

## 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 South32 Limited	ABN/ARSN 84 093 732 597
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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	303,620,237	658,804
4	Total consideration paid or payable for the shares/units	\$957,029,928	\$2,172,801

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+ See chapter 19 for defined terms.

**Appendix 3E**  
**Daily share buy-back notice**

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	<b>Before previous day</b>	<b>Previous day</b>
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: \$3.340  lowest price paid: \$3.280  highest price allowed under rule 7.33: \$3.592

**Participation by directors**

6 Deleted 30/9/2001.

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**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

<p>Up to the number of shares with an aggregate buy-back consideration of USD \$44,451,390</p> <p>(This report's purchases based on a spot A\$:US\$ exchange rate of 0.6928)</p>
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**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: 31-May-19  
 (Company secretary)

Print name: Melanie Williams

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