



## ***Non-Renounceable Rights Offer***

Southern Hemisphere Mining Limited (ASX: SUH) ("Southern Hemisphere" or the "Company") is pleased to announce a non-underwritten, non-renounceable pro rata rights offer of one (1) new fully paid share ("New Share") for every three (3) ordinary shares held at an issue price of \$0.01 (or 1 cent) per New Share subscribed, to raise up to approximately \$828,000 before costs (the "Offer").

The Offer price represents a 30% discount to the closing price of Southern Hemisphere Shares last traded on ASX on May 21, 2015 (\$0.013 or 1.3 cents).

Eligible shareholders (defined below) will be able to apply for additional New Shares in excess of their entitlement at the same issue price of \$0.01 (or 1 cent) per New Share. Allocation of additional New Shares applied for will be subject to there being a Shortfall in subscriptions under the Offer and subject to the Company's discretion.

Full details of the Offer are set out in the Offer Memorandum and Appendix 3B lodged with ASX on May 22, 2015. A copy of the Offer Memorandum is available to download from both the ASX website (at [www.asx.com.au](http://www.asx.com.au)) and the Company's website (at [www.shmining.com.au](http://www.shmining.com.au)).

Shareholders in the Company with a registered address in Australia or New Zealand as at 5:00pm (WST) on Thursday, May 28, 2015 ("Record Date") will be eligible to participate in the Offer ("Eligible Shareholders").

Existing option holders will need to exercise their options in time to meet the Record Date if they wish to participate in the Offer.

Southern Hemisphere will apply to ASX for official quotation of all New Shares issued under the Offer.

As the Offer is non-renounceable, Eligible Shareholders who do not wish to subscribe for some or all of their full entitlement to New Shares ("Rights") cannot sell those Rights in order to realise any value which may attach to those Rights.

## **Use of Proceeds of the Offer**

The funds raised will be applied principally to: maintaining tenure of the Company's mining concessions and general working capital expenses which will allow the Company seek farm-in or other arrangements which will add value to the said concessions.

In particular, the Company will pursue a farm-in or other arrangement on the Llahuin/Llanos Copper-Gold Project as detailed in the Company's announcements to the ASX on May 11 and May 13, 2015.



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## Timetable

The indicative timetable for the Offer is as follows:

Event	Date
<b>Announcement of Offer</b> – announcement of rights issue, Offer Memorandum, ASX Appendix 3B and Cleansing Notice lodged with the ASX	22 May 2015
<b>'Ex' date</b> – the date on which Shares commence trading on an "ex" entitlement basis	26 May 2015
<b>Record Date</b> – the date for determining entitlements of Shareholders to participate in the Offer	28 May 2015
<b>Offer Memorandum sent to Shareholders</b> – dispatch of Offer Memorandum and Entitlement and Acceptance Forms – Offer opens for acceptances	2 June 2015
<b>Closing Date</b> – the last day for receipt of acceptance forms (5.00pm WST)	12 June 2015
<b>Deferred settlement</b> – Shares trade on a deferred settlement basis	15 June 2015
<b>Shortfall notification</b> – ASX notified of under-subscriptions and completion announced	17 June 2015
<b>Allotment and issue</b> – allotment of New Shares under the Entitlement and Acceptance Forms	19 June 2015
<b>Deferred settlement trading ends</b> – holding statements sent to shareholders	22 June 2015
<b>Normal trading commences</b>	22 June 2015

Subject to the Listing Rules, the above dates may be changed without notice.

Further information about Southern Hemisphere's projects is available on the Company's website:

[www.shmining.com.au](http://www.shmining.com.au).

If you have any questions please do not hesitate to contact the Company.

Yours faithfully,



Derek Hall  
Company Secretary

