

ASX Announcement

17th July 2023

Entitlement Offer

Highlights:

- **One (1) for four (4) non-renounceable rights issue to raise \$2.36m**
- **Attractively priced at 2 cents per share plus a 1 for 1 free attaching SUHO**
- **Discount of 13.04% to the last price of 2.3 cents**
- **Directors intend to take up some or all of their entitlements collectively for \$311,327**
- **Funds raised will be allocated to the drilling and other work at the Company's flagship Llahuin Copper/Gold/Molybdenum Porphyry Project in Chile to continue expanding the resource towards the scale necessary for a substantial long-life Copper/Gold mine.**

Southern Hemisphere Mining Limited ("Southern Hemisphere" or "the Company") (ASX: SUH, FWB: NK4) is pleased to announce that it will undertake a non-renounceable pro-rata entitlement offer ("Entitlement Offer") to Eligible Shareholders on the basis of one (1) fully paid ordinary share ("New Shares") for every four (4) fully paid ordinary shares held ("Shares") at an issue price of \$0.02, together with a free attaching New Quoted Option ("SUHO") exercisable at \$0.10 on or before 16 February 2024 for every New Share issued, to raise approximately \$2.36m before costs.

The issue price represents a 13.04% discount to the last price traded on the Australian Securities Exchange ("ASX") on 13 July 2023.

The Offer is subject to a minimum subscription of \$500,000. The Company's Directors and the Company Secretary have committed to take up their Entitlements and will receive New Securities to satisfy outstanding director and consulting fees to the value of \$327,827

Entitlement Offer

The Entitlement Offer is made under the a prospectus which the Company lodged with ASIC today. The prospectus will be despatched to all holders of Shares in the Company that are resident in Australia and New Zealand ("Eligible Shareholders") as at 7.00pm (AEST) on 20 July 2023 ("Record Date") ("Entitlement"). The Company will make an application to the ASX for official quotation of the New Securities.

The right to subscribe for the New Securities in accordance with an Entitlement under the Entitlement Offer will be non-renounceable (meaning Entitlements cannot be traded and are not otherwise transferrable). New Shares issued pursuant to the Entitlement Offer will rank equally with all fully paid ordinary shares on issue. New Quoted Options issued pursuant to the Entitlement Offer will be issued under the same terms as ASX: SUHO already on issue. Under the Entitlement Offer. Southern Hemisphere will issue a maximum of approximately 118,101,260 New Shares and 118,101,260 New Options (assuming no options are exercised prior to the Record Date).

Subject to the *Corporations Act 2001* (Cth) and the ASX Listing Rules, the Directors reserve the right to deal with New Securities which are not taken up by Eligible Shareholders under the Entitlement Offer ("Shortfall Securities") within three months after the Closing Date. The Shortfall Securities will be placed by the Board on a best-efforts basis. Participating brokers in the shortfall will be paid a fee of up to 6% on amounts placed.

Please refer to the prospectus for further details of the Entitlement Offer. Eligible Shareholders should consider the prospectus carefully before deciding whether to participate in the Entitlement Offer and consult their professional advisors if they have any queries.

Use of Funds

Proceeds from the Entitlement Offer will be used for drilling and other work at the Company's flagship Llahuin Copper/Gold/Molybdenum Project to continue expanding the resource towards the scale necessary for a substantial long-life copper/gold mine.

Proceeds will also be allocated to:

- exploration work at the new Lago Lithium Brine Project located in the Atacama Region of Chile;
- advancing the subsidiary company, Titan Battery Minerals Technology Pty Ltd spin-out towards development of the Los Pumas Manganese deposit;
- For general working capital purposes, including repayment of debts totalling \$150,896; and
- Costs of the Offer.

Indicative Timetable

Event	Date
Entitlement Offer announced	17 July 2023
Prospectus lodged with ASIC and ASX	Before trading on 17 July 2023
'Ex' Date	19 July 2023
Record Date	20 July 2023
Prospectus and Entitlement and Acceptance Forms despatched to Eligible Shareholders	25 July 2023
Opening Date	25 July 2023
Closing Date	3 August 2023
Securities quoted on a deferred settlement basis	4 August 2023
Announcement of results of Offer	10 August 2023
Issue of New Securities and despatch of holding statements	10 August 2023
Commencement of trading of New Securities	11 August 2023

This timetable is indicative only and subject to change. Subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, the Directors of the Company reserve the right to vary these dates, including the closing date of the Entitlement Offer, without prior notice. The Directors also reserve the right not to proceed with the Entitlement Offer at any time prior to allotment. In that event, application money will be returned without interest.

This announcement has been approved for release by the Company's Board of Directors.

For Further Information, Contact:

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