

Appendix 3E

Daily share buy-back notice (except minimum holding buy-back and selective buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 30/9/2001, 11/01/10

| | |
|-----------------|----------------|
| Name of entity | ABN/ARSN |
| South32 Limited | 84 093 732 597 |

We (the entity) give ASX the following information.

Information about buy-back

| | | |
|---|-----------------------------------|-----------|
| 1 | Type of buy-back | On-market |
| 2 | Date Appendix 3C was given to ASX | 27-Mar-17 |

Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day

| | Before previous day | Previous day | |
|---|--|---------------|-------------|
| 3 | Number of shares/units bought back or if buy-back is an equal access scheme, in relation to which acceptances have been received | 301,284,372 | 475,647 |
| 4 | Total consideration paid or payable for the shares/units | \$949,035,705 | \$1,642,837 |

+ See chapter 19 for defined terms.

Appendix 3E
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| Before previous day | Previous day |
|---------------------|--------------|
|---------------------|--------------|

| | | | |
|---|--------------------------------------|--|---|
| 5 | If buy-back is an on-market buy-back | highest price paid: \$4.235 date: 5-Oct-18 lowest price paid: \$2.510 date: 21-Jun-17 | highest price paid: \$3.490 lowest price paid: \$3.430 highest price allowed under rule 7.33: \$3.665 |
|---|--------------------------------------|--|---|

Participation by directors

| | | |
|---|--------------------|--|
| 6 | Deleted 30/9/2001. | |
|---|--------------------|--|

How many shares/units may still be bought back?

| | | |
|---|---|---|
| 7 | If the company/trust has disclosed an intention to buy back a maximum number of shares/units – the remaining number of shares/units to be bought back | Up to the number of shares with an aggregate buy-back consideration of USD \$50,351,178 (This report's purchases based on a spot A\$:US\$ exchange rate of 0.6875) |
|---|---|---|

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: Date: 24-May-19
 (Company secretary)

Print name: Melanie Williams

+ See chapter 19 for defined terms.