



STATEMENT OF U.S. GOVERNANCE DIFFERENCES (NYSE AMERICAN)

The common shares of TRX Gold Corporation (“**TRX**”) are listed on the NYSE American LLC (“**NYSE American**”). TRX regularly assesses emerging best practices with respect to effective and sound corporate governance policies. TRX is also committed to the goal of transparent and comprehensive disclosure of its corporate governance practices.

Section 110 of the NYSE American Company Guide (“**Company Guide**”) permits NYSE American to consider the laws, customs and practices of foreign issuers in applicability of certain NYSE American listing criteria, and to grant exemptions from NYSE American listing criteria. A company seeking relief under these provisions shall provide written certification from independent local counsel that any otherwise non-compliant practices are not prohibited by home country law. TRX is in compliance in all material respects with all applicable Canadian corporate governance rules, regulations and policies and has provided such certification to the NYSE American. A description of the significant ways in which the Company’s governance practices differ from those followed by U.S. domestic companies pursuant to the Company Guide and NYSE American standards is as follows:

Quorum

Section 123 of the Company Guide generally requires that a listed company’s by-laws provide for a quorum for any meeting of the holders of a listed company’s common shares of at least 33 1/3. Pursuant to the Company Guide, TRX, as a foreign private issuer, has elected to comply with practices that are permitted under Canadian law in lieu of the provisions of Section 123 of the Company Guide. TRX’s governing documents provide that a quorum will be present at a meeting if there are at least two persons present in person holding or representing not less than 20% of the total number of shares entitled to vote.

Proxy Delivery Requirement

NYSE American requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings and requires that these proxies be solicited pursuant to a proxy statement that conforms to the proxy rules of the U.S. Securities and Exchange Commission. The Company is a foreign issuer as defined under Rule 3b-4 under the U.S. *Securities Exchange Act of 1934*, as amended (the “**Act**”), and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Act. The Company solicits proxies in accordance with applicable Canadian corporate and securities laws, rules and regulations and the rules of the TSX.

Shareholder Approval Requirement

The Governance Rules for U.S. domestic issuers require shareholder approval of equity compensation plans and arrangements pursuant to which options stock may be acquired by officers,

directors, employees, or consultants of the company. The Company follows the shareholder approval requirements for equity compensation plans and arrangements in accordance with applicable Canadian corporate and securities laws, rules and regulations and the rules of the TSX.

The NYSE American and Company Guide also requires a listed company to obtain the approval of its shareholders for certain types of securities issuances, including private placement that may result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of the presently outstanding shares for less than the great of book or market value of the shares. Applicable Canadian laws and TSX rules followed by TRX require shareholder approval of transactions or acquisitions where the aggregate number of listed securities issuable is greater than 25% and for private placements that during any six-month period are to insiders for common shares or convertible securities greater than 10% of the common shares outstanding. In addition, the TSX will generally require security holder approval if the transaction (i) materially affects control of the issuer, including transactions that result, or could result, in a new holding of more than 20% of the voting securities by one security holder or combination of security holders acting together or (ii) provides consideration to insiders in aggregate of 10% or greater of the market capitalization of the issuer during any six month period. The TSX also has a broad general discretion to require shareholder approval in connection with any issuances of listed securities.

Independent directors

NYSE American requires each issuer to have a sufficient number of independent directors on its board of directors such that at least a majority of such directors are independent. Under the policies of the TSX, a listed issuer is only required to have at least two independent directors. Applicable Canadian laws and do not place a requirement of majority independence on issuers. TRX currently has six (6) directors of which three (3) are independent. TRX has outlined in its management information circular how it facilitates independence on the board.

The foregoing is consistent with the law, customs and practices in Canada. For a detailed discussion of such policies and practices, please review TRX's most recent Management Information Circular filed on SEDAR at www.sedar.com on EDGAR at www.sec.gov or on the Company's website at www.trxgold.com.