

31 August 2015

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

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

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

Name of entity	South32 Limited
ABN	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 (and changes to those interests) 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.2, 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).

Name of director or other person discharging managerial responsibilities	Mr David Alexander Crawford (Director)
Date of last notice	25 May 2015
Date issuer informed of transaction	28 August 2015
Date and place of transaction	27 August 2015 (Australian Securities Exchange)
Nature of transaction (including a description of the securities/financial instrument)	On-market purchase of 331,500 South32 Limited ordinary shares on the Australian Securities Exchange.

Part 1 – Change of relevant interests in securities

This Part includes changes in the relevant interest of Connected Persons of the director or other person discharging managerial responsibilities. Changes in relevant interest that relate to rights and options granted by the entity are covered in Part 3 below.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder)	Mr Crawford has an indirect interest in 370,627* ordinary shares in South32 Limited held by Melpeat Pty Ltd in its personal capacity and as trustee of the Crawford Super Fund. *Note – total above includes shares acquired in this transaction.
Date of change	27 August 2015
No. of securities held prior to change	39,127 (Indirect)
Class	Ordinary shares in South32 Limited
Number acquired	331,500
Number disposed	-
Value/Consideration	\$1.493325 (average)
No. of securities held after change	370,627 (Indirect)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market purchase of South32 Limited ordinary shares.
Any additional information (including whether the notification relates to a person connected with a director or other person discharging managerial responsibilities and, if so, the identity of the connected person)	-

Part 2 – Change of interests in contracts other than as described in Part 1

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
No. and class of securities to which interest related prior to change	-
Interest acquired	-
Interest disposed	-
Value/Consideration	-
Interest after change	-

