

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Tronox Limited		2 Issuer's employer identification number (EIN) 98-1026700	
3 Name of contact for additional information Brennen Arndt	4 Telephone No. of contact (203) 705-3800	5 Email address of contact Brennen.Arndt@tronox.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 263 Tresser Boulevard, Suite 1100		7 City, town, or post office, state, and Zip code of contact Stamford, CT 06901	
8 Date of action June 14, 2012	9 Classification and description Class A Share of Common Stock		
10 CUSIP number Q9235V 101	11 Serial number(s) AU000XINEOA7	12 Ticker symbol TROX	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On June 14, 2012 Tronox Limited issued Class A Shares of common stock and exchanged them for all outstanding shares of Tronox Incorporated common stock. In what is deemed to be a U.S. taxable transaction Tronox Inc. stock holders exchanged 1 share of Tronox, Inc. common stock for US\$12.50 in cash plus 1 share of Tronox Limited Class A common stock.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **As of the date of the exchange, all Tronox, Inc. shareholders receiving Tronox Limited shares will have a basis of US\$152.50 in their Tronox Limited Class A shares received (\$165.00 total value provided less US\$12.50 in cash provided equals US\$152.50 value of stock provided). Any gain or loss to the former Tronox Inc. shareholders will be calculated based on the total value provided (above) less their original basis in the formerly held Tronox Inc. shares.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **In order to determine the fair market value of the Tronox Limited Class A shares as of June 14, 2012 the day's low value (US\$160) and high value (US\$170) of Tronox Inc. common stock were averaged (equalling US\$165) less US\$12.50 paid in cash to arrive at a fair market value of US\$152.50 per Class A share.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **IRC Sec. 1001**

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ **Yes**

Multiple horizontal lines for providing information regarding the recognition of resulting loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The reportable year for this taxable transaction is the calendar year 2012 or fiscal year inclusive of June 14, 2012.**

Multiple horizontal lines for providing any other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Douglas McElyea* Date ▶ 6/25/12

Print your name ▶ **Douglas McElyea** Title ▶ **Attorney-in-Fact**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	