



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

Dear Sir or Madam:

Notice of Special General Meeting

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

The Special General Meeting of the Company will be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Thursday, June 4, 2015, 9am (Western Standard Time).

Yours faithfully,

SOUTHERN HEMISPHERE MINING LIMITED

A handwritten signature in blue ink, appearing to read "D Hall", is written over a light blue circular background.

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 SPECIAL GENERAL MEETING

Southern Hemisphere Mining Limited

ACN 140 494 784

The Special General Meeting of the Company will be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Thursday, June 4, 2015 9am (Western Standard Time)

This Notice of Special 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 professional advisers 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 SPECIAL GENERAL MEETING ("Notice")

Notice is hereby given that the Special General Meeting of shareholders of Southern Hemisphere Mining Limited ("**Company**") will be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Thursday, June 4, 2015 at 9am (Western Standard Time) ("**Meeting**").

The Explanatory Statement 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 Tuesday, June 2, 2015 at 5.00pm (Western Standard Time).

AGENDA

1. Resolution 1 – Removal of Auditor

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

"That Deloitte, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting."

2. Resolution 2 – Appointment of Auditor

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

"That, subject to the passing of Resolution 1, RSM Bird Cameron Partners being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree their remuneration."

BY THE ORDER OF THE BOARD



Derek Hall

Company Secretary



EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement 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 Thursday, June 4, 2015 at 9am (Western Standard Time).

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

A Proxy Form is included with this Explanatory Statement.

2. Resolutions 1 and 2 – Removal and Appointment of Auditor

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The notice of intention to remove Deloitte is provided to Shareholders with this Notice of General Meeting.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company provides the notice of intention to Shareholders at Appendix A to this Notice and seeks the approval to remove the auditor even though the meeting will be held less than 2 months after the notice of intention is given.

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

If Deloitte is removed under Resolution 1, the Directors propose that RSM Bird Cameron Partners be appointed as the Company's auditor effective from the Meeting. The notice of intention to remove Deloitte as auditor of the Company and nomination of RSM Bird Cameron Partners as auditor of the Company is provided to Shareholders in Appendix A to this Notice of General Meeting. RSM Bird Cameron Partners has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.





28 April 2015

The Board of Southern Hemisphere Mining Limited

Dear Sirs:

Nomination of RSM Bird Cameron Partners as Company Auditor

I, Trevor Tennant, c/- 7/1200 Hay Street, West Perth WA, being a member of Southern Hemisphere Mining Limited (the "Company"), request that a general meeting of the Company be held at the first available time, in any event no later than 2 months from the date of this notice, to consider and, if thought fit, pass resolutions that:

- a) Deloitte be removed as auditor of the Company; and
- b) RSM Bird Cameron Partners be appointed as the new auditor of the Company.

For the purposes of Section 328B(1) of the Corporations Act 2001, I hereby give you notice of the nomination of RSM Bird Cameron Partners, of 8 St Georges Terrace, Perth WA, as auditor of the Company.

Signed,

A handwritten signature in dark ink that reads "T. Tennant".

Trevor Tennant

In the presence of:

A handwritten signature in blue ink that reads "D. Hall".

Derek Hall
Chief Financial Officer
c/- 7/1200 Hay Street, West Perth WA



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Lodge your vote:



By Mail:

Southern Hemisphere Mining Limited
GPO Box 598
West Perth WA 6872

By Email:

admin@shmining.com.au

For all enquiries call:

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

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

Proxy Form

For your vote to be effective it must be received by 9:00am (WST) Tuesday, 2 June 2015

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 your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

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 Special General Meeting of Southern Hemisphere Mining Ltd to be held at Suite 7, 1200 Hay Street, West Perth, Western Australia on Thursday, 4 June 2015 at 9:00am (WST) and at any adjournment or postponement of that meeting.

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	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Auditor	<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

199022A

Computershare +