

27 May 2015

To: Australian Securities Exchange                      cc: London Stock Exchange  
JSE Limited

**Initial Notification of Interests of  
Directors, Other Persons Discharging Managerial Responsibility and Their Connected  
Persons**

**(Australian Securities Exchange Listing Rules Appendix 3X)  
(Listing Rules & Disclosure and Transparency Rules of the United Kingdom Financial  
Conduct Authority)**

<b>Name of entity</b>	South32 Limited
<b>ABN</b>	84 093 732 597

The entity notifies the stock exchanges on which it has listings, all those interests of directors of the entity, other persons discharging managerial responsibilities and each of their connected persons in the securities of the entity and its related bodies corporate which are required to be disclosed under the Australian Securities Exchange (ASX) Listing Rules, the Listing Rules and Disclosure and Transparency Rules of the United Kingdom Financial Conduct Authority, the Australian Corporations Act and the entity's Securities Dealing Policy.

We (the entity) give the following information under ASX Listing Rule 3.19A.1, United Kingdom Financial Conduct Authority Disclosure and Transparency Rules 3.1.2R and 3.1.4R and as agent for the director, other person discharging managerial responsibilities and/or their connected person(s) in accordance with the entity's Securities Dealing Policy and section 205G of the Australian Corporations Act (where applicable).

<b>Name of director or other person discharging managerial responsibilities</b>	Nicole Duncan (Chief Legal Officer and Company Secretary)
<b>Date of appointment / commencement of role</b>	25 May 2015

**Part 1 – Relevant interests in securities as registered holder**

<b>Number and class of securities</b>
Nicole Duncan has a direct interest in 17,064 ordinary shares in South32 Limited.

