

## QUALIFICATION CERTIFICATE

**TO:** Ontario Securities Commission

**AND TO:** Alberta Securities Commission  
British Columbia Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan, Securities Division  
Financial and Consumer Services Commission of New Brunswick  
Manitoba Securities Commission  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities, Newfoundland and Labrador  
Office of the Superintendent of Securities, Northwest Territories  
Office of the Superintendent of Securities, Prince Edward Island  
Office of the Superintendent of Securities, Yukon  
Superintendent of Securities, Nunavut

**RE:** Qualification Certificate for TRX Gold Corporation (the “**Issuer**”) in respect of the preliminary base shelf prospectus of the Issuer dated December 12, 2024 (the “**Preliminary Prospectus**”) filed under National Instrument 44-101 - Short Form Prospectus Distributions

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The certificate is delivered pursuant to National Instrument 44-102 – *Shelf Distributions* (“**NI 44-102**”) to enable the Issuer to file a preliminary short form base shelf prospectus to distribute the Securities or a Security. The Issuer is relying on Section 2.2(1) of NI 44-102 to qualify to file a preliminary short form base shelf prospectus, which requires that the Issuer is qualified under Section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”) to file a preliminary short form prospectus.

The undersigned, Stephen Mallowney, Chief Executive Officer of the Issuer, certifies for and on behalf of the Issuer and without personal liability that:

1. the Issuer is an electronic filer under National Instrument 13-103 - *System for Electronic Data Analysis and Retrieval + (SEDAR+)*;
2. the Issuer is a reporting issuer in at least one jurisdiction of Canada;
3. the Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction:
  - i. under applicable securities legislation;
  - ii. pursuant to an order issued by the securities regulatory authority; or
  - iii. pursuant to an undertaking to the securities regulatory authority;
4. the Issuer has, in at least one jurisdiction in which it is a reporting issuer:
  - i. current annual financial statements; and
  - ii. a current AIF;

5. the Issuer's equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer:
  - i. whose operations have ceased; or
  - ii. whose principal asset is cash, cash equivalents, or its exchange listing;
6. all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

**IN WITNESS WHEREOF** the undersigned has signed this certificate this 12th day of December, 2024.

**TRX Gold Corporation**

/s/ "Stephen Mullooney"

Stephen Mullooney

Chief Executive Officer