

**Southern Hemisphere  
Mining Limited**

ABN: 17 140 494 784

Suite 2  
11 Ventnor Avenue  
WEST PERTH, WA  
Australia, 6005

**Postal Address:**  
PO Box 1240  
West Perth WA 6872

Phone: +61 (0) 8 6245 2050  
Fax: +61 (0) 8 6245 2055

**Website:** [shmining.com.au](http://shmining.com.au)

**Directors:**

**Chairman**  
Mark Stowell

**Directors**  
David Lenigas  
Keith Coughlan

**Company Secretary:**  
Jessamyn Lyons

**Issued Capital:**  
162,959,838

**Corporate Information:**  
**ASX Code:** SUH



**Entitlement Offer**  
**cleansing notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

Southern Hemisphere Mining Limited ACN 140 494 784 (ASX: SUH) (Southern Hemisphere) announced today that it will undertake a 1 for 2 renounceable entitlement offer to raise approximately \$2 million (Entitlement Offer) at an issue price of \$0.025 per new fully paid ordinary share (New Shares).

Eligible shareholders can in addition to taking up their entitlement, apply for shortfall shares.

The Company's Chairman, Mr Mark Stowell, has agreed to take up his entitlement and underwrite the offer for collectively \$200,000 or 8 million New Shares.

This Notice is given by Southern Hemisphere under section 708AA of the Corporations Act 2001 (Cth) (Corporations Act) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (Instrument 2016/84).

**Information required under section 708AA(7) of the Corporations Act**

For the purposes of section 708AA(7) of the Corporations Act, Southern Hemisphere advises that:

1. the New Shares will be issued without disclosure under part 6D.2 of the Corporations Act as notionally modified by Instrument 2016/84;
2. this notice is given under section 708AA(2)(f) of the Corporations Act as notionally modified by Instrument 2016/84;
3. as at the date of this notice, Southern Hemisphere has complied with:
  - (a) the provisions of chapter 2M of the Corporations Act as they apply to Southern Hemisphere; and
  - (b) section 674 of the Corporations Act;
4. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by Instrument 2016/84; and
5. information regarding the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of Southern Hemisphere, and the consequences of that effect, is set out below.

**Effect of the Equity Raising on control**

Given the structure of the Entitlement Offer as a pro rata offer, if all eligible shareholders take up their entitlement, each eligible shareholder's ownership

interest (and voting power) in Southern Hemisphere will remain largely unchanged insofar as the Entitlement Offer is concerned.

To the extent that any eligible shareholder fails to take up their entitlement under the Entitlement Offer, that eligible shareholder's percentage holding in Southern Hemisphere will be further diluted by those other eligible shareholders who take up some, all or more than their Entitlement. The voting power of ineligible foreign shareholders will be diluted.

According to its most recent substantial shareholder notice, Zero Nominees Pty Limited holds 25,588,308 shares or 15.7% of the Company's issued share capital. Assuming Zero Nominees Pty Limited takes up its entitlement in full, Mr Stowell subscribes for his full commitment of 8 million New Shares and no other New Shares are issued (an outcome the directors consider unlikely), Zero Nominee's maximum voting power will increase to 23.55%.

The Company will, in accordance with section 615 of the Corporations Act, appoint a nominee to sell foreign shareholders' entitlement. As a result, Zero Nominees can rely on item 10 of section 611 of the Corporations Act to take up all of its entitlement, should it choose to do so and as a result increases its voting power to 20% or more.

Mark Stowell  
Chairman  
Southern Hemisphere Mining Limited

This announcement is authorised by the board of Southern Hemisphere Mining Limited.

**CONTACTS:**

For further information on this update or the Company generally, please visit our website at [www.shmining.com.au](http://www.shmining.com.au) or contact:

Mark Stowell  
[merchant1@iinet.net.au](mailto:merchant1@iinet.net.au)  
Telephone: +61 (0) 419 908 102