



INSIDER TRADING POLICY

The following Insider Trading Policy (the "**Policy**") has been reviewed and approved by the Board of Directors (the "**Board**") of TRX Gold Corporation (the "**Company**"). This Policy may be reviewed and updated periodically by the Board. Any amendment to this Policy shall be subject to approval by the Board.

Purpose of the Policy

Canadian securities laws prohibit "insider trading" and impose restrictions on the trading of shares or other securities issued by the Company while in possession of material undisclosed facts or changes relating to the Company. The purpose of the rules set out in this Policy is to ensure that persons having knowledge of inside information not generally disclosed to the public do not take advantage of such information through trading in securities issued by the Company or in securities of other corporations whose price would be affected by such undisclosed inside information. The Policy is also intended to ensure that Company Personnel (defined below) act, and are perceived to act, in accordance with applicable laws and the highest standards of ethical and professional behavior.

The Policy is not intended to provide an in-depth legal analysis of insider trading rules but rather to serve as a guideline for the purpose of limiting the possibility of illegal or inappropriate use of undisclosed material information, facts or changes regarding the Company. **The onus of complying with the Policy and the relevant insider trading and other securities legislation lies with Company Personnel, each of whom is expected to be familiar with the Policy and such legislation and to comply fully with them. An employee who violates the Policy may face disciplinary action up to and including termination of his or her employment. A breach of the Policy may also violate certain securities laws.**

The Board will designate one or more individuals from time to time as Insider Trading Policy Administrators for the purpose of administering this Policy. At the date hereof, the designated Insider Trading Policy Administrator is the Corporate Secretary of the Company.

Application of the Policy

1. Persons Subject to this Policy

The following persons are required to observe and comply with this Policy:

- (a) all directors, officers and employees of the Company or its subsidiaries;
- (b) any other person retained by or engaged in business of professional activity with or on behalf of the Company or any of its subsidiaries (such as a consultant, independent contractor or adviser);
- (c) any family member, spouse or other person living in the household or dependent child of any of the individuals referred to in subsection (a) and (b) above; and
- (d) partnerships, trusts, corporations, R.R.S.P.'s and similar entities over which any of the above-mentioned individuals exercise control or direction.

For the purposes of this Policy, the persons listed above are collectively referred to as "Company Personnel". Paragraphs (c) and (d) should be carefully reviewed by Company Personnel; those paragraphs have the effect of making various family members or holding companies or trusts of the persons referred to in paragraphs (a) and (b) subject to the Policy.

2. Trades that are Subject to this Policy

Under this Policy, all references to trading in securities of the Company include (i) any sale or purchase of securities of the Company, including the exercise of stock options granted under the Company's stock option plan and the acquisition of shares or any other securities pursuant to any Company benefit plan or arrangement, and (ii) any derivatives-based or other transaction or arrangement that would be required to be reported by insiders in accordance with applicable laws or regulations relating to derivatives or equity monetization transactions (including Multilateral Instrument 55-103 - Insider Reporting for Certain Derivative Transactions).

Inside Information

"Inside Information" means:

- a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the securities of the Company (which includes any decision to implement such a change by the Board or by senior management who believe that confirmation of the decision by the Board is probable);
- a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company; or
- any information which is not generally available to the public that a reasonable investor would be likely to consider important in deciding whether to buy, hold or sell securities of the Company, in each case, which has not been generally disclosed. **It is the responsibility of any Company Personnel contemplating a trade in securities of the Company to determine prior to such trade whether he or she is aware of any information that constitutes Inside Information. If in doubt, the individual should consult with an Insider Trading Policy Administrator.**

Trading Procedures for Company Personnel

In order to prevent insider trading violations, the following procedures must be followed by all Company Personnel:

1. Prohibition Against Trading on Inside Information

Company Personnel must not purchase, sell or otherwise trade securities of the Company, with the knowledge of Inside Information until:

- (a) two days after the disclosure to the public of the Inside Information, whether by way of press release or a filing made with securities regulatory authorities; or
- (b) the Inside Information ceases to be material (e.g. a potential transaction that was the subject of the information is abandoned, and either Company Personnel are so advised by the Insider Trading Policy Administrator or such abandonment has been generally disclosed); or
- (c) after becoming aware that a "blackout period" (discussed below) has been implemented, until the blackout period has expired.

For greater certainty any order or direction that has been given by Company Personnel to sell or otherwise trade securities of the Company at some point in the future or on certain conditions must be revoked immediately upon Company Personnel becoming aware of Inside Information or becoming aware that a blackout period has been implemented.

2. Prohibition Against Speculating. Short-Selling, Puts and Calls

Certain types of trades in securities of the Company by Company Personnel can raise particular concerns about potential breaches of applicable securities law or that the interests of the persons making the trade are not aligned with those of the Company. Company Personnel are therefore prohibited at any time from, directly or indirectly, undertaking any of the following activities:

- (a) speculating in securities of the Company, which may include buying with the intention of quickly reselling such securities, or selling securities of the Company with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Company's stock option plan or any other Company benefit plan or arrangement);
- (b) buying the Company's securities on margin;
- (c) short selling a security of the Company or any other arrangement that results in a gain only if the value of the Company's securities declines in the future;
- (d) selling a "call option" giving the holder an option to purchase securities of the Company; and
- (e) buying a "put option" giving the holder an option to sell securities of the Company.

3. Prohibition Against Tipping

Company Personnel are prohibited from communicating Inside Information to any person outside the Company, unless: (i) disclosure is in the necessary course of the Company's business provided that the person receiving such information first enters into a confidentiality agreement in favor of the Company (which should contain, among other things, an acknowledgement by the recipient of the requirements of applicable securities laws relating to such recipient trading securities with knowledge of a material fact or material change in respect of the Company that has not been generally disclosed and to such recipient information another person or company such a material fact or material change) and the disclosure is made pursuant to the proper performance by such Company Personnel of his or her duties on behalf of the Company; (ii) disclosure is compelled by judicial process; or (iii) disclosure is expressly authorized by the Insider Trading Policy Administrator.

Subject to the above, Inside Information is to be kept strictly confidential by all Company Personnel until after it has been generally disclosed. Discussing Inside Information within the hearing of, or leaving it exposed to, any person who has no need to know is to be avoided at all times. Company Personnel with knowledge of Inside Information shall not encourage any other person or company to trade in the securities of the Company, regardless of whether

the Inside Information is specifically communicated to such person or company.

If any Company Personnel has any doubt with respect to whether any information is Inside Information or whether disclosure of Inside Information is in the necessary course of business, the individual is required to contact an Insider Trading Policy Administrator.

4. Blackout Periods

In order to avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe a quarterly blackout period, during which Company Personnel will not initiate any meetings or telephone contacts with analysts and investors and no discussion on earnings will take place, except to respond to unsolicited inquiries of a factual nature. The blackout period generally commences five business days before the announcement of the financial results for the end of each fiscal quarter of the Company and ending at the end of the business day after the day of the announcement of the financial results for the quarter and, in respect of the fourth quarter, the financial results for the year.

In addition, Company Personnel who have access to Inside Information relating to the Company or its business in the normal performance of their duties are subject to "blackout periods" during which they will be prohibited from trading in securities of the Company. All Company Personnel who are made aware of a "blackout period" are prohibited from communicating (tipping) internally or externally to anyone else that the Company is subject to a "blackout period".

This blackout period does not preclude responding to inquiries concerning publicly available or non-material information.

Reporting Requirements

The directors and "senior officers" (as defined in applicable securities laws) of the Company and its subsidiaries are "Insiders" under applicable securities laws. Insiders are required to file reports with Canadian provincial securities regulators, pursuant to the electronic filing system known as SEDI, of any direct or indirect beneficial ownership of, or control or direction over, securities of the Company and of any change in such ownership, control or direction. In addition, Insiders must also include in their reports any monetization, non-recourse loan or similar arrangement, trade or transaction that changes the Insider's economic exposure to or interest in securities of the Company and which may not necessarily involve a sale, whether or not required under applicable law.

It is the responsibility of each Insider (and not the Company) to comply with these reporting requirements, and Insiders are required to provide the Insider Trading Policy Administrator with a copy of any insider report completed by the Insider concurrent with its filing. The Company will assist any Insider in the preparation and filing of insider reports upon request.

Some officers of the Company or its subsidiaries may be eligible to be exempted by applicable securities law from the requirements to file insider reports.

A person that is uncertain as to whether he or she is an Insider or whether he or she may be eligible to be exempted from these requirements should contact an Insider Trading Policy Administrator. Insiders who are exempted from these requirements remain subject to all of the other provisions of applicable securities law and this Policy.

Penalties and Civil Liability

The applicable securities laws that impose insider trading and tipping prohibitions also impose substantial penalties and civil liability for any breach of those prohibitions, namely:

- (a) Criminal fines of up to \$5,000,000 and four times the profit made or loss avoided;
- (b) Prison sentences for a term not exceeding 10 years for insider trading, and five years for tipping; and
- (c) Civil liability for compensation to the seller or purchaser of the relevant securities for damages as a result of the trade.

Where a company is found to have committed an offence, the directors, officers and supervisory Company Personnel of the company may be subject to the same or additional penalties.

Enforcement

All directors, officers, employees and consultants of the Company and its subsidiaries will be provided with a copy of this Policy. It is a condition of their appointment, employment or engagement that each of these persons at all times abide by the standards, requirements and procedures set out in this Policy unless a written authorization to proceed otherwise is received from an Insider Trading Policy Administrator. Any such person who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with or engagement by the Company without notice. The violation of this Policy may also violate certain securities laws. If it appears that a director, officer, employee or consultant may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

Questions

Should you have any questions or wish for information concerning the above, please contact an Insider Trading Policy Administrator.

ADOPTED AND APPROVED by the Board on July 13, 2022.