

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 Level 18 Alluvion Building, 58 Mounts Bay Road, Perth, Western Australia on Wednesday, November 30, 2016 at 8:30am (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 9488 1412 or via email at admin@shmining.com.au .

NOTICE OF ANNUAL GENERAL MEETING (“Notice”)

The Annual General Meeting of shareholders of Southern Hemisphere Mining Limited (“Company”) will be held Level 18 Alluvion Building, 58 Mounts Bay Road, Perth, Western Australia on Wednesday November 30 2016 at 8:30am (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 Monday November 28 2016 at 4.00pm (Western Standard Time).

Ordinary Business

Financial Statements and Reports of the Directors and the Auditor in respect of the year ended 30 June 2016

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2016, together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report.

Note: In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company’s Annual Financial Report to shareholders unless a shareholder has specifically elected to receive a printed copy. While the Company will not provide a hard copy of the Company’s Annual Financial Report a soft copy will be available on its website at <http://www.shmining.com.au>.

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, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Directors’ Report, for the financial year ended 30 June 2016.”

Resolution 2: Re-election of a Director – Mr Brian Beresford

“That Mr. Brian Beresford, 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: Re-election of a Director – Mr Doug Young

“That Mr. Doug Young, who retires in accordance with the Constitution and, being eligible, offers himself for election, be re-elected as a Non-Executive Director.”

Resolution 4: Re-election of a Director – Mr Trevor Tennant

"That Mr. Trevor Tennant, who retires in accordance with the Constitution and, being eligible, offers himself for election, be re-elected as an Executive Director."

Resolution 5: 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 Exclusions – Key Management Personnel

Resolution 1

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 etc.) 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.

Resolution 5

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.

Derek Hall

Company Secretary

By Order of the Board of Directors

Perth, Western Australia

25 October 2016

EXPLANATORY MEMORANDUM

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 Level 18, Alluvion Building, 58 Mounts Bay Road, Perth, Western Australia on Wednesday 30 November 2016 at 8:30am (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.

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) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- b) a proxy need not be a member of the Company; and
- c) 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.

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:
 - i) the conduct of the audit;

- ii) The preparation and content of the Auditor's Report;
- iii) Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- iv) 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 office.

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 last year's 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 next year's 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.

Resolutions 2, and 3: Election of Directors

Resolutions 2, and 3 seek approval for the re-election of Mr Brian Beresford and Mr Doug Young who are retiring by rotation under Rule 7.3 (f) of the Company's Constitution ("Constitution").

This Rule states that "A Director appointed under Rule 7.2(b) may retire at the next meeting of Members and is eligible for re-election at that meeting. Unless a Director appointed under Rule 7.2(b) has retired under this Rule 7.3(f) that Director must retire at the next AGM, and is eligible for re-election at that meeting."

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

Brian Beresford was a corporate finance partner at PWC, which he joined in 2007 when PWC acquired GEM Consulting (GEM). Brian was a Director and Shareholder of GEM, and had previously worked for Arthur Andersen in London. He has managed capital raisings, and provided advisory services to clients across the resources, mining services, engineering, technology and manufacturing sectors. Brian holds a Masters in Finance from the London Business School, and a Bachelor of Commerce and Bachelor of Laws from The University of Western Australia (UWA). Brian is currently an Executive Director and Head of Corporate Finance at Euroz Securities Limited.

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

Doug Young has over 25 years of corporate finance experience covering mergers and acquisitions, debt and equity raisings in domestic and international financial markets, corporate restructuring and other corporate finance transactions. He holds a Bachelor of Commerce from The University of Western Australia (UWA), is a graduate in Applied Finance from FINSIA, a Fellow of FINSIA and a Fellow of the Australian Society of Certified Practising Accountants (CPA). Doug is currently an Executive Director of Euroz Securities Limited and its listed parent Euroz Limited.

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

Resolution 4: Re-election of Mr Trevor Tennant

Resolutions 4, seeks approval for the re-election of Mr Trevor Tennant who retires by rotation under Rule 7.4 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 Tennant is eligible for re-election under Rule 7.3(d) of the Constitution and offers himself for re-election as a Director of the Company.

Trevor Tennant is currently the Managing Director and one of the founders of Southern Hemisphere Mining Limited. He has over 35 years' experience in the mining industry with much of it focused on the base metals and industrial minerals sectors. He was previously an executive director of Portman Mining Limited, OM Holdings Limited and a non-executive director of Territory Iron Limited.

Mr. Tennant is a qualified Mining Engineer with a range of experience including 13 years with Broken Hill Pty Ltd. between 1974 and 1987. During this period he was employed as the underground manager of a tin mine in Indonesia, an engineer on the Ok Tedi mine feasibility study, the manager of an iron ore mine and the general manager of a large manganese mine. The Board (other than Mr Tennant who has an interest in Resolution 4) recommends the re-election of Mr Tennant.

Resolution 5: 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.

This Resolution 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 this Resolution 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".

This Resolution 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:

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

b) Dilution

As at the date of this Notice, the Company has 65,123,761 Shares on Issue. If Shareholders approve this Resolution, the Company will have the capacity to issue approximately 6,512,376 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:

$(A \times D) - E$ 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 this Resolution 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:

- i) 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

- ii) 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

Shares on issue	Issue Price (per Share)	\$ 0.0150	\$ 0.0300	\$ 0.0600
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
(Current)				
(Variable A) 65,123,761	Shares issued	6,512,376	6,512,376	6,512,376
	Funds raised	\$ 97,685.64	\$ 195,371.28	\$ 390,742.57
(50% increase)				
97,685,642	Shares issued	9,768,564	9,768,564	9,768,564
	Funds raised	\$ 146,528.46	\$ 293,056.92	\$ 586,113.85
(100% increase)				
130,247,522	Shares issued	13,024,752	13,024,752	13,024,752
	Funds raised	\$ 195,371.28	\$ 390,742.57	\$ 781,485.13

The table also shows:

- i) 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
- ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

The table has been prepared on the following assumptions:

- i) The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Facility.
- ii) 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.
- iii) 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.
- iv) The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

v) The issue price is AUD \$0.03 based in the Company's last sale Share price on October 19, 2016.

c) Issue Period

If Shareholders approve Resolution 5, 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:

- i) The date that is 12 months after the date of the Meeting; and
- ii) 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:

- i) cash consideration to raise funds for the acquisition of new assets (including the acquisition of concession areas in proximity to the Llahuin Copper-Gold Project), continued exploration and feasibility study expenditure on the Company's current assets and/or general corporate overheads; or
- ii) 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). The Company will determine the allottees at the time of any issue under the 10% Placement Capacity, having regard to the following factors:

- i) the purpose and quantum of the issue;
- ii) 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;
- iii) the effect of the issue of the Equity Securities on the control of the Company;

- iv) the timeliness of the completion of an issue under the 10% Placement Capacity compared to other alternative fundraising mechanisms;
- v) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- vi) prevailing market conditions; and
- vii) 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 2015 Annual General Meeting held on 27 October 2015.

During the 12 months prior to the date of this Notice, the Company issued 45,785,378 Equity Securities representing 237% 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
843,067*	Fully Paid Ordinary Shares	Accrued salaries to directors and officers of the company as approved at the 2015 AGM, no discount (cash consideration nil)	\$0.01	\$226,460	Nil
1,111,111*		Trevor Tennant in repayment of loan amount, cash consideration \$100,000			
1,246,078	Fully Paid Ordinary Shares	Accrued salaries to directors and officers of the company, no discount (cash consideration nil)	\$0.05	\$62,304	Nil
42,585,122**	Fully Paid Ordinary Shares	All Shareholders Pro Rata Rights Issue	\$0.05	\$851,702	14.30%

(*) Post 1:15 Consolidation.

(**) Issue proceeds were used to maintaining tenure of the Company's mining concessions in Chile which will allow the Company to seek farm-in or other arrangements to add value to the concessions; and, general working capital expenses, including corporate administration, operating costs and assessment of potential acquisition opportunities.

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.

PROXY FORM

APPOINTMENT OF PROXY
SOUTHERN HEMISPHERE MINING LIMITED
ACN 140 494 784

ANNUAL GENERAL MEETING

I/We

of

being a Shareholder entitled to attend and vote at the Meeting, hereby
appoint

Name of proxy

OR

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 8.30am (WST), on 30 November 2016 at Level 18 Alluvion, 58 Mounts Bay Road, Perth, Western Australia, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

Resolution 1 - Adoption of Remuneration Report
Resolution 2 - Re-election of a Director - Mr Brian Beresford
Resolution 3 - Re-election of a Director - Mr Doug Young
Resolution 4 - Re-election of a Director - Mr Trevor Tennant
Resolution 5 - Approval of additional 10% placement facility

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail

in relation to this Proxy Form:

YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Southern Hemisphere Mining Limited, Level 18 Alluvion, 58 Mouunts Bay Road, Perth WA 6000; or
 - (b) facsimile to the Company on facsimile number +61 8 9488 1478; or
 - (c) email to the Company at admin@shmining.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting. Proxy forms received after this time will be invalid.