. ("SIMIC") is considered as a related party as it holds 68.27% of Ishine and controls the company.

The Company requires further funds to provide working capital to maintain the tenements held by the Company. This proposed issue will increase Shandong Ishine Mining Industry Co.'s ("SIMIC") holding in the Company from 68.27% to 69.83%.

The parties are related by virtue of the definition of related parties in Section 228.

The issue price of \$0.22 per share is half a cent above the market price on 22 October 2012 when this notice was prepared. The Board therefore considers the issue of up to 4,500,000 Shares to its major shareholder at half a cent above market to be reasonable in the circumstances. The Shares will be issued within one month after the meeting.

The Company currently has on issue 87,300,000 Shares and 6,275,000 Options. On the assumption that all of the existing options (unless otherwise specified) are not exercised, the Relevant Interests of the Related Party is set out in the table below. Using the same assumption and further assuming:

- a) the Related Parties received the shares to be issued under Resolution 3; and
- b) no more Shares or options are issued exercised by the Company,

(“Assumptions”), the Relevant Interests of the Related Party in Shares before and after the transactions described in this Notice of Meeting is set out in the Relevant Interests Table below:

Relevant Party with Relevant Interests	Number of Shares held as at the date of Notice of Meeting	Number of Options held as at the date of Notice of Meeting	Number of Shares to be issued	Number of Shares on Issue (Based on Assumptions)	Shares on Issue (Based on Assumptions) %
SIMIC	59,600,000	-	4,500,000	64,100,000	69.83

If the 4,500,000 shares under Resolution 3 are issued (but assuming that existing options held by the Related Party are not exercised), the Company’s issued share capital will increase by 4,500,000 Shares representing 4.58% of the issued share capital of the Company on a fully diluted basis, diluting the shareholders by a corresponding amount.

Trading History

In the last 12 months, the Shares have traded between 25 cents per Share (highest – on 31 October 2011) and 18 cents per Share (lowest – on 30 November 2012). The latest trading price available at the time of preparing this Notice of Meeting (29 October 2012) was 21.5 cents per Share.

3.2 Board recommendation

Mr Mark Muzzin recommends that members vote to approve this Resolution as he considers this to be an opportunity to raise further funds at a minimal cost and one that will not materially change its major Shareholder’s interest in the company.

Mr Naiming Li recommends that members vote to approve this Resolution as he considers this to be an opportunity to raise further funds at a minimal cost and one that will not materially change its major Shareholder’s interest in the company.

Mr Yunde Li abstained from recommending on this Resolution as being a Director and shareholder of SIMIC.

GLOSSARY

<i>\$ or A\$</i>	Australian dollars unless otherwise specified.
<i>ASIC</i>	The Australian Securities and Investments Commission.
<i>ASX</i>	ASX Limited or the market operated by that entity.
<i>Board</i>	the Board of Directors of the Company.
<i>Chairman</i>	the Chairman of the Company's meetings of Shareholders as appointed in accordance with the Company's constitution from time to time.
<i>Company</i>	ISHINE INTERNATIONAL RESOURCES LIMITED ACN 139 522 553.
<i>Corporations Act</i>	the <i>Corporations Act 2001</i> (Cth).
<i>Director</i>	director of the Company.
<i>Explanatory Statement</i>	the explanatory statement that accompanies this Notice of Meeting.
<i>Listing Rules</i>	the Listing Rules of the ASX.
<i>Meeting or General Meeting</i>	the meeting convened by the Notice of Meeting.
<i>Notice or Notice of Meeting</i>	this Notice of Meeting.
<i>Proxy Form</i>	the proxy form accompanying the Notice of Meeting.
<i>Resolution</i>	a resolution set out in the Notice of Meeting.
<i>Share</i>	fully paid ordinary share in the capital of the Company.
<i>Shareholder</i>	holder of a Share in the Company.
<i>Shareholding</i>	the aggregate of Shares held by a Shareholder.
<i>WST</i>	Western Standard Time.

ISHINE INTERNATIONAL RESOURCES LIMITED
ACN 139 522 553
PROXY FORM

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Email Address:

Contact Name (if different from above):

Step 1: Appointment of Proxy

I/We being a shareholder/s of Ishine International Resources Limited and entitled to attend and vote hereby appoint

The Chairman
of the meeting
(mark with an 'X')

OR

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

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 Annual General Meeting of Ishine International Resources Limited to be held at 1187 Hay Street, West Perth 6005, WA on 30 November 2012 at 10:30am WST and at any adjournment of that meeting.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box. By marking this box, you:

- (a) acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the Resolutions and that the votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest;
- (b) expressly authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel for the company, which may include the Chair.

The Chair intends to vote any such undirected proxies in favour of all Resolutions. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the Resolutions.

Step 2: Voting directions to your proxy – please mark to indicate your directions

Ordinary Business

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Mark Muzzin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OR	If you do NOT wish to direct your Proxy how to vote			<input type="checkbox"/>

*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

How to complete this Proxy Form

Your Name and Address

Please print your name and address as it appears on your holding statement and the company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on 08 6254 3900 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice of General Meeting or may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. ie. no later than 10:30 am WST on 28 November 2012. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the company's registered office at 14 Emerald Terrace, West Perth, Western Australia 6005, (PO Box 389, West Perth, Western Australia 6872) or the proxy may be sent by facsimile to the Company on facsimile number (08) 9322 7211.

CORPORATE REPRESENTATIVE FORM

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the *Corporations Act 2001*, to act as the body corporate representative of that company at the meeting of the members of ISHINE INTERNATIONAL RESOURCES LIMITED to be held on 30 November 2012 and at any adjournments of that meeting.

DATED 2012

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointor Company and the name or position of the appointee (eg “John Smith” or “each director of the Company”).
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
- Insert the date of execution where indicated.
- Send or deliver the Certificate to the registered office of ISHINE INTERNATIONAL RESOURCES LIMITED at 14 Emerald Terrace, West Perth, Western Australia 6005, (PO Box 389, West Perth, Western Australia 6872) or the proxy may be sent by facsimile to the Company on facsimile number (08) 9322 7211.