Report of Organizational Actions Affecting Basis of Securities

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
G9235V 101

11 Serial number(s)
AU000XINEDA7

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

18 Can any resulting loss be recognized? Yes

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.

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.

Signature: [Signature]
Print your name: Douglas McElvee
Date: 6/26/12
Title: Attorney-in-Fact

Paid Preparer Use Only
Print/Type preparer’s name
Preparer’s signature
Date
Check if self-employed
PTIN
Firm’s name
Firm’s address
Firm’s EIN
Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054