



3 July 2017

South32 Limited
(Incorporated in Australia under the *Corporations Act 2001* (Cth))
(ACN 093 732 597)
ASX / LSE / JSE Share Code: S32
ISIN: AU000000S320
south32.net

ASIC FORM 484 CANCELLATION OF ON-MARKET BUY-BACK SHARES

South32 Limited (ASX, JSE, LSE: S32; ADR: SOUHY) (South32) announces that since 1 June 2017 it has acquired 48,103,907 ordinary shares for \$126,736,335 pursuant to the on-market buy-back. These shares have been cancelled as set out in the attached ASIC Forms 484(C) – Cancellation of shares.

As at 30 June 2017, South32's total issued capital is 5,217,919,888 ordinary shares and the total amount paid on these shares is \$17,457,303,286.91.

Melanie Williams
Company Secretary

Change to company details

Company details

Company name

SOUTH32 LIMITED

Australian Company Number (ACN)

093 732 597

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

REBECCA ANGELA HEALY

ASIC registered agent number (if applicable)

37862

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this form is true and complete

Name

MELANIE JANE WILLIAMS

Capacity

Secretary

Signature

Date signed

03-07-2017

C1 Cancellation of shares

Reason for cancellation

Shares cancellation details

Reason for cancellation

ss.257H(3) Share buyback - Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

The cancelled shares are listed below:

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)	
ORD	48103907	2.63	

Earliest Date of cancellation **01-06-2017**

C3 Change to share structure

The updated details for this changed share class are shown in the table below.

Share class code	Full title if not standard	Total number of shares	Total amount paid on these shares	Total amount unpaid on these shares
ORD	ORDINARY	5217919888	17584039619.28	0.00

Earliest date of change **01-06-2017**

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The cancelled shares are listed below:

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)	
ORD	0	126736332.37	

Earliest Date of cancellation **01-06-2017**

C3 Change to share structure

The updated details for this changed share class are shown in the table below.

Share class code	Full title if not standard	Total number of shares	Total amount paid on these shares	Total amount unpaid on these shares
ORD	ORDINARY	5217919888	17457303286.91	0.00

Earliest date of change **01-06-2017**
