

TRONOX LIMITED
LEAD INDEPENDENT DIRECTOR CHARTER

If the Chairman of the Board and the Chief Executive Officer (the “**CEO**”) are the same person, the Board of Directors (the “**Board**”) of Tronox Limited (the “**Company**”) considers it to be useful and appropriate that an independent director be designated (the “**Lead Independent Director**”) to perform such duties, and have specific responsibilities, as the Board may determine.

Responsibilities: The specific responsibilities of the Lead Independent Director are as follows:

1. Preside at meetings of the Board in the absence of, or upon the request of, the Chairman of the Board.
2. Preside over all executive meetings of independent Directors and report to the Board, as appropriate, concerning such meetings.
3. Review Board agendas in collaboration with the Chairman of the Board and CEO and, if matters or information requested by independent Directors are not on the agendas then add, as appropriate, such matters or information to the agendas for the Board to consider.
4. Advise the Chairman as to the quality, quantity and timeliness of information provided to the Board.
5. If necessary, serve as a supplemental channel of communication between non-management Directors and the Chairman of the Board and CEO without inhibiting direct communications between the Chairman of the Board, CEO and other Directors.
6. If requested by major shareholders, ensure availability for consultation and direct communication.

Appointment of Lead Independent Director: The Lead Independent Director shall be elected by a majority of the independent Directors of the Board for renewable one (1) year terms and until such earlier time as he or she ceases to be a Director, resigns as Lead Independent Director, or is replaced as Lead Independent Director by a majority of the independent Directors.

Qualifications of Lead Independent Director: The Lead Independent Director must:

1. Be available to work effectively and closely with, and in an advisory capacity to, the Chairman of the Board; and
2. Be available to discuss with other Directors and major shareholders any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairman of the Board.

Absence of Lead Independent Director: If the Lead Independent Director is not present at any meeting of the Board, a majority of the independent Directors present at such meeting shall select a Director to act as Lead Independent Director for the purpose and duration of such meeting.

As adopted by the Board of Directors on September 6, 2016.