

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: Southern Hemisphere Mining Limited
ARBN: 140 494 784

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	EDUARDO VALENZUELA
Date of last notice	15 November 2010

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	In the name of Andes Consulting Pty Ltd, an entity associated with Mr Eduardo Valenzuela
Date of change	22 February 2011 / 24 February 2011

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p>Eduardo Valenzuela Options – 1,624,849</p> <p>Andes Consulting Pty Ltd (Director related entity) Ordinary Shares – 3,019,434</p> <p>Alpes Asesorias Inversiones Eirl (Director related entity) Ordinary Shares – 1,129,519</p> <p>Andes Consulting as Trustee for the Andes Superannuation Fund (Director related superannuation fund) Ordinary Shares – 562,029* (previously incorrectly disclosed as 545,471)</p> <p>Andes Superannuation Fund (Director related superannuation fund) Ordinary Shares – 100,000</p>
<p>Class</p>	<p>Fully Paid Ordinary Shares</p>
<p>Number acquired</p>	<p>nil</p>
<p>Number disposed</p>	<p>45,500 ordinary shares</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$25,010</p>
<p>No. of securities held after change</p>	<p>Eduardo Valenzuela Options – 1,624,849</p> <p>Andes Consulting Pty Ltd (Director related entity) Ordinary Shares – 3,019,434</p> <p>Alpes Asesorias Inversiones Eirl (Director related entity) Ordinary Shares – 1,129,519</p> <p>Andes Consulting as Trustee for the Andes Superannuation Fund (Director related superannuation fund) Ordinary Shares – 516,529</p> <p>Andes Superannuation Fund (Director related superannuation fund) Ordinary Shares – 100,000</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>On-market trade</p> <p>This sale was made for partial repayment of a loan in respect of acquisition of initial stock in the Company.</p>

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	n/a
If prior written clearance was provided, on what date was this provided?	n/a

⁺ See chapter 19 for defined terms.