



Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Sir or Madam:

Notice of Annual General Meeting

Please find attached the Notice of Annual General Meeting, as mailed to shareholders of the Company.

The Annual General Meeting of the Company will be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Friday, November 21, 2014, 9am (Western Standard Time).

Yours faithfully,

SOUTHERN HEMISPHERE MINING LIMITED

A handwritten signature in blue ink, appearing to read 'D Hall'.

Derek Hall
Company Secretary



ASX: SUH
ABN: 17 140 494 784
www.shmining.com.au

AUSTRALIAN OFFICE
PO BOX 598
West Perth WA 6872
TEL: +61 8 9481 2122

CHILEAN OFFICE
Minera Hemisferio Sur SCM
Office 41, Zurich 255
Las Condes, Santiago
TEL: +56 2 474 5071

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Southern Hemisphere Mining Limited

ACN 140 494 784

The Annual General Meeting of the Company will be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Friday, November 21, 2014

9am (Western Standard Time)

This Notice of Annual General Meeting 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 prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on + 61 8 9481 2122 or via email at admin@shmining.com.au



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NOTICE OF ANNUAL GENERAL MEETING (“Notice”)

Notice is hereby given that the Annual General Meeting of shareholders of Southern Hemisphere Mining Limited (“**Company**”) will be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Friday, November 21, 2014 at 9am (Western Standard Time) (“**Meeting**”).

The Explanatory Memorandum attached to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the enclosed Proxy Form are part of this Notice.

The directors of the Company (“**Directors**”) have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as shareholders of the Company (“**Shareholders**”) on Wednesday, November 19, 2014 at 4.00pm (Western Standard Time).

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended June 30, 2014, which includes the Financial Report, the Directors' Report containing the Remuneration Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (Executive or otherwise) of the Company (“**Key Management Personnel**”) whose remuneration details are included in the Remuneration Report, or a closely related party of such person.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.



3. Resolutions 2 and 3 – Election of Directors

To consider and, if thought fit, to pass the following as separate ordinary resolutions:

Resolution 2 –

"That Mr Andrew Richards, who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director."

Resolution 3 –

"That Mr Andrés Hevia, who retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Non-Executive Director."

4. Resolution 4 – Approval of additional 10% placement facility

To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 for the purpose and on the terms set out in the Explanatory Memorandum."

Voting Restriction

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under the Additional 10% Placement Facility and any 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 person associated with those persons.

However, the Company will not disregard any votes cast on this Resolution by such a person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person is the Chairman of the Meeting acting 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.

Important note

The proposed allottees of any Equity Securities under the Additional 10% Placement facility are not yet known or identified. In these circumstances (and in accordance with the note set out in the Australian Securities Exchange ("ASX") Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.



DATED at Perth, Australia as of the 20th day of October, 2014.

BY THE ORDER OF THE BOARD



Derek Hall

Company Secretary



EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Friday, November 21, 2014 at 9am (Western Standard Time).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

Section number	Section heading
2	Action to be taken by Shareholders
3	Annual Report
4	Resolution 1 – Adoption of Remuneration Report
5	Resolutions 2 and 3 – Election of Directors
6	Resolution 4 – Approval of additional 10% placement facility

A Proxy Form is included with this Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is included with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.



3. Annual Report

There is no requirement for Shareholders to approve the Annual Report. Shareholders will be offered the opportunity to:

- a) discuss the Annual Report which is available online at www.shmining.com.au
- b) ask questions or make comment on the management of the Company; and
- c) ask the auditor questions about:
 - a. the conduct of the audit;
 - b. the preparation and content of the Auditor's Report;
 - 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.

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

- a) the content of the Auditor's Report; or
- b) 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.

4. Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and Non-Executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011, amended the Corporations Act to provide Shareholders with the opportunity to remove the whole Board (except the Managing Director) if the Remuneration Report receives a 'no' vote of 25% or more (a 'Strike') at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.



The Company did not receive a Strike at the 2013 Annual General Meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2015 Annual General Meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

Resolution 1 is an ordinary resolution. The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolutions 2 and 3 – Election of Directors

Resolutions 2 and 3 seek approval for the re-election of both Mr Andrew Richards and Mr Andrés Hevia who are retiring by rotation under Rule 7.3 of the Company's Constitution ("Constitution").

This Rule states that "If the Company has 3 or more Directors, then subject to Rule 7.3(e) and Rule 7.3(g) one third of the Directors (rounded down to the nearest whole number) must retire at each AGM".

Mr Richards and Mr Hevia are eligible for re-election under Rule 7.3(d) of the Constitution and each offers himself for re-election as Non-Executive Director of the Company.

The Board (other than Mr Richards who has an interest in Resolution 2) recommends the re-election of Mr Richards.

The Board (other than Mr Hevia who has an interest in Resolution 3) recommends the re-election of Mr Hevia.

Full details of the Directors can be found in the Remuneration Report.



6. Resolution 4 – Approval of additional 10% placement facility

ASX Listing Rule 7.1 prohibits an entity from issuing or agreeing to issue Shares, Share options, convertible securities and other securities defined as equity securities in the ASX Listing Rules (“Equity Securities”) in any 12 month period which amount to more than 15% of its Shares without the approval of Shareholders.

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity’s annual general meeting (“Additional 10% Placement Facility”). The Additional 10% Placement Facility is in addition to the Company’s 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity’s annual general meeting. The Company is an eligible entity as at the time of this Notice and is expected to be an eligible entity as at the time of the Meeting.

Resolution 4 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Meeting. The effect of Resolution 4 will be to allow the Directors to issue Equity Securities under ASX Listing Rule 7.1A during the period set out below under the heading “c) Issue Period”.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below to “Dilution” for details).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

Regulatory Requirements

In compliance with the information requirements of ASX Listing Rule 7.3A, Shareholders are advised of the following information:

a) Minimum Issue Price

Equity securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice, the Company has on issue one class of quoted Equity Securities, namely Shares.



The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a. the date on which the price at which the Securities are to be issued is agreed; or
- b. if the Securities are not issued within 5 trading days of the date in point (a) above, the date on which the securities are issued.

b) Dilution

As at the date of this Notice, the Company has 248,532,950 Shares on issue. If Shareholders approve Resolution 4, the Company will have the capacity to issue approximately 24,853,295 Equity Securities under the Additional 10% Placement Facility in accordance with ASX Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

(A x D) – E Where:

A is the number of Shares on issue 12 months before the date of issue or agreement as increased or decreased in accordance with ASX Listing Rule 7.1;

D is 10%;

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rule 7.1 or 7.4.

If Resolution 4 is approved by Shareholders and the Company issued Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

- a. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than the date of the Meeting; and
- b. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The below table shows the **example** dilution of existing Shareholders on the basis of the current* (see table assumption point e below) market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A2 as at the date of this Notice.



Table: EXAMPLE Voting dilution impact

		Dilution		
Number of Equity Securities on issue		AUD \$0.033 Issue Price (50% decrease in issue price)	AUD \$0.066 Issue Price (current)	AUD \$0.099 Issue Price (50% increase in issue price)
Current Equity Securities on issue 248,532,950 (variable A)	10% Voting Dilution	24,853,295	24,853,295	24,853,295
	Funds Raised	\$820,159	\$1,640,317	\$2,460,476
50% increase in current Equity Securities on issue 372,799,425	10% Voting Dilution	37,279,943	37,279,943	37,279,943
	Funds Raised	\$1,230,238	\$2,460,476	\$3,690,714
100% increase in current Equity Securities on issue 497,065,900	10% Voting Dilution	49,706,590	49,706,590	49,706,590
	Funds Raised	\$1,640,317	\$3,280,635	\$4,920,952

The table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rate entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

The table has been prepared on the following assumptions:

- The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Facility.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The calculations above do not show the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The issue price is AUD \$0.066 based in the Company's last sale Share price on October 14, 2014.



c) Issue Period

If Shareholders approve Resolution 4, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under ASX Listing Rule 7.1A from the date of the Meeting until the earlier of the following to occur:

- a. The date that is 12 months after the date of the Meeting; and
- b. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature of scale of activities) or 11.2 (disposal of main undertaking). (“the Additional 10% Placement Period”).

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

d) Purpose of Issues

The Company may seek to issue new Equity Securities for the following purposes:

- a. cash consideration to raise funds for the acquisition of new assets (including the acquisition of concession areas in proximity to the Los Rulos Copper-Gold Project), continued exploration and feasibility study expenditure on the Company’s current assets and/or general corporate overheads; or
- b. non-cash consideration for acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A.

e) Allocation Policy

It has not been decided whether the capacity to allot Equity Securities under the 10% Placement Capacity will be utilised. The allottees of the Equity Securities which may be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the allottees at the time of any issue under the 10% Placement Capacity, having regard to the following factors:

- a. the purpose and quantum of the issue;
- b. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- c. the effect of the issue of the Equity Securities on the control of the Company;
- d. the timeliness of the completion of an issue under the 10% Placement Capacity compared to other alternative fundraising mechanisms;
- e. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- f. prevailing market conditions; and
- g. advice from corporate, financial and broking advisers (if applicable) and associated costs.



f) Previous issues

For the purposes of ASX Listing Rule 7.3A.6 the following information is provided. The Company obtained Shareholder approval for the Additional 10% Placement Facility at its 2013 Annual General Meeting held on November 22, 2013.

During the 12 months prior to the date of this Notice, the Company issued 113,460,671 Equity Securities representing 65.6% of the total number of Equity Securities on issue 12 months ago. None of the Equity Securities were issued under the Additional 10% Placement Capacity. The details of the Equity Securities are as follows:

Number of Equity Securities issued	Class of Equity Securities issued	Name of Parties to Whom Equity Securities were issued	Issue Price	Cash Consideration \$A	Discount to market
25,933,873 ⁽¹⁾	Fully paid ordinary shares ⁽²⁾	Sophisticated and professional Investors	\$0.045	\$1,064,021	19.6%
12,966,913	Free attaching listed options	Sophisticated and professional Investors	\$0.045 (exercise price)	nil	n/a
49,706,590 ⁽¹⁾	Fully paid ordinary shares ⁽²⁾	All shareholders (pro rata rights issue)	\$0.045	\$2,039,374	19.6%
24,853,295	Free attaching listed options	All shareholders (pro rata rights issue)	\$0.045 (exercise price)	nil	n/a

(1) Issue proceeds were used mainly to progress the Los Rulos Copper-Gold Project (\$750k), meet annual Chilean concession payment obligations (\$250k) and also pay corporate overheads such as Directors and management salaries (\$580k), other salaries, office rent, legal and statutory requirements (\$360k). The remaining proceeds are anticipated to be used as follows- Los Rulos Project: \$450k, concession payments: \$250k, Directors and management: \$300k, other administration: \$200k.

(2) Fully paid ordinary shares have full entitlements to participate in dividends and vote in meetings.

g) Voting exclusion statement

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

Board Recommendation

The Board unanimously recommend that Shareholders vote in favour of the Additional 10% Placement Facility.



Lodge your vote:



By Mail:

Southern Hemisphere Mining Limited
GPO Box 598
West Perth WA 6872

By Email:

admin@shmining.com.au

└ 000001 000 SUH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

For all enquiries call:

(within Australia) 08 9481 2122
(outside Australia) +61 8 9481 2122

Proxy Form

For your vote to be effective it must be received by 9:00am (WST) Wednesday, 19 November 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report, 24 hours a day, 7 days a week:

www.shmining.com.au

To view and update your securityholding

www.investorcentre.com

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Southern Hemisphere Mining Ltd hereby appoint



the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Southern Hemisphere Mining Limited to be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Friday, 21 November 2014 at 9:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Andrew Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Mr Andrés Hevia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of additional 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

SUH

999999A

Computershare +