



Facsimile from
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TO: <u>The Australian Stock Exchange</u>		DATE: 17 January 2013
ATTENTION: <u>The Company Announcements Office</u>		
FAX NUMBER: 0061 2 9778 0999	TOTAL NO. OF PAGES: (including cover) 4	FROM: Carl Spavin.
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Please find our filings for:

Southern Hemisphere Mining

The originals are in the post.

Should you have any questions please contact me on the below.

With Kind regards,

Carl Spavin

Compliance Analyst

Genesis Investment Management, LLP

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Southern Hemisphere Mining

ACN/ARSN 140 494 784

1. Details of substantial holder(1)

Name Genesis Asset Managers, LLP
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 17/1/11
The previous notice was given to the company on 14/11/11
The previous notice was dated 16/11/11

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<u>Ordinary</u>	<u>10,320,762</u>	<u>6.75%</u>	<u>14,357,658</u>	<u>8.30%</u>

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
<u>*</u>					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
<u>*</u>					

* See attached.

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Genesis Asset Managers, LLP	Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY

Signature

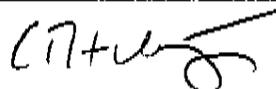
print name

C R ELLIOTT

capacity

M-DIRECTOR

sign here



date

17 '1 '13

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Southern Hemisphere Mining ACN 140 494 784 Form 604

Section 3: Changes in relevant interests

Ordinary Shares

Person whose relevant interest changed	Date of Change	Nature of change	Consideration given in relation to change (AUD)	Class and number of securities affected	Person's votes affected
Genesis Asset Managers, LLP	25/10/2012	Purchase	179.65	1,120	1,120
Genesis Asset Managers, LLP	29/10/2012	Purchase	2,309.76	14,400	14,400
Genesis Asset Managers, LLP	31/10/2012	Purchase	904.34	5,638	5,638
Genesis Asset Managers, LLP	06/11/2012	Purchase	9,624.00	60,000	60,000
Genesis Asset Managers, LLP	06/11/2012	Purchase	2,103.00	13,111	13,111
Genesis Asset Managers, LLP	08/11/2012	Purchase	4,010.00	25,000	25,000
Genesis Asset Managers, LLP	13/11/2012	Purchase	12,625.24	78,711	78,711
Genesis Asset Managers, LLP	16/11/2012	Purchase	37,694.00	235,000	235,000
Genesis Asset Managers, LLP	20/11/2012	Purchase	63,906.37	405,000	405,000
Genesis Asset Managers, LLP	21/11/2012	Purchase	384.96	2,400	2,400
Genesis Asset Managers, LLP	29/11/2012	Purchase	8,020.00	50,000	50,000
Genesis Asset Managers, LLP	30/11/2012	Purchase	16,040.00	100,000	100,000
Genesis Asset Managers, LLP	03/12/2012	Purchase	18,102.90	112,861	112,861
Genesis Asset Managers, LLP	17/01/2013	Purchase	323,508.81	2,933,655	2,933,655

Section 4: Present relevant interests

Ordinary Shares

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	1,120	1,120
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	14,400	14,400
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	5,638	5,638
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	60,000	60,000
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	13,111	13,111
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	25,000	25,000
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	78,711	78,711
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	235,000	235,000
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	405,000	405,000
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	2,400	2,400
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	50,000	50,000
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	100,000	100,000
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	112,861	112,861
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	2,933,655	2,933,655

Sign

Date

17/1/13