

23 November 2016

The Manager
Market Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

COMPLETION OF PLACEMENT

Ishine International Resources Limited (ACN 139 522 553) (**ASX: ISH**) (**the Company**) has successfully completed a capital raising of 13,627,694 fully paid ordinary shares in the capital of the Company (**Share**) at an issue price of \$0.011 per Share to sophisticated investors to raise \$149,905 (**Placement**). The Placement was conducted under the Company's ASX Listing Rule 7.1 annual placement capacity. The Company intends to issue the Shares under the Placement on Monday, 28 November 2016.

NON-RENOUNCEABLE ENTITLEMENT OFFER

The Company is seeking to raise an additional \$1,149,269 (before costs) through a pro rata non-renounceable entitlements offer of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every one (1) Share held by eligible shareholders on 29 November 2016 (**Record Date**) at an issue price of \$0.011 per Share (**Entitlement Offer**). There is no minimum subscription in respect of the Entitlement Offer.

The Entitlement Offer will provide eligible shareholders and investors an opportunity to subscribe for Shares on the same terms as those offered under the Placement.

Indicative use of proceeds of Entitlement Offer

The Company proposes to use the proceeds of the Entitlement Offer as follows:

Use	Approximate amount to be allocated assuming under the Entitlement Offer (A\$)	%
Glendambo Project <ul style="list-style-type: none"> • Database compilation & Modelling - \$60,000 • Field surveys and logistics - \$80,000 • Geophysics - \$100,000 • Reconnaissance drilling - \$160,000 	\$400,000	34.80%
Payment of accrued creditors	\$165,000	14.36%
Expenses of the Offer ¹	\$96,967	8.44%
Repayment of loans from Directors	\$325,000	28.28%

Working capital	\$162,302	14.12%
Total	\$ 1,149,269	100

The above expenditure budget is indicative only and may change according to circumstances prevailing at the time.

Summary of the Entitlement Offer

1. The Entitlement Offer comprises one (1) Share for every one (1) existing Share held by existing eligible shareholders on the Record Date at \$0.011 cents per Share.
2. Eligible shareholders will comprise those shareholders with a registered address in Australia, New Zealand.
3. The Entitlement Offer is fully underwritten subject to certain terms and conditions by LBCap Pty Ltd (ACN 159 401 573) (**Underwriter**). The Underwriter is a related party of the Company for the purpose of the Corporations Act by virtue of being an entity controlled by Mr Keong Chan, a Director.
4. The Underwriter is not currently a shareholder of the Company.
5. Shares issued under the Entitlement Offer will rank equally with existing Shares on issue on the Record Date. The Company will make application for official quotation of the new Shares proposed to be issued under the Entitlement Offer. Share entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.
6. 104,478,985 Shares will be issued pursuant to the Entitlement Offer (based on the number of Shares on issue at the Record Date). Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
7. A shortfall offer will be available allowing eligible shareholders to apply for additional Shares (**Shortfall Shares**) over and above their entitlements (additional Shares will be allotted to the extent there is a shortfall under the Entitlement Offer) (**Shortfall Offer**).
8. The Company, in consultation with the Underwriter, intends to allocate the Shortfall Shares under the Shortfall Offer in accordance with the following order of priorities:
 - a. firstly, pro-rata to Eligible Shareholders who apply for Shortfall Shares in excess of their Entitlement;
 - b. secondly, to third parties who apply for Shortfall Shares, as determined by the Company; and
 - c. thirdly, to the Underwriter who will allocate the Shortfall Shares to its sub-underwriters and people who have otherwise agreed to assist with the completion of the Shortfall Offer. To the extent such Shortfall Shares are not allocated to other parties, the Underwriter would be obliged to subscribe for the remaining Shortfall.

9. The Company confirmed that no Shares will be issued under the Entitlement Issue or via the Shortfall Offer if the issue of Shares would contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no Shares will be issued via the Shortfall Offer to any related parties of the Company as defined in Section 228 of the Corporations Act, other than to the Underwriter.
10. No person, including the Underwriter, will acquire, through participation in the Shortfall Offer a holding of Shares of, or increase their holding, to an amount in excess of 19.9% of all the Shares on issue on completion of the Entitlement Offer.

Timetable

Further details of the Entitlement Offer, including details on how to accept and key risks of the Entitlement Offer together with a summary of the key terms of the underwriting agreement including the termination events, will be set out in a prospectus which is expected to be released to the ASX tomorrow (24 November 2016) and dispatched to shareholders on 2 December 2016 (**Prospectus**). Outlined below is a timetable of relevant events and dates relating to the Entitlement Offer. These events and dates are indicative only and subject to change. Subject to the ASX Listing Rules, the Corporations Act and other applicable laws, the Company's Board reserves the right to modify all dates, including the Entitlement Offer closing date.

Event	Date
Announcement of Entitlement Offer and lodgement of Appendix 3B	23 November 2016
Entitlement Offer disclosure document lodged with ASX and ASIC	24 November 2016
Notice sent to security holders	24 November 2016
Shares to be issued under the Placement	28 November 2016
'Ex' date	28 November 2016
Record Date for determining shareholder entitlement	5:00pm (WST) 29 November 2016
Disclosure document dispatched to eligible shareholders, Entitlement Offer opens and announcement that dispatch has occurred	2 December 2016
Entitlement Offer closes	5:00pm (WST) on 13 December 2016
Shares quoted on a deferred settlement basis	14 December 2016
Notification of under subscriptions to ASX (if any)	16 December 2016
Entitlement Offer Shares issued and holding statements dispatched	20 December 2016

Application for new Shares under the Entitlement Offer may be made by completing the Application Form which accompanies the Prospectus or via BPay (further details of which will be set out in the Prospectus). Shareholders eligible to participate in the Entitlement Offer should read the Prospectus carefully and consult professional advisers as necessary.

Enquiries

Any enquiries regarding the Entitlement Offer should be directed to:

Keong Chan

Director

Phone: +61 8 6142 5088.

This release does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer or sale would be illegal. This release may not be distributed or released in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the securities referred to in this release in any jurisdiction outside Australia. In particular, the new Shares to be offered in the Entitlement Offer have not been, and none of them will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the new Shares may not be offered, directly or indirectly, to, any person in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.