TRONOX INC
Form 425
June 15, 2012

Tom Casey, Chairman and CEO
Deutsche Bank Global Industrial & Basic Materials Conference
June 14, 2012
1
Filed
by
Tronox
Incorporated
Pursuant
to
Rule
425
of
the

Securities Act of 1933, as amended
Subject Company: Tronox Incorporated (File No: 001-32669)

Forward-Looking Statements

2

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 199 looking statements are typically identified by words or phrases such as may, will, anticipate, estimate, expect, plan, believe, target, forecast, and other words and terms of similar meaning. Forward-looking statements involve e expectations, projections, goals, forecasts, assumptions, risks and uncertainties. Tronox Incorporated and Tronox Limited cauti that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from contained in the forward-looking statement. Such forward-looking statements include, but are not limited to, statements about t of the proposed transaction involving Tronox Incorporated, Tronox Limited and Exxaro Resources Limited (Exxaro), inclu financial and operating results, Tronox Incorporated s, Tronox Limited s or Exxaro s plans, objectives, expectations and inte expected timing of completion of the transaction, and other statements that are not historical facts. Important factors that could actual results to differ materially from those indicated by such forward-looking statements include risks and uncertainties relati ability to obtain the requisite Tronox Incorporated shareholder approvals; the risk that Tronox Incorporated, Tronox Limited ar may be unable to obtain governmental and regulatory approvals required for the transaction, or required governmental and regu approvals may delay the transaction or result in the imposition of conditions that could cause the parties to abandon the transac performance of the Tronox and Exxaro Mineral Sands business; the risk that a condition to closing of the transaction may not b the ability of the combined company to obtain necessary financing to refinance existing indebtedness or modifying existing fin arrangements, and finance the combined business post-closing and the terms on which such financing or modification may be a the timing to consummate the proposed transaction; the risk that the businesses will not be integrated successfully; the risk that Limited will not be able to complete registration of its shares with the SEC and/or the listing thereof on a securities exchange, a timing therefore; the risks to shareholders associated with becoming shareholders of an Australian-domiciled holding company that the expected cost savings and any other synergies from the transaction may not be fully realized or may take longer to real expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or supp diversion of management time on transaction-related issues; the market value of Tronox Incorporated s products; demand for products for which Tronox Incorporated s businesses supply raw materials; the financial resources of competitors; the market and/or equity financing; the ability to achieve favorable tax structuring for the benefit of Tronox Limited and its subsidiaries ar shareholders; the ability to respond to challenges in international markets; changes in currency exchange rates; political or econ conditions in areas where Tronox Limited and its subsidiaries will operate; the risk of changes in laws and regulations applicab business and assets of Tronox Limited and its subsidiaries will operate; trade and regulatory matters; general economic conditi other factors and risks identified in the Risk Factors Section of Tronox Incorporated s Registration Statement on form S-4, as filed with the U.S. Securities and Exchange Commission (SEC) on May 4, 2012. Each forward-looking statement speaks only date of the particular statement and neither Tronox Incorporated nor Tronox Limited undertakes any obligation to update or rev forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

This document does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In connection with the proposed transaction involving Tronox Incorporated, Tronox Limited and Exxaro, Tronox Limited and Tronox Incorporated have filed with the SEC a Registration Statement on Form S-4 that includes a definitive proxy statement of Tronox Incorporated that also constitutes a prospectus of Tronox Limited. The registration statement relating to the securities to be offered was declared effective by the Securities and Exchange Commission on May 4, 2012. TronoxIncorporated commenced the mailing of the theproxy statement/prospectus to its stockholders on or about May 7, 2012. Tronox Incorporated urges investors and stockholders to read the proxy statement/prospectus (including any amendments or supplements thereto) regarding the proposed transaction, as well as other documents filed with the SEC, because they contain important information. You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC s website (www.sec.gov). You may also obtain these documents, free of charge, from Tronox Incorporated s website (www.tronox.com) under the heading Investor Relations

Non-GAAP Financial Measures

EBITDA and Adjusted EBITDA, which are used by management to measure performance, are non-GAAP financial measures. Management believes that EBITDA and Adjusted EBITDA are useful to investors, as EBITDA is commonly used in the industry as a means of evaluating operating performance and Adjusted EBITDA is used in our debt instruments to determine compliance with financial covenants. Both EBITDA and Adjusted EBITDA are included as a supplemental measure of our operating performance because they eliminate items that have less bearing on operating performance and highlight trends in the core business that may not otherwise be apparent when relying solely on GAAP financial measures. In addition, Adjusted EBITDA is one of the primary measures management uses for planning and budgeting processes and to monitor and evaluate financial and operating results. EBITDA and Adjusted EBITDA are not recognized terms under GAAP and do not purport to be an alternative to measures of our financial performance as determined in accordance with GAAP, such as net income (loss). Because other companies may calculate EBITDA and Adjusted EBITDA differently than we do, EBITDA may not be, and Adjusted EBITDA as presented herein is not, comparable to similarly titled measures reported by other companies. A reconciliation of EBITDA and Adjusted EBITDA to

net income are included at the end of this presentation
Additional Information & Non-GAAP
Financial Measures
3

Tronox Overview

Tronox Incorporated and Exxaro Mineral Sands are scheduled to close on Friday, June 15, 2012 to form Tronox Limited (Tronox or the Company), the only fully integrated global producer and marketer of

TiO
2
and
mineral sands

Creates highly differentiated and attractively positioned company in value chain

Drives higher margins, greater scale and improved growth prospects

Ore supply assurance reduces earnings volatility and enables company to increase capacity to serve demand growth

Tronox to benefit on both sides of the supply chain as we will be long feedstock

Enhances strategic and financial flexibility to build further shareholder value and pursue growth opportunities post-closing

Attractive balance sheet and U.S. tax attributes
3rd largest global producer and
marketer
of
TiO
2
manufactured
via
Chloride Technology
3rd largest global producer of Titanium feedstock
2nd largest global producer of Zircon
Global Leadership
4

Combination to Form the Only Fully Integrated
Global Pigment and Mineral Sands Platform
Botlek, The Netherlands
Hamilton, MS
Namakwa Sands
KZN Sands
Tiwest
Oklahoma City, OK
R&D / Support Services
Locations
Henderson, NV
Tronox has 3,500 employees

in 17 locations around the world
Johannesburg
Singapore
Shanghai, China
Stamford, CT
Headquarters
Pigment Facilities
Location
Capacity (MT)
Hamilton
225,000
Botlek
90,000
Tiwest (Kwinana)
150,000
Total
465,000
Mineral Sands Facilities
Namakwa Sands
Capacity (MT)
Slag
160,000
Zircon
135,000
Pig Iron
100,000
Rutile
31,000
Reserve Life of Mine
20+ Years
Tiwest (Northern Operations)
Capacity (MT)
Synthetic Rutile
220,000
Zircon
70,000
Rutile
36,000
Leucoxene
26,000
Reserve Life of Mine
15+ Years
KZN Sands[2]
Capacity (MT)
Slag
220,000
Pig Iron / Scrap Iron
121,000
Zircon
60,000

Rutile
30,000
Reserve Life of Mine
12+ Years
Electrolytic Facilities
Location
Capacity (MT)
Hamilton (Sodium Chlorate)
150,000
Henderson (EMD)
27,000
Henderson (Boron Products)
525
5
Notes:
1) Namakwa Sands, KZN Sands and Tiwestare each made up of 3 locations.
2) KZN Sands gives effect to Fairbreeze mine development project expected to open in 2014 with 190kt of TiO ore capacity and 60kt/year of zircon capacity
2

.With Attractive Vertical Integration
Pre-Merger Tronox*(000 s tonnes of ore)*
Post-Merger Tronox*(000 s tonnes of ore)*
Tronox is long titanium feedstock, giving the Company significant advantages compared to its peers, especially in a today s rising ore pricing environment
6
200
429
Tronox Titanium Feedstock Capacity
Tronox Titanium Feedstock Requirements

723
512
New Tronox Titanium
Feedstock Capacity
New Tronox Titanium
Feedstock Requirments

New Tronox Pro Forma Financials
Pro Forma Revenue
Pro Forma Adjusted EBITDA
151%
7
$ 2,306
37%
$ 1,681
2010
2011
$ 336

$ 844
37%
20%
2010
2011
Adjusted EBITDA Margin

Key Investment Highlights
Leading Global Market Position
Advantaged, Proprietary TiO
2
and Titanium Feedstock
Production Technology
Best Positioned
to
Capitalize
on
Trends
in

Mineral
Sands,
TiO
2
&
Zircon Industries
Vertically Integrated Platform Assures Security of Titanium
Feedstock Supply and Margin Capture at Both Levels of the
Supply Chain
Low Cost and Efficient Production Network
Innovative, High Performance Products
Experienced Management Team
8

TiO
2
Pigment Operations
Overview
Leading
Global
TiO
2
producer

One
of
the
largest
global
TiO
2
producers and marketers with 8% share
of global capacity
Focused primarily on coatings, plastics
and paper laminates
Efficient, low-cost manufacturing footprint
Global operations and international
presence
Pigment Facilities
($US in millions)
(units in MT)
Location
Capacity
Hamilton
225,000
Botlek
90,000
Kwinana
150,000
2011 Sales Volume by Geography
Total
465,000
2011 Sales Volume by End-Use Market
9
Tronox s sales effort is leveraged towards the higher growth and higher value segments

Low Cost and Efficient Production
Network
Network
of
TiO
2
and
titanium
feedstock
facilities
gives
Tronox

the
flexibility
to
optimize
asset
and
feedstock utilization
Ability to generate operational, logistical and market efficiencies
Vertically
Integrated
Production
Significant and
Scalable
Operations
Gateway to Asia
Geographic
Diversity
Tronox s
three
TiO
production
facilities
are
strategically
positioned
in
key
geographies:
Americas,
Europe and Asia Pacific
Provides customers in over 90 countries with a reliable product supply
The
Hamilton
facility
is
the
third
largest
TiO
production
facility
in
the
world
and
has
the
size
and
scale to service customers in North America and around the globe

Solid
platform
for
growth
with
ability
to
debottleneck
to
participate
in
market
growth
with
limited
capital expenditures

The Tiwest Operations, located in Australia, is well positioned to service growing demand from Asian markets

100% Proprietary
Chloride
Technology

Chloride
technology
yields
consistently
whiter,
brighter
pigment
grades
preferred
for
many
of
the
largest end-use applications (e.g. paints and plastics) as compared to the sulfate process

The
chloride
production
process
offers
~15%
in
cost
savings
over
the
sulfate
process
(according
to

TZMI)
No chloride plant has been put into commercial production since 1994
10
The
Company s
TiO
2
operations
are
among
the
lowest
cost
producers
of
TiO
2
globally
2
2

Tronox has supplied each of its top ten TiO_2 customers for over ten years

Diversified customer base of approximately 1,000 customers in over 90 countries

Customers include market leaders in each of the major end-use markets for TiO_2

Tronox works closely with its customers to optimize their formulations, thereby enhancing the use of TiO_2

in their production processes
Builds strong relationships with our customers
resulting in high customer retention rate
Long-Standing Blue Chip TiO
2
Customer Relationships
Tronox s Blue Chip Customer Relationships
11

Tronox Mineral Sands Operations
Overview
Tronox Mineral Sands comprises three mining operations: KZN Sands and Namakwa Sands located in South Africa and Tiwest located in Australia
Mineral Sands operations consist of two key product streams
Titanium Feedstock and Zircon
3rd largest titanium ore feedstock producer globally in 2011 (10% market share) with 3 producing assets

2nd largest zircon producer globally in 2011
(20% market share)
Mineral Sands operations also produces high purity
Pig Iron as a co product
Geographically well positioned to serve markets in
Asia, the Middle East, Europe, North and South
America
Existing inventory will be enough to supply slag
furnaces until the Fairbreeze mine is online
Production Facilities
1)
KZN
Sands
gives
effect
to
Fairbreeze
mine
development
project
expected
to
open
in
2014
with
190kt
of
TiO
ore
capacity
and
60kt
of
zircon
capacity.
Namakwa
Northern
Capacity (MT)
Sands
Operations
KZN Sands[1]
Total
Slag
160,000
220,000
380,000
Zircon
135,000
70,000

60,000
265,000
Pig Iron
100,000
121,000
221,000
Rutile
31,000
36,000
30,000
97,000
Synthetic Rutile
220,000
220,000
Leucoxene
26,000
26,000
Reserve Life of Mine
20+ Years
15+ Years
12+ Years
12
2

Tronox Mining Operations
KZN Sands operations are located on the East Coast of South Africa
KZN Sands operations comprise four phases:
Mining
Mineral Separation
Smelting
Bulk Terminal
Hillendale mine of KZN Sands is expected to end production in 2012
Fairbreeze mine of KZN Sands is expected to begin production in 2014

Approximately 500,000 tonnes of ilmenite stockpiled at KZN; 3.5 million tonnes excess ilmenite stockpiled at Namakwa Sands; and 500,000 tonnes stockpiled at TiWest provides more than adequate source of alternate supply prior to Fairbreezeexpansion onstream

KZN Sands

Tiwest

Namakwa Sands

Namakwa sands operations are on the coastal plain along the west coast of South Africa

Namakwa Sands operations comprise three phases:

Mining

Mineral Separation

Smelting

Produces titanium feedstocks including ilmenite, chloride slag, titanium slag, rutile, as well as co products pig iron and zircon

Tiwest operations are located in Western Australia

Tiwest operates:

Mining

Chandalamineral separation

Dry mills, synthetic rutile plant

Bunbury plant operations

Unique mine to mine concept: self-contained from extraction through waste disposal

Large geographical span serves as attractive springboard into Asia-Pacific

Produces titanium feedstocks - ilmenite, rutile, synthetic rutile, leucoxene, zircon, activated carbon and staurolite

13

Tronox Mineral Resources & Reserves
Resources
1
(metric million tonnes)
2
Reserves (ROM)
3
Operation
4
LoMP
(Years)
5
Measured
Indicated

Inferred
Total
% llmenite
(Total)
Proven
6
Probable
7
Total
% THM
KZN Sands
Hillendale
1.5
24.6
-
-
24.6
2.76
7.3
-
7.3
5.88
Fairbreeze
15
156.1
55.7
9.0
220.9
3.76
114.3
25.4
139.6
7.24
Block P
-
-
40.6
-
40.6
3.05
-
-
-
-
Port Durnford
Prospecting Project
8,12
-
142.5
340.1

466.0
948.6
2.68
-
-
-
-
Centane Prospecting
Project
9,12
-
226.2
9.9
19.8
255.9
4.50
Total
549.4
446.3
494.8
1490.6
121.6
25.4
146.9
Namakwa Sands
Namakwa Sands
20
434.7
360.7
10
82.0
877.4
2.79
185.5
272.4
10
457.9
11
8.57
Tiwest
Tiwest-
Cooljarloo
15
207.3
192.8
-
399.9
-
207
57.7

264.7
2.20
Tiwest-Cooljarloo West
Prospecting Project
12
-
111.0
86.0
197.0
1.80
Tiwest-
Jurien Project
5.2
-
25.6
-
25.6
3.20
-
15.7
15.7
7.90
Tiwest-Dongara Project
9.8
55.2
12.0
15.9
83.1
2.18
29.5
-
29.5
7.32
Total
262.5
341.4
101.9
705.8
236.5
73.4
309.9
14
Source:Exxaro Mineral Sands proven and probable ore reserves and estimated mineral resources as of December 31, 2011 fron
prospectus dated May 4, 2012
Note: Please see appendix for footnote references.

Industry Capacity Utilization
1
During
the
last
cycle,
over
380,000
MT
of
capacity

was
taken
out
of
market,
which
Tronox
estimates
to
be
approximately a 7% reduction
Bringing new capacity online requires significant capex, long lead time and difficult to achieve permitting (in particular environmental
regulations).
As
a
result
a
new
Chloride
facility
has
not
been
built
since
1994
Source: Tronoxmanagement data
Significant TiO
2
Pigment Capacity
Reductions
The global TiO_2
pigment market has been tight with major producers operating near full capacity
60%
65%
70%
75%
80%
85%
90%
95%
100%
1986
1987
1988
1989
1990
1991
1992

1993
1994
1995
1996
1997
1998
1999
2000
2001
2002
2003
2004
2005
2006
2007
2008
2009
2010
2011
380,000 MT taken out via plant closures

Grimsby (s) 40

France (s) 65

Chinese (s) 125

Baltimore (c) 50

Savannah (c)100
10 plants built during
this period with last
Chloride plant built in
1994
210,000 MT taken out via plant closures

Antioch (c) 30

Baltimore (s) 50

Antwerp (s) 30

Grimsby (s) 40

Savannah (s) 60
15

2.0%
1.5%
2.0%
0.0%
2.0%
4.0%
3.5%
6.0%
3.5%
8.5%

7.5%
7.5%
2.6 Billion people in China and India
0.25kg
per
capita
increase
in
consumption
in
these
two
countries
over
3
years
equates to 650,000MT increase in demand (11.6% increase in market capacity, or
approximately 3 plants the size of Hamilton)
TiO_2
Consumption per Capita and Growth Rates
2008 2013 Est. CAGR :
Significant
long-term
TiO
2
consumption
growth
expected
from
emerging
markets
Source: Company estimates and U.S. Government Population Statistics.
TiO
2
usage
per
capita
in
the
major
emerging
markets,
particularly
in
China
and
India,
is
significantly below that seen in most Western countries
Rising Demand from Emerging Markets

16
1

Mineral Sands Market
Mineral Sands industry encompasses producers of titanium raw material including ilmenite, titanium slag, rutile, synthetic rutile, and leucoxene
Zircon is a key co-product of titanium mining
Industry has benefited from favorable supply / demand characteristics for both high-grade titanium feedstocks & zircon over the last two years
Titanium Feedstock-
Key Producers
Zircon-
Key Producers
17

Constrained Feedstock Environment is
Expected to Persist
Fundamentals for titanium feedstocks remain strong,
despite recent softening in China
Developing countries
intensity of pigment use
is expected to grow with rising living standards
(GDP/capita)
Supply deficits remain structural for most feedstock
products, particularly for high quality chloride
feedstocks
Lack of meaningful investments in titanium

minerals mining industry in the past decade
No new substantive supply expected to enter the market until later this decade
High risk and long lead time (typically 5-7 years) in starting new projects
China remains primarily import dependent for its titanium ore requirements
Ore suppliers have succeededin recent years in moving prices higher and changing prices quickly
Ore prices are expected to increase for pigment producers, despite short-term demand softening

1) TZMI 4Q2011 forecast.
2) Goldman Sachs Research

Ore supply is tight, creating a favorable pricing environment for the foreseeable future
18
2
Global Supply / Demand for Titanium Feedstock
Feedstock Pricing¹
($ / tonne)
1

Overview
Zircon Market Overview
Zircon is a mineral often produced as a co-product of TiO_2 minerals primarily in Australia and South Africa
Despite 1H 2012 pause, global Zircon demand expected to stay significantly higher than supply
Expected strong long-term demand driven by urbanization, especially in developing economies such as China
Inventories throughout the supply chain at historically low levels
Zircon market fundamentals expected to stay

positive over the long-term
Structural market deficits expected to persist
No significant new supply sources are apparent to fill the gap

limited number of quality projects available for development
Fundamentals Remain Strong
Following three consecutive quarters of substantial price movements for zircon, there was a moderation in the price increase for Q4 2011, with suppliers achieving 10-15% higher prices QoQfor shipments in the last quarter of the year
China has had the most significant influence on zircon offtake, as the output of ceramic tiles in the country has slowed in response to a weaker domestic housing market
The softer zircon demand resulted in a supplier response ahead of the seasonally slow shipping period in Q1 2012 associated with subdued market activity around Chinese New Year, and resulted in some inventory building at mine sites
Zircon prices are expected to stabilize in the next quarter before trending up in the second half of the year as market conditions improve
19

Material increases in supply will be to meet incremental demand
New construction very capital intensive and subject to increasing environmental regulations
Access to ore constrained for any material capacity increases
IP and know how very limited
Tronoxestimates that during 2007-2009, approximately 7% of global capacity was shuttered
The projected expansion of TiO_2
pigment supply reflects announced but not completed production facilities, most of
which are in China and producing via the sulfate process
Current supply dynamics and projected demand increases is expected to result in a continued favorable pricing environment over the long term

TiO_2
-
Supply/Demand(000 s tonnes)
1
TiO_2
Pigment Pricing($ / tonne)
2
1)
Per TZMI 4Q2011 forecast.
2)
Per TZMI 4Q2011 forecast.
Structural Shift in the Industry Expected to
Continue to Drive TiO
2
Prices Higher
As a result of strong underlying demand, a lack of capacity and overall structural shift in the industry,
TiO
2
prices
have
increased
significantly
and
are
expected
to
remain
high
20

Key Investment Highlights
Leading Global Market Position
Advantaged, Proprietary TiO
2
and Titanium Feedstock
Production Technology
Best Positioned
to
Capitalize
on
Trends
in

Mineral
Sands,
TiO
2
&
Zircon Industries
Vertically Integrated Platform Assures Security of Titanium
Feedstock Supply and Margin Capture at Both Levels of the
Supply Chain
Low Cost and Efficient Production Network
Innovative, High Performance Products
Experienced Management Team
21

Appendix
22

Acquisition of Exxaro Mineral Sands
Tronox Pro Forma Corporate Structure
Transaction Overview
100.0%
100.0%
100.0%*
100.0%
50.0%
50.0%

100.0%
74.0%
26.0%
100.0% of Class A Shares
(~61.5% of voting rights)
100.0% of
Class B Shares
(~38.5% of
voting rights)

* Note:Assuming no Tronox Incorporated shareholders elect to receive exchangeable shares in Tronox Limited.

On September 26, 2011, Tronox entered into a definitive agreement to acquire Exxaro Resources (Exxaro) mineral sands operations, which will create the world s largest vertically-integrated TiO pigment company (New Tronox)

Exxaro will receive approximately 38.5% of the common equity in New Tronox in exchange for its mineral sands operations, which will be contributed debt free

Exxaro will retain a 26% ownership interest in the South African operations of the Mineral Sands business in order to comply with South African BEE ownership requirements.

For the LTM period ended 12/31/2011, New Tronox would have generated pro forma revenues of $2,306 million and Adjusted EBITDA of $844 million (37% Adjusted EBITDA margin)

New Tronox will have approximately 3,500 employees and 16 locations around the world

The acquisition is expected to close in Q2 2012

Tronox has refinanced its Senior Secured Term Loan ($425 million at signing) with a new $550 million Senior Secured Term Loan and $150 million Senior Secured Delayed Draw Term Loan (together, the Term Facility)

The Term Facility expressly permits the Exxaro Mineral Sands acquisition and, together with cash on hand, will fund all cash uses to permit the Exxaro Mineral Sands acquisition

Tronox's existing $125 million ABL Revolver will be replaced with a new $300 ABL Revolving Facility upon the close of the acquisition.

23

Tronox Incorporated s Non-U.S. Assets

Tiwest Joint Venture

Tronox Incorporated s U.S. Assets

South African
Mineral Sands
Businesses
Other
Exxaro
Assets
Tronox
Incorporated
Tronox
Limited
Current
Tronox
Incorporated
Stockholders
Tronox
Worldwide
LLC
Exxaro
2

Exxaro Transaction Detail
Transaction Structure Detail
Current Tronox shareholders to exchange existing common stock for new Class A shares in Tronox Limited, a newly-formed Australian-domiciled corporation and $12.50 per share
Option to receive exchangeable shares with right to exchange later into Class A shares and $12.50 per share, subject to minimum and maximum (with pro ration) election thresholds
Exxaro contributing mineral sands operations to New Tronox in exchange for Class B shares in Tronox Limited

Exxaro to retain 26% direct minority ownership in the South African businesses
to comply with South African BEE ownership requirements
Approximately 10.0 million shares will be issued to Exxaro excluding put/call
shares
Put/call shares: 1.4 million shares in exchange for Exxaro s 26% direct interest in the South African
operations in the event that the BEE compliance structure is no longer required
Transaction is taxable to Tronox shareholders
Pro Forma Shares Outstanding
25.9 million shares outstanding (excluding Exxaro s put/call shares)
Intention to list the NYSE after closing
24

Key Governance Terms
9 member board comprising:
6 Class A directors (nominated by Tronox)
3 Class B directors (nominated by Exxaro)
Tom Casey to remain Chairman & CEO of combined company
Key members of Exxaro's senior management expected to join Tronox including current leader of mining operations
Three-year lockup period for Exxaro
Standstill limiting Exxaro's ownership to less than 45% until the third anniversary of the transaction
Thereafter, board approval process and/or majority support from unaffiliated shareholders required in order for Exxaro to

go above 50%
Management and Pro Forma Board of Directors
Exxaro Lock-up and Standstill Provisions
25

Key Governance Terms (cont d)
Limited significant matters require supermajority (6 of 9)
approval at board level, including:
Change in Executive Management
Material acquisitions / dispositions
Sale of the Company
Decision to pay dividends
Class voting (approval of Class A and Class B shareholders
voting separately) to approve merger or sale of the company
Majority of all the shares in each class for as long as Exxaro s

Class B voting interest is at least 20%
Receipt of all regulatory approvals
Effective New Tronox and Tronox Inc. registration statement
Tronox shareholder approval
$20 million termination fee if Exxaro terminates following a fiduciary change in recommendation by Tronox s board
Anticipated Closing June 2012
26
Limited Board Supermajority Matters
Change of Control Provisions
Key Conditions to Closing

Tronox Mineral Resources & Reserves Endnotes

27

1

Mineral Resources are quoted inclusive of mineral resources that have been modified to ore reserves.

2

Tonnages are quoted in metric million tonnes.

3

"ROM" stands for Run of Mine, which is a mining term that means a stockpile of ore that has been created without any blending or processing, meaning that the ore has been mined and transported to the stockpile location in its original condition. ROM is quoted in millions of tonnes.

4

All extraction methods are open- cut mining operations.

5

"LoMP" stands for Life of Mine Plan, which means either the total number of years needed to extract reserves from a designed mine pit, or a design and costing study of an existing operation in which appropriate assessments have been made of realistic assumed modifying factors to demonstrate at the time of reporting that extracting is reasonably justified

6

Proven reserves means the economically mineable material derived from a measured resource. Proven reserves are estimated with a high level of confidence, include contaminating materials and allow for losses that are expected to occur when the material is mined.

7

Probable reserves means the economically mineable material derived from a measured or indicated resource, or both. Probable reserves are estimated at a lower evel of confidence than proven reserves, include contaminating materials and allow for losses that are expected to occur when the material is mined.

8

A renewal for the Port Durnford prospecting right has been submitted. The outcome is still pending.

9

A renewal for the Centane prospecting right has been submitted. The outcome is still pending.

10

A portion of the measured resources within Namakwa Sands's mining right, but falling outside the boundary of the approved environmental management plan ("EMP"), was converted to probable reserves pending approval from the DMR to extend Namakwa Sands's EMP boundary. Exxaro Mineral Sands submitted an application to the DMR to extend the Namakwa Sands's EMP boundary, which was approved on March 28, 2012.

11

In 2011, the Namakwa Sands proven and probable reserves amount decreased by approximately 130 million tonnes from the 2010 amount due to mining of the reserves and the exclusion in 2011 of the east orange feldspathic sand ("EOFS") material from Namakwa Sands's life of mine and mineral reserves following a pre- feasibility study conducted in 2011, which concluded that building a proposed new plant to process the EOFS material was not currently economically feasible. The EOFS material, however, still remains part of Namakwa Sands's mineral resources, and Exxaro Mineral Sands is investigating alternative technologies for processing the EOFS material.

12

Block P, Port Dunford, Centane, and Cooljarloo West are exploratory programs without known reserves.