

28 November 2017

**ASX Listing Rules Appendix 3Y
Change of Director's Interest Notice**

Name of entities	BHP Billiton Limited	BHP Billiton Plc
	ABN 49 004 028 077	REG NO 3196209

We (the entities) give the ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Mackenzie
Date of last notice	30 August 2017

Part 1 – Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust.

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder)	Andrew Mackenzie has an indirect interest in 266,205 ordinary shares in BHP Billiton Plc and 93,051 ordinary shares in BHP Billiton Limited held by Pershing Nominees held jointly by Andrew Mackenzie and Elizabeth Mackenzie, of which Andrew Mackenzie is a beneficiary. No change to these interests.
Date of change	24 November 2017
No. of securities held prior to change	<u>Ordinary Shares:</u> BHP Billiton Plc 266,205 – Indirect BHP Billiton Limited 93,051 – Indirect <u>Options and other rights:</u>

	BHP Billiton Limited 1,118,066 – Maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the Long Term Incentive Plan.
Class	Performance Shares (ordinary shares of BHP Billiton Limited) under the Long Term Incentive Plan and Deferred Shares (ordinary shares of BHP Billiton Limited) under the Short Term Incentive Plan.
Number acquired	385,075 Performance Shares (ordinary shares in BHP Billiton Limited) under the Long Term Incentive Plan. 56,217 Deferred Shares (ordinary shares in BHP Billiton Limited) under the Short Term Incentive Plan.
Number disposed	-
Value/Consideration	-
No. of securities held after change	<u>Ordinary Shares:</u> BHP Billiton Plc 266,205 – Indirect BHP Billiton Limited 93,051 – Indirect <u>Options and other rights:</u> BHP Billiton Limited 1,503,141 Maximum number of Performance Shares (ordinary shares in BHP Billiton Limited) under the Long Term Incentive Plan. 56,217 Deferred Shares (ordinary shares in BHP Billiton Limited) under the Short Term Incentive Plan.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	This notification is in respect of the award of Performance Shares under the Long Term Incentive Plan and Deferred Shares under the Short Term Incentive Plan.

Part 2 – Change of director’s interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-

No. and class of securities to which interest related prior to change	-
Interest acquired	-
Interest disposed	-
Value/Consideration	-
Interest after change	-

Part 3 – Closed period

Were the interests in the securities or contacts detailed above traded during a closed period where prior written consent was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Under BHP’s Securities and Dealing Policy a Director cannot deal in BHP Securities without prior written clearance. This requirement applies to all dealings, including those that occur outside of a Closed Period.
If prior written clearance was provided, on what date was this provided?	N/A

Part 4 - Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Rachel Agnew
Contact details	Rachel Agnew Tel: +61 3 9609 3730 Fax: +61 3 9611 1044

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