SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 40-F

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934
OR
☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended August 31, 2023 Commission File Number 001-32500

TRX GOLD CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Alberta, Canada
(Jurisdiction of Incorporation or Organization)

Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
1041	N/A

277 Lakeshore Road East, Suite 403
Oakville, Ontario
Canada L6J 1H9
844-364-1830
(Address of Principal Executive Offices)

National Registered Agents, Inc.
1015 15th Street N.W., Suite 1000
Washington, D.C. 20005
202-572-3133
(Name, address (including zip code) and telephone number (including area code) and of agent for service in the United States

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	TRX	NYSE American

Securities registered or to be registered pursuant to Section 12(g) of the Act: NONE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: NONE

For annual reports, indicate by check mark the information file with this Form:

☒ Annual information form ☒ Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 277,625,317 (as of August 31, 2023).

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 2.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
☒ Yes ☐ No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.
Emerging Growth Company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

EXPLANATORY NOTE

TRX Gold Corporation ("we", "us", "our", or the "Company") is a Canadian corporation that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this annual report on Form 40-F ("Annual Report") pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in accordance with disclosure requirements in effect in Canada, which are different from those of the United States.

FORWARD LOOKING STATEMENTS

This Annual Report, including the Exhibits incorporated by reference into Annual Report, contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and U.S. securities legislation. These forward-looking statements reflect our current view about future plans, intentions or expectations and include, in particular, statements about our plans, strategies and prospects and may be identified by terminology such as "may," "will," "should," "expect," "scheduled," "plan," "intend," "anticipate," "believe," "estimate," "aim," "potential," or "continue" or the negative of those terms or other comparable terminology. These forward-looking statements are subject to risks, uncertainties and assumptions about us. Although we believe that our plans, intentions and expectations are reasonable, we may not achieve our plans, intentions or expectations.

Important factors that could cause actual results to differ materially from the forward-looking statements we make in this Annual Report set forth under the caption "Risk Factors" contain in our Annual Information Form filed as Exhibit 99.1. We undertake no obligation to update any of the forward-looking statements after the date of this Annual Report to conform those statements to reflect the occurrence of unanticipated events, except as required by applicable law. You should read this Annual Report with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all our forward-looking statements by these cautionary statements.

DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Company is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this Annual Report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company prepares its financial statements, which are filed with this Annual Report in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. Therefore, they are not comparable in all respects to financial statements of United States companies that are prepared in accordance with United States generally accepted accounting principles.

MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

Unless otherwise indicated, all mineral resource and mineral reserve estimates included in the documents incorporated by reference into this Annual Report have been prepared in accordance with Canadian National Instrument 43-101 ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian securities administrators, which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ from the requirements of the United States Securities and Exchange Commission (the "SEC"). Accordingly, mineral resource and mineral reserve estimates, and other scientific and technical information, contained in the documents incorporated by reference into this Annual Report may not be comparable to similar information disclosed by companies that have mining operations and report information pursuant SEC regulations.

RESOURCE AND RESERVE ESTIMATES

The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"), which references the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") – CIM Definition Standards on Mineral Resources and Mineral Reserves ("CIM Standards"), adopted by the CIM Council, as amended.

Until recently, the CIM Standards differed significantly from standards in the United States. The SEC adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the Exchange Act. These amendments became effective February 25, 2019 (the "SEC Modernization Rules") with compliance required for the first fiscal year beginning on or after January 1, 2021. The SEC Modernization Rules replace the historical disclosure requirements for mining registrants that were included in SEC Industry Guide 7. As a result of the adoption of the SEC Modernization Rules, the SEC now recognizes estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources". In addition, the SEC has amended its definitions of "proven mineral reserves" and "probable mineral reserves" to be "substantially similar" to the corresponding definitions under the

CIM Standards, as required under NI 43-101.

United States investors are cautioned that while the above terms are “substantially similar” to the corresponding CIM Definition Standards, there are differences in the definitions under the SEC Modernization Rules and the CIM Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Company may report as “proven mineral reserves”, “probable mineral reserves”, “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” under NI 43-101 would be the same had the Company prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

United States investors are also cautioned that while the SEC now recognizes “indicated mineral resources” and “inferred mineral resources”, investors should not assume that any part or all of the mineralization in these categories will ever be converted into a higher category of mineral resources or into mineral reserves. Mineralization described using these terms has a greater amount of uncertainty as to their existence and feasibility than mineralization that has been characterized as reserves. Accordingly, investors are cautioned not to assume that any “indicated mineral resources” or “inferred mineral resources” that the Company reports are or will be economically or legally mineable. Further, “inferred mineral resources” have a greater amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, United States investors are also cautioned not to assume that all or any part of the “inferred mineral resources” exist. In accordance with Canadian securities laws, estimates of “inferred mineral resources” cannot form the basis of feasibility or other economic studies, except in limited circumstances where permitted under NI 43-101.

Accordingly, information contained in this Annual Report on Form 40-F and the documents incorporated by reference herein containing descriptions of the Company’s mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

PRINCIPAL DOCUMENTS

The following documents are part of, and are hereby incorporated by reference in, this Annual Report on Form 40-F (“Annual Report”):

A. ***Annual Information Form***

Annual Information Form or the fiscal year ended August 31, 2023, see Exhibit 99.1 to this Annual Report.

B. ***Audited Annual Financial Statements***

Audited Consolidated Financial Statements for the fiscal year ended August 31, 2023, and notes thereto, together with the report of the independent registered public accounting firm thereon, see Exhibit 99.2 of this Annual Report.

C. ***Management's Discussion and Analysis***

Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended August 31, 2023, see Exhibit 99.3 of this Annual Report; and

D. ***Technical Report***

NI 43-101 Technical Report: Updated Mineral Resource Estimate for the Buckreef Gold Mine Project, Tanzania, East Africa dated May 15, 2020, see Exhibit 99.4 of this Annual Report.

CONTROLS AND PROCEDURES

A. ***Certifications***

The required certifications for the Principal Executive Officer and Principal Financial Officer are attached as Exhibits 99.5, 99.6, 99.7 and 99.8 to this Annual Report.

B. ***Disclosure Controls and Procedures***.

The Company’s Chief Executive Officer (“CEO”) (principal executive officer) and Chief Financial Officer (“CFO”) (principal financial officer) evaluated the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), as of the end of the period covered by this Annual Report. Based on the evaluation, these officers concluded that as of the end of the period covered by this Annual Report, the Company’s disclosure controls and procedures were not effective to ensure that the information required to be disclosed by the Company in reports it files or submits under the Exchange Act, is recorded, processed, summarized and reported within the time period specified in the rules and forms of the Securities and Exchange Commission (“SEC”). These disclosure controls and procedures include controls and procedures designed to ensure that such information is accumulated and communicated to the Company’s management, including the Company’s principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure. The conclusion that the disclosure controls and procedures were not effective was due to the presence of material weaknesses in internal control over financial reporting as identified below under the heading “Management’s Annual Report on Internal Control Over Financial Reporting.”

Management anticipates that such disclosure controls and procedures will not be effective until the material weaknesses are remediated. The Company intends to remediate the material weaknesses discussed below.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within the Company have been detected.

C. ***Management's Annual Report on Internal Control Over Financial Reporting*** .

Management of the Company is responsible for establishing and maintaining adequate internal controls over financial reporting ("ICFR") for the Company as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934. The Company's management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have conducted an evaluation of the design and effectiveness of the Company's ICFR as of August 31, 2023. In making this assessment, the Company's management used the criteria established in Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO 2013"). This evaluation included review of the documentation of controls, evaluation of the design and operating effectiveness of controls, and a conclusion on this evaluation. Based on this evaluation, management concluded that ICFR were not effective for the year ended August 31, 2023 due to the following material weaknesses: the Company had not implemented and tested all of the Company's key controls, including information technology general controls, ICFR and disclosure controls and procedures as per the criteria established in the COSO 2013 Framework.

Remediation of Material Weaknesses

The control deficiencies described above were concluded on by management during the year ended August 31, 2023. The Company has prioritized the remediation of the material weaknesses and is working under the oversight of the Audit Committee to resolve the issue.

During the year ended August 31, 2023, the Company continued to strengthen its internal controls and are committed to ensuring that such controls are designed and operating effectively. The Company is implementing process and control improvements and management made the following changes during the year to improve the internal control framework, including the following:

- Engaged a third-party service provider to design and implement an enhanced internal control environment framework. During the year, the Company continued to develop a set of key risk control matrices by business cycle and by entity, including key controls, business processes and policies to enhance the maturity level of the Company's internal control environment. The Company also continued to develop narratives and process maps for each key business cycle as conducted through walkthroughs with management, staff and its third-party information technology services provider within all key business cycles. Management has been implementing the newly designed internal control framework, conducting testing to ensure implemented controls are operating as intended, and is remediating any identified control gaps.

- The Company implemented a new enterprise resource planning ("ERP") system during the year ended August 31, 2023 across the entire group to help automate certain reconciliations and manual processes and to increase the efficiency and accuracy of the financial statement preparation and review process. The ERP also reduced the risk of manual spreadsheet errors and formalize procedures around validation of completeness and accuracy of spreadsheets related to account reconciliations. The Company will continue to expand on the use of the software tool to help manage month-end and quarter-end activities.

- Continued to build an experienced finance team at Buckreef Gold Company Limited, the Company's operating subsidiary, with several internal personnel changes, including a new site Finance Superintendent and additional headcount to enhance review and approval of invoices, journal entries and reconciliations, improve segregation of duties and to optimize the Company's financial reporting close process.

- Continued focus related to preparation of formal accounting memorandums and accounting models to support conclusions on technical accounting matters, and the development and use of checklists and research tools to assist in compliance with IFRS with regard to complex accounting issues.

During the year ended August 31, 2023, the Company worked with a third-party service provider to design and document a new and improved system of internal controls and is currently in the process of implementing and testing the operating effectiveness of these newly designed key controls with the goal of remediating the material weakness identified. However, as at August 31, 2023, the Company has been unable to complete this implementation by the required reporting date due to limited time and resources. Proposed changes to address the material weaknesses will take time to implement due to, amongst other things, a limited number of staff at the Company.

It is the Company's intention to remediate the material weakness and has engaged a third-party service provider to assist in the review, evaluation and testing of the Company's controls and procedures in a timely manner over the course of F2024.

D. ***Attestation Report of the Independent Registered Public Accounting Firm*** .

See Exhibit 99.2 of this Annual Report.

E. ***Changes in Internal Control Over Financial Reporting*** .

During the year ended August 31, 2023, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonable likely to materially affect, its internal control over financial reporting.

NOTICES PURSUANT TO REGULATION BTR

The Company was not required by Rule 104 of Regulation BTR to send any notices to any of its directors or executive officers during the fiscal year ended August 31, 2023.

AUDIT COMMITTEE FINANCIAL EXPERT

Following are the members of the Audit Committee:

Norman Betts (Chair)	Independent	Financial expert
Shubo Rakhit	Independent	Financially literate
Richard Steinberg	Independent	Financially literate

The Company's Board of Directors has determined that Mr. Norman Betts, Chair of the Audit Committee, is an audit committee financial expert within the meaning of paragraph 8(b) of General Instruction B of Form 40-F.

An Audit Committee Financial Expert must possess five attributes: (i) an understanding of IFRS and financial statements; (ii) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (iii) experience preparing auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant's financial statements, or experience actively supervising one or more persons engaged in such activities; (iv) an understanding of internal controls and procedures for financial reporting; and (v) an understanding of audit committee functions. Mr. Betts is an Associate Professor, Faculty of Business Administration, University of New Brunswick and a Fellow Chartered Accountant. The Company believes that all three members of the Audit Committee (Messrs. Betts, Rakhit and Steinberg) are independent within the meaning of United States and Canadian securities regulations and applicable stock exchange requirements.

CODE OF ETHICS

The Company has a Code of Ethics and Business Conduct that applies to the Company's directors, officers, employees and consultants. In addition, the Company has a Code of Ethical Conduct for Financial Managers that applies to its principal executive officer, principal financial officer, principal accounting officer, controller and other persons performing similar functions. A copy of the Company's Code of Ethics and Business Conduct and Code of Ethical Conduct for Financial Managers can be found on its website at www.trxgold.com and is filed as Exhibit 99.8. The Company undertakes to provide to any person without charge, upon request, a copy of such code of ethics by contacting Corporate Secretary, TRX Gold Corp. www.trxgold.com.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Company's independent auditor for the fiscal years ended August 31, 2023, and 2022, was Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants.

The following summarizes the significant professional services rendered by Dale Matheson Carr-Hilton Labonte LLP for the year ended August 31, 2023, and 2022.

Financial Year Ending August 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2023	C$293,000	Nil	Nil	Nil
2022	C$191,000	Nil	Nil	Nil

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

The Company's Audit Committee pre-approves all services provided by its independent auditors. All services and fees described above were reviewed and pre-approved by the Audit Committee.

OFF BALANCE ARRANGEMENTS

The Company has no off-balance sheet arrangements. See Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended August 31, 2023, for an analysis of material cash requirements from known contractual and other obligations.

MINE SAFETY DISCLOSURE

The Company does not operate any mine in the United States and has no mine safety incidents to report for the year ended August 31, 2023.

DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

None

CONSENT TO SERVICE OF PROCESS

The Company has previously filed with the SEC an Appointment of Agent for Service of Process and Undertaking on Form F-X with respect to the class of securities in relation to which the obligation to file this Form 40-F arises. Any change to the name or address of the Company's agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing the file number of the Company.

EXHIBITS

Exhibit	Description
99.1	Annual Information Form of the Company for the year ended August 31, 2023
99.2	Audited Consolidated Financial Statements for the fiscal year ended August 31, 2023
99.3	Management's Discussion and Analysis for the fiscal year ended August 31, 2023
99.4	NI 43-101 Technical Report: Updated Mineral Resource Estimate for the Buckreef Gold Mine Project, Tanzania, East Africa (Incorporated by reference to Form 6-K for June 23, 2020, as amended on July 20, 2021)
99.5	Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
99.6	Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
99.7	Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.8	Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.9	Code of Ethics (Incorporated by reference to Exhibit 99.9 to Form 40-F filed on November 29, 2022)
99.10	Consent of Dale Matheson Carr-Hilton Labonte, LLP Chartered Professional Accountants, Vancouver, British Columbia (PCAOB 1173)
99.11	Consent of Frank Crundwell of CM Solutions (PTY) Ltd.
99.12	Consent of Virimai Projects (Virimai)
99.13	Clawback Policy
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page from this Annual Report on Form 40-F, formatted as Inline XBRL

SIGNATURE

Pursuant to the requirements of the Exchange Act, the registrant hereby certifies that it meets all of the requirements for filing this Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 29, 2023

TRX GOLD CORPORATION

By: /s/ Stephen Mullowney

Stephen Mullowney, Chief Executive Officer
(Principal Executive Officer")

EXHIBIT INDEX

Exhibit	Description
99.1	Annual Information Form of the Company for the year ended August 31, 2023
99.2	Audited Consolidated Financial Statements for the fiscal year ended August 31, 2023
99.3	Management's Discussion and Analysis for the fiscal year ended August 31, 2023
99.4	NI 43-101 Technical Report: Updated Mineral Resource Estimate for the Buckreef Gold Mine Project, Tanzania, East Africa (Incorporated by reference to Form 6-K for June 23, 2020, as amended on July 20, 2021)
99.5	Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
99.6	Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
99.7	Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.8	Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.9	Code of Ethics (Incorporated by reference to Exhibit 99.9 to Form 40-F filed on November 29, 2022)
99.10	Consent of Dale Matheson Carr-Hilton Labonte, LLP Chartered Professional Accountants, Vancouver, British Columbia (PCAOB 1173)
99.11	Consent of Frank Crundwell of CM Solutions (PTY) Ltd.
99.12	Consent of Virimai Projects (Virimai)
99.13	Clawback Policy
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page from this Annual Report on Form 40-F, formatted as Inline XBRL

Exhibit 99.1

ANNUAL INFORMATION FORM
(for the year ended August 31, 2023)

November 29, 2023

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS	**iii**
Glossary of Technical Terms	**iv**
Corporate Structure	**1**
Intercorporate Relationships	**2**
General Development of the Business Over the Last Three Years	**2**
Description of the Business	**5**
General	**5**
Risk Factors	**7**
Risks Relating to the Company	**7**
Risks Relating to the Market	**14**
Risks relating to the Securities of the Company	**16**
Mineral Projects	**18**
Buckreef Gold Mine Project	**18**
Introduction	18
Location, Property Description and Ownership	19
Geology and Mineralization	19
Exploration, Drilling, Sampling and QA/QC	20
Mineral Processing and Metallurgical Testing	20
Mineral Resource Estimation	20
Exploration Targets	21
Mineral Reserves	21
Interpretations and Conclusions	23
Recommendations	23
Dividends And Distributions	**24**
Description Of Capital Structure	**24**
Common Shares	**24**
Omnibus Plan	**24**
Options	24
Restricted Share Units	25
Deferred Share Units	25
Performance Share Units	25
Constraints on Ownership – Canada	**26**
Market For Securities	**26**
Prior Sales	**27**
Escrowed Securities And Securities Subject To Contractual Restriction On Transfer	**27**
Directors And Officers	**27**
Conflicts of Interest	**29**
Audit Committee	**29**
Reliance on Certain Exemptions	**30**
Audit Committee Oversite	**31**
Pre-Approval Policies and Procedures	**31**
External Auditor Service Fees	**31**
Promoters	**31**
Legal Proceedings And Regulatory Actions	**31**
Legal Proceedings	**31**
Regulatory Actions	**31**
Interest Of Management And Others In Material Transactions	**32**
Transfer Agents and Registrars	**33**

Material Contracts 33
Interests Of Experts 33
Additional Information 34
SCHEDULE "A" 35

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Information Form ("**Annual Report**") contains forward-looking statements. These forward-looking statements reflect our current view about future plans, intentions or expectations and include, in particular, statements about our plans, strategies and prospects and may be identified by terminology such as "may," "will," "should," "expect," "scheduled," "plan," "intend," "anticipate," "believe," "estimate," "aim," "potential," or "continue" or the negative of those terms or other comparable terminology. These forward-looking statements are subject to risks, uncertainties and assumptions about us. Although we believe that our plans, intentions and expectations are reasonable, we may not achieve our plans, intentions or expectations.

Important factors that could cause actual results to differ materially from the forward-looking statements we make in this Annual Report set forth under the caption "Risk Factors". We undertake no obligation to update any of the forward-looking statements after the date of this Annual Report to conform those statements to reflect the occurrence of unanticipated events, except as required by applicable law. You should read this Annual Report with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all our forward-looking statements by these cautionary statements.

In this Annual Report, "we," "us," "our," "the Company," and "TRX" refer to TRX Gold Corporation and its subsidiaries, unless the context otherwise requires. Unless otherwise stated, all dollar amounts in this Annual Report refer to U.S. dollars.

The disclosure contained in this Annual Report of a scientific or technical nature relating to the Company's Buckreef Project has been summarized or extracted from the technical report entitled "The National Instrument 43-101 Independent Technical Report, Updated Mineral Resource Estimate for the Buckreef Gold Mine Project, Tanzania, East Africa For TRX Gold" with an effective date (the "Effective Date") of May 15, 2020 (the "2020 Technical Report"). The 2020 Technical Report was prepared by or under the supervision Mr. Wenceslaus Kutekwatekwa (Mining Engineer, Mining and Project Management Consultant) BSc Hons (Mining Eng.), MBA, FSAIMM, of Virimai Projects, and, Dr Frank Crundwell, MBA, PhD, a Consulting Engineer, each of whom is an independent Qualified Person as such term is defined in NI 43-101. The information contained herein is subject to all of the assumptions, qualifications and procedures set out in the 2020 Technical Report and reference should be made to the full details of the 2020 Technical Report which has been filed with the applicable regulatory authorities and is available on the Company's profile at www.sedarplus.ca. The Company did not complete any new work that would warrant reporting material changes in the previously reported Mineral Resource ("MRE") and Mineral Reserve statements during the year ended August 31, 2023. The Company has engaged two globally recognized and respected mining consulting groups to undertake a comprehensive review of the MRE, and economic analysis which was previously conducted under the 2003 CIM code. This in turn follows significant infill and exploration drilling, plus other required technical work undertaken over the prior 18 months. This work is currently being undertaken to be compliant with the November 2019 CIM Code for the Valuation of Mineral Properties, which are different with respect to the 2003 guidelines. There can be no assurance that there will not be a change in the MRE and Mineral Reserve as disclosed in the 2020 Technical Report after such work has been updated (in accordance with the 2019 CIM code).

Glossary of Technical Terms

Assay	To analyze the proportions of metals in an ore.
Au	The elemental letters for gold.
CIM	Canadian Institute of Mining, Metallurgy and Petroleum.
Diamond drilling	A form of core drilling which uses a rotary drill with a diamond drill bit attached in order to create precisely measured holes from which rock samples, 'core' are extracted.
Dyke	A tabular igneous intrusion that cuts across (discordant) the bedding orfoliation of the country rock.
Fault	A planar fracture or discontinuity in a volume of rock, across which there has been displacement of one rock mass against the other.
Feasibility study	A feasibility study is a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable modifying factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a pre-feasibility study.
Fracture	A general term for any surface within a mass across which there is no cohesion, e.g. a 'crack', fault or joint.
Grade	The relative quantity or percentage of ore-mineral content in an orebody.

Indicated Mineral Resource	Indicated mineral resource is that part of a mineral resource for which quantity and grade or quality are estimated on the basis of adequate geological evidence and sampling. The level of geological certainty associated with an indicated mineral resource is sufficient to allow a qualified person to apply modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Because an indicated mineral resource has a lower level of confidence than the level of confidence of a measured mineral resource, an indicated mineral resource may only be converted to a probable mineral reserve.
Inferred Mineral Resource	Inferred mineral resource is that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. The level of geological uncertainty associated with an inferred mineral resource is too high to apply relevant technical and economic factors likely to influence the prospects of economic extraction in a manner useful for evaluation of economic viability. Because an inferred mineral resource has the lowest level of geological confidence of all mineral resources, which prevents the application of the modifying factors in a manner useful for evaluation of economic viability, an inferred mineral resource may not be considered when assessing the economic viability of a mining project, and may not be converted to a mineral reserve.
Kilometres or km	Metric measurement of distance equal to 1,000 metres (or 0.6214 miles).
Processing plant	A facility for processing ore to recover minerals.
Mineral Reserve	Mineral reserve is an estimate of tonnage and grade or quality of indicated and measured mineral resources that, in the opinion of a Qualified Person, can be the basis of an economically viable project. More specifically, it is the economically mineable part of a measured or indicated mineral resource, which includes diluting materials and allowances for losses that may occur when the material is mined or extracted.

Measured Mineral Resource	Measured mineral resource is that part of a mineral resource for which quantity and grade or quality are estimated on the basis of conclusive geological evidence and sampling. The level of geological certainty associated with a measured mineral resource is sufficient to allow a qualified person to apply modifying factors, as defined in this section, in sufficient detail to support detailed mine planning and final evaluation of the economic viability of the deposit. Because a measured mineral resource has a higher level of confidence than the level of confidence of either an indicated mineral resource or an inferred mineral resource, a measured mineral resource may be converted to a proven mineral reserve or to a probable mineral reserve.
Mineralization	The ‘deposition’ of economically important metals in the formation of ore bodies or "lodes”.
NI 43-101	National Instrument 43-101, “*Standards of Disclosure for Mineral Projects*”, as adopted by the Canadian Securities Administrators, as the same may be amended or replaced from time to time, and shall include any successor regulation or legislation.
Ore	A mineral or an aggregate of minerals from which a valuable constituent, especially a metal, can be profitably mined or extracted.
Porphyry	An igneous rock of any composition that contains conspicuous phenocrysts in a fine-grained ground mass.
Pre-feasibility Study (preliminary feasibility study)	A pre-feasibility study is a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the modifying factors and the evaluation of any other relevant factors which are sufficient for a qualified person, acting reasonably, to determine if all or part of the Mineral Resource may be converted to a Mineral Reserve at the time of reporting. A pre-feasibility study is at a lower confidence level than a feasibility study.
Probable Mineral Reserve	Probable mineral reserve is the economically mineable part of an indicated and, in some cases, a measured mineral resource.
Proven Mineral Reserve	Proven mineral reserve is the economically mineable part of a measured mineral resource and can only result from conversion of a measured mineral resource. The term should be restricted to that part of the deposit where production planning is taking place and for which any variation in the estimate would not significantly affect potential economic viability.
Qualified Person	An individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; has experience relevant to the subject matter of the mineral project and the technical report; and is a member or licensee in good standing of a professional association.
STAMICO	State Mining Corporation of Tanzania.
Ton	Imperial measurement of weight equivalent to 2,000 pounds (sometimes called a “short ton”).
Tonne	Metric measurement of weight equivalent to 1,000 kilograms (or 2,204.6 pounds).

Veins	An epigenetic mineral filling of a fault or fracture in a host rock; a mineral deposit of this form and origin.

TRX GOLD CORPORATION

All information in this Annual Information Form ("**Annual Report**") is as of August 31, 2023, unless otherwise indicated.

Corporate Structure

The Company was originally incorporated under the corporate name "*424547 Alberta Ltd.*" on July 5, 1990, under the *Business Corporations Act* (Alberta).

The Articles of *424547 Alberta Ltd.* were amended on August 13, 1991, as follows:

- the name of the Company was changed to "*Tan Range Exploration Corporation";*
- the restriction on the transfer of shares was removed; and
- a new paragraph regarding the appointment of additional directors was added as follows:

"(b) The Directors, may, between annual general meetings, appoint one or more additional directors of the Company to serve until the next annual general meeting, but the number of additional Directors shall not at any time exceed one-third (1/3) of the number of Directors who held office at the expiration of the last annual meeting of the corporation."

The Company was registered in the Province of British Columbia as an extra-provincial company under the *Company Act* (British Columbia) on August 5, 1994.

The Articles of the Company were further amended on February 15, 1996, as follows:

- the provisions of the Articles authorizing the issue of Class "B" Voting shares, Class "C" Non-Voting shares and Class "D" Preferred shares were deleted;
- Class "A" voting shares were redesignated as common shares; and
- a provision was added to allow meetings of shareholders to be held outside Alberta in either of the cities of Vancouver, British Columbia or Toronto, Ontario.

The Articles of the Company were further amended on February 28, 2006, to change the name of the Company to "*Tanzanian Royalty Exploration Corporation".*

The Articles of the Company were further amended on February 29, 2008 as follows:

- Pursuant to Section 173(1)(l) of the *Business Corporations Act* (Alberta), Item 5 of the Articles of the Company was amended by changing the maximum number of directors from 9 to 11.

The Articles of the Company were further amended on April 17, 2019, to change the name of the Company to *"Tanzanian Gold Corporation"*.

The Articles of the Company were further amended on May 24, 2022, to change the name of the Company to its present name of *"TRX Gold Corporation"*.

The Articles of the Company were further amended on February 23, 2023, to allow for meetings of shareholders to be held in any location or manner as determined by the board.

The Company is also registered in the Province of British Columbia as an extra-provincial company under the *Business Corporations Act* (British Columbia). The principal executive office of the Company is located at 277 Lakeshore Road East, Suite 403, Oakville, Ontario, L6J 1H9. The Company's website address is www.trxgold.com.

Intercorporate Relationships

The Company has the following seven subsidiaries:

Name of Subsidiary	Jurisdiction of Incorporation	Percentage &Type of Securities Owned or Controlled by Company	
		Voting Securities Held	Non-Voting Securities

Itetemia Mining Company Limited	United Republic of Tanzania	90%[1] common shares	N/A
Lunguya Mining Company Ltd.	United Republic of Tanzania	60%[2] common shares	N/A
Tancan Mining Company Limited	United Republic of Tanzania	100% common shares	N/A
TRX Gold Tanzania Limited	United Republic of Tanzania	100% common shares	N/A
Buckreef Gold Company Limited (BGCL)	United Republic of Tanzania	55%[3] common shares	N/A
Northwest Basemetals Company Limited	United Republic of Tanzania	75%[4] common shares	N/A
BGCL/AGC Joint Venture [6]	United Republic of Tanzania	40%[5] common shares	N/A

(1) The remaining 10% interest is held by STAMICO .

(2) The remaining 40% interest is held by Northern Mining and Consultancy Company Ltd.

(3) The remaining 45% interest is held by STAMICO.

(4) The remaining interest is held 15% by STAMICO and 10% by Songshan Mining Company.

(5) The remaining interest is held 60% by Allied Gold Corp. of United Arab Emirates.

(6) Joint venture letter of intent signed and subject to final approval.

General Development of the Business Over the Last Three Years

2021 Developments

Appointed New Management Team

During the year the Company announced several new appointments to the management team. On December 1, 2020, appointed Mr. Stephen Mullowney, CPA, CA, CFA as Chief Executive Officer (CEO) of TRX Gold Corporation. On February 8, 2021, the Company appointed Andrew Cheatle, P.Geo., MBA, FGS, ARSM as Chief Operating Officer. On March 1, 2021, the Company appointed Michael P. Leonard, CPA, CA as Chief Financial Officer. On March 4, 2021, the Company, through Buckreef Gold, appointed Isaac Bisansaba and Gaston Mujwahuzi as Co-Acting General Managers for Buckreef. Subsequently, Gaston Mujwahuzi was appointed General Manager of Buckreef. On June 1, 2021, the Company appointed Khalaf Rashid as Senior Vice President, Tanzania and as Managing Director of the Company's wholly owned subsidiary in Tanzania, TRX Gold Tanzania.

Closed Registered Direct Offering

On February 11, 2021, the Company completed the sale of 32,923,078 common shares together with warrants to purchase 16,461,539 common shares for $21.4 million in the aggregate. The common shares and warrants were issued at $0.65 for each common share and a one-half purchase warrant with the right of each whole warrant to purchase one common share at $0.80 for a period of five years from the issue date. The Company also issued 1,152,307 broker warrants with the same terms as warrants issued.

Closed Sale of Common Shares and Warrants

On December 23, 2020, the Company completed the sale of 5,554,588 common shares together with warrants to purchase 2,777,268 common shares for $3.0 million in the aggregate. The common shares and warrants were issued at $0.54 for each common share and a one-half purchase warrant with the right of each whole warrant to purchase one common share at $1.50 for a period of three years from the issue date.

2021 Other Developments

During the year the Company settled several legacy historical liabilities relating to past due fees, penalties and lawsuits. The Buckreef Gold camp was upgraded and renovated, employee contracts were revised, and the Company put in place employee medical plans. The Company also focused on local and government relationships by starting CSR work and beginning the land compensation process. Planning and commencement of construction of Phase 1 (360 tpd) of the 1,000+ tpd processing plant also began in fiscal 2021. The test plant achieved 90% recovery rates on oxide material and the preliminary metallurgical study on the sulphides achieved over 90% recovery. Exploration was ramped up on the Buckreef Gold property resulting in the discovery of the Buckreef West and Anfield zones.

2022 Developments

Completion of Buckreef Gold Mine 360 tonne per day Processing Plant Construction

Buckreef Gold successfully completed construction of Phase 1 of the 1,000+ tpd processing plant and operated at 360 tpd nameplate capacity beginning in Q2 2022. The expanded processing plant construction was completed in line with the scheduled completion date of September/October 2021 at a capital cost of $1.6 million, within guidance. Following commissioning of the 360 tpd processing plant, the Company poured 8,874 ounces in 2022, a record annual production output for the Company.

Completion of Buckreef Gold Mine 1,000+ tonne per day Processing Plant Construction

During September 2022, Buckreef Gold announced successful commissioning of the expanded 1,000+ tpd mill circuit, which was completed on time and on budget (capital cost of US$4.0 million). The processing plant ramped up throughput and reached nameplate capacity of 1,000+ tpd at the end of October 2022.

Prepaid Gold Purchase Agreement

On September 1 2022, the Company announced that its operating subsidiary, Buckreef Gold Company Limited, has entered into a pre-paid gold purchase agreement with a contract price totaling $5 million with OCIM Metals & Mining SA. The total contract price can be made available to

Buckreef Gold in tranches with a $2.5 million upfront tranche and further tranches to be drawn over the next 18 months at Buckreef Gold's option. Tranche 1 in this non-dilutive financing includes a 6-month grace period and a repayment period over the following 12 months as quarterly deliveries of a pre-determined quantity of gold.

Closed Registered Direct Offering

On January 26 2022, the Company closed a registered direct offering with a single institutional investor for the purchase and sale of 17,948,718 of the Company's common shares at a purchase price of $0.39 per share. The Company also issued to the investor warrants to purchase up to an aggregate of 17,948,718 common shares. The warrants have an exercise price of $0.44, will be exercisable at any time and will expire five years after issuance.

Closed Equity Line of Credit Purchase Agreement

On January 13 2022, the Company closed a purchase agreement with Lincoln Park. Under the terms of the purchase agreement, TRX Gold, in its sole discretion, has the right from time to time over a 36-month period to sell up to $10 million of its shares to Lincoln Park, subject to certain conditions. TRX Gold controls the timing and amount of any sales to Lincoln Park, and Lincoln Park is obligated to make purchases in accordance with the purchase agreement. Any common shares that are sold to Lincoln Park will occur at a purchase price that is based on prevailing market prices at the time of each sale and with no upper limits to the price Lincoln Park may pay to purchase common shares.

Company Name Change

The Company announced a name change from "Tanzanian Gold Corporation" to "TRX Gold Corporation" which was approved by way of special resolution at the Company's annual general and special meeting of shareholders held on February 25, 2022. The name change better reflects the great strides that the Company has made over the last 18 months as evidenced by the record operating and financial results achieved in 2022.

2022 Other Developments

The Company ramped up its exploration programs and drilled over 22,000 meters in 2022. Buckreef Gold announced an extension of the Buckreef Main zone by an additional 300 meters in the northeast extension, and exploration also commenced south of the Buckreef Main zone and in the Anfield zone. The Company received an extension the Buckreef Gold Special Mining License renewal date period by 5 years from 2027 to 2032. The focus on employees and upgrading of talent across the organization continued in 2022, and the Company implemented a new finance system. The Company also completed the land compensation process that was commenced in 2021.

On September 23, 2022, the Tanzanian Government published Regulation 6(2) of the Mining (State Participation) Regulations 2022 providing that any person holding a mining license or special mining license shall, within ninety days of these Regulations, give notice to the Mining Commission to initiate negotiations for a joint venture arrangement to enable the Tanzanian Government to acquire a shareholding in the venture. The Company engaged Tanzanian legal counsel to assess the impacts of the Regulation on the Buckreef Gold operations. The Company believes it is already in compliance with the requirements of the Regulation through its Joint Venture Agreement for Re-Development of Buckreef Gold Mine dated October 25, 2011 with the State Mining Corporation (STAMICO). The Company prepared with Tanzanian legal counsel and sent a notice to the Mining Commission, to meet the ninety-day notice requirement, outlining our compliance with the Regulation.

2023 Developments

Declared Commercial Production on Buckreef Gold Mine 1,000+ tonne per day Processing Plant

During September 2022, Buckreef Gold announced successful commissioning of the expanded 1,000+ tpd mill circuit, which was completed on time and on budget (capital cost of US$4.0 million). The processing plant ramped up throughput and reached nameplate capacity of 1,000+ tpd at the end of October 2022 and commercial production was declared effective in November 2022. Following commissioning of the 1,000+ tpd processing plant, the Company poured 20,759 ounces in fiscal 2023, a record annual production output for the Company.

Commenced Expansion of Buckreef Gold Mine Processing Plant to 2,000 tonnes per day

During 2023, the Company used cash flow from operations to order an additional 1,000 tpd ball mill to advance the short-term objective of increasing Buckreef Gold's current average annual throughput by 75-100% through the addition of this new mill. In October 2023, the ball mill arrived on site and earthworks have commenced. The expanded plant has a targeted completion date in the second half of fiscal 2024 and is expected to benefit production in Q4 2024 and beyond.

Achieved Suphide Gold Recovery of 88.7% from Existing Processing Plant

During the year, the Company successfully processed 6,500 tonnes of sulphide ore through Buckreef Gold's existing milling facility, achieving an indicative gold recovery of 88.7%. This is a significant achievement as approximately 90% of Buckreef Gold's 2 million+ ounce gold mineral resource is held in sulphide material, thus unlocking the significant economic potential of the project. This bulk sample test indicates that the Company can process sulphide ore through its existing processing plant, thus minimizing capex for future plant expansions.

Extended Gold Mineralization of the Buckreef Main Zone and Reported Positive drilling Results from the Anfield and Eastern Porphyry Zones

During the year, the Company drilled 11,171 meters of exploration, infill and sterilization drilling, excluding grade control drilling. Buckreef Gold announced positive near surface drilling results from the Anfield and Eastern Porphyry Zones which are in close proximity to the Buckreef Main Zone and present an opportunity to host future mineral resources outside of the Buckreef Main Zone. Buckreef Gold also announced an extension of the Buckreef Main Zone South by an additional 200 meters, increasing the strike length of the Buckreef Main Zone deposit, or

known gold mineralization, to over 2.0 kilometers.

Closed At the Market Offering

On May 12, 2023, the Company announced that it entered into an At The Market Offering Agreement with H.C. Wainwright & Co., LLC as Lead Agent and Roth Capital Partners, LLC as Co-Agent, pursuant to which the Company, at its discretion, may offer and sell, from time to time, common shares having an aggregate offering price of up to $10 million. To date, no shares have been sold under the At The Market Offering Agreement.

Announced the Appointment of Shubo Rakhit as Chairman of TRX Gold Board of Directors

Subsequent to year end, the Company announced the appointment of Shubo Rakhit as Chairman of the TRX Gold Board following the passing of its founder and Chairman James E. Sinclair, at the age of 82. Mr. Sinclair founded TRX Gold and had been Chairman and Director since 2000. Mr. Rakhit has had a prominent career as a highly respected strategist and sought after trusted advisor. His 30+ year career has included senior positions at several global and Canadian investment banks and advisory firms including CIBC, Bank of Nova Scotia, Bank of America Securities, KPMG Corporate Finance and Echelon Wealth Partners. Mr. Rakhit's distinguished career includes leading over $90 billion of M&A transactions, and over $100 billion of global capital markets issuance, including many well-known transformational transactions and complex capital solutions, that have also encompassed mining companies. The strength of his relationships is characterized by authenticity and trust that will assist the Company in broadening its access to capital markets and its strategic direction at a time of rapid growth for the organization.

Description of the Business

General

The Company's main area of interest has been in the exploration and development of gold properties, with a primary focus on exploring for and developing gold properties in the United Republic of Tanzania ("Tanzania"). Tanzania remains the focus of the Company's exploration and development activities. The Company's primary asset is its interest in the Buckreef Gold Project, a joint venture that is 55% owned by one of the Company's subsidiaries (TRX Gold Tanzania Limited) and 45% is owned by the State Mining Corporation ("STAMICO"), a Governmental agency of Tanzania.

TRX Gold is rapidly advancing the Buckreef Gold Project. Anchored by a Mineral Resource published in May 2020, the project currently hosts an NI 43-101 Measured and Indicated Mineral Resource ("M&I Resource") of 35.88 million tonnes ("MT") at 1.77 grams per tonne ("g/t") gold containing 2,036,280 ounces ("oz") of gold and an Inferred Mineral Resource of 17.8 MT at 1.11 g/t gold for 635,540 oz of gold. The leadership team is focused on creating both near-term and long-term shareholder value by increasing gold production to generate positive cash flow. The positive cash flow will be utilized for exploratory drilling with the goal of increasing the current mineral resource base and advancing the larger project development which represents 90% of current mineral resources. TRX Gold's actions are guided by the highest environmental, social and corporate governance ("ESG") standards, evidenced by the relationships and programs that the Company has developed during its nearly two decades of presence in the Geita Region, Tanzania. Please refer to the Company's Updated Mineral Resources Estimate for Buckreef Gold Project, dated May 15, 2020 and filed under the Company's profile on SEDAR+ and with the SEC on June 23, 2020 (the "2020 Technical Report") for more information.

The Company's Buckreef Gold Project produced 20,759 ounces in fiscal 2023, in line with full year production guidance, and sold approximately 20,864 ounces of gold, both annual records for the Company. This compares to production of approximately 8,874 ounces of gold and sales of 8,598 ounces of gold in fiscal 2022. The increase in gold ounces produced and sold relative to the prior year comparative period was mainly due to an increase in plant throughput following commissioning of the expanded 1,000+ tpd processing plant in Q1 2023.

For fiscal 2023, the Company recognized revenue of $38.3 million, cost of sales of $20.1 million, generating gross profit of $18.2 million, gross profit margin of 47%, net income of $7.0 million, and Adjusted EBITDA[1] of $13.7 million, all annual financial records for the Company. For fiscal 2022, the Company recognized revenue of $15.1 million, cost of sales of $5.7 million, gross profit of $9.4 million, net loss of $2.3 million, and Adjusted EBITDA[1] of $3.9 million. The increase in revenue, gross profit, net income and Adjusted EBITDA [1] compared to the prior year comparative period is primarily related to higher gold production and ounces of gold sold following final commissioning of the 1,000+ tpd processing plant in November 2022.

[1] Non-GAAP measures are more fully described in the Company's MD&A for the year ended August 31, 2023 under " *Non-IFRS Performance Measures*", available on SEDAR+ at www.sedarplus.ca.

At Buckreef, the Company expects fiscal 2024 gold production to be in the range of 25 – 30 thousand ounces. This reflects an expansion of the 1,000+ tpd processing plant to 2,000 tpd, which is scheduled for completion in fiscal Q3 2024 reflecting one quarter of increased gold production from the expanded plant. In fiscal 2024, the Company expects cost of sales attributable to gold to be in the range of $20 million to $27 million and total cash costs are expected to be in the range of $800 to $900 per ounce. Total cash costs per ounce are expected to be slightly below fiscal 2023 levels, mainly due to the expected benefit from higher ounces produced and sold from the expanded 2,000 tpd processing plant in the second half of fiscal 2024. "Total cash costs" per ounce is a non-GAAP financial performance measure. [1]

Specialized Skill and Knowledge

A majority of aspects of our business requires specialized skills and knowledge, certain of which are in high demand and in limited supply. Such

skills and knowledge include the areas of permitting, engineering, geology, metallurgy, logistical planning, implementation of exploration programs, mine construction and development, mine operation, as well as legal compliance, finance and accounting. We have highly qualified management personnel and staff, an active recruitment program, and believe that persons having the necessary skills are generally available. We have found that we can locate and retain competent employees and consultants in such fields. We do not anticipate having significant difficulty in recruiting other personnel as needed. Training programs are in place for workers that are recruited locally.

Competitive Conditions

The gold exploration and mining business is a competitive business. We compete with numerous other companies and individuals in the search for and the acquisition of quality properties, mineral claims, permits, concessions and other mineral interests, as well as recruiting and retaining qualified employees.

Permits

Exploration and ore processing activities on the Company's properties require permits from local authorities. The state owns title to all mineral resources in Tanzania. All permits conferring rights to explore and extract mineral resources are granted by the Minister of Energy and Minerals, ("MEM") in terms of the Tanzania 2010 Mining Act. The Mining Act serves as the legal framework governing mining in Tanzania. Special Mining Licenses (SML) are granted for large scale mining operations and are valid for the estimated mine life determined in the Bankable Feasibility Study (BFS). Holders of special mining licenses may enter into a Mining Development Agreement (MDA) with the Government which is subject to review every five years and at the renewal of the mineral right.

The Company was granted an extension to the renewal date for the (renewable) Special Mining License at Buckreef Gold extending the SML renewal period for Buckreef Gold by an additional 5 years from 2027 to 2032. Under the Tanzania 2010 Mining Act, a SML confers on the holder the exclusive right to carry out mining operations and to prospect (within the SML) for minerals as specified in the license. The duration of the Special Mining License covers the estimate life of mine, with specified renewals over that period.

Business Cycles

The mining business is subject to mineral price and investment climate cycles. The marketability of minerals is also affected by worldwide economic and demand cycles. It is difficult to assess if the current commodity prices are long-term trends, and there is uncertainty as to the recovery, or otherwise, of the world economy. If global economic conditions weaken and commodity prices decline as a consequence, a continuing period of lower prices could significantly affect the economic potential of the Company's projects. See "*Risk Factors*".

Economic Dependence and Components

The Company's business is not dependent on any contract to sell a major part of its products or to purchase a major part of its requirements for goods, services or raw materials, or on any franchise or license or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends. It is not expected that the Company's business will be affected in the current financial year by the renegotiation, amendment or termination of contracts or subcontracts.

Employees

As at August 31, 2023, the Company had 130 full-time employees, inclusive of executives operating in Canada, and 120 employees and 259 long-term contractors working in the Republic of Tanzania.

Foreign Operations

Our principal operations and assets are located in the Tanzania, Africa. Our operations are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to, government regulations (or changes to such regulations) with respect to restrictions on production, export controls, income taxes, royalties, excise and other taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use, local ownership requirements and land claims of local people, regional and national instability and security, mine safety, and sanctions. The effect of these factors cannot be accurately predicted. See "*Risk Factors*".

Bankruptcy and Similar Procedures

There are no bankruptcy, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There have not been any voluntary bankruptcy, receivership or similar proceedings by the Company within the three most recently completed financial years or proposed for the current financial year.

Social and Environmental Policies

The Company respects its employees, the environment and the communities in which we operate. The Company acknowledges that its activities can impact the environment, thus it is our intention to act responsibly by demonstrating stewardship to the environment. The Company believes that environmental stewardship is both a matter of "doing the right thing" and a sound business practice that will create value for our shareholders.

TRX commits to the following principles to ensure environmental stewardship:

- comply with applicable legal requirements;

- work to reduce or avoid potential environmental impacts through effective management, the wise use of resources, pollution prevention and other appropriate mitigative measures, including;
    - reducing the Company's carbon footprint by maximising grid power using hydroelectric and natural gas, minimizing diesel usage;
    - recycling all water used in operations with no water discharge from operations; and
- ensure that employees and contractors are aware of environmental policies, understand the policies, are aware of their roles and responsibilities, and have the appropriate training to do their work, including;
    - all sites and suppliers certified by the International Cyanide Management Code.

The Company is committed to exploring for, building, operating and closing mines in an environmental, socially and financially responsible manner.

Risk Factors

Risks Relating to the Company

The Company's exploration and development activities are highly speculative and involve substantial risks.

Except for the Buckreef Gold Project which has high exploration potential, all of the other Company's exploration prospects on the Company's SML are in the exploration stage and no mineral reserves have been established. The Company's exploration work may not result in the discovery of mineable deposits of ore in a commercially economical manner. There may be limited availability of water, which is essential to milling operations, and interruptions may be caused by adverse weather conditions. The Company's future operations, if any, are subject to a variety of existing laws and regulations relating to exploration and development, permitting procedures, safety precautions, property reclamation, employee health and safety, air quality standards, pollution and other environmental protection controls.

The Company has uninsurable risks.

The Company's business is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of the Company's mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive regulatory approvals to transport their products, or costs, monetary losses and potential legal liability and adverse governmental action. The Company may be subject to liability or sustain loss for certain risks and hazards against which they do not or cannot insure or which it may reasonably elect not to insure. This lack of insurance coverage could result in material economic harm to the Company.

The Company depends on key personnel.

The senior officers of the Company will be critical to its success as will recruiting qualified personnel as the Company grows. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition, worldwide, for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, regulatory, and mining personnel as well as additional operations staff. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on future cash flows, earnings, results of operations and the financial condition of the Company.

Certain Company directors or officers may have a conflict of interest.

Directors and officers of the Company are or may become directors or officers of other reporting companies or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Company and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Company may establish a special committee of independent directors to review a matter in which one or more directors, or officers, may have a conflict. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time.

The Company has a limited property portfolio.

Currently, the Company holds an interest in the Buckreef Gold Project, the Company's principal property. As a result, unless the Company develops its other properties or acquires additional property interests, any adverse developments affecting the Buckreef Gold Project could have a material adverse effect upon the Company and would materially and adversely affect the potential future mineral resource production, profitability, financial performance and results of operations of the Company.

The Company is subject to growth-related risks.

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls, as well as on its employee base. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may

have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Foreign corrupt practices legislation.

The Company is subject to the *Foreign Corrupt Practices Act* (the "FCPA"), the *Corruption of Foreign Public Officials Act* (Canada) ("CFPOA"), the *U. S. Foreign Corrupt Practices Act of 1977,* as amended, and other laws that prohibit improper payments or offers of payments to foreign governments and their officials and political parties by persons and issuers as defined by the statutes, for the purpose of obtaining or retaining business. It is the Company's policy to implement safeguards to discourage these practices by its employees; however, its existing safeguards and any future improvements may prove to be less than effective, and the Company's employees, consultants, sales agents or distributors may engage in conduct for which the Company might be held responsible. Any such violation could result in substantial fines, sanctions, civil and/or criminal penalties, curtailment of operations in certain jurisdictions, and might adversely affect the Company's business, results of operations or financial condition. In addition, actual or alleged violations could damage the Company's reputation and ability to do business. Furthermore, detecting, investigating, and resolving actual or alleged violations is expensive and could consume significant time and attention of management.

Security breaches and other disruptions could compromise the Company's information and expose it to liability, which would cause its business and reputation to suffer.

In the ordinary course of the Company's business, it collects and stores sensitive data, including intellectual property, its proprietary business information and that of its business partners, and personally identifiable information of its employees in its data centers and on its networks. The secure processing, maintenance and transmission of this information is critical to the Company's operations and business strategy. Despite its security measures, the information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise the Company's networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, potential liability under laws that protect the privacy of personal information, and potential regulatory penalties, disrupt the Company's operations and damage its reputation, and cause a loss of confidence in the Company, which could adversely affect its business and competitive position.

The Company may be characterized as a passive foreign investment company.

The Company may be characterized as a passive foreign investment company ("PFIC"). If the Company is determined to be a PFIC, its U.S. shareholders may suffer adverse tax consequences. Under the PFIC rules, for any taxable year that the Company's passive income or its assets that produce passive income exceed specified levels, the Company will be characterized as a PFIC for U.S. federal income tax purposes. This characterization could result in adverse U.S. tax consequences for the Company's U.S. shareholders, which may include having certain distributions on its common shares and gains realized on the sale of its common shares treated as ordinary income, rather than as capital gains income, and having potentially punitive interest charges apply to the proceeds of sales of the Company's common shares and certain distributions.

Certain elections may be made to reduce or eliminate the adverse impact of the PFIC rules for holders of the Company's common shares, but these elections may be detrimental to the shareholder under certain circumstances. The PFIC rules are extremely complex and U.S. investors are urged to consult independent tax advisers regarding the potential consequences to them of the Company's classification as a PFIC. See "Certain United States Federal Income Tax Considerations."

The exploration for and development of mineral deposits involves significant risks.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the exploration expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of mineral reserves. Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, explosions, and unusual or unexpected geological formations or pressures. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Mining exploration, development and operating activities are inherently hazardous. The Company's exploration activities may be interrupted by mining accidents such as cave-ins, rock falls, rock bursts, pit wall failures, fires or flooding. In addition, exploration activities may be reduced if unfavorable weather conditions, ground conditions or seismic activity are encountered, ore grades are lower than expected, the physical or metallurgical characteristics of the ore are less amenable than expected to mining or treatment, dilution increases or electrical power is interrupted. Occurrences of this nature and other accidents, adverse conditions or operational problems in future years may result in the Company's failure to achieve current or future exploration and production estimates.

The Company cannot accurately predict whether commercial quantities of ores as estimated or projected in the pre-feasibility study will continue to be established as commercial production continues.

Whether an ore body will be commercially viable depends on a number of factors beyond the control of the Company, including the particular attributes of the deposit such as size, grade and proximity to infrastructure, as well as mineral prices and government regulations, including regulations relating to permitting, prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

The Company cannot accurately predict the exact effect of these factors, but the combination of these factors may result in a mineral deposit being unprofitable. Although the mineral resource estimates included herein have been prepared by the Company, or, in some instances have been prepared, reviewed or verified by independent mining experts, these amounts are estimates only and there is a risk that a particular level of recovery of gold or other minerals from mineral resource will not in fact be realized or that an identified mineralized deposit, if any, will never qualify as a commercially mineable or viable reserve.

Pandemic or other health crisis may adversely affect or restrict the Company's business and exploration activities.

The Company faces risks related to health epidemic and other outbreaks of communicable diseases, which could significantly disrupt its operations and may materially and adversely affect its business, financial operations and results of operations. A health crisis can impact the Company's business, including its operations and the market for its securities. Future developments surrounding a potential health crisis, such as COVID-19, Ebola, malaria, HIV/AIDS and tuberculosis, are highly uncertain and cannot be predicted at this time. Such future developments include the duration, severity and scope of an outbreak, including a new pandemic or other health crises, and the actions taken to contain or treat an outbreak. In particular, the continued effects of COVID-19 globally could materially and adversely impact the Company's business including without limitation, increased insurance premiums, limitations on travel, supply chain interruption, inflation, and other factors that will depend on future developments beyond the Company's control. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time. The Company will continue to monitor and stay informed of the global and local reactions to various health crisis, including COVID-19, and is taking action wherever and whenever possible to mitigate the impact of any health crisis on the staff and operations of the Company. At this time, the effect of COVID-19 has not materially affected the Company's operations; however, no assurance can be given that COVID-19 or other health crisis will not materially affect the Company's operations in the future.

The Company may not be able to continue to establish the presence of minerals on a commercially viable basis.

The Company's ability to generate revenues and profits, if any, is expected to occur through exploration and development of its existing properties as well as through acquisitions of interests in new properties. The Company may need to incur substantial expenditures in an attempt to continue to establish the economic feasibility of mining operations by identifying mineral deposits and establishing ore reserves through drilling and other techniques, developing metallurgical processes to extract metals from ore, designing facilities and planning mining operations. The economic feasibility of a project depends on numerous factors beyond the Company's control, including the cost of mining and production facilities required to extract the desired minerals, the total mineral deposits that can be mined using a given facility, the proximity of the mineral deposits to a user of the minerals, and the market price of the minerals at the time of sale. In addition, there is a degree of uncertainty attributable to the calculation and estimates of Mineral Resources and the corresponding metal grades to be mined and recovered. Until Mineral Resources are mined and processed, the quantities of mineralization and metal grades must be considered as estimates only. Any material change in the quantity of Mineral Resources, grades and recoveries may affect the economic viability of the Company's property. Therefore, the Company's existing or future exploration programs or acquisitions may not result in the identification of deposits that can be mined profitably.

The Company depends on consultants, geologists and engineers for its exploration programs.

The Company has relied upon consultants, geologists, engineers and others and intends to rely on these parties for exploration and development expertise. Substantial expenditures are required to construct mines, to establish mineral resources and reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract metal from mineral reserves and, in the case of new properties, to develop the exploration and plant infrastructure at any site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Development of the Company's projects is based on estimates and the Company cannot guarantee that its projects, if any, will be placed into commercial production or continue with commercial production.

Potential production and revenues generated from any of the Company's properties are estimates only. Estimates are based on, among other things, mining experience, resource estimates, assumptions regarding ground conditions and physical characteristics of ores (such as hardness and presence or absence of certain metallurgical characteristics) and estimated rates and costs of mining and processing. The Company's actual production from the Buckreef Gold Project may be lower than its production estimates. Each of these factors also applies to future development properties not yet in production at the Company's other projects. In the case of mines that the Company may develop in the future, it does not have the benefit of actual experience in its estimates, and there is a greater likelihood that the actual results will vary from the estimates. In addition, development and expansion projects are subject to unexpected construction and start-up problems and delays.

The Company's exploration activities are subject to various Environmental, Health and Safety Laws and Regulations.

The Company's activities are subject to extensive laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are more stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Furthermore, any failure to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Exploration and mining operations involve risks of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. Significant risk of environmental contamination from present and past exploration or mining activities still exists for mining companies. The Buckreef Gold Project, except for the main pit, has been the site of artisanal mining. The Company may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past artisanal mining activities at the Buckreef Gold Project do not exist or that the Company will not be alleged to be responsible for historical liabilities at the Buckreef Gold Project.

In addition, environmental regulators are increasingly requiring financial assurances to ensure that the cost of decommissioning and reclaiming sites is borne by the parties involved, and not by government. It is not possible to predict what level of decommissioning and reclamation (and financial assurances relating thereto) may be required in the future by regulators.

The Company's exploration activities are subject to community relations and license to operate.

The Company's relationship with the local communities, local authorities, and artisanal miners where it operates is critical to ensure the future success of its existing activities and the potential development and operation of its projects. Failure by the Company to maintain good relations with local stakeholders can result in adverse claims and difficulties for the Company. There is also an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Non-Governmental Organizations ("NGOs") and civil society groups, some of which oppose resource development, are often vocal critics of the mining industry and its practices, including the use of hazardous substances and the handling, transportation, and storage of various waste, including hazardous waste. Adverse publicity generated by such NGOs and civil society groups or others related to the extractive industries generally, or the Company's operations specifically, could have a material adverse impact on the Company and its reputation. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, which could have a material adverse impact on the Company's business, results of operations and financial condition.

The Company's exploration activities are subject to various Licenses and Permits, other Laws and Regulations.

The Company's exploration and development activities require permits and approvals from various government authorities, and are subject to extensive federal, regional and local laws and regulations governing prospecting, exploration, development, production, transportation, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more time-consuming and costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. The Company will be required to obtain additional licenses and permits from various governmental authorities to continue and expand its exploration and development activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licenses, permits and approvals that may be required to explore and develop its properties. While the Company does not believe that the changes proposed to Regulation 6(2) of the Mining (State Participation) Regulations 2022 in September, 2022 will have a material effect on the Company's interest in the Buckreef Gold Project, the full implications of this change and any further changes in laws, policies and regulatory framework could negatively impact the Company and its assets.

The Company's exploration activities are subject to various commitments.

The Company's mining properties may be subject to various land payments, royalties and/or work commitments. Failure by the Company to meet its payment obligations or otherwise fulfill its commitments under these agreements could result in the loss of related property interests. Additionally, any contractual disagreements may be subject to extensive legal, administrative or arbitral proceedings, which may affect the Company's rights and may involve significant time and costs to conclude.

The Company may not have clear title to its properties.

The Company has investigated its rights to exploit the Buckreef Gold Project, and, to the best of its knowledge, its rights are in good standing. However, no assurance can be given that such rights will not be revoked, or significantly altered, to its detriment. There can also be no assurance that the Company's rights will not be challenged or impugned by third parties, including local communities.

Some of the Company's mineral claims may overlap with other mineral claims owned by third parties which may be considered senior in title to the Company mineral claims. The junior claim is only invalid in the areas where it overlaps a senior claim. The Company has not determined which, if any, of the Company mineral claims is junior to a mineral claim held by a third party.

Although the Company is unaware of any existing title uncertainties with respect to Buckreef Gold Project, there is no assurance that such uncertainties will not result in future losses or additional expenditures, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Revenues

Although the Company has begun production at the Buckreef Gold Project, there can be no assurance that the Buckreef Gold Project will be profitable from its operations, and even though it may be profitable from operations, that such operating profits will be sufficient to pay for the Company's current and planned operating expenses and capital expenditures. The Company's operating expenses and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with the exploration, development and expansion of its properties are advanced. The development of the Company's properties may continue to require the commitment of substantial resources. There can be no assurance that the Company will be able to fund its continuing operations on an ongoing basis. There can be no assurance that TRX will achieve long-term profitability.

The Company may require additional capital.

The Company will continue to incur development and exploration costs for its plan of operations including in-fill drilling, exploration and technical work for development of the sulphide mineralized material at its Buckreef Gold Project, and therefore the Company may require additional capital. Although the Company had cash of approximately 7.6 million at August 31, 2023, such amount may be insufficient for the Company's development and exploration plans and operating expenses. Ultimately, the Company's ability to continue its exploration activities depends in part on the Company's ability to generate profits or to obtain financing through joint ventures, debt financing, equity financing, production sharing agreements or some combination of these or other means. Further the raising of additional capital by the Company may dilute existing

shareholders. No assurance can be given that the Company will be able to raise capital in the future.

As of August 31, 2023, the Company's internal controls and procedures over financial reporting were ineffective, and if the Company continues to fail to improve such controls and procedures, investors could lose confidence in the Company's financial and other reports, the price of its shares of common stock may decline, and it may be subject to increased risks and liabilities.

As a public company, the Company is subject to the reporting requirements of the Exchange Act and the Sarbanes-Oxley Act of 2002. The Exchange Act requires, among other things, that the Company file annual reports with respect to its business and financial condition. Section 404 of the Sarbanes-Oxley Act requires, among other things, that the Company include a report of its management on the Company's internal control over financial reporting. The Company is also required to include certifications of its management regarding the effectiveness of its disclosure controls and procedures. For the year ended August 31, 2023, the Company concluded that ICFR was not effective for the year ended August 31, 2023 due to the following material weaknesses: (i) the Company had not implemented and tested all of the Company's key controls, including information technology general controls, ICFR and disclosure controls and procedures as per the criteria established in the COSO 2013 Framework.

Remediation of Material Weaknesses:

The control deficiencies described immediately above were concluded on by management during the year ended August 31, 2023. The Company has prioritized the remediation of the material weaknesses and is working under the oversight of the Audit Committee to resolve the issue.

During the year ended August 31, 2023, the Company continued to strengthen its internal controls and is committed to ensuring that such controls are designed and operating effectively. The Company is implementing process and control improvements and management made the following changes during the year to improve the internal control framework, including the following:

- Engaged a third-party service provider to design and implement an enhanced internal control environment framework. During the year, the Company continued to develop a set of key risk control matrices by business cycle and by entity, including key controls, business processes and policies to enhance the maturity level of the Company's internal control environment. The Company also continued to develop narratives and process maps for each key business cycle as conducted through walkthroughs with management, staff and its third-party information technology services provider within all key business cycles. Management has been implementing the newly designed internal control framework, conducting testing to ensure implemented controls are operating as intended, and is remediating any identified control gaps.
- The Company implemented a new enterprise resource planning ("ERP") system during the year ended August 31, 2023 across the entire group to help automate certain reconciliations and manual processes and to increase the efficiency and accuracy of the financial statement preparation and review process. The ERP also reduced the risk of manual spreadsheet errors and formalize procedures around validation of completeness and accuracy of spreadsheets related to account reconciliations. The Company will continue to expand on the use of the software tool to help manage month-end and quarter-end activities.
- Continued to build an experienced finance team at Buckreef Gold Company Limited, the Company's operating subsidiary, with several internal personnel changes, including a new site Finance Superintendent and additional headcount to enhance review and approval of invoices, journal entries and reconciliations, improve segregation of duties and to optimize the Company's financial reporting close process.
- Continued focus related to preparation of formal accounting memorandums and accounting models to support conclusions on technical accounting matters, and the development and use of checklists and research tools to assist in compliance with IFRS with regard to complex accounting issues.

During the year ended August 31, 2023, the Company worked with a third-party service provider to design and document a new and improved system of internal controls and is currently in the process of implementing and testing the operating effectiveness of these newly designed key controls with the goal of remediating the material weakness identified. However, as at August 31, 2023, the Company has been unable to complete this implementation by the required reporting date due to limited time and resources. Proposed changes to address the material weaknesses will take time to implement due to, amongst other things, a limited number of staff at the Company.

It is the Company's intention to remediate the material weakness and has engaged a third-party service provider to assist in the review, evaluation and testing of the Company's controls and procedures in a timely manner over the course of F2024.

The Company's exploration activities are potentially subject to general risks associated with artisanal scale mining

Artisanal scale mining (ASM) does not impact the current mineral reserves or mining of the Buckreef Main Zone, nor exploration activities within the compensated land areas. Artisanal scale miners are, however, active on the far extremities of, and adjacent to the Buckreef Gold Special Mining License. The Company is aware that artisanal scale mining has occurred and continues to occur in a limited capacity at the Bingwa and Tembo deposits. The extent of this ASM is observed to be limited to narrow vein mining and is currently believed to not materially affect the total contained gold in the historical mineral resource estimates. At the Eastern Porphyry deposit, only minor and now inactive ASM has occurred. In general, artisanal scale miners may be associated with a number of negative impacts which could present risk to humans and property, including environmental degradation, human rights abuse, personal injury or death, security concerns, destruction of property and funding of conflict. The presence of artisanal scale miners can, on rare occasions, also lead to disputes and delays related to project development or operation of commercial gold deposits, and potentially lost gold production as a result of delays or theft. The Company does not purchase any gold from artisanal scale miners.

Risks Relating to the Market

The Company's competition is intense in all phases of the Company's business.

The mining industry is competitive in all of its phases. We face strong competition from many mining companies that have greater financial resources, operational experience and technical capabilities than us. As a result of this competition, we may be unable to maintain or acquire attractive mining properties or skilled resources on terms it considers acceptable or at all. Consequently, our business and financial condition could be materially adversely affected.

In addition, we may encounter competition from other mining companies in our efforts to hire and retain experienced mining professionals. Competition for services and equipment could cause future development and costs to operate the 1,000+ tpd processing plant to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increase potential scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase future project development, operation, exploration or construction costs, result in project delays or both.

The Company is subject to the volatility of metal and mineral prices.

Precious metal prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in precious metal prices. Such external economic factors are in turn influenced by changes in international investment patterns, national fiscal policies, monetary systems and political developments. The price of gold has fluctuated widely in recent years. Future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and results of operations. Moreover, the ability of the Company to fund its activities and the valuation of investor companies will depend significantly upon the market price of precious metals.

The Company is subject to foreign currency risks which may increase our costs and affect our results of operation.

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company has offices in Canada, USA and Tanzania and holds cash mainly in Canadian, Tanzanian and United States currencies. A significant change in the currency exchange rates between the US dollar relative to Canadian dollar and Tanzanian shillings could have an effect on the Company's results of operations, financial position or cash flows. As at August 31, 2023, the Company had no hedging agreements in place with respect to foreign exchange rates. As the majority of the transactions of the Company are denominated in US and Tanzanian currencies, movements in the foreign exchange rates may not have a material impact on the consolidated statements of comprehensive income (loss).

The Company's business activities are conducted in Tanzania.

The Company's principal exploration and mine development properties are currently located in Tanzania, Africa, under which the Company, through its Buckreef Gold Company Limited joint venture has obtained a license to explore, develop and operate the Buckreef Gold Property. Although the Company believes that the Tanzania government is a stable, multi-party democracy, there is no guarantee that this will continue. Tanzania is surrounded by less stable countries enduring political and civil unrest, and in some cases, civil war. There is no guarantee that the surrounding unrest will not affect the Tanzanian government and people, and therefore, the Company's mineral exploration activities. Any such effect is beyond the control of the Company and may materially adversely affect its business.

Further, the operator of the Buckreef Gold Project is Buckreef Gold Corporation Limited, a joint venture that is 55% owned by one of the Company's subsidiaries (TRX Gold Tanzania Limited), and 45% owned by STAMICO, a Governmental agency of Tanzania. Therefore, the Government of Tanzania has a substantial input into, and influence over, the Company's operations at the Buckreef Gold Project.

Additionally, the Company may be affected in varying degrees by political stability and government regulations relating to the mining industry and foreign investment in Tanzania. The Government of Tanzania may institute regulatory policies that adversely affect the exploration and mine development (if any) of the Company's properties. Any changes in regulations or shifts in political conditions in this country are beyond the control of the Company and may materially adversely affect its business. Investors should assess the political and regulatory risks related to the Company's foreign country investments. The Company's operations in Tanzania are also subject to various levels of economic, social and other risks and uncertainties that are different from those encountered in North America. The Company's operations may be affected in varying degrees by Government regulations with respect to restrictions on production, price controls, export controls, restrictions on foreign exchange and repatriation, income taxes, expropriation of property, environmental legislation and mine safety. Other risks and uncertainties include extreme fluctuations in currency exchange rates, high rates of inflation, labor unrest, risks of war or civil unrest, government and civil unrest, regional expropriation and nationalization, renegotiation or nullification of existing concessions, licenses, permits and contracts, illegal mining, corruption, hostage taking, civil war and changing political conditions and currency controls. Infectious diseases (including COVID-19, Ebola virus, malaria, HIV/AIDS and tuberculosis) are also major health care issues where the Company operates.

Mineral exploration in Tanzania is affected by local climatic and economic conditions.

The Company's properties in Tanzania have year-round access, although seasonal winter rains from December to March may result in flooding in low lying areas, which are dominated by mbuga, a black organic rich laustrine flood soil. Further, most lowland areas are under active cultivation for corn, rice, beans and mixed crops by subsistence farmers. As a result, the area has been deforested by local agricultural practices for many years. The seasonal rains and deforested areas can create a muddy bog in some areas, which can make access more difficult, and could impede or even prevent the transport of heavy equipment to the Company's mineral properties at certain times of the year between December and March.

The Company's operations are subject to issues relating to security and human rights.

Civil disturbances and criminal activities such as trespass, illegal mining, theft and vandalism may cause disruptions at the Company's operations in Tanzania which may result in the suspension of operations. There is no guarantee that such incidents will not occur in the future. Such incidents may halt or delay exploration, increase operating costs, result in harm to employees or trespassers, decrease operational efficiency, increase community tensions or result in criminal and/or civil liability for the Company or its employees and/or financial damages or penalties. The manner in which the Company's personnel respond to civil disturbances and criminal activities can give rise to additional risks where those responses are not conducted in a manner that is consistent with international standards relating to the use of force and respect for human rights. The failure to conduct security operations in accordance with these standards can result in harm to employees or community members, increase community tensions, reputational harm to the Company and its partners or result in criminal and/or civil liability for the Company or its employees and/or financial damages or penalties. It is not possible to determine with certainty the future costs that the Company may incur in dealing with the issues described above at its operations.

Risks relating to the Securities of the Company

Offers or availability for sale of a substantial number of common shares may cause the price of our common shares to decline.

On May 12, 2023, the Company announced that it entered into an At The Market Offering Agreement with H.C. Wainwright & Co., LLC as Lead Agent and Roth Capital Partners, LLC as Co-Agent, pursuant to which the Company, at its discretion, may offer and sell, from time to time, common shares having an aggregate offering price of up to $10 million. To date, no shares have been sold under the At The Market Offering Agreement.

On January 26, 2022, the Company closed a registered direct offering with a single institutional investor for the purchase and sale of 17,948,718 of the Company's common shares at a purchase price of $0.39 per share. The Company also issued to the investor warrants to purchase up to an aggregate of 17,948,718 common shares. The warrants have an exercise price of $0.44, will be exercisable at any time and will expire five years after issuance.

On January 13, 2022, the Company closed a purchase agreement with Lincoln Park. Under the terms of the purchase agreement, TRX Gold, in its sole discretion, has the right from time to time over a 36-month period to sell up to $10 million of its shares to Lincoln Park, subject to certain conditions. TRX Gold controls the timing and amount of any sales to Lincoln Park, and Lincoln Park is obligated to make purchases in accordance with the purchase agreement. Any common shares that are sold to Lincoln Park will occur at a purchase price that is based on prevailing market prices at the time of each sale and with no upper limits to the price Lincoln Park may pay to purchase common shares.

On February 11, 2021, the Company completed the sale of 32,923,078 common shares together with warrants to purchase 16,461,539 common shares for $21.4 million. The common shares and warrants were issued at $0.65 for each common share and a purchase warrant with the right of each whole warrant to purchase one common share at $0.80 for a period of five years from the issue date. The Company also issued 1,152,307 broker warrants with the same terms as the warrants issued.

On December 23, 2020, the Company completed the sale of 5,554,588 common shares together with warrants to purchase 2,777,268 common shares for $3.0 million in the aggregate. The common shares and warrants were issued at $0.54 for each common share and a one-half purchase warrant with the right of each whole warrant to purchase one common share at $1.50 for a period of three years from the issue date.

As a result of the above issuances, we could have sales of a significant number of our common shares in the public market which could reduce the market price of our common shares and make it more difficult for us to raise funds through future offerings of common shares.

As a foreign private issuer, the Company is subject to different U.S. securities laws and rules than a domestic U.S. issuer, which may limit the information publicly available to U.S. shareholders.

The Company is a foreign private issuer under applicable U.S. federal securities laws. As a result, the Company does not file the same reports that a U.S. domestic issuer would file with the SEC, although the Company is required to file with or furnish to the SEC the continuous disclosure documents that the Company is required to file in Canada under Canadian securities laws. In addition, the Company's officers, directors, and principal shareholders are exempt from the reporting and "short swing" profit rules of Section 16 of the Exchange Act. Therefore, shareholders may not know on as timely a basis when the Company's officers, directors and principal shareholders purchase or sell common shares, as the reporting dates under the corresponding Canadian insider reporting requirements are longer. In addition, as a foreign private issuer, the Company is exempt from the proxy rules under the Exchange Act.

The Company may lose its foreign private issuer status in the future, which could result in significant additional costs and expenses.

In order to maintain the Company's current status as a foreign private issuer, a majority of its common shares must be either directly or indirectly owned by non-residents of the United States, unless the Company also satisfies one of the additional requirements necessary to preserve this status. The Company may in the future lose its foreign private issuer status if a majority of its common shares are held in the United States and it fails to meet the additional requirements necessary to avoid loss of foreign private issuer status. The regulatory and compliance costs under U.S. federal securities laws as a U.S. domestic issuer may be significantly more than the costs incurred as a Canadian foreign private issuer eligible to use the multijurisdictional disclosure system ("MJDS"). If the Company is not a foreign private issuer, it would not be eligible to use the MJDS or other foreign issuer forms and would be required to file periodic and current reports and registration statements on U.S. domestic issuer forms with the SEC, which are more detailed and extensive than the forms available to a foreign private issuer. In addition, the Company may lose the ability to rely upon certain exemptions from NYSE American corporate governance requirements that are available to foreign private issuers.

The Company is subject to regulatory obligations as a public company.

The Company is subject to evolving corporate governance and public disclosure regulations that have increased both the Company's compliance costs and the risk of non-compliance, which could adversely affect the Company's share price. The Company is subject to changing rules and regulations promulgated by a number of governmental and self-regulated organizations, including the U.S. Securities and Exchange Commission, the Canadian Securities Administrators, applicable stock exchange(s), including the NYSE American and Toronto Stock Exchanges, and the International Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity creating many new requirements. For example, the Canadian government proclaimed into force the Extractive Sector Transparency Measures Act on June 1, 2015, which mandates the public disclosure of payments made by mining companies to all levels of domestic and foreign governments. The Company's efforts to comply with increasing regulatory burden could result in increased general and administration expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

U.S. investors may not be able to obtain enforcement of civil liabilities against the Company.

The enforcement by investors of civil liabilities under the United States federal or state securities laws may be affected adversely by the fact that the Company is governed by the *Business Corporations Act* (Alberta), that some of the Company's officers and directors are residents of Canada or otherwise reside outside the United States, and that all, or a substantial portion of their assets and a substantial portion of the Company's assets, are located outside the United States. It may not be possible for investors to effect service of process within the United States on certain of the Company's directors and officers or enforce judgments obtained in the United States courts against the Company, certain of its directors and officers based upon the civil liability provisions of United States federal securities laws or the securities laws of any state of the United States.

Common share prices will likely be highly volatile, and your investment could decline in value or be lost entirely.

The market price of the common shares is likely to be highly volatile and may fluctuate significantly in response to various factors and events, many of which the Company cannot control. The stock market in general, and the market for mining company stocks in particular, has historically experienced significant price and volume fluctuations. Volatility in the market price for a particular issuer's securities has often been unrelated or disproportionate to the operating performance of that issuer. Market and industry factors may depress the market price of the Company's securities, regardless of operating performance. Volatility in the price for the Company's securities also increases the risk of securities class action litigation.

The Company's common shares must meet the requirements of the NYSE American.

The NYSE American rules provides that the NYSE American may, in its discretion, at any time, and without notice, suspend dealings in or remove any security from listing or unlisted trading privileges, if, among other things, where the financial condition and/or operating results of the issuer appear to be unsatisfactory or it appears that the extent of public distribution or the aggregate market value of the security has become so reduced as to make further dealings on the NYSE American inadvisable. Although the Company has received no indication or notification that its common shares may be delisted, in light of the current per common share price and the Company's financial losses, there is no assurance that the Company's common shares will continue to be listed on the NYSE American.

The Company's common shares must meet the requirements of the TSX.

The TSX rules provides that the TSX may, in its discretion, at any time, and without notice, suspend dealings in or remove any security from listing or unlisted trading privileges, if, among other things, where the financial condition and/or operating results of the issuer appear to be unsatisfactory or it appears that the extent of public distribution or the aggregate market value of the security has become so reduced as to make further dealings on the TSX inadvisable. Although the Company has received no indication or notification that its common shares may be delisted, in light of the current per common share price and the Company's financial losses, there is no assurance that the Company's common shares will continue to be listed on the TSX.

Mineral Projects

Buckreef Gold Mine Project

The current technical report for the Buckreef Gold Project ("Buckreef") is the "NI 43-101 Technical Report: Updated Mineral Resource Estimate for the Buckreef Gold Project, Tanzania, East Africa" prepared by Virimai Projects ("Virimai"), effective date May 15, 2020 (referred to as the "Updated Mineral Resource Estimate for the Buckreef Gold Mine Project").

The Updated Mineral Resource Estimate for the Buckreef Gold Mine Project contains more detailed information and qualifications than as set out below and readers are encouraged to review the Updated Mineral Resource Estimate for the Buckreef Gold Mine Project in its entirety. The following summary is subject to all of the assumptions, information and qualifications set forth in the Updated Mineral Resource Estimate for the Buckreef Gold Mine Project and the detailed disclosure contained in the Updated Mineral Resource Estimate for the Buckreef Gold Mine Project is hereby incorporated by reference. The Updated Mineral Resource Estimate for the Buckreef Gold Mine Project is available for review under the Company's System for Electronic Document Analysis and Retrieval ("SEDAR+") profile at www.sedarplus.ca.

The Mineral Resource Estimate for the Buckreef Gold Mine Project was filed as an exhibit to Form 6-K on June 23, 2020, as amended on July 20, 2021, and on SEDAR+ on June 23, 2020. The mineral resource estimates contained in the Updated Mineral Resource Estimate for the Buckreef Gold Mine Project have an effective date of May 15, 2020 and have not been updated since that time.

Wenceslaus Kutekwatekwa and Dr. Frank K Crundwell are the Qualified Persons who prepared the report. Neither Messrs Kutekwatekwa nor Crundwell, nor their company, Virimai, was an affiliate of or had an interest in the Company or had an interest in the Buckreef Gold Mine Project

at the time of the report.

Within the excerpted information below, the Buckreef Gold Mine Project is also referred to as the "Property" or “Project”. Further, any references cited within this excerpted information (including tables and figures which are not reproduced and renumbered herein) are provided in the Mineral Resource Estimate for the Buckreef Gold Mine Project and all other defined terms that are not otherwise defined herein will have the definitions ascribed to them in the Mineral Resource Estimate for the Buckreef Gold Mine Project.

Introduction

This report has been prepared by Virimai Projects (“Virimai”) for Tanzanian Gold Corporation (TRX) for the Update of the Mineral Resources Estimates of the Buckreef Gold Mine Project. The Mineral Resources Estimate of the Buckreef discussed in this “Independent Technical Report” has been prepared by Virimai Projects of Harare Zimbabwe at the request of TRX.

A press release confirming the definition of an update of the Mineral Resource Estimates for the Buckreef Gold Project was published on 17 th March 2020 by TRX and that triggered this Independent Technical Report (ITR) to provide the details of the estimation methodology and results.

The contents of this report is based on exploration and drilling data collected by TRX and the results of estimation performed by Virimai Projects utilizing exploration and analytical data as of 28 February 2020. This Technical report was prepared in accordance with the guidelines set out in the National Instrument 43 -101 Standards of Disclosure for Mineral Projects (NI43 -101). The main intent of this study is to provide an update on the mineral resources of the Buckreef Gold Project based on Buckreef’s most recent data on the exploration of the Buckreef prospect. The Update Mineral Resource Estimates detailed in this report is based on drilling data collected by TRX during the period January 2019 to February 2020 period.

Location, Property Description and Ownership

The Buckreef Gold Project is a description of four gold prospects which are namely Buckreef, Eastern Porphyry Tembo and Bingwa located in the Mnekezi Village in Geita District in north-central Tanzania. The project area is located 40km southwest of the town of Geita, which in turn is approximately 110km south-west of the second largest city Mwanza.

The Buckreef Gold Project is a gold exploration project comprises, a single Special Mining License covering an area of 16.04km ^{2} and 12 Prospecting Licenses covering 98.19km^2. The current Mineral Resources and Mineral Reserves for the Buckreef Gold project are declared over Special Mining License block SML04/1992. In Q3 2022, the Buckreef gold special mining license (SML04/92) which covers an area of 16.04km^2, was successfully renewed for a further 5 years to 16th June 2032. The Company anticipates the life of mine will extend significantly beyond 2032, and therefore the Company will apply to renew the SML prior to the renewal date, in accordance with the requirements under the Tanzanian Mining Act. The licenses are operated by Buckreef Gold Company Limited, a joint venture that is 55% owned by one of the Company’s subsidiaries (TRX Gold Tanzania Limited, a subsidiary company of TRX Gold Corporation) and 45% is owned by the STAMICO, a Governmental agency of Tanzania.

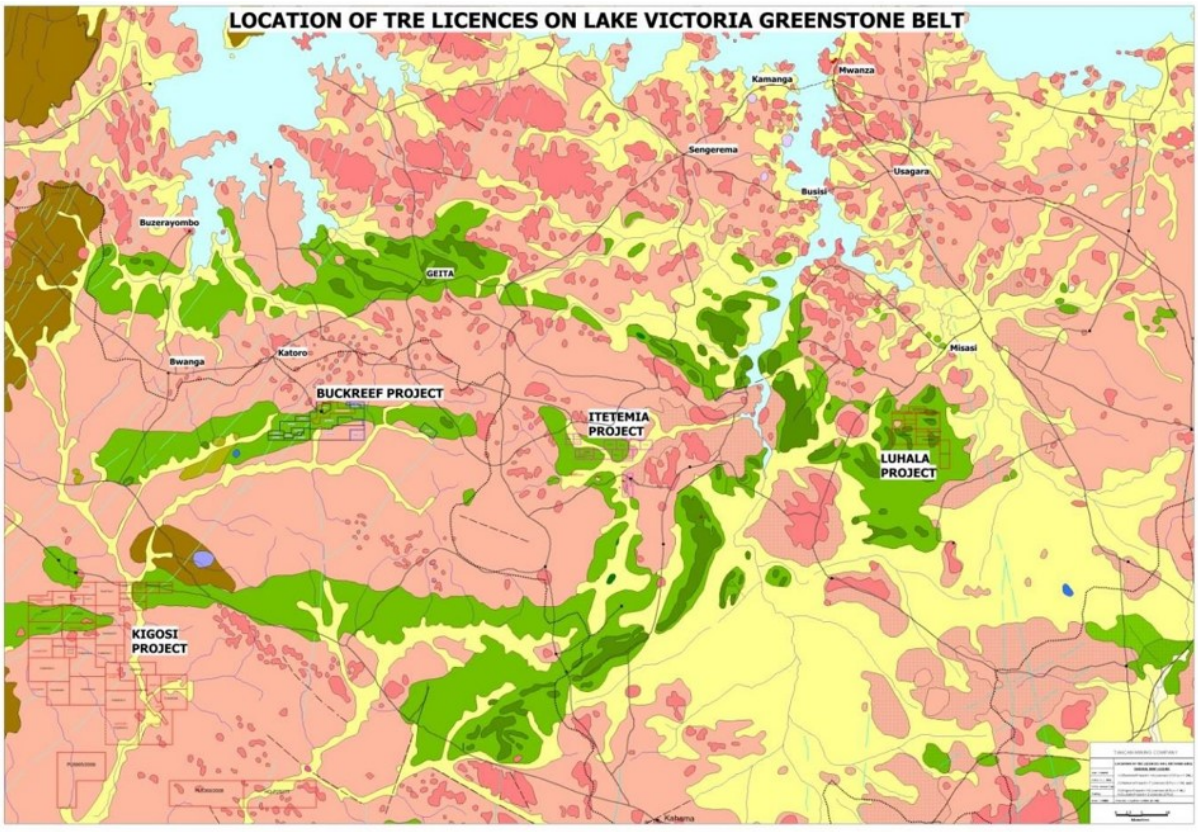


Figure 1.2.1. Location Map

Geology and Mineralization

The Buckreef Project is situated within the Lake Victoria Greenstone ("LVG") belt of northern Tanzania which consists of several east-west trending, linear, Archaean greenstone belts. The LVG is the third largest gold producing region of Africa, surpassed only by the Witwatersrand Basin in South Africa and the Tarkwa region of Ghana. The Buckreef Project is in the regionally east-west trending Rwamagaza greenstone belt and this belt is considered a segment of the larger Sukumaland greenstone belt and is one of the larger greenstone belts in northern Tanzania.

Buckreef Gold Company Limited has defined four mineral deposits on the Buckreef Property. As estimated in this technical report, from largest to smallest based on ounces of gold, these include the Buckreef mineralized corridor, Bingwa, Eastern Porphyry and Tembo Deposits. The Buckreef Prospect is a shear zone hosted gold deposit within a sequence of mafic basalts and dolerites, near basement granite. The host rocks at the Buckreef deposit comprise primarily pillowed, amygdaloidal and massive mafic meta-volcanic rocks which have been intruded by medium to coarse grained dolerite sills and dykes. The gold mineralization at Buckreef Prospect is non-refractory in both fresh and oxide material. Gold mineralization at Bingwa is associated with quartz veining in strongly foliated and altered greenstone in a shear zone adjacent to the granitoid contact. The shear zone strikes northeast and dips steeply to the northwest. The Eastern Porphyry mineralization is associated with silicified and weakly pyritised shears, quartz veins and veinlets, and within quartz-feldspar porphyry. The Tembo deposit locates approximately 3km southwest of Buckreef Mine, adjacent to the main Rwamagaza Shear Zone. The mineralized zones at Tembo are confined to the east – west trending shears within met-basaltic volcanic package. Gold mineralization is associated with grey quartz thin veins, stringers and boudins parallel to the shear fabric.

Exploration, Drilling, Sampling and QA/QC

Historical exploration activities include geochemical and geophysical surveys, geologic mapping, and drilling by various operators in the period 2004 to 2020. The most recent drilling program for the report undertaken by TRX is that from January 2019 to February 2020 in which a total of 17,650m of drilling was carried. This brings the total meterage drilled on the project to about 125,750m to date for the project. The recent drilling included reverse circulation holes and diamond core holes.

The majority of the assays used for the estimate were fire assay at accredited Nesch Mintech Laboratories in Mwanza. The sample preparation, analyses and security procedures implemented by TRX, Nesch Mintech meet standard practices and were monitored using control samples, blanks, certified reference materials duplicates. On the basis of the quality assurances procedures and the quality control put in place at Buckreef it is the opinion of Wenceslaus Kutekwatekwa that the sampling preparation security and analytical procedures used by TRX are consistent with generally accepted industry best practise and are therefore adequate for use in mineral resource estimation and classification of Mineral Resources in accordance with generally accepted CIM standards.

Mineral Processing and Metallurgical Testing

No detailed metallurgical test works have been completed as part of this current mineral resource update study. Virimai's assumptions on economic recoveries are based on the several previous test-work carried out and reported in previous filling by "SEDAR+". The test work conducted by MPC and SGS has shown that more than 90% of the gold can be recovered by a combination of gravity concentration and leaching of the tails. The MMSA test work established that 93% of the gold from the oxide ore can be recovered without gravity concentration by carbon-in-pulp leaching. The work established that 85% of the gold from the sulphide can be recovered in a similar manner.

Mineral Resource Estimation

The mineral resource model presented herein represents an updated mineral resource evaluation prepared by Virimai Projects following on the drilling programme of 2019 on the Buckreef Prospect. The Mineral Resources of the other three areas, namely Eastern Porphyry, Tembo and Bingwa, were adopted as reported in the 2018 NI-43- 101 report as there was no additional drilling on the three deposits. The resource estimates of these three deposits are presented in this mineral resource update report without amendments. The Mineral Resource estimate was informed by both the diamond drilling and reverse circulation drilling results using only samples confined within the Mineral Resource wireframes constructed by Virimai Projects in Datamine™ Studio 3 (version 3.21.7164).

In the mineral resource classification Virimai Projects considered that blocks estimated during the first estimation run considering full variogram ranges can be classified in the Measured category and the second estimation run (at one and half times the search volume) can be classified in the Indicated category. In both cases the classification also took into account kriging efficiency through the slope of regression. For these blocks, Virimai Projects considers that the level of confidence is sufficient to allow appropriate application of technical and economic parameters to support mine planning and to allow evaluation of the economic viability of the deposit. Blocks estimated during the third pass considering search neighbourhoods set at twice or more the variogram ranges were appropriately classified in the Inferred category because the confidence in the estimate is insufficient to allow for the meaningful application of technical and economic parameters or to enable an evaluation of economic viability.

The NI 43-101 compliant Mineral Resource estimate as revised by Virimai Projects is shown Table 1.1.

Table 1.1: Buckreef Project March 2020 Mineral Resource

Prospect	Measured			Indicated			Inferred			Total Measured + Indicated		
	Tonnes	Grade	In Situ Content	Tonnes	Grade	In Situ Content	Tonnes	Grade	In Situ Content	**Tonnes**	**Grade**	In Situ Content
	(Mt)	Au (g/t)	Au (Oz)	(Mt)	Au (g/t)	Au (Oz)	(Mt)	Au (g/t)	Au (Oz)	**(Mt)**	**Au (g/t)**	**Au (Oz)**
Buckreef	**19.98**	**1.99**	**1,281,160**	**15.89**	**1.48**	**755,120**	**17.82**	**1.11**	**635,540**	**35.88**	**1.77**	**2,036,280**
Eastern Porphyry	0.09	1.20	3,366	1.02	1.17	38,339	1.24	1.39	55,380	**1.10**	**1.18**	**41,705**
Tembo	0.02	0.99	531	0.19	1.77	10,518	0.27	1.92	16,461	**0.20**	**1.70**	**11,048**
Bingwa	0.90	2.84	82,145	0.49	1.48	23,331	0.22	1.49	10,541	**1.39**	**2.36**	**105,477**
Total	**20.99**	**2.03**	**1,367,202**	**17.59**	**1.46**	**827,308**	**19.55**	**1.14**	**717,922**	**38.57**	**1.77**	**2,194,510**

Buckreef has been updated and reported at 0.40 g/t Au block cut-off

#Eastern Porphyry, Bingwa and Tembo Mineral Resources are quoted at 0.50 g/t Au block cut-off as per last update

Exploration Targets

Besides the estimated resources tabulated herein, there are exploration targets within and extending beyond these Mineral Resources. Significant potential lies within the Buckreef Shear Zone that is summarised in Table 1.2. These targets are as such due to the openness of depth and the northeastern strike as well as the consistence of the results from some deep hole drilled to date.

Table 1.2 Exploration targets at the Buckreef Shear Zone

Target Area	Tonnage Range		Grade Range Au (g/t		Ounces Range	
	Minimum	**Maximum**	**Minimum**	**Maximum**	**Minimum**	**Maximum**
Northeast Extension	4,000,000	6,000,000	1.40	2.50	180,000	482,300
Main Zone	25,000,000	35,000,000	1.30	1.50	1,045,000	1,688,000

In should be noted that the potential quantity and grade of these exploration targets is conceptual in nature, that there has been insufficient exploration to define a mineral resource and that it is uncertain if further exploration will result in the target being delineated as a mineral resource as per the NI 43-101 reporting standards. The exploration targets include five isolated drill holes and assume projections of mineralized structures to deep levels as well as an extension of the Northeast Zone and are based a continuation of favourable geological conditions that host mineralized structures that have been encountered in shallower drilling of Phase 2 to deep levels below the limits of the current wireframes used in the estimation of the new resources described herein. The exploration targets assume that the extension of the Northeast Zone along strike will be confirmed by additional drilling.

The Phase 3 drilling program is currently underway to further test the continuity of these mineralized structures. Current information from drill holes show high grade intersections including drill-hole BMRCD298 with an intercept average 2.45 g/t from 650 m to 681 m down the hole (NE Extension) and drill-hole BMRCD309 with an intercept average 3.4 g/t from 617 m to 630 m down the hole (Main North).

Mineral Reserves

The last Mineral Reserves estimate for the Buckreef Gold Project are as reported in the last published ITR titled “Amended National Instrument (NI) 43-101 Independent Technical Report Mineral Reserves Estimate and Pre-Feasibility Study on the Buckreef Gold Mine Project, Tanzania, East Africa” (Virimai 2018). No updated Mineral Reserves have been estimated for the Buckreef Gold Project in this current report for Mineral Resources. A new pit optimisation taking into account of the current Mineral Resources update in the Buckreef Gold prospect and the current prevailing economic factors is still to be completed. The mining philosophy for the development of the Buckreef Gold Project still remains that of initial open pit on the Buckreef deposit and possible transitioning into underground mining at depth while it will be purely open pit for the other three smaller deposits as outlined in the ITR (Virimai 2018). The mineral reserves reported in this update report are those in the report titled “Amended NATIONAL INSTRUMENT 43-101 Independent Technical Report Mineral Reserves Estimate and Pre-Feasibility Study on the Buckreef Gold Mine Project, Tanzania, East Africa.” June 2018:

From the published 2014 Venymn Deloitte NI-43-101 compliant Mineral Resource estimate technical report, Virimai Projects essentially overhauled and improved on the original overall mining philosophy have produced a NI-43-101 compliant Mineral Reserve estimate for Buckreef Gold Project based on the original resource block models, achievable mining shapes, mining recovery, mining dilution and open-pit pre-production development cost considerations.

The Buckreef Project Mineral Reserve estimate is based on a gold cut-off grade of 0.37grams per tonne) which has been calculated from the following parameters:

a) Gold Price (pit shell): US$ 1,300 per oz
b) Mining Cost: US$19.00 per ton of ore
c) Process Cost: US$10.24 per ton of ore
d) G & A Cost: US$1.98 per ton of ore
e) Recovery: 92.3% for oxides
f) Recovery 85.0% for sulphides

The Mineral Reserve estimate for the Project is tabulated in Table 1.4.

Table 1.3: Buckreef Project Pit-Design Optimized Mineral & ROM stockpile Reserves as at 26 June 2018

Pits Design Reserves Summary		COG: Oxide & Trans = 0.38, Fresh = 0.41 Virimai 26th June 2018 Pit Design Reserves Summary			
Prospect	**Reserves**	**Tonnes**	**Grade**	**In Situ Gold Content**	
Name	**Category**	**(Mt)**	**Au (g/t)**	**Kg**	**oz**
Buckreef	Proven	8,174,415	1.64	13,374	429,985
	Probable	8,174,147	1.40	11,435	367,666
	Waste	**160,217,840**			
Total (Proven + Probable)		**16,348,562**	**1.52**	24,809	797,652
Eastern Porphyry	Proven	79,385	1.17	93	2,982
	Probable	976,281	1.03	1,003	32,242
	Waste	9,823,917	0.02		
Total (Proven + Probable)		**1,055,666**	**1.04**	1,096	35,224
Tembo	Proven	-	-	-	-
	Probable	70,183	2	165	5,312
	Waste	1,354,468	-		
Total (Proven + Probable)		**70,183**	**2.35**	**111**	**3,582**
Bingwa	Proven	1,098,383	2.39	2,366	76,074
	Probable	510,154	1.30	377	12,108
	Waste	10,311,734			
Total (Proven + Probable)		**1,608,536**	**2.04**	**2,743**	**88,182**
Grand Total	**Proven**	**9,352,183**	**1.72**	**16,092**	**517,358**
	Probable	**9,730,764**	**1.36**	**13,265**	**426,492**
	Proven +Probable	**19,082,947**	**1.54**	**16,749**	**943,851**

Source: Virimai Projects 2018

(1) Mineral Resource is inclusive of Mineral Reserve shapes, mining recovery, mining dilution and open-pit preproduction development costs. Mineral Reserve estimate includes dilution.

(2) Mineral Reserve was estimated using NI43-101F compliant Standards on Mineral Resources and Reserves, Definitions.

(3) Contained metal may differ due to rounding.

The mineral reserve statement for the Buckreef Gold Project is as summarised in table 1.5

Table 1.4: Buckreef Mineral Reserve Statement as at 26 June 2018

		Tonnes	**Grade**	**In Situ Gold Content**	
		(Mt)	**Au (g/t)**	**Kg**	**oz**
Buckreef Project	**Proven -Stockpile**	**119,726**	**1.86**	**223**	**7,160**
	Proven	**9,352,183**	**1.72**	**16,092**	**517,358**
	Probable	**9,730,764**	**1.36**	**13,265**	**426,492**
	Mineral Reserves	**19,202,673**	**1.54**	**29,580**	**951,010**

(1) Mineral Resource is inclusive of Mineral Reserve shapes, mining recovery, mining dilution and open-pit preproduction development costs. Mineral Reserve estimate includes dilution.

(2) Mineral Reserve was estimated using NI43-101F compliant Standards on Mineral Resources and Reserves, Definitions.

(3) Contained metal may differ due to rounding.

Mineral Reserves were calculated from pit design. Full Grade Ore cut-off grade ("FGO") calculations rely on inputs from this study and other sections of the Buckreef Prefeasibility study. Mineral Reserves are based on a gold price of $1,300/oz for pit design, and cut-off grade 0.38g/t. Inferred Mineral Resources are considered geologically speculative and are not used in project economics, nor are they considered for mining plans. The study is only restricted to open pit mining at this stage with.

Interpretations and Conclusions

TRX has undertaken detailed exploration diamond core drilling and sampling of the Buckreef Gold deposit during the period January 2019 to February 2020 with the aim of upgrading the inferred resources within the pit shell generated by Virimai Projects in 2018 and to test for the mineralisation continuity down dip below the pit shells. These activities have been undertaken by applying industry best standard methods and practices.

Sample collection and preparation has been done using industry best practices and analysis have been undertaken by certified laboratory resulting in results that support the Mineral Resource estimates as fully outlined in Chapter 14 of this update report. In light of the results of this resource update Mr W Kutekwatekwa recommend the advancement of the project to a full feasibility study.

The project has positive attributes that justify the advancement of the project to the next stage. Some of positive attributes of the project which were fully outlined in the Amended ITR of 2018 (Virimai Projects 2018) include the following:

- Increased inventory of mineral resources in the Buckreef prospect.

- Metallurgical test work provides favourable indications that optimal gold recoveries can be achieved through cyanidation leaching of both oxides and fresh rock mineralization. Test work of samples of the both oxides and sulphides indicates that recoveries in the order of 92% for oxides and 90% for fresh rock can be achieved.
- The project can be developed in stages utilizing cash flows from free dig oxides mineralization to capitalize future fresh rock mining and processing of the deposit.
- The potential for transitioning from open pit to underground exists as indicated from the down dip mineral resources at depth which cannot be accessed through open pit mining.
- The objective of Virimai's mandate was to prepare an updated mineral resource estimate for the Buckreef Project and prepare a supporting Independent Technical Report (ITR) in compliance with NI43-101and CIM Definition Standards. After conducting a detailed review of all pertinent information and completing the mandate Mr W Kutekwatekwa concludes as follows:
    - The data base supporting the 2020 Mineral Resource Estimate for the Buckreef Gold Project is complete, valid, and up to date (including historical drilling and current drilling 2019 program)
    - The geological and grade continuity of gold mineralization in the Buckreef deposit has been demonstrated and is supported by surface drilling carried out in the area.
    - The mineral resource estimate is considered to be reliable, thorough and based on quality data and reasonable assumptions in accordance with NI43-101 requirements and CIM Definitions Standards.

Recommendations

The project appears to have positive attributes that justify the advancement of the project and in that vein, Mr Wenceslaus Kutekwatekwa would recommend the following:

1. To continue with the ultra-deep drilling programme to increased inventory of mineral resources down dip and the northeast strike mineralization's extend in the Buckreef Main in the identified explorations targets.
2. Complete the metallurgical testing of the fresh rock samples to identify the low costs alternative processing of the ores of the Buckreef Project.
3. To carry out rock geo-technical studies to see their impact on the pit slope stability and possible underground mining options.
4. To carry out additional detailed metallurgical test work, on all significant lithological domains, to inform the gold recovery methods and the development of the processing flow sheet.
5. To recompute the Mineral Reserves on the updated Mineral Resources in this report.
6. To proceed to the project full Feasibility Study.
7. To maintain a strict local legal compliance checklist for the project, in order to close any unreasonable political machinations.

Dividends And Distributions

The Company has never paid dividends and does not intend to in the near future.

Description Of Capital Structure

The Company's Restated Articles of Incorporation authorize the Company to issue an unlimited number of common shares. As of August 31, 2023, there were 277,625,317 common shares issued and outstanding.

Common Shares

All issued and outstanding common shares are fully paid and non-assessable. Each holder of record of common shares is entitled to one vote for each common share so held on all matters requiring a vote of shareholders, including the election of directors. The holders of common shares will be entitled to dividends on a pro rata basis, if and when as declared by the board of directors. There are no preferences, conversion rights, pre-emptive rights, subscription rights, or restrictions or transfers attached to the common shares. In the event of liquidation, dissolution, or winding up of the Company, the holders of common shares are entitled to participate in the assets of the Company available for distribution after satisfaction of the claims of creditors.

The rights of shareholders cannot be changed without a special resolution of at least 2/3 of the votes cast by the shareholders who voted in respect of the resolution, and separate classes of shareholders are entitled to separate class votes. Any such alteration of shareholder's rights would also require the regulatory acceptance of the TSX. There are no provisions of the Company's Articles or Bylaws that would have the effect of delaying, deferring, or preventing a change of control of the Company, and that would operate only with respect to a merger, acquisition, or corporate restructuring involving the Company (or any of its subsidiaries).

Omnibus Plan

Effective June 26, 2019, the Company adopted the Omnibus Equity Incentive Plan dated June 26, 2019 (the "Omnibus Plan"), which Omnibus Plan was approved by the shareholders at a meeting held on August 16, 2019, subsequently updated and approved by the shareholders on February 25, 2022.

The purposes of the Omnibus Plan are: (a) to advance the interests of the Company by enhancing the ability of the Company and its subsidiaries to attract, motivate and retain employees, officers, directors, and consultants, which either of directors or officers may be consultants or employees; (b) to reward such persons for their sustained contributions; and (c) to encourage such persons to consider the long-term corporate performance of the Company.

The Omnibus Plan provides for the grant of options, restricted share units ("RSUs"), deferred share units ("DSUs") and performance share units ("PSUs") (collectively, the "Omnibus Plan Awards").

Options

An Option entitles a holder thereof to purchase a common share at an exercise price set at the time of the grant, which exercise price must in all cases be not less than the Market Price on the date of grant (the "Exercise Price"). Market Price is defined as the greater of the volume weighted average trading price of the common shares on the TSX or NYSE American for the five trading days immediately preceding the date of grant (or, if such common shares are not then listed and posted for trading on the TSX or NYSE American, on such stock exchange on which the common shares are listed and posted for trading as may be selected for such purpose by the Board); provided that, for so long as the common shares are listed and posted for trading on the TSX or NYSE American, the Market Price shall not be less than the market price, as calculated under the policies of the TSX or NYSE American and further provided that with respect to an award made to a U.S. Taxpayer (as defined in the Omnibus Plan), such participant and the number of common shares subject to such Omnibus Plan Award shall be identified by the Board or the Committee (as defined in the Omnibus Plan) prior to the start of the applicable five trading day period ("Market Price"). In the event that such Shares are not listed and posted for trading on any exchange, the Market Price shall be the fair market value of such common shares as determined by the Board in its sole discretion and, with respect to an Omnibus Plan Award made to a U.S. Taxpayer, in accordance with Section 409A of the Code (as defined in the Omnibus Plan).

The term of each Option will be fixed by the Plan Administrator, but may not exceed 10 years from the grant date.

Restricted Share Units

An RSU is a unit equivalent in value to a common share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive one common share for each RSU after a specified vesting period determined by the Plan Administrator, in its sole discretion. Upon settlement, holders will receive (a) one fully paid and non-assessable common share in respect of each vested RSU, (b) subject to the approval of the Plan Administrator, a cash payment, or (c) a combination of common shares and cash as contemplated by paragraphs (a) and (b). The cash payment is determined by multiplying the number of RSUs redeemed for cash by the Market Price on the date of settlement.

The number of RSUs granted at any particular time will be calculated by dividing (i) the amount of any compensation that is to be paid in the RSUs, as determined by the Plan Administrator, by (ii) the Market Price of a common share on the date of grant.

Deferred Share Units

A DSU is a unit equivalent in value to a common share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive one common share for each DSU on a future date, generally upon termination of service with the Company. Upon settlement, holders will receive (a) one fully paid and non- assessable common share in respect of each vested DSU, (b) subject to the approval of the Plan Administrator, a cash payment, or (c) a combination of common shares and cash as contemplated by paragraphs (a) and (b). The cash payment is determined with reference to the Market Price in the same manner as with RSUs.

The number of DSUs granted at any particular time will be calculated by dividing (i) the amount of any compensation that is to be paid in the DSUs, as determined by the Plan Administrator, by (ii) the Market Price of a common share on the date of grant.

Performance Share Units

A PSU is a unit equivalent in value to a common share credited by means of a bookkeeping entry in the books of the Company which entitles the holder to receive one common share for each PSU on a future date, generally upon the achievement of certain performance goals within the Company as determined by the Plan Administrator. Upon settlement, holders will receive (a) one fully paid and non- assessable common share in respect of each vested PSU, (b) subject to the approval of the Plan Administrator, a cash payment or (c) a combination of common shares and cash as contemplated by paragraphs (a) and (b). The cash payment is determined with reference to the Market Price in the same manner as with RSUs.

The Omnibus Plan provides for the grant of other share-based awards to participants ("Other Share-Based Awards"), which awards would include the grant of common shares. All Other Share-Based Awards will be granted by an agreement evidencing the Other Share-Based Awards granted under the Omnibus Plan.

Subject to adjustments as provided for under the Omnibus Plan, the maximum number of shares issuable pursuant to Omnibus Plan Awards outstanding at any time under the Omnibus Plan shall not exceed 10% of the aggregate number of common shares outstanding from time to time on a non-diluted basis; provided that the acquisition of common shares by the Company for cancellation shall not constitute non-compliance with the Omnibus Plan for any Omnibus Plan Awards outstanding prior to such purchase of common shares for cancellation.

As at August 31, 2023, the Company has (a) stock options outstanding to purchase 15,436,000 common shares at exercise prices ranging from CAD$0.35 to CAD$0.43 and USD$0.45 to USD$0.50 per common share with original terms of 5 years, with the last options expiring on August 28, 2028; (b) 3,473,077 RSUs issued and outstanding; (c) 6,468,230 Other Share-Based Awards issued and outstanding; (d) nil DSUs issued and outstanding; and (e) nil PSUs issued and outstanding

Constraints on Ownership – Canada

There is no law, governmental decree or regulation in Canada that restricts the export or import of capital or affects the remittance of dividends, interest or other payments to a non-resident holder of common shares other than withholding tax requirements. Any such remittances to United

States residents are subject to withholding tax.

There is no limitation imposed by the laws of Canada or by the charter or other constituent documents of the Company on the right of a non-resident to hold or vote the common shares, other than as provided in the *Investment Act* (Canada) (the "Investment Act"). The following discussion summarizes the principal features of the Investment Act for a non-resident who proposes to acquire the common shares.

The Investment Act generally prohibits implementation of a reviewable investment by an individual, government or agency thereof, corporation, partnership, trust or joint venture (each an "*entity*") that is not a "Canadian" as defined in the Investment Act (a " *non-Canadian*"), unless after review, the Director of Investments appointed by the minister responsible for the Investment Act is satisfied that the investment is likely to be of net benefit to Canada. An investment in the common shares by a non-Canadian other than a "WTO Investor" (as that term is defined by the Investment Act, and which term includes entities which are nationals of or are controlled by nationals of member states of the World Trade Organization) when the Company was not controlled by a WTO Investor, would be reviewable under the Investment Act if it was an investment to acquire control of the Company and the value of the assets of the Company, as determined in accordance with the regulations promulgated under the Investment Act, was C$5,000,000 or more, or if an order for review was made by the federal cabinet on the grounds that the investment related to Canada's cultural heritage or national identity, regardless of the value of the assets of the Company. An investment in the common shares by a WTO Investor, or by a non-Canadian when the Company was controlled by a WTO Investor, would be reviewable under the Investment Act if it was an investment to acquire control of the Company and the value of the assets of the Company, as determined in accordance with the regulations promulgated under the Investment Act was not less than a specified amount, which as specified in 2023 was any amount in excess of C$1.287 billion. A non-Canadian would acquire control of the Company for the purposes of the Investment Act if the non-Canadian acquired a majority of the common shares. The acquisition of one third or more, but less than a majority of the common shares would be presumed to be an acquisition of control of the Company unless it could be established that, on the acquisition, the Company was not controlled in fact by the acquirer through the ownership of the common shares.

Certain transactions relating to the common shares would be exempt from the Investment Act, including: (a) an acquisition of the common shares by a person in the ordinary course of that person's business as a trader or dealer in securities; (b) an acquisition of control of the Company in connection with the realization of security granted for a loan or other financial assistance and not for a purpose related to the provisions of the Investment Act; and (c) an acquisition of control of the Company by reason of an amalgamation, merger, consolidation or corporate reorganization following which the ultimate direct or indirect control in fact of the Company, through the ownership of the common shares, remained unchanged.

Market For Securities

The following table provides the high and low prices, and total volume for the common shares traded on the TSX for the periods indicated (stated in Canadian Dollars):

Period	High	Low	Volume
September 2022	0.6500	0.4950	272,531
October 2022	0.6100	0.4800	151,830
November 2022	0.5300	0.4450	258,079
December 2022	0.5500	0.4600	374,150
January 2023	0.6800	0.4550	656,286
February 2023	0.6700	0.5400	184,786
March 2023	0.7000	0.5300	469,625
April 2023	0.7700	0.6400	678,398
May 2023	0.8100	0.5900	627,626
June 2023	0.6400	0.5400	468,795
July 2023	0.6100	0.5200	248,339
August 2023	0.5800	0.4750	401,457

The following table provides the high and low prices, and total volume for the common shares traded on the NYSE America for the periods indicated (stated in U.S. Dollars):

Period	High	Low	Volume
September 2022	0.5000	0.3550	8,781,463
October 2022	0.4500	0.3700	5,162,290
November 2022	0.3885	0.3300	5,159,730
December 2022	0.3620	0.3100	7,387,073
January 2023	0.5150	0.3330	10,993,405
February 2023	0.4968	0.3962	5,807,802
March 2023	0.5150	0.3900	8,734,326
April 2023	0.5799	0.4700	9,400,390
May 2023	0.5970	0.4405	12,619,140
June 2023	0.4821	0.4015	5,681,606
July 2023	0.4699	0.3890	5,962,346
August 2023	0.4310	0.3550	8,240,079

Prior Sales

The following table sets forth the details of the prior sales of securities of the Company outstanding but not listed or quoted on the marketplace issued during the most recently completed financial year.

Date of Issuance/Grant	Type	Number Issued	Issue/Exercise Price
January 27, 2023(1)	RSUs	160,000	USD$0.49
August 28, 2023(1)	RSUs	2,666,493	USD$0.40
August 28, 2023 (2)	Options	3,075,000	USD$0.45

(1) RSUs were granted to certain employees and directors to compensate them for their work on the Board or within TRX during the fiscal year ended August 31, 2023 following a competitive market review of director compensation that was conducted by an independent third party. Director RSU grants vest 30 days from grant date. Employee RSU grants were made to compensate employees competitively for the work they perform for TRX. These employee grants vest equally over a 3-year period from grant date.

(2) Stock Option grants were provided to certain executive officers following a competitive market review of compensation for these roles that was conducted by an independent third party. They are intended to compensate each officer competitively with the Company's peer group for the work they perform for TRX. Ultimately, the Stock Option grants will only be of value to each officer if TRX's future share price is above the exercise price of the Stock Options and value is created for TRX shareholders over the long run. Options granted vest equally over a 5-year period from grant to expiry on August 28, 2027.

Escrowed Securities And Securities Subject To Contractual Restriction On Transfer

The Company has no securities currently held in escrow.

Directors And Officers

The following is a list of the Company's current directors and officers. The directors named below were elected or re-elected by the Company's shareholders on February 23, 2023, to serve until the next annual meeting of the shareholders of the Corporation or until their successors are elected or appointed. There are no family relationships between the directors and officers.

Name, Municipality of Residence and Position with the Company	Principal occupation or employment and, if not a previously elected director, occupation during the past 5 years	Served as a Director Continuously Since
Stephen Mullowney Mississauga, Ontario *Chief Executive Officer and Director*	CEO of the Company since December 2020, former Partner and Managing Director at PricewaterhouseCoopers LLP ("PwC").	February 2021
Shubo Rakhit(1)(2)(3) Mississauga, Ontario *Chairman*	Corporate finance professional; previously, Managing Director, Head of Mergers and Acquisition with Echelon Wealth Partners.	March 15, 2021
Dr. Norman Betts(1)(2) Fredericton, New Brunswick *Director*	Associate Professor, Faculty of Business Administration, University of New Brunswick and a Chartered Accountant Fellow	January 4, 2005
Andrew Cheatle Toronto, Ontario *Chief Operating Officer and Director*	Mining executive, geoscientist, and director. Mr. Cheatle is currently also a Non-Executive Director of Condor Gold plc and was previously a director of Troilus Gold Corp.	October 29, 2020
Richard J. Steinberg(1)(2) Toronto, Ontario *Director*	Partner, Fasken Martineau DuMoulin LLP, an international business law firm.	February 25, 2022
Michael Leonard Oakville, Ontario *Chief Financial Officer*	Chartered Professional Accountant, with extensive experience in corporate global finance and investor relations with Barrick Gold Corporation.	Officer only
Khalaf Rashid Tanzania *Senior Vice President*	Senior Vice President, Tanzania	Officer only
James E. Sinclair *(3)* *Sharon, Connecticut* *Former Chair and Director*	*Former Chair, Director, and CEO of the Company*	*April 30, 2002 – October 6, 2023*

(1) Member of the Audit & Risk Management Committee. Mr. Betts serves as Chair.

(2) Member of the Corporate Governance and Nominating Committee. Mr. Rakhit serves as Chair.

(3) Mr. Sinclair unfortunately passed away on October 6, 2023. Mr. Rakhit was subsequently appointed Chairman of the Board on October 16, 2023.

As at the date hereof, the current directors and executive officers of TRX as a group, beneficially owned, directly or indirectly, or exercised control or direction over approximately 2,800,034 Common Shares in the aggregate representing approximately 1% of the current outstanding 279,090,734 Common Shares of the Company on a non-diluted basis.

Cease Trade Orders

No director or executive officer of the Company (or any personal holding corporation of such persons) is, or was within the ten years prior to the date hereof, a director, chief executive officer or chief financial officer of any company, including the Company, that:

(i) was subject to an order (as defined below) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer, or chief financial officer; or
(ii) was subject to an order (as defined below) that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer, or chief financial officer.

For the purposes of the above disclosure, "order" means:

(i) a cease trade order;
(ii) an order similar to a cease trade order; or
(iii) an order that denied the relevant company access to any exemption under securities legislation;

that was in effect for a period of more than thirty consecutive days.

Penalties or Sanctions

Within the past 10 years no directors or executive officers of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company (or any personal holding corporation of such persons), has been subject to:

(a) any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

Other than as set out below, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to materially affect control of the Company (or any personal holding corporation of such persons):

(i) is at the date hereof, or has been within the last ten years, a director or executive officer of any company that while the person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or
(ii) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Conflicts of Interest

Except as otherwise stated in this Annual Report, there is no existing material conflict of interest between the Company or its subsidiaries and a director or executive officer of the Company or its subsidiaries. However, certain directors and officers of the Company are and may continue to be involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interests of the Company. As required by law, each of the directors of the Company is required to act honestly, in good faith and in the best interests of the Company. Any conflicts which arise shall be disclosed by the directors and officers in accordance with the *Business Corporations Act* (Alberta) and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed on them by law.

Audit Committee

A copy of the Audit & Risk Management Committee Charter is attached hereto as Schedule "A". A description of the responsibilities, powers and operation of the Audit & Risk Management Committee can be found therein.

Following are the members of the Audit & Risk Management Committee:

Norman Betts (Chair)	Independent (1)	Financial expert (3)
Shubo Rakhit	Independent (1)	Financially literate (2)
Richard Steinberg	Independent (1)	Financially literate (2)

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.
(2) An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(3) An Audit Committee Financial Expert must possess five attributes: (i) an understanding of GAAP and financial statements; (ii) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (iii) experience preparing auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant's financial statements, or experience actively supervising one or more persons engaged in such activities; (iv) an understanding of internal controls and procedures for financial reporting; and (v) an understanding of audit committee functions.

Dr. Norman Betts, Ph.D., FCPA, FCA, *TRX Director*

Dr. Betts' is a seasoned professional whose 30 year plus career has spanned the private sector, academia and public service. As a Fellow Chartered Accountant (FCA; FCPA) and member of the Institute of Corporate Director's (ICD.D), he has served on the boards of the Bank of Canada, Export Development Canada, Tembec Inc, Starfield Resources, and Minacs Inc, among others. He holds a PhD (1991) in Management (Accounting and Finance) from Queen's University and retired as a Professor in the Faculty of Business Administration at the University of New Brunswick in June 2019. From 1999-2003 Dr. Betts served as a Member of the Legislative Assembly of the Province of New Brunswick and held portfolios including Minister of Finance and Minister of Business New Brunswick. He is currently an active director and chairs the audit committees of Mimi's Rock Inc, Adex Mining Inc, 49 North Resources Inc and is a director of Intellipharmaceutics. Dr. Betts is 69 years old and lives in Fredericton, New Brunswick. He devotes approximately 10% of his time to the affairs of the company.

Shubo Rakhit, CPA, CA*, TRX Chairman and Buckreef Gold Director*

Mr. Rakhit has had a prominent career as a leading corporate finance professional, highly respected strategist, and sought after trusted advisor. His 30+ year career has included positions at several large investment banks and advisory firms including Canada's major bank owned investment banks, BofA Securities, KPMG Corporate Finance and Echelon Wealth Partners where he most recently served as Managing Director, Head of Mergers and Acquisitions ("M&A"). Mr. Rakhit's distinguished career includes leading over $90B of M&A transactions, and over $100B of global capital markets issuance including many complex strategic and capital solutions, that has also encompassed mining companies. Mr. Rakhit has an undergraduate degree from Western University and Graduate Degree in Public Accountancy from McGill University. Mr. Rakhit, age 63, devotes 15% of his time to the business and affairs of the Company.

Richard Steinberg, LLB, *TRX Director*

Mr. Steinberg is a Partner of Fasken Martineau DuMoulin LLP, an international business law firm, where Mr. Steinberg's practice focuses on mergers and acquisitions and corporate finance. He advises targets, buyers and investors in both solicited and unsolicited transactions, with a particular expertise in cross-border transactions. Mr. Steinberg's corporate finance practice is focused on structured and cross-border financings, with extensive experience acting for both underwriters and issuers. He is the former Chair of Fasken's Securities and Mergers & Acquisitions Group. Mr. Steinberg's securities and mergers and acquisitions expertise is recognized by Best Lawyers in Canada, Canadian Legal Lexpert Directory, and others. Mr. Steinberg holds an LLB from the University of Toronto and a BA from Columbia University. Mr. Steinberg, age 64, devotes approximately 10% of his time to the business and affairs of the Company.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), Section 3.2 (Initial Public Offerings), Section 3.4 (Events Outside Control of Member), Section 3.5 (Death, Disability or Resignation of Audit Committee Member), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Nor has the Company relied on Section 3.3(2) (Controlled Companies), Section 3.6 (Temporary Exemption for Limited and Exceptional Circumstances), or Section 3.8 (Acquisition of Financial Literacy) of NI 52-110.

Audit Committee Oversite

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit & Risk Management Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Pre-Approval Policies and Procedures

The Audit & Risk Management Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance the provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit & Risk Management Committee is authorized to approve in writing any non-audit services or additional work which the Chair of the Audit & Risk Management Committee deems is necessary, and the Chair will notify the other members of the Audit & Risk Management Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The following summarizes the significant professional services rendered by Dale Matheson Carr-Hilton Labonte LLP for the year ended August 31, 2023, and 2022.

Financial Year Ending August 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2023	C$293,000	Nil	Nil	Nil

2022	C$191,000	Nil	Nil	Nil

Promoters

The Company did not retain the services of any promoters within the two most recently completed financial years.

Legal Proceedings And Regulatory Actions

Legal Proceedings

On April 14, 2021, a Statement of Claim was issued in connection with contractual dispute by Ulrich Rath and Focus-Rath & Associates Ltd., naming as defendants the Company. The Statement of Claim alleges contractual damages owing to both Ulrich Rath and Focus-Rath & Associates Ltd. in the amount of approximately $2 million in cash and shares of the Company. The Company believes the allegations in the claim to be meritless and has retained Miller Thomson LLP as its legal counsel. The Company served a Statement of Defence and Counterclaim on July 7, 2021 against Ulrich Rath and Focus-Rath & Associates Ltd. in the amount of approximately $11.6 million for negligence and breach of contract. The outcome is not determinable at this time, however, the Company intends to pursue a vigorous defense of such claim. The Company is of the opinion that the outcome of this litigation will not have a material adverse impact on the Company's financial position or results of operations. Accordingly, no provisions for the settlement of outstanding litigation and potential claims have been accrued.

Regulatory Actions

There are no (a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during its most recently completed financial year; (b) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision in the Company; or (c) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority during its most recently completed financial year.

Interest Of Management And Others In Material Transactions

Related parties include the Board of Directors and officers, extended relatives and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

The Company entered into the following transactions with related parties within the three most recently completed financial years (expressed in Thousands of US Dollars):

Year ended August 31,	2023	2022	2021
Consulting [1,2]	$ -	$ -	$ 46

1. During the year ended August 31, 2022 consulting services with related parties were $nil. During the year ended August 31, 2021, consulting and website/data back-up services were provided by Giancarlo Volo, the Company's former Director of Operations – Africa, and companies related to him (2023 - $nil, 2022 - $nil, 2021 - $21). Effective May 31, 2021, these related party services were discontinued and a new arm's length party was engaged to provide these website and data back-up services prospectively.
2. During the year ended August 31, 2022 consulting services with related parties were $nil. During the year ended August 31, 2021, consulting services were provided by a company controlled by Ulli Rath, a former Director of the Company (2023 - $nil, 2022 - $nil, 2021 - $25).

Remuneration of Directors and key management personnel of the Company was as follows:

Year ended August 31,	2023	2022	2021
Remuneration[1]	$ 2,135	$ 2,085	$ 1,695
Share based payments	$ 2,148	$ 3,078	$ 2,933
Total	$ 4,283	$ 5,163	$ 4,628

1. Remuneration includes salaries and benefits for certain key management personnel and director fees. During the year ended August 31, 2021, renumeration also includes sign-on bonuses for certain key management personnel. Certain members of the board of directors have employment or service contracts with the Company. Directors are entitled to director fees and share based payments for their services and officers are entitled to cash remuneration and share based payments for their employment services.

As of August 31, 2023, included in trade and other payables is 0.4 (August 31, 2022 - $0.2 million, August 31, 2021 - $0.5 million) due to related parties with no specific terms of repayment.

As at August 31, 2022, the Company has a receivable of nil (August 31, 2022 - $ nil, August 31, 2021 - $nil) from an organization associated with the Company's former President and CEO and other current directors.

During the year ended August 31, 2023, the Company granted stock options to key management personnel and RSUs to directors as part of the Omnibus Equity Incentive Plan in the aggregate of:

a) 3.1 million stock options having a value of $0.5 million on the grant date.
b) 1.2 million RSUs having a value of $0.5 million on the grant date.

During the year ended August 31, 2023, $0.7 million for the stock options was recognized as a compensation expense (2022 - $0.4, 2021 – $nil) and $0.2 million for the RSUs was recognized as a compensation expense (2022 - $0.1, 2021 – $nil).

During the year ended August 31, 2021, the Company granted common shares upon hiring key management personnel in the aggregate of:

a) 1.56 million common shares having a fair market value of $1.1 million on the respective start dates of the key Management (December 1, 2020 to May 18, 2021).
b) Common shares on the first, second and third anniversary dates of the greater of up to 2.02 million, 3.55 million and 2.82 million common shares; or common shares having a fair market value of to $1.4 million, $2.5 million and $2.0 million provided that 80% of such issuance shall be guaranteed and 20% shall be subject to certain financial milestones to be determined by the Board of Directors respectively.

The common shares had a value of $7.0 million at grant date that is amortized over the service period. During the year ended August 31, 2023 $1.3 million was recognized as an expense (August 31, 2022- $2.5 million, August 31, 2021- $2.9 million).

Transfer Agents and Registrars

The common shares of the Company are listed on the TSX under the symbol “TNX” and on the NYSE American LLC (“NYSE American”) under the symbol “TRX”. Odyssey Trust Company is the registrar and transfer agent for the Company’s common shares and is located at 409 Granville Street, Suite 350, Vancouver, BC, Canada, V6C 1T2.

Material Contracts

The following are the material contracts of the Company (other than contracts in the ordinary course of business) entered into within the last financial year, or before the last financial year if the material contract is still in effect.

Date	Particulars
May 12, 2023	At The Market Offering Agreement with H.C. Wainwright & Co., LLC as Lead Agent and Roth Capital Partners, LLC as Co-Agent, pursuant to which the Company, at its sole discretion, may offer and sell, from time to time, common shares having an aggregate offering price of up to $10 million. To date, no shares have been sold under the At The Market Offering Agreement.
April 25, 2022	Drilling services agreement with STAMICO for a 2-year period to supply Reverse Circulation (RC) and Diamond Drilling (DD) services to Buckreef Gold in Tanzania. The contract allows for drilling of 10,000 meters based on standard market drilling rates per meter in Tanzania. The schedule of drilling meters is subject to change per project requirements and an addendum is required to extend the contract.
January 13, 2022	Purchase agreement with Lincoln Park. Under the terms of the purchase agreement, TRX Gold, in its sole discretion, has the right from time to time over a 36-month period to sell up to $10 million of its shares to Lincoln Park, subject to certain conditions. TRX Gold controls the timing and amount of any sales to Lincoln Park, and Lincoln Park is obligated to make purchases in accordance with the purchase agreement. Any common shares that are sold to Lincoln Park will occur at a purchase price that is based on prevailing market prices at the time of each sale and with no upper limits to the price Lincoln Park may pay to purchase common shares.

Interests Of Experts

Information of a scientific or technical nature in respect of the Buckreef Gold Mine Project is included in this AIF based on the Updated Mineral Resource Estimate for the Buckreef Gold Mine Project dated May 15, 2020, prepared by Wenceslaus Kutekwatekwa and Dr. Frank K Crundwell of Virimai, who are all independent Qualified Persons. To the best of the Company's knowledge, after reasonable inquiry, as of the date hereof, the aforementioned individuals and their firms do not beneficially own, directly or indirectly, any Common Shares.

Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, the auditors of the Company, prepared an auditors' report to the shareholders of the Company on the statement of financial position of the Company for the year ended August 31, 2023, and the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the year ended August 31, 2023. Dale Matheson Carr-Hilton Labonte LLP has advised that it is independent with respect to the Company within the meaning of the rules of Professional Conduct of Chartered Professional Accountants of Ontario.

Additional Information

Additional information on the Company may be found on the Company’s website at www.trxgold.com or under the Company’s profile on SEDAR+ at www.sedarplus.ca. Additional financial information, including directors’ and officers’ remuneration and indebtedness, principal holders of the Company’s securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Company’s information circular for its most recent annual meeting of security holders that involved the election of directors.

Additional financial information is provided in the Company’s most recent financial statements and the management discussion and analysis for its most recently completed financial year.

SCHEDULE "A"

AUDIT & RISK MANAGEMENT COMMITTEE CHARTER



AUDIT & RISK MANAGEMENT COMMITTEE CHARTER

Introduction

The primary responsibility of the Audit Committee and Risk Management Committee (the **"Committee"**) is to oversee TRX Gold Corporation's (**"TRX"** or the **"Company"**) financial reporting process on behalf of the Company's Board of Directors (the **"Board"**) in order to assist the directors of the Company in meeting their responsibilities with respect to financial reporting by the Company.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's annual financial statements.

This charter governs the operations of the Committee is established as a standing committee of the Board. It sets out the functions and responsibilities of the Committee and details the manner in which the Committee will operate.

Purpose and Power

1. The purpose of the Committee is to provide assistance and support to the Board in its review and oversight of:

    a) the integrity and quality of the Company's financial statements and financial reporting processes and systems;

    b) the adequacy and integrity of the Company's risk management framework and the effectiveness of the Company's internal control structure;

    c) the internal audit function (to the extent that it currently exists or may be implemented in the future);

    d) the external audit function, including the performance and independence of the external auditor;

    e) the Company's related party transactions; and

    f) the Company's compliance with legal and regulatory requirements in relation to the above.

2. In discharging its role, the Committee:

   a) may investigate any matter brought to its attention;

   b) has full access to all books, records and facilities of the Company and may seek any explanation or information from any employee of the Company or any external party;

   c) may obtain legal, financial or other professional advice as necessary or appropriate;

   d) may require the attendance of any the Company employee at Committee meetings; and

   e) may implement policies and procedures in accordance with its Purpose.

Duties and Responsibilities

1. Specific duties and responsibilities: The Committee's duties and responsibilities in discharging its review and oversight role are set out in the attached Schedule “A” (which forms part of this charter).

2. Financial reports: The Board is responsible for the Company's financial reports including the appropriateness of accounting policies and principles that are selected by management and used by the Company.

3. Audit: While the Committee has the duties and responsibilities set out in this charter, it is not the duty of the Committee to plan or conduct audits or reviews. The external auditor is responsible for auditing the Company's financial reports and for reviewing the Company's unaudited financial reports.

Membership

1. The Committee will be appointed by the Board and will comprise:

   a) only non-executive directors as members;

   b) at least three members who have diverse complementary backgrounds and the majority of whom are assessed to be independent;

   c) a Chairman who is:

      (i) appointed by the Board;

      (ii) one of the independent directors; and

      (iii) not the Chairman of the Board.

   d) members who are financially literate or become financially literate within a reasonable period of time after appointment;

   e) at least one member who has accounting and/or related financial management expertise as determined by the Board; and

   f) at least one member who has experience in, and an understanding of, the oil and gas industry.

2. Removal from the Committee can occur in the following situations:

   a) The Board may remove or replace Committee members by ordinary resolution;

   b) Committee members may withdraw as a member of the Committee by written notification to the Board; and

The effect of ceasing to be a director of the Company is automatic removal as a Committee member.

Education

The Company is responsible for providing:

   a) new Committee members with appropriate orientation briefings and educational opportunities relating to the work required of the Committee; and

   b) the Committee with educational resources relating to financial reporting processes, financial topics pertinent to the Company, risk management resources and such other materials as may be requested by the Committee.

To the extent necessary, the Company will assist the Committee in maintaining appropriate financial and risk management literacy.

Committee members may advise the Company of topics or issues of interest or concern which may be relevant to their education.

Funding and Resources

The Company will provide appropriate funding, as determined by the Committee, for:

a) compensation to the Company's external auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing any other audit or review for the Company;

b) compensation of any risk management, legal, financial or other professional advisers employed by the Committee; and

c) ordinary administration expenses of the Committee that are necessary or appropriate in carrying out its duties.

Administration

1. Meetings:

a) Any Committee member may convene a Committee meeting, including at the request of an internal or external auditor;

b) A Committee meeting may also be convened by the Company's Corporate Secretary if requested to do so by a Committee member; and

c) Reasonable notice must be given to every Committee member of every Committee meeting, however acknowledgment of receipt of notice by all members is not required before the meeting can be validly held. All Committee members, relevant senior management and internal and external auditors have the right to contribute to the agenda for any Committee meeting.

2. Proceedings:

a) Proceedings, meetings and resolutions of the Committee will be governed by the provisions of the constitution of the Company applying to proceedings, meetings and resolutions of the Board so far as they can and with any necessary changes, except to the extent that they are contrary to any directions of the directors.

3. Frequency of meetings:

a) The Committee will meet at least two times per year or more frequently as required.

---

4. Quorum:

a) A quorum consists of two members.

5. Minutes:

a) The Company Secretary must prepare draft minutes for each Committee meeting, and promptly following the Committee meeting provide them to the Chairman for review; and

b) Once the draft minutes have been reviewed by the Chairman, the draft minutes are to be circulated to the full Committee for their review and/or approval. Once approval of the minutes from each Committee Member has been received, the minutes are to be executed by the Chairman. The minutes are to be reproduced at the next Committee meeting.

6. Attendees:

a) Directors may attend any meeting of the Committee;

b) The CEO, members of senior management and any other the Company employee may be invited to attend any meeting of the Committee. However, if any person invited to attend any meeting of the Committee has a material personal interest in a matter that is being considered at a Committee meeting, he or she must not be present at the consideration of that matter;

c) Representatives from the internal (if any) and external auditors will also regularly be invited to attend Committee meetings, though not necessarily for their full duration;

d) Professional advisers will be solely appointed and instructed by the Committee. They will be advisers to the Committee and will not receive a standing invitation to attend meetings; and

e) The Company's Corporate Secretary must attend all meetings of the Committee.

7. No Management:

a) At least annually, the Committee will meet with representatives of the internal (if any) and external auditors without management present to discuss any matters the Committee and/or the auditors consider relevant to the duties and responsibilities of the Committee.

Reporting

The Committee will on a timely basis:

1. Through the Chairman:

    a. update the Board about Committee activities (including the Committee's review and discussion of matters with management and the internal, if any, and/or external auditor) and make recommendations; and

    b. ensure the Board is aware of matters that may significantly impact the financial reporting of the Company or the operations, condition or status of its business; and

2. Through the Company's Corporate Secretary:

    a. to the extent practicable, include copies of the minutes of each Committee meeting in the papers for the next full Board meeting after each meeting of the Committee; and

    b. make available minutes, agenda and supporting papers to any director upon request, providing no conflict of interest exists.

Evaluation

1. The Committee will annually:

    (a) assess the performance, qualifications and membership of the Committee as a whole;

    (b) review the effectiveness and contents of this charter to determine its adequacy for current circumstances; and

    (c) confirm that all duties and responsibilities in this charter have been addressed.

2. The Committee may make recommendations to the Board in relation to the Committee's membership, authority, duties, responsibilities or otherwise.

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

Schedule "A"

AUDIT AND RISK MANAGEMENT COMMITTEE CHARTER
DUTIES AND RESPONSIBILITIES

Understanding the Business

· Ensuring that the Committee understands the Company's structure, operations and types of transactions in order to adequately assess and report on the reliability and integrity of the Company's financial reports, the Company's information gathering and financial reporting processes, the Company's internal control structure, the Company's compliance with accounting, audit and financial reporting obligations and ensure that it can adequately assess the significant risks faced by the Company.

Financial Reporting

· Reviewing and discussing with management and the external auditor the half-yearly and annual financial reports (including notes and other disclosures) and recommending to the Board whether the financial reports should be approved. This includes discussing any management judgements and accounting estimates in the reports, financial report presentation, off-balance sheet exposures and any adjustments which may arise from the review or audit.

· Reviewing the accounting policies and principles selected by management and used by the Company including any changes in law, accounting standards and practices, and TSX and NYSE American Listing Rule requirements. This includes discussing with management and the external auditor the application, appropriateness and acceptability of policies, principles and standards to the Company's financial reports and, in particular, any alternative treatments of financial information.

· Reviewing the external audit of the Company's financial reports and discussing with the external auditor significant findings in the conduct of their audit and management's response to those findings. This includes any findings of the external auditor on the adequacy and effectiveness of the Company's internal control structure, difficulties with accessing information or employees, and difficulties or disputes with management on any aspect of the audit or review.

· Reviewing management's processes for ensuring that information contained in analyst briefings and press announcements is consistent with published financial information and is balanced and transparent.

· Reviewing the Company's internal control structure (particularly its policies and procedures to identify, monitor and manage financial risks) and receiving and reviewing any reports on the internal control structure.

· Discussing with management and the external auditor any correspondence with governmental or regulatory bodies and any published records which raise material issues regarding the Company's financial reporting.

- Receiving and referring to the Board any reports and recommendations from the Company's Legal Manager on significant legal, compliance or regulatory matters that may have a material effect on the Company's financial reports.

Risk Management

- Comprehensively reviewing and assessing the risk management policy and framework at least every two years.
- Reviewing and assessing the corporate risk management framework for identifying, monitoring and managing significant business risks. This should include the security of computer systems and applications, including website information, and contingency plans for processing financial information in the event of a system breakdown or to protect against computer fraud or misuse.
- Reviewing the effectiveness of the system for monitoring compliance with laws, regulations, internal policies and industry standards and the results of management's investigation and follow up of fraudulent acts or non-compliance.
- Considering the effectiveness of the Company's internal control structure.
- Reviewing the adequacy of the Company's insurance program.
- Review the findings of any examinations by regulators.
- Reviewing compliance with the Company's business ethics related policies including the Policy for Business Conduct and the Whistleblower Policy.
- Receiving and referring to the Board any reports and recommendations from the Company's Risk Manager, Corporate Secretary or Legal Manager on significant legal, compliance or regulatory matters that may have a material effect on the Company's risk management framework and internal control structure, or its strategy, operations or reputation.

External Auditor Appointment

- Making recommendations to the Board on the appointment, reappointment or replacement (subject, if applicable, to shareholder approval), remuneration, terms of engagement, monitoring of the effectiveness, and the independence of the external auditor, including the resolution of any disagreements between management and the external auditor regarding financial reporting.
- Reviewing each year the scope and approach of the external audit with the external auditor including identified risks, issues or concerns and any additional agreed upon procedures.
- Reviewing the external auditor's fee and being satisfied that an effective, comprehensive and complete audit can be conducted for that fee.

Non-audit Services

- Ensuring that the external auditor does not perform any non-audit/assurance services that may impair or appear to impair the external auditor's judgement or independence in respect of the Company.

Assessment of the External Audit

- Obtaining and reviewing a report by the external auditor describing (or meeting, discussing and documenting the following with them):
  - § the external auditor's internal quality control procedures;
  - § any material issues raised by the most recent internal quality control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the last five years, in respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
  - § all relationships between the external auditor and the Company (to assess the auditor's independence).
- Setting clear hiring policies for employees or former employees of the external auditor in order to prevent the impairment or perceived impairment of the external auditor's judgement or independence in respect of the Company, consistent with standards of auditor independence contained in the *Business Corporations Act* (Alberta).

Independence of the External Auditor

- Reviewing and assessing the independence of the external auditor including, but not limited to, any relationships with the Company or any other entity that may impair or appear to impair the external auditor's judgment or independence in respect of the Company or the quality of the audit services provided.
- Advising the Board whether the Committee is satisfied that the provision of non-audit services is compatible with external auditor independence standards, as required by the *Business Corporations Act* (Alberta).

External Financial Reporting

- Considering the financial reports and other information required by the NYSE Listing Rules prior to the filing of these with NYSE.
- Considering all representation letters signed by management.

Whistleblower Policy

- With regard to the Company's Whistleblower Policy (the "Whistleblower Policy"), the Committee shall:
  - § review periodically and recommend to the Board any amendments to the Whistleblower Policy and monitor the procedures established by management to ensure compliance;
  - § review actions taken by management to ensure compliance with the Whistleblower Policy and its response to any violations; and
  - § review all reports received pursuant to the Whistleblower Policy and investigate each complaint and take appropriate action within the guidelines set forth in the Whistleblower Policy.

Complaints

- Overseeing the procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Internal Audit (to the extent that the Company has or implements an internal audit function)

- Overseeing the retention (and termination where necessary), tasking, independence and resourcing of the internal auditor.
- Reviewing the internal audit plan each year and monitoring the progress of the internal auditor against that plan and evaluating its performance.
- Ensuring that the effectiveness of the internal auditor is not constrained or affected by any restrictions of access to information, management or employees.
- Reviewing reports from the internal auditor and monitoring management's response to key findings and recommendations of the internal auditor.

Other

- Reviewing related party transactions.
- Reviewing the tax affairs and compliance with tax regulations of the group.

Exhibit 99.2

TRX Gold Corporation
Audited Consolidated Financial Statements

For the years ended
August 31, 2023 and 2022

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of TRX Gold Corporation (the "Company") were prepared by management in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The significant accounting policies of the Company are summarized in *Note 3* to the consolidated financial statements.

Management has established processes, which are in place to provide them with sufficient knowledge to support management representations that they have exercised reasonable diligence that: (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the year presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition and results of operations of the Company, as of the date of and for the year presented by the consolidated financial statements.

The Board of Directors is responsible for ensuring that management fulfills its financial reporting responsibilities and for reviewing and approving the consolidated financial statements together with other financial information. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the internal controls over the financial reporting process. The Audit Committee meets with management as well as with the independent auditors to review the consolidated financial statements and the auditors' report. The Audit Committee also reviews the Annual Report to ensure that the financial information reported therein is consistent with the information presented in the consolidated financial statements. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Stephen Mullowney"
Stephen Mullowney
Chief Executive Officer

"Michael P. Leonard"
Michael P. Leonard
Chief Financial Officer

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company is responsible for establishing and maintaining adequate internal controls over financial reporting ("ICFR") for the Company as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934. The Company's management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have conducted an evaluation of the design and effectiveness of the Company's ICFR as of August 31, 2023. In making this assessment, the Company's management used the criteria established in Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO 2013"). This evaluation included review of the documentation of controls, evaluation of the design and operating effectiveness of controls, and a conclusion on this evaluation. Based on this evaluation, management concluded that ICFR were not effective for the year ended August 31, 2023 due to the following material weaknesses: *(i)* the Company had not implemented and tested all of the Company's key controls, including information

technology general controls, ICFR and disclosure controls and procedures as per the criteria established in the COSO 2013 Framework.

Remediation of Material Weaknesses

The control deficiencies described above were concluded on by management during the year ended August 31, 2023. The Company has prioritized the remediation of the material weaknesses and is working under the oversight of the Audit Committee to resolve the matters.

During the year ended August 31, 2023, the Company continued to strengthen its internal controls and is committed to ensuring that such controls are designed and operating effectively. The Company is implementing process and control improvements and management made the following changes during the year to improve the internal control framework, including the following:

- Engaged a third-party service provider to design and implement an enhanced internal control environment framework. During the year, the Company continued to develop a set of key risk control matrices by business cycle and by entity, including key controls, business processes and policies to enhance the maturity level of the Company's internal control environment. The Company also continued to develop narratives and process maps for each key business cycle as conducted through walkthroughs with management, staff and its third-party information technology services providers within all key business cycles. Management has been implementing the newly designed internal control framework, conducting testing to ensure implemented controls are operating as intended, and is remediating any identified control gaps.

- The Company implemented a new enterprise resource planning ("ERP") system during the year ended August 31, 2023 across the entire group to help automate certain reconciliations and manual processes and to increase the efficiency and accuracy of the financial statement preparation and review process. The ERP also reduced the risk of manual spreadsheet errors and formalized procedures around validation of completeness and accuracy of spreadsheets related to account reconciliations. The Company will continue to expand on the use of the software tool to help manage month-end and quarter-end activities.

- Continued to build an experienced finance team at Buckreef Gold Company Limited, the Company's operating subsidiary, including a new site Finance Superintendent and additional headcount to enhance review and approval of invoices, journal entries and reconciliations, improve segregation of duties and to optimize the Company's financial reporting close process.

- Continued focus related to preparation of formal accounting memorandums and accounting models to support conclusions on technical accounting matters, and the development and use of checklists and research tools to assist in compliance with IFRS with regard to complex accounting issues.

During the year ended August 31, 2023, the Company worked with a third-party service provider to design and document a new and improved system of internal controls and is currently in the process of implementing and testing the operating effectiveness of these newly designed key controls with the goal of remediating the material weakness identified. However, as at August 31, 2023, the Company has been unable to complete this implementation by the required reporting date due to limited time and resources. Proposed changes to address the material weaknesses will take time to implement due to, amongst other things, a limited number of staff at the Company.

It is the Company's intention to remediate the material weakness by engaging a third-party service provider to assist in the review, evaluation and testing of the Company's controls and procedures in a timely manner over the course of fiscal 2024.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

dmcl.ca

Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of TRX Gold Corporation

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of TRX Gold Corporation (the "Company") as of August 31, 2023 and 2022, the related consolidated statements of income (loss) and comprehensive income (loss), changes in equity, and cash flows, for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of August 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Report on Internal Control Over Financial Reporting

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of August 31, 2023, based on the criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated November 29, 2023 expressed an adverse opinion on the effectiveness of the Company's internal control over financial reporting because of a material weakness.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Vancouver	Surrey	Tri-Cities	Victoria
1500 - 1140 West Pender St. Vancouver, BC V6E 4G1 604.687.4747	200 - 1688 152 St. Surrey, BC V4A 4N2 604.531.1154	700 - 2755 Lougheed Hwy Port Coquitlam, BC V3B 5Y9 604.941.8266	320 - 730 View St. Victoria, BC V8W 3Y7 250.800.4694

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

CRITICAL AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN THE AUDIT
Assessment of whether the presence of indicators of impairment exist – Mineral Property, Plant and Equipment – Refer to Note 8 to the financial statements The Company's determination of whether or not an indicator of impairment exists at the cash generating unit ("CGU") level requires significant management judgment. Estimates of gold price forecasts, discount rates, estimated future costs of production, the amount of recoverable resources and exploration potential and adverse current economic conditions can result in a write-down of the carrying amounts of the Company's mineral property, plant and equipment. While there are several factors that are required to determine whether or not an indicator of impairment exists, the judgments with the highest degree of subjectivity are changes in gold price forecasts and discount rates. Auditing these estimates and factors required a high degree of subjectivity in applying audit procedures and in evaluating the results of those procedures. This resulted in an increased extent of audit effort.	Our audit procedures related to the future commodity prices (gold), forecast production output (gold), and the changes in market conditions in accessing indicators of impairment included the following, amongst others: · Evaluated the effectiveness of the Company's controls over management's assessment of indicators of impairment · Assessed the Company's identification of significant events or changes in circumstances that have occurred indicating the underlying CGU may not be recoverable · Discussed with management the future business plans for the CGU · Ensured key assumptions were consistent with evidence obtained in other areas of the audit

/s/ DMCL LLP

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

We have served as the Company's auditor since 2016

Vancouver, Canada
November 29, 2023

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

dmcl.ca

Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of TRX Gold Corporation

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of TRX Gold Corporation and subsidiaries (the "Company"), as of August 31, 2023, based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, because of the effect of the material weakness identified below on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of August 31, 2023, based on criteria established in Internal Control-Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) (United States), the consolidated financial statements as of and for the year ended August 31, 2023 of the Company and our report dated November 29, 2023, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Vancouver
1500 - 1140 West Pender St.
Vancouver, BC V6E 4G1
604.687.4747

Surrey
200 - 1688 152 St.
Surrey, BC V4A 4N2
604.531.1154

Tri-Cities
700 - 2755 Lougheed Hwy
Port Coquitlam, BC V3B 5Y9
604.941.8266

Victoria
320 - 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Material Weaknesses

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment: Management identified a material weakness in the Company's overall control environment due to the aggregate effect of multiple deficiencies in internal controls, which affected five components of the internal control as defined by COSO (control environment, risk assessment, control activities, information and communication, and monitoring).

Management did not design and maintain effective controls over the following, which is a material weakness:

(a) The Company had not implemented and tested all of the Company's key controls, including information technology general controls, internal control over financial reporting and disclosure controls and procedures as per the criteria established in the COSO 2013 Framework

This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements as of and for the year ended August 31, 2023, of the Company, and this report does not affect our report on such financial statements.

/s/ DMCL LLP

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS, LICENSED PUBLIC ACCOUNTANTS

Vancouver, Canada
November 29, 2023

TRX Gold Corporation
Consolidated Statements of Financial Position
(Expressed in Thousands of US Dollars)

	Note	August 31, 2023	August 31, 2022 (Note 2)
Assets			
Current assets			
Cash		**$ 7,629**	$ 8,476
Amounts receivable	5	**3,140**	2,540
Prepayments and other assets	6	**1,463**	1,206
Inventories	7	**4,961**	3,630
Total current assets		**17,193**	15,852
Other long-term assets	5	**2,948**	4,359
Mineral property, plant and equipment	8	**64,059**	51,634
Total assets		**$ 84,200**	$ 71,845
Liabilities			
Current liabilities			
Amounts payable and accrued liabilities	18	**$ 11,571**	$ 7,920
Withholding tax payable		**-**	181
Income tax payable		**1,081**	436
Current portion of deferred revenue	10	**1,549**	1,864
Current portion of lease liabilities		**65**	-
Derivative financial instrument liabilities	11	**3,544**	6,849
Total current liabilities		**17,810**	17,250
Lease liabilities		**36**	-
Deferred revenue	10	**178**	621
Deferred income tax liability	9	**4,287**	-
Provision for reclamation	12	**833**	2,815
Total liabilities		**23,144**	20,686
Equity			
Share capital	14	**164,816**	163,946
Share-based payments reserve	15	**8,807**	6,825
Warrants reserve	16	**1,700**	1,700
Accumulated deficit		**(121,423)**	(123,673)
Equity attributable to shareholders		**53,900**	48,798
Non-controlling interest	17	**7,156**	2,361
Total equity		**61,056**	51,159
Total equity and liabilities		**$ 84,200**	$ 71,845

Approved by the Board of Directors, original signed by:

The accompanying notes are an integral part of these consolidated financial statements.

TRX Gold Corporation
Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in Thousands of US Dollars, except per share amounts)

	Note	For the year ended August 31, 2023	2022 (Note 2)
Revenue	22	**$ 38,320**	$ 15,094
Cost of sales			
Production costs		**(16,057)**	(4,471)
Royalty		**(2,810)**	(1,122)
Depreciation		**(1,259)**	(122)
Total cost of sales		**(20,126)**	(5,715)
Gross profit		**18,194**	9,379
General and administrative expenses	19	**(7,628)**	(8,920)
Change in fair value of derivative financial instruments	11	**3,305**	(2,035)
Foreign exchange gains		**212**	167
Interest and other expenses		**(1,707)**	(477)
Income (loss) before tax		**12,376**	(1,886)
Income tax expense	9	**(5,331)**	(436)
Net income (loss) and comprehensive income (loss)		**$ 7,045**	$ (2,322)
Net income (loss) and comprehensive income (loss) attributable to:			
Shareholders	13	**$ 2,250**	$ (6,216)
Non-controlling interest		**4,795**	3,894
Net income (loss) and comprehensive income (loss)		**$ 7,045**	$ (2,322)
Earnings (loss) per share attributable to shareholders			
Basic and diluted earnings (loss) per share	13	**$ 0.01**	$ (0.02)

The accompanying notes are an integral part of these consolidated financial statements.

TRX Gold Corporation
Consolidated Statements of Changes in Equity
(Expressed in Thousands of US Dollars, except share amounts)

	Share Capital		Reserves				
	Number of Shares	Amount	Share-based payments	Warrants	Accumulated deficit	Shareholders' equity	Non-controlling interests	Total equity
Balance at August 31, 2021	**254,870,556**	**$ 158,129**	**$ 5,680**	**$ 1,606**	**$ (117,457)**	**$ 47,958**	**$ (1,533)**	**$ 46,425**
Shares issued for settlement of debts (Note 14)	165,889	98	-	-	-	98	-	98
Shares issued for financing (Note 14)	909,901	373	-	-	-	373	-	373
Shares issued for cash, net of share issuance costs (Note 14)	17,948,718	3,867	-	-	-	3,867	-	3,867
Stock options exercised (Note 15)	450,000	258	(111)	-	-	147	-	147
Shares issued for share-based payments (Note 15)	1,801,120	1,221	(1,221)	-	-	-	-	-
Witholding tax impact on share-based compensation payments	-	-	(636)	-	-	(636)	-	(636)
Warrants issued (Note 16)	-	-	-	94	-	94	-	94
Share-based compensation expense (Note 15)	-	-	3,113	-	-	3,113	-	3,113

Net loss for the year	-	-	-	-	(6,216)	(6,216)	3,894	(2,322)
Balance at August 31, 2022	**276,146,184**	**$ 163,946**	**$ 6,825**	**$ 1,700**	**$ (123,673)**	**$ 48,798**	**$ 2,361**	**$ 51,159**
Shares issued for share-based payments (Note 15)	1,123,514	675	(679)	-	-	(4)	-	(4)
Share-based compensation expense (Note 15)	-	-	2,697	-	-	2,697	-	2,697
Witholding tax impact on restricted share units ("RSUs")	-	-	54	-	-	54	-	54
Shares issued for cash, net of share issuance costs (Note 14)	200,000	105	-	-	-	105	-	105
Shares issued for cashless exercise of options (Note 15)	155,619	90	(90)	-	-	-	-	-
Net income for the year	-	-	-	-	2,250	2,250	4,795	7,045
Balance at August 31, 2023	**277,625,317**	**$ 164,816**	**$ 8,807**	**$ 1,700**	**$ (121,423)**	**$ 53,900**	**$ 7,156**	**$ 61,056**

The accompanying notes are an integral part of these consolidated financial statements.

TRX Gold Corporation
Consolidated Statements of Cash Flows
(Expressed in Thousands of US Dollars)

	Note	For the year ended August 31, 2023	2022
Operating			
Net income (loss)		**$ 7,045**	$ (2,322)
Adjustments for items not involving cash:			
Non-cash items	24	**4,971**	8,207
Non-cash cost of shares issuance		**-**	565
Changes in non-cash working capital:			
Increase in amounts receivable		**(48)**	(2,080)
Increase in inventories		**(868)**	(2,157)
Increase in prepaid and other assets		**(96)**	(874)
Increase in amounts payable and accrued liabilities		**5,340**	1,180
Increase in income tax payable		**983**	436
Cash provided by operating activities		**$ 17,327**	$ 2,955
Investing			
Exploration and evaluation assets and expenditures		**$ (1,864)**	$ 229
Proceeds from gold sales pre-adoption of amendments to IAS 16		**-**	535
Purchase of mineral property, plant and equipment		**(15,923)**	(12,694)
Increase in other long-term assets		**(85)**	(1,938)
Cash used in investing activities		**$ (17,872)**	$ (13,868)
Financing			
Proceeds from issuance of shares and warrants		**$ 110**	$ 7,147
Issuance costs paid		**(170)**	(750)
Withholding taxes on settlement of share-based compensation payments		**(127)**	(455)
Lease payments		**(115)**	-
Cash (used in) provided by financing activities		**$ (302)**	$ 5,942
Net decrease in cash		**$ (847)**	$ (4,971)
Cash at beginning of the period		**8,476**	13,447
Cash at end of the period		**$ 7,629**	$ 8,476
Income taxes paid in cash		**$ 62**	$ -

The accompanying notes are an integral part of these consolidated financial statements.

TRX Gold Corporation
Notes to the Consolidated Financial Statements
For the years ended August 31, 2023 and 2022
(Expressed in Thousands of US dollars, except for share and per share amounts)

1. Nature of operations

TRX Gold Corporation ("TRX Gold" or the "Company") was incorporated in the Province of Alberta on July 5, 1990 under the Business Corporations Act (Alberta). The Company's principal business activity is the exploration, development and production of mineral property interests in the United Republic of Tanzania ("Tanzania"). On November 1, 2022, the Company declared commercial production on the 1,000+ tonne per day ("tpd") process plant at its Buckreef Gold Project ("Buckreef") in Tanzania.

The Company's registered office is 400 3rd Avenue SW, Suite 3700, Calgary, Alberta, T2P 4H2, Canada and the Company's principal place of business is 277 Lakeshore Road E, Suite 403, Oakville, Ontario, L6J 6J3, Canada.

The Company's common shares are listed on the Toronto Stock Exchange in Canada (TSX: TNX) and NYSE American in the United States of America (NYSE American: TRX).

The Company is primarily focused on development and mining operations, exploring, and evaluating its mineral properties. The business of exploring and mining for minerals involves a high degree of risk. The underlying value of the mineral properties is dependent upon the existence and economic recovery of mineral resources and reserves, the ability to raise long-term financing to complete the development of the properties, government policies and regulations, and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis; all of which are uncertain.

2. Basis of preparation

a) Statement of compliance

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were approved by the Board of Directors of the Company on November 29, 2023.

b) Basis of presentation and measurement

All amounts in these consolidated financial statements are presented in United States dollars and rounded to the nearest thousand unless otherwise stated. Reference herein of $ or USD is to United States dollars and C$ or CAD is to Canadian dollars. These consolidated financial statements have been prepared on a going concern basis under the historical cost convention, except for certain financial assets and liabilities which are measured at fair value as disclosed in Note 21.

c) Comparative figures

Certain comparative amounts have been restated to conform to current period's presentation.

The reclassification in presentation resulted in the following impact on the Consolidated Statement of Income (Loss) Comprehensive Income (Loss) for the year ended August 31, 2022:

Year ended August 31, 2022:

	Reported at August 31, 2022	Reclassification	Restated at August 31, 2022
Financial instrument related cost and other	(2,328)	2,328	**-**
Loss on derivative financial instruments	-	(2,035)	**(2,035)**
Reclamation expense	(134)	134	**-**
Loss on disposal of assets	(36)	36	**-**
Interest and other expenses	(14)	(463)	**(477)**
Net loss and comprehensive loss	$ (2,322)	$ -	**$ (2,322)**

The reclassification in presentation resulted in the following impact on the Consolidated Statement of Financial Position as at August 31, 2022:

	Reported at August 31, 2022	Reclassification	Restated at August 31, 2022
Amounts receivable	$ 40	$ 2,500	**$ 2,540**
Other receivables	2,500	(2,500)	**-**

3. Significant accounting policies

a) Basis of consolidation

The consolidated financial statements are prepared by consolidating the financial statements of the Company and its subsidiaries as defined in IFRS 10, *Consolidated Financial Statements*. The consolidated financial statements include the information and results of each subsidiary from the date on which the Company obtains control and until such time as the Company ceases to control such entity. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The material subsidiaries whose financial information is consolidated in these financial statements of the Company include:

	Country of incorporation	Ownership interest as at August 31, 2023	2022
TRX Gold Tanzania Limited	Tanzania	**100%**	100%
Tancan Mining Co. Limited	Tanzania	**100%**	100%
Buckreef Gold Company Ltd.	Tanzania	**55%**	55%

In preparing the consolidated financial statements, all inter-company balances and transactions between entities in the group, including any unrealized profits or losses, have been eliminated.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Company's equity therein. Non-controlling interests consist of the fair value of net assets acquired at the date of the original business combination and the non-controlling interests' share of changes in equity since the date of the business combination. Total comprehensive profit or loss is attributed to non-controlling interests even if this results in non-controlling interests having a deficit balance.

b) Functional and presentation currency

The functional currency of each of the Company's entities is measured using the currency of the primary economic environment in which that entity operates. The functional currency of all entities within the group is the USD, which is also the Company's presentation currency.

Foreign currency transactions are translated into the functional currency at exchange rates prevailing at the transaction date. Foreign currency monetary items are translated at period-end exchange rates. Differences arising on settlement of foreign currency transactions or translation of monetary items are recognized in profit or loss.

Non-monetary items measured at historical cost continued to be carried at the exchange rates at the dates of the transactions. Non-monetary items measured at fair value are translated using the exchange rates at the date when the fair value is determined. Differences arising on translation of non-monetary items are treated in line with the recognition of the change in fair value of such an item.

c) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less, which are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

d) Inventories

Inventories include ore stockpile, gold in-circuit, gold doré and supplies inventory. The value of production inventories includes direct production costs, mine-site overheads, depreciation on property, plant and equipment used in the production process, and depreciation of capitalized stripping costs and mineral properties, incurred to bring the inventory to their current point in the processing cycle. General and administrative costs not related to production are excluded from inventories. Inventories are carried at the lower of cost and net realizable value ("NRV"). NRV is determined with reference to estimated selling prices, less estimated costs of completion and selling costs. If carrying value exceeds net realizable value, a write-down is recognized. The write-down may be reversed in a subsequent period if the circumstances which caused the write-down no longer exists.

- Ore stockpile represents unprocessed ore that has been mined and is available for future processing. Ore stockpile is measured by estimating the number of tonnes added and removed from the stockpile through physical surveys, assay data and an estimated metallurgical recovery rate. Costs are added to ore stockpile based on current mining costs and are removed at the average costs per ounce of gold in the stockpile.

  In connection with the successful processing plant expansion which resulted in higher plant throughput and gold production, the Company changed the method of estimating the cost of its ore stockpiles effective September 1, 2022. The updated methodology estimates the cost of ore stockpiles based on estimated recoverable ounces of gold in ore stockpiles whereby the previous methodology was based on tonnes of ore in stockpiles. The Company believes this methodology better matches revenue and expenses and has been applied prospectively.

- Gold in-circuit represents material that is currently being processed to extract the gold into a saleable form. The amount of gold in-circuit is determined by assay values and by measure of the various gold bearing materials in the recovery process. Gold in-circuit is carried at the average of the beginning inventory and the costs of ore material fed into the processing stream plus in-circuit conversion costs.

- Gold doré represents saleable gold in the form of doré bars that have been poured. Included in the costs are the costs of mining and processing activities, including mine-site overheads and depreciation.

- Supplies inventories include equipment parts and other consumables required in the mining and processing activities and are valued at the lower of average cost and net realizable value. Provision for obsolescence is determined by reference to specific inventory items identified.

e) Mineral property, plant and equipment

Mineral property, plant and equipment ("PP&E") are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of PP&E consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Where an item of PP&E comprises major components with different useful lives, the components are accounted for as separate items of PP&E. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss in the period in which they occur.

Depreciation

PP&E are depreciated over their useful lives commencing from the time the respective asset is ready for use. The Company uses the units-of-production method ("UOP") or straight-line basis according to the pattern in which the asset's future economic benefits are expected to be consumed. The UOP method results in a depreciation charge based on the recoverable ounces of gold produced.

Depreciation for each class of PP&E is calculated using the following method:

Class of PP&E	Method	Years
Machinery and equipment	Straight-line	5 – 8 years
Automotive	Straight-line	5 years
Computer equipment and software	Straight-line	3 – 8 years
Leasehold improvements	Straight-line	5 years
Processing plant	UOP	n/a
Mineral properties	UOP	n/a

Management annually reviews the estimated useful lives, residual values and depreciation methods of the Company's PP&E and also when events and circumstances indicate that such a review should be undertaken. Changes to estimated useful lives, residual values or depreciation methods resulting from such reviews are accounted for prospectively.

In connection with the successful commissioning of the processing plant expansion, the Company reviewed the estimated useful life of its processing plant assets and determined the processing plant can be utilized to process all ore from Buckreef, although capital expenditures may be required in the future to expand the capacity of the plant or accommodate various types of ore. With regular and scheduled maintenance, the Company expects the processing plant to be utilized throughout the mine life of Buckreef. As a result, the processing plant is depreciated using the UOP method in the current year instead of using the straight-line method that was previously applied. This change in accounting estimate has been applied prospectively.

An item of PP&E is derecognized upon disposal, when classified as held for sale or when no future economic benefits are expected to arise from the continued use of the asset. The difference between the net proceeds from disposal, if any, and the carrying amount of the asset, is recognized in the profit or loss.

i) Construction in progress

All expenditures undertaken in the development, construction, installation and/or completion of mine production facilities to extract, treat,

gather, transport and store of minerals are capitalized and initially classified as “Construction in progress”. Costs incurred on properties in the development stage are included in the carrying amount of “Construction in progress”. A property is classified as a development property when a mine plan has been prepared and a decision is made to commercially develop the property. Development stage expenditures are costs incurred to obtain access to proven and probable mineral reserves or mineral resources and provide facilities for extracting, treating, gathering, transporting, and storing the minerals. All expenditures incurred from the time the development decision is made until when the asset is ready for its intended use are capitalized.

Construction in progress assets are not depreciated until they are completed and available for use.

Upon the commencement of commercial production, all related assets included in “Construction in progress” are reclassified to PP&E. Determination of commencement of commercial production is a complex process and requires significant assumptions and estimates. The commencement of commercial production is defined as the date when the mine is capable of operating in the manner intended by management. The Company considers primarily the following factors, among others, when determining the commencement of commercial production:

- All major capital expenditures to achieve a consistent level of production and desired capacity have been incurred;
- A reasonable period of testing of the mine plant and equipment has been completed;
- A predetermined percentage of design capacity of the mine and mill has been reached; and
- Required production levels, grades and recoveries have been achieved.

When a mine development project moves into the commercial production stage, the capitalization of mine construction costs ceases and subsequent costs incurred are either regarded as inventory or expensed, except for capitalizable costs related to mining asset additions or improvements, or mineable reserve development. It is also at this point that depreciation commences.

ii) Deferred stripping costs

In open pit mining operations, it is necessary to remove overburden and other waste materials to access ore from which minerals can be extracted economically. The process of mining overburden and waste materials to access ore from which minerals can be extracted economically is referred to as stripping. Stripping costs incurred in the production phase are accounted for as costs of the inventory produced during the period that the stripping costs are incurred, unless these costs are expected to provide a future economic benefit to an identifiable component of the ore body which will be extracted in the future. Components of the ore body are based on the distinct development phases identified by the mine planning engineers when determining the optimal development plan for the open pit.

Capitalized stripping costs are depleted on a units-of-production based on contained ounces of gold mined.

iii) Exploration and evaluation expenditures

All direct costs related to the acquisition and exploration and development of specific properties are capitalized as incurred. Any cost incurred prior to obtaining the legal right to explore a mineral property are expensed as incurred. Overhead costs directly related to exploration are capitalized and allocated to mineral properties explored. If a property is abandoned, sold or impaired, an appropriate charge will be made to the income statement at the date of such impairment.

The Company reviews the carrying value of capitalized exploration and evaluation expenditures when events or changes in circumstances indicate that the carrying value may not be recoverable.

Examples of such events or changes in circumstances are as follows:

- The period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

If the carrying value exceeds fair value, the property will be written down to fair value with an impairment charged to the income statement in the period of impairment. An impairment is also recorded when management determines that it will discontinue exploration or development on a mineral property or when exploration rights or permits expire.

Once an economic viability has been determined for a property and a decision to proceed with development has been approved, exploration and evaluation expenditures previously capitalized are first tested for impairment and then classified as mineral properties.

f) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its PP&E to determine whether there is an indication that those assets

may be impaired. If any such indicators exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where an asset does not generate cash flows independent from other assets, the Company estimates the recoverable amount of the cash generating unit ("CGU") to which the asset belongs.

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of the asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and an impairment loss is recognized immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years.

g) Leases

At the commencement date of a lease, the Company recognizes a lease payment liability, which is the discounted value of future lease payments using the lease-specific incremental borrowing rate, and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). The Company separately recognizes interest expense on the lease liability and depreciation expense on the right-of-use asset.

The Company recognizes right-of-use assets at the value of the corresponding lease liability, adjusted for any accrued and prepaid lease payments, and less any impairment provisions. Right-of-use assets are capitalized at the commencement date of the lease and comprise of the initial lease liability and initial indirect costs incurred by the Company when entering into the lease less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term of the underlying asset. Cash flows relating to the reduction of lease liabilities have been presented as cash used in financing activities.

The Company has also elected to classify leases which end within 12 months of the date of initial application as short term leases. The lease payments associated with such leases are recognized as an expense in the income statement.

h) Decommissioning, restoration and similar liabilities

The Company recognizes provisions for legal and constructive obligations, including those associated with the reclamation of PP&E, when there is a present obligation as a result of exploration, development and production activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of removing facilities, abandoning sites and restoring the affected areas.

The provision for future restoration costs is the best estimate of the present value of the expenditure required to settle the restoration obligation at the reporting date, based on current legal or constructive obligation. Upon initial recognition of the liability, the corresponding asset retirement obligation is added to the carrying amount of the related asset and the cost is amortized as an expense over the economic life of the asset using UOP. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the discount rate and amount or timing of the underlying cash flows required to settle the obligation. Future restoration costs are reviewed at each reporting period.

i) Taxation

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to taxation authorities. Current income tax is calculated on the basis of the law enacted or substantively enacted at the reporting date in the countries where the Company and its subsidiaries operate and generate taxable income.

Deferred income tax

Deferred income tax is recognized in accordance with the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements at the end of each reporting period.The tax base of an asset or liability is the amount attributed to that asset or liability for tax purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and losses can be utilized except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply when the asset is realized or the liability is settled based on tax rates and laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

j) Financial instruments

i) Financial assets

Financial assets are classified as either financial assets at fair value through profit or loss ("FVTPL"), amortized cost, or fair value through other comprehensive income ("FVOCI"). The Company determines the classification of its financial assets at initial recognition.

a. FVTPL

Financial assets are classified at FVTPL if they do not meet the criteria to be classified at amortized cost or FVOCI. Gains or losses on these items are recognized in net profit or loss.

b. Amortized cost

Financial assets are classified at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: (i) the object of the Company's business model for these financial assets is to collect their contractual cash flows, and (ii) the asset's contractual cash flows represent "solely payments of principal and interest".

A provision is recorded when the estimated recoverable amount of the financial asset is lower than its carrying amount. At each reporting period, the Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. When sold or impaired, any accumulated fair value adjustments previously recognized are included in profit or loss.

c. FVOCI

For equity securities that are not held for trading, the Company can make an irrevocable election at initial recognition to classify the instruments at FVOCI with all subsequent changes in fair value being recognized in other comprehensive income ("OCI"). This election is available for each separate investment. For financial assets classified at FVOCI, fair value changes are recognized in OCI while dividends are recognized in profit or loss. On disposal of the financial asset, the cumulative fair value change remains in OCI and is not recycled to net profit or loss.

d. Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Company changes its business model for managing its financial assets.

ii) Derivative warrant liabilities

Share warrants (not including compensation warrants) are considered a derivative as they are not indexed solely to the Company's own stock.

During the year ended August 31, 2021, the Company issued convertible debentures with detachable warrants for the Company's common shares. The warrants are classified as a derivative financial liability as they are potentially exercisable in cash or on a cashless

basis resulting in a variable number of shares being issued. The warrants were initially recognized at fair value and subsequently measured at FVTPL.

The Company uses the Black-Scholes Option Pricing Model to estimate their fair values at each reporting date.

iii) Agent warrants and financing warrants

Warrants issued to agents in connection with equity financing are recorded at fair value and charged to share issuance costs associated with the offering with an offsetting credit to warrants reserve within shareholders' equity.

Warrants included in units offered to subscribers in connection with financings are valued using the residual value method whereby proceeds are first allocated to the fair value of common shares and the excess if any, allocated to warrants.

iv) Gold zero-cost collars

During the year ended August 31, 2023, the Company entered into a series of gold zero-cost collar contracts to be settled from April 2023 to August 2023. On initial recognition, the Company designated gold zero-cost collars to be derivative financial instruments and measured at FVTPL. The gold zero-cost collars are initially recognized at fair value and subsequently measured at FVTPL.

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

The Company has classified and measured its financial instruments as described below:

- Cash, amounts receivables and other long-term assets are classified as and measured at amortized cost;
- Amounts payable and accrued liabilities are classified as and measured at amortized cost; and
- Derivative assets and liabilities include derivative financial instruments that do not qualify as hedges, or are not designated as hedges, and are classified as FVTPL.

k) Share-based payments

Share-based payment transactions

The Company has a number of equity-settled share-based compensation plans under which the Company's directors, employees and consultants receive a portion of their remuneration in the form of equity instruments for services rendered. In certain cases, the Company settles statutory withholding tax obligations in cash, based on the value of the Company's common shares, when vested equity instruments are settled.

Where the value of goods or services received by the Company in exchange for equity instruments issued cannot be specifically measured, they are measured at fair value of the equity instrument granted.
The Company's share-based compensation plans are comprised of the following:

Stock options

Share-based compensation expense is recognized over the stock option vesting period based on the number of options estimated to vest. Management estimates the number of awards likely to vest at the time of a grant and at each reporting period up to the vesting date. On exercise of the vested options, shares are issued from treasury.

The grant-date fair value of stock options is estimated using the Black-Scholes Option Pricing Model and expensed on a straight-line basis using the graded vesting method over the vesting period. The cumulative expense which is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share-based payment reserve.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment

arrangement or is otherwise beneficial to the employee as measured at the date of modification.

Restricted share units ("RSUs")

Each RSU has a value equal to one TRX Gold common share. RSUs generally vest in common shares of the Company. The after-tax value of the award is settled by issuance of common shares from treasury upon vesting.

The grant-date fair value of RSUs is measured using the market value of the underlying shares at the date of grant and expensed on a straight-line basis using the graded vesting method over the vesting period as a component of general and administrative expenses and cost of sales, depending on the grantee.

l) Revenue recognition

Revenue consists of proceeds received or expected to be received for the Company's principal products, gold and silver doré. Revenue is recognized when title to gold and silver passes to the buyer and when collectability is reasonably assured. Title passes to the buyer based on terms of the sales contract, usually upon delivery of the product to the buyer. Product pricing is determined under the sales agreements which are referenced against active and freely traded commodity markets, for example, the London Bullion Market for both gold and silver, in an identical form to the product sold. Gold and silver doré produced from Buckreef is sold at the prevailing spot market price based on London Fix Prices depending on the sales contract.

In addition to selling refined bullion at spot, the Company has doré purchase agreements in place with a financial institution. Under the agreements, the Company has the option to sell approximately 90% of the gold and silver contained in doré bars prior to the completion of refining by the third-party refiner. Revenue is recognized when the Company has provided irrevocable instructions to the refiner to transfer to the buyer the refined ounces sold upon final processing outturn, and when payment of the purchase price for the purchased doré or bullion has been made in full by the purchaser. No judgement is involved in revenue recognition as revenue is recognized when payment has been sent by the buyer and the product has been effectively delivered to the customer with no further involvement required of the Company.

m) Earnings (loss) per share

The basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the year. The weighted average number of common shares outstanding during the year includes vested common shares awards which have yet to be issued as little to no consideration is required to exercise. The diluted earnings (loss) per share reflects the potential dilution of common share equivalents, such as outstanding common share awards, stock options, RSUs and share purchase warrants in the weighted average number of common shares outstanding during the year, if dilutive.

n) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions, or if they are subject to common control or are controlled by parties that have significant influence over the entity. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount, being the amount agreed by the parties to the transaction.

o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

p) New accounting pronouncements

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's consolidated financial statements that the Company reasonably expects will have an impact on its disclosures, financial position or performance when applied at a future date, are disclosed below. The Company intends to adopt these standards when they become effective. Other standards and interpretations that are issued, but not yet effective, which are not expected to impact the Company have not been listed.

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

In January 2020, the IASB issued an amendment to IAS 1, *Presentation of Financial Statements*, to clarify one of the requirements under the standard for classifying a liability as non-current in nature. The amendment includes:

- Specifying that an entity's right to defer settlement must exist at the end of the reporting period;
- Clarifying that classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement; and
- Clarifying that settlement of a liability refers to the transfer of cash, equity instruments, other assets or services.

The amendments to IAS 1 are effective for annual reporting periods beginning on or after January 1, 2024, with early adoption permitted.

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)

In February 2021, the IASB issued amendments to IAS 1, *Presentation of Financial Statements,* and IFRS Practice Statement 2*, Making Materiality Judgements,* requiring that an entity discloses its material accounting policies, instead of its significant accounting policies. The amendments also added guidance on how an entity can identify material accounting policy information and clarified that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements or due to its nature even if the related amounts are immaterial.

The amendments to IAS 1 and IFRS Practice Statement 2 are effective for annual reporting periods beginning on or after January 1, 2023, with early adoption permitted.

Definition of Accounting Estimates (Amendments to IAS 8)

In February 2021, the IASB issued amendments to IAS 8, *Accounting policies, changes in accounting estimates and errors*. The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.

The amendments to IAS 8 are effective for annual reporting periods beginning on or after January 1, 2023, with early adoption permitted.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)

In May 2021, the IASB issued amendments to IAS 12, *Income Taxes*. The amendments to IAS 12 narrow the scope of the initial recognition exemption so that it no longer applies to transactions which give rise to equal amounts of taxable and deductible temporary differences. The Company is to recognize a deferred tax asset and deferred tax liability for temporary differences arising on initial recognition for certain transactions, including leases and reclamation provisions.

The amendments to IAS 12 are effective for annual reporting periods beginning on or after January 1, 2023, with early adoption permitted.

4. Significant accounting judgments, estimates and assumptions

The preparation of these consolidated financial statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

The most significant estimates relate to the appropriate depreciation rate for property, plant and equipment, the valuation of warrant liability, the recoverability of other receivables, the valuation of deferred income tax amounts, the impairment on mineral properties and deferred exploration and property, plant and equipment and the calculation of share-based payments. The most significant judgements relate to the recognition of deferred tax assets and liabilities and asset retirement obligations, the determination of the economic viability of a project or mineral property, the date of commencement of commercial production, and the determination of functional currencies.

a) Production Start Date

Management assesses the stage of each mine development project to determine when a mine moves into the production stage. The criteria used to assess the start date of a mine are determined based on the unique nature of each mine development project. The Company considers various relevant criteria to assess when the mine is substantially complete, ready for its intended use and moves into the production phase. Some of the criteria include, but are not limited to, the following:

- A significant level of capital expenditures compared to construction cost estimates are complete,
- Ability to produce gold in saleable form within specifications has been achieved,
- Reasonable period for testing has been completed, and
- Reasonable level of ongoing production based on mill throughput, recovery rates and mill availability.

On November 1, 2022, the Company declared commercial production for the 1,000+ tpd processing plant at Buckreef after successful construction, commissioning and ramp-up of processing to a steady state throughput of 1,000+ tpd. The processing plant was running consistently at or above nameplate capacity since October 2022 with gold recoveries exceeding 90%. All major construction activities were completed and Buckreef demonstrated its ability to sustain ongoing production levels.

b) Exploration and evaluation assets and expenditures

The application of the Company's accounting policy for exploration and evaluation assets and expenditures requires judgment to determine whether future economic benefits are likely, from either future exploitation or sale, or whether activities have not reached a stage that permits a reasonable assessment of the existence of reserves, and to determine whether indicators of impairment exist including factors such as, the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of resource properties are budgeted and evaluation of the results of exploration and evaluation activities up to the reporting date.

c) Units-of-Production

Management estimates recoverable proven and probable mineral reserves in determining the depreciation and amortization of certain mineral property, plant and equipment that is expected to be used for the duration of the mine life. This results in a depreciation charge proportional to the recovery of the anticipated ounces of gold. The life of the asset is assessed annually and considers its physical life limitations and present assessment of economically recoverable reserves of the mine property at which the asset is located. The calculations require the use of estimates and assumptions, including the amount of recoverable proven and probable mineral reserves. The Company's units of production calculations are based on recovered ounces of gold poured.

d) Stripping Costs in the Production Phase of a Surface Mine

Significant judgement is required to distinguish between development stripping and production stripping and to distinguish between the production stripping that relates to the extraction of inventory and that which relates to the creation of a stripping activity asset.

The Company identifies the separate components of the ore bodies for its mining operations. An identifiable component is a specific volume of the ore body that is made more accessible by the stripping activity. Significant judgement is required to identify and define these components, and also to determine the expected volumes of waste to be stripped and ore to be mined in each of these components. The assessment is based on the information available in the mine plan. The mine plans and, therefore, the identification of components, may change for a number of reasons as new information becomes available. These include, but are not limited to, the geographic location and geological characteristics of the ore body, and/or financial considerations.

Judgement is also required to identify a suitable production measure to be used to allocate production stripping costs between inventory and any stripping activity asset. Management estimates the cost of deferred stripping activities as the excess waste material moved above the average strip ratio to provide access to further quantities of ore that is expected to be mined in future periods.

Furthermore, judgements and estimates are also used to apply the units-of-production method in determining the depreciable lives of stripping activity assets.

e) Provision for reclamation

Management assesses its mine restoration and rehabilitation provision each reporting period. Significant estimates and assumptions are made in determining the provision for mine rehabilitation as there are numerous factors that will affect the ultimate liability payable. These factors include estimates of the extent, the timing and the cost of rehabilitation activities, technological changes, regulatory change, cost increases, and changes in discount rates. Those uncertainties may result in actual expenditures differing from the amounts currently provided. The provision at the reporting date represents management's best estimate of the present value of the future rehabilitation costs required. Changes to estimated future costs are recognized in the consolidated statement of financial position by adjusting the rehabilitation asset and liability.

f) Impairment of Non-Current Assets

Non-current assets are tested for impairment if there is an indicator of impairment. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made which is considered to be the higher of the fair value less costs to sell and value in use. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, and operating performance. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction between knowledgeable and willing parties. Fair value for mineral assets is generally determined as the present value of estimated future cash flows arising from the continued use of the asset. Cash flows are discounted by an appropriate discount rate to determine the net present value. Management has assessed its CGUs as being all sources of mill feed through a central mill, which is the lowest level for which cash inflows are largely independent of other assets.

g) Taxes

Management is required to make estimations regarding the tax basis of assets and liabilities and related income tax assets and liabilities and the measurement of income tax expense and indirect taxes. This requires management to make estimates of future taxable profit or loss, and if actual results are significantly different than its estimates, the ability to realize any deferred tax assets or discharge deferred tax liabilities on the Company's consolidated statement of financial position could be impacted.

5. Amounts receivable

		August 31, 2023		August 31, 2022
Receivable from precious metal sales	**$**	**488**	$	-
Sales tax receivable [1]		**5,554**		4,359
Prepaid gold purchase receivable (Note 10)		**-**		2,500
Other		**46**		40
		6,088		6,899
Less: Long-term portion		**(2,948)**		(4,359)
Total amounts receivable	**$**	**3,140**	$	2,540

(1) Sales tax receivables consist of harmonized services tax and value added tax ("VAT") due from Canadian and Tanzanian tax authorities, respectively. Tanzanian tax regulations allow for VAT receivable to be refunded or set-off against other taxes due to the Tanzania Revenue Authority ("TRA"). The Company has historically experienced delays in receiving payment or confirmation of offset against other taxes. The Company is in communication with the TRA and there is an expectation for either cash payments or offsetting of VAT receivable against other taxes in the future. VAT which the Company does not expect to recover within the next 12 months has been classified as long-term assets.

Below is an aged analysis of the Company's amounts receivable:

		August 31, 2023		August 31, 2022
Less than 1 month	**$**	**573**	$	2,510
1 to 3 months		**1,055**		30
Over 3 months		**1,512**		-
Total amounts receivable	**$**	**3,140**	$	2,540

As at August 31, 2023, $0.3 million (August 31, 2022 - 0 $nil) of time-barred VAT has been expensed. The Company held no collateral for any receivables. During the year ended August 31, 2023, the Company recovered $2.3 million of VAT refunds from the TRA. Subsequent to August 31, 2023, the Company recovered $1.3 million of VAT refunds from the TRA.

6. Prepayments and other assets

		August 31, 2023		August 31, 2022
Prepaid expenses and deposits	**$**	**796**	$	699
Deferred financing costs [1]		**667**		507
Total prepayments and other assets	**$**	**1,463**	$	1,206

(1) Consists of $0.5 million in commitment fees paid with respect to a share purchase agreement whereby the Company, at its sole discretion, has the right to sell up to $10 million of its common shares over a 36-month period and $0.2 million in deferred financing costs related to an At-the-Market Offering Agreement entered on May 12, 2023.

7. Inventories

		August 31, 2023		August 31, 2022
Ore stockpile	**$**	**3,361**	$	2,643
Gold in-circuit		**689**		210
Gold doré		**52**		253
Total precious metals inventories		**4,102**		3,106
Supplies		**859**		524
Total inventories	**$**	**4,961**	$	3,630

8. Mineral property, plant and equipment

	Construction in progress	Exploration and evaluation expenditures[5]	Mineral properties	Processing plant and related infrastructure	Machinery and equipment [3]	Other [4]	Total
Cost							
As at August 31, 2021	**$ -**	**$ 38,618**	**$ -**	**$ 3,279**	**$ 954**	**$ 82**	**$ 42,933**
Additions	7,097	1,945	-	3,797	507	61	13,407
Disposals	-	-	-	-	(65)	-	(65)
Transfer from exploration and evaluation assets[3]	40,563	(40,563)	-	-	-	-	-
Reclassification to other long-term asset	(2,421)	-	-	-	-	-	(2,421)
As at August 31, 2022	**$ 45,239**	**$ -**	**$ -**	**$ 7,076**	**$ 1,396**	**$ 143**	**$ 53,854**
Additions	**-**	**1,864**	**4,951**	**9,233**	**223**	**213**	**16,484**
Adjustment to reclamation provision	**-**	-	**(2,234)**	**-**	**-**	**-**	**(2,234)**
Transfers[1]	**(45,239)**	-	**38,485**	**6,754**	**5**	**(5)**	**-**
As at August 31, 2023	**$ -**	**$ 1,864**	**$ 41,202**	**$ 23,063**	**$ 1,624**	**$ 351**	**$ 68,104**
Accumulated depreciation							
As at August 31, 2021	**$ -**	**$ -**	**$ -**	**$ 1,340**	**$ 473**	**$ 20**	**$ 1,833**
Depreciation	-	-	-	226	175	15	416
Disposals	-	**-**	-	-	(29)	-	(29)
As at August 31, 2022	**$ -**	**$ -**	**$ -**	**$ 1,566**	**$ 619**	**$ 35**	**$ 2,220**
Depreciation	**-**	-	**1,261**	**210**	**209**	**145**	**1,825**
Transfers[1]	**-**	**-**	**(362)**	**362**	**-**	**-**	**-**
As at August 31, 2023	**$ -**	**$ -**	**$ 899**	**$ 2,138**	**$ 828**	**$ 180**	**$ 4,045**
Net book value							
As at August 31, 2022	$ 45,239	$ -	$ -	$ 5,510	$ 777	$ 108	$ 51,634
As at August 31, 2023	**$ -**	**$ 1,864**	**$ 40,303**	**$ 20,925**	**$ 796**	**$ 171**	**$ 64,059**

(1) On November 1, 2022, Buckreef achieved commercial production at which point development expenditures were subject to depreciation.

(2) Represents exploration and evaluation expenditures related to the Eastern Porphyry and Anfield deposits on the Buckreef property.

(3) Includes automotive and computer equipment and software.

(4) Includes automotive, leasehold improvements and right-of-use assets.

(5) During the year ended August 31, 2022, Buckreef transitioned from an exploration and evaluation asset under IFRS 6, *Exploration for and Evaluation of Mineral Resources* ("IFRS 6"), to mineral property, plant and equipment under IAS 16, *Property, Plant and Equipment* ("IAS 16"), following approval of construction decision by the Company's Board of Directors. At the time of transition from an exploration and evaluation asset to mineral property, plant and equipment, the Company completed an impairment test as required by IFRS 6. The impairment test compared the carrying amount of Buckreef to its recoverable amount. The recoverable amount is the higher of the value in use and the fair value less costs of disposal. The Company estimated the recoverable amount using a discounted cash flow model. The significant assumptions that impacted the resulting fair value included future gold prices, capital cost estimates, operating cost estimates, estimated reserves and resources and the discount rate. Upon completion of the impairment tests, the Company concluded that there was no impairment.

The continuity of expenditures for exploration and evaluation asset is as follows:

	Buckreef
Balance, August 31, 2021	**$ 38,618**
Exploration expenditures:	
Camp, field supplies and travel	172
License fees and exploration and field overhead	861
Geological consulting and field wages	67
Trenching and drilling	550
Mine design	227
Mining and processing costs	431
Gold sales	(535)
Payments to STAMICO as per Joint Venture agreement	172
Balance, November 30, 2021	**$ 40,563**
Reclassification to mineral property, plant and equipment	(40,563)
Balance, August 31, 2022	**$ -**
Exploration expenditures:	

Geological consulting	529
Personnel costs	385
Trenching and drilling	921
Others	29
Balance, August 31, 2023	**$ 1,864**

9. Income tax

The Company's provision for income taxes differs from the amount computed by applying the combined federal and provincial income tax rates to income (loss) before income taxes as a result of the following:

	For the year ended August 31, 2023	2022
Combined basic Canadian federal and provincial statutory income tax rates including surtaxes	**26.50%**	26.50%
Statutory income tax rates applied to accounting income	**$ 3,280**	$ (637)
Increase (decrease) in provision for income taxes:		
Foreign tax rates different from statutory rate	**50**	322
Permanent differences and other items	**1,222**	1,669
Benefit of tax losses not recognized	**779**	(918)
Total provision for income taxes	**$ 5,331**	$ 436

The enacted tax rates in Canada of 26.50% (2022 - 26.50%) and Tanzania of 30% (2022 - 30%) where the Company operates are applied in the tax provision calculation.

The provision for income taxes consist of the following:

	August 31, 2023	August 31, 2022
Current income taxes	**$ 1,044**	$ 436
Deferred income taxes	**4,287**	-
Total provision for income taxes	**$ 5,331**	$ 436

The tax effects of significant temporary differences which would comprise deferred income tax assets and liabilities at August 31, 2023 and 2022 are as follows:

Deferred Income Tax Liabilities	**Mineral properties**	**Total**
At August 31, 2021	$ (12,423)	$ (12,423)
Charged to the consolidated statement of comprehensive income (loss)	2,373	2,373
At August 31, 2022	(10,050)	(10,050)
Charged to the consolidated statement of comprehensive income	(1,438)	(1,438)
At August 31, 2023	**$ (11,488)**	**$ (11,488)**

Deferred Income Tax Assets	**Non-capital losses**	**Total**
At August 31, 2021	$ 12,423	$ 12,423
Charged to the consolidated statement of comprehensive loss	(2,373)	(2,373)
At August 31, 2022	10,050	10,050
Charged to the consolidated statement of comprehensive income	(2,849)	(2,849)
At August 31, 2023	**$ 7,201**	**$ 7,201**

Net deferred tax assets (liabilities)

As at August 31, 2022	$	-	$	-
As at August 31, 2023	**$**	**(4,287)**	**$**	**(4,287)**

The carrying value of Buckreef's Mineral Property, Plant and Equipment is higher than their tax written down values due to historical mining incentives in Tanzania and accelerated depreciation for tax purposes. The taxable temporary difference between the carrying value of Mineral Property, Plant and Equipment and its tax basis in excess of available tax loss carry-forwards resulted in a deferred tax liability.

The following temporary differences have not been recognized in the Company's consolidated financial statements:

		August 31, 2023		August 31, 2022
Non-capital losses	**$**	**88,377**	$	120,528
Property, plant and equipment		**149**		89
Capital losses		**-**		3
Financing costs		**1,414**		-
Total unrecognized temporary differences	**$**	**89,940**	$	120,620

At August 31, 2023, the Company had unrecognized non-capital tax loss carry-forwards of $ 88.4 million (2022 - $120.6 million) and may be used to offset against future taxable income in their respective jurisdictions. As at August 31, 2023, these non-capital tax losses have expiry dates as follows:

		Canada		**Tanzania[(1)]**
2026	**$**	**1,265**	**$**	**-**
2027		**1,026**		**-**
2028		**1,117**		**-**
2029		**1,454**		**-**
2030		**1,055**		**-**
2031		**1,757**		**-**
2032		**1,845**		**-**
2033		**1,738**		**-**
2034		**1,622**		**-**
2035		**1,466**		**-**
2036		**1,515**		**-**
2037		**2,118**		**-**
2038		**2,760**		**-**
2039		**3,506**		**-**
2040		**5,426**		**-**
2041		**5,934**		**-**
2042		**4,328**		**-**
2043		**4,078**		**-**
No expiry		**-**		**44,367**
Total non-capital tax losses	**$**	**44,010**	**$**	**44,367**

(1) The maximum amount of tax losses that a business can utilize in Tanzania is 70% of its taxable profit for the current year. The remaining 30% of taxable profit is subject to a statutory tax rate of 30%. As a result, Buckreef's current income tax is calculated at an effective tax rate of 9% until Buckreef's tax loss carryforwards are fully utilized. Tax losses in Tanzania can only be utilized by the entity to which the tax losses relate to.

At August 31, 2023, $nil (2022: $nil) was recognized as a deferred tax liability for taxes that would be payable on the unremitted earnings the Company's subsidiaries as the Company's subsidiaries have a deficit.

10. Deferred revenue

On August 11, 2022, the Company entered into a $5 million prepaid Gold Doré Purchase Agreement ("Agreement") with OCIM Metals and Mining S.A. ("OCIM"). The Agreement requires funds to be made available to the Company in two tranches. The Company drew down the first tranche of $2.5 million in exchange for delivering 434 ounces of gold per quarter, commencing February 2023, for a total of 1,735 ounces of gold over four quarters. On July 11, 2023, the Company drew $1.0 million from the second tranche of the Agreement in exchange for delivering 46.4

ounces of gold per month, commencing October 2023, for a total of 603 ounces of gold over 13 months. Subsequent to August 31, 2023, the Company drew an additional $1.5 million from the second tranche of the Agreement in exchange for delivering 878.6 ounces of gold.

The Agreement has been accounted for as a contract in accordance with IFRS 15, *Revenue from Contracts with Customers*. As the total amount paid up-front by OCIM for the future deliveries of gold differs from the stand-alone selling price of the gold, the Company concluded the Agreement contains a significant financing component ("SFC"). Gold deliveries due in connection with the up-front payment are recorded in revenue based on the gold spot price originally established at the time of each advance, being the estimated stand-alone selling price of gold deliveries as determined at inception (after separating the SFC). The outstanding deferred revenue liability will accrue interest reflecting the cost of financing.

		Amount
As at August 31, 2021	**$**	**-**
Drawdown		2,500
Deferred transaction costs		(15)
As at August 31, 2022	**$**	**2,485**
Drawdown		1,000
Accretion of deferred revenue		454
Transaction costs expensed		15
Revenue recognized		(2,227)
As at August 31, 2023	**$**	**1,727**

	For the year ended August 31,		
	2023		2022
Current portion of deferred revenue	**$**	**1,549**	$ 1,864
Deferred revenue		**178**	621
Balance at end of year	**$**	**1,727**	$ 2,485

11. Derivative financial instrument liabilities

	August 31, 2023		August 31, 2022
Derivative warrant liabilities	**$**	**3,544**	$ 6,849
Total derivative financial instrument liabilities	**$**	**3,544**	$ 6,849

a) Derivative warrant liabilities

		Amount
As at August 31, 2021	**$**	**2,149**
Warrants issued January 26, 2022		2,665
Change in fair value		2,035
As at August 31, 2022	**$**	**6,849**
Change in fair value		(3,305)
As at August 31, 2023	**$**	**3,544**

Derivative warrant liabilities of $3.5 million will only be settled by issuing equity of the Company.

Fair values of derivative warrant liabilities were calculated using the Black-Scholes Option Pricing Model with the following assumptions:

	August 31, 2023	August 31, 2022
Share price	**$0.39**	$0.48
Risk-free interest rate	**4.43% - 4.66%**	3.32% - 3.44%
Dividend yield	**0%**	0%
Expected volatility	**52%**	55% - 60%
Remaining term (in years)	**2.5 – 3.4**	0.9 – 4.4

The fair value is classified as level 3 as expected volatilities is determined using adjusted historical volatilities and were therefore not an observable input.

Sensitivity analysis

If expected volatility, the significant unobservable input, had been higher or lower by 10% and all other variables were held constant, net income and net assets for the year ended August 31, 2023 would increase or decrease by:

	August 31, 2023	
10% change in expected volatilities	**Increase**	**Decrease**
(Loss) income	**$ (840)**	**$ 819**

b) Gold zero-cost collars

In March 2023, the Company entered into a series of gold zero-cost collar contracts for 1,800 gold ounces per month totalling 9,000 gold ounces to be settled from April 2023 to August 2023, at a maximum and minimum gold price of $2,030 and $1,825 per gold ounce, respectively. During the year ended August 31, 2023, gold zero-costs collar contracts for a total of 9,000 gold ounces expired unexercised. As at August 31, 2023, there were no gold zero-cost collar contracts outstanding.

12. Provision for reclamation

The Company's reclamation and closure obligations relates to the cost of removing and restoring the Buckreef Gold Project in Tanzania. Significant reclamation and closure activities include land rehabilitation, demolition of buildings and mine facilities, ongoing care and maintenance and other costs. This estimate depends on the development of an environmentally acceptable mine closure plan.

A reconciliation for reclamation expenses is as follows:

	For the year ended August 31,	
	2023	2022
Balance at beginning of year	**$ 2,815**	$ 2,681
Decrease in estimate for provision for reclamation	**(2,234)**	-
Accretion of provision for reclamation (Note 24)	**252**	134
Balance at end of year	**$ 833**	$ 2,815

The provision for reclamation was estimated using the following inputs and assumptions:

a) Total undiscounted amount of future reclamation costs was estimated to be $ 4.1 million (2022 – $3.4 million).
b) Risk-free rate of 13% (2022 – 5%).
c) Inflation rate of 4% (2022 – 4%).
d) Weighted average expected timing of cash outflows of 19 years (2022 – 18 years).

13. Earnings (loss) per share

	For the year ended August 31,	
	2023	2022
Net income (loss) attributable to shareholders	**$ 2,250**	$ (6,216)
Weighted average number of common shares for basic EPS [(1)]	**282,401,603**	266,999,724
Effect of dilutive stock options, warrants, RSUs and share awards	**6,127,725**	-
Weighted average number of common shares for diluted EPS [(1)]	**288,529,328**	266,999,724

(1) The weighted average number of common shares for basic and diluted EPS include vested, but unissued, common shares relating to common share awards.

For the year ended August 31, 2023, the weighted average number of common shares for diluted EPS excluded 10.5 million stock options and 39.0 million warrants that were anti-dilutive for the period (2022: 7.4 million share options and 42.0 million share warrants).

14. Share Capital

i) Activity during the year ended August 31, 2023

On May 17, 2023, the Company sold 200,000 common shares in relation to the purchase agreement entered into on January 20, 2022, for $ 0.01 million.

ii) Activity during the year ended August 31, 2022

On September 30, 2021, the Company issued 165,889 common shares at a fair value of $ 98 (value of outstanding liability settled) to settle outstanding fees owed totaling $98.

On January 20, 2022, the Company entered into a purchase agreement, where the Company, in its sole discretion, will have the right from time to time over a 36-month period to sell up to $10 million of its shares. Upon closing, the Company issued 909,901 common shares at a fair value of $373 (closing price of share on that date) to settle commitment fees related to the purchase agreement.

On January 26, 2022, the Company completed the sale of 17,948,718 common shares together with warrants to purchase 17,948,718 common shares for $7.0 million. The common shares and warrants were issued at $0.39 for each common share and a purchase warrant with the right of each whole warrant to purchase one common share at $0.44 for a period of five years from the issue date. The Company also issued 628,205 placement agent warrants with the same terms and incurred commission and other costs of $0.7 million out of which $0.09 million was allocated to the warrants and expensed in the consolidated statements of earnings (loss) and comprehensive income (loss). The warrants issued with the common shares are classified as a liability (Note 11).

The placement agent warrants are considered an equity-settled share-based payment transaction and are measured at their fair value and classified as equity.

On May 31, 2022, the Company issued 1,723,620 common shares with a value of $ 1.2 million and cash payment of $ 0.5 million, as withholding taxes, to satisfy the $1.7 million liability associated with the Omnibus Equity Incentive Plan granted to certain senior management of the Company.

15. Share-based payments reserve

	For the year ended August 31,	
	2023	2022
Balance at beginning of year	**$ 6,825**	$ 5,680
Share-based compensation expense	**2,697**	3,113
Transfer on exercise of options and other share-based awards	**(715)**	(1,968)
Balance at end of year	**$ 8,807**	$ 6,825

Omnibus Equity Incentive Plan

Effective June 26, 2019, the Company adopted the Omnibus Equity Incentive Plan dated June 26, 2019 (the "Omnibus Plan"), which Omnibus Plan was approved by the shareholders on August 16, 2019, subsequently updated and approved by the shareholders on February 25, 2022.

The purposes of the Omnibus Plan are: (a) to advance the interests of the Company by enhancing the ability of the Company and its subsidiaries to attract, motivate and retain employees, officers, directors, and consultants, which either of directors or officers may be consultants or employees; (b) to reward such persons for their sustained contributions; and (c) to encourage such persons to take into account the long-term corporate performance of the Company.

The Omnibus Plan provides for the grant of options, restricted share units, deferred share units and performance share units (collectively, the "Omnibus Plan Awards"), all of which are described in detail in the Form 40-F Annual Report for the year ended August 31, 2023.

The Omnibus Plan provides for the grant of other share-based awards to participants ("Other Share-Based Awards"), which awards would include the grant of common shares. All Other Share-Based Awards will be granted by an agreement evidencing the Other Share-Based Awards granted under the Omnibus Plan. Subject to adjustments as provided for under the Omnibus Plan, the maximum number of shares issuable pursuant to Omnibus Plan Awards outstanding at any time under the Omnibus Plan shall not exceed 10% of the aggregate number of common shares outstanding from time to time on a non-diluted basis; provided that the acquisition of common shares by the Company for cancellation shall not constitute non-compliance with the Omnibus Plan for any Omnibus Plan Awards outstanding prior to such purchase of common shares for cancellation.

Share-based compensation expense for the year ended August 31, 2023 totalled $ 2.7 million (2022: $3.1 million) including $0.2 million (2022: $0.1 million) to consultants for marketing services.

As at August 31, 2023, the Company had 3,617,450 (August 31, 2022 – 2,106,675) share awards available for issuance under the Omnibus Equity Incentive Plan.

a) Stock options

Canadian Dollars denominated stock options

	Number of stock options	Weighted average exercise price per share
Balance – August 31, 2021	**7,351,000**	**CAD $0.41**
Options exercised	(450,000)	CAD $0.42
Options expired	(1,565,000)	CAD $0.41
Balance – August 31, 2022	**5,336,000**	**CAD $0.41**
Options exercised[(1)]	(350,000)	CAD $0.42
Balance – August 31, 2023	**4,986,000**	**CAD $0.41**

(1) The weighted average share price at the time of the option exercise was C$0.75.

Options to purchase common shares carry exercise prices and terms to maturity as follows:

Exercise price	Number of options Outstanding	Exercisable	Expiry Date	Remaining contractual life (years)
C$0.40	2,354,000	2,354,000	October 11, 2026	3.1
C$0.43	2,532,000	2,532,000	September 29, 2026	3.1
C$0.35	100,000	100,000	January 2, 2027	3.3
C$0.41[(1)]	**4,986,000**	**4,986,000**		**3.1[(1)]**

(1) Total represents weighted average.

US Dollars denominated stock options

	Number of stock options	Weighted average exercise price per share
Balance – August 31, 2021	**-**	**-**
Options granted	7,375,000	$0.50
Balance – August 31, 2022	**7,375,000**	**$0.50**
Options granted	3,075,000	$0.45
Balance – August 31, 2023	**10,450,000**	**$0.49**

Options to purchase common shares carry exercise prices and terms to maturity as follows:

Exercise price	Number of options Outstanding	Exercisable	Expiry Date	Remaining contractual life (years)
USD $0.50	7,375,000	2,950,000	August 17, 2027	4.0
USD $0.45	3,075,000	615,000	August 28, 2028	5.0
USD $0.49[(1)]	**10,450,000**	**3,565,000**		**4.3[(1)]**

(1) Total represents weighted average.

The grant date fair value of options granted during the year ended August 31, 2023 was calculated using the Black-Scholes Option Pricing Model with the following assumptions:

	For the year ended August 31, 2023	2022
Grant-date share price	**$0.41**	$0.49
Weighted average grant-date fair value	**$0.16**	$0.25
Exercise price	**0.45**	0.50
Risk-free interest rates	**4.41% - 4.78%**	3.27% - 3.43%
Expected life of stock options (in years) [(1)]	**2.5 – 3.4**	2.0 – 5.0
Expected volatility of share price[(2)]	**49% - 55%**	62% - 72%
Expected dividend yield	**0%**	0%

(1) The expected life term of stock options granted is derived from the remaining contractual term.
(2) The Company uses historical volatility to estimate the expected volatility of the Company's share price.

For the year ended August 31, 2023, share-based payment expenses related to stock options totalled $ 0.7 million (2022 – $0.4 million).

b) Restricted Share Units:

The following table sets out activity with respect to outstanding RSUs:

	Number of RSUs
Balance – August 31, 2021	**-**
Granted	1,855,276
Balance – August 31, 2022	**1,855,276**
Granted	2,826,493
Forfeited	(267,412)
Exercised	(941,280)
Balance – August 31, 2023	**3,473,077**

The grant date fair value of the RSUs generally approximates the cost of purchasing the shares in the open market. Once vested, the common shares are distributed, less any amount due for taxes, to settle the obligation.

The RSUs had a fair value of $ 1.07 million at the grant date and are amortized over the service period. For the year ended August 31, 2023, share-based payment expenses related to RSUs totalled $0.5 million (2022 - $0.2 million).

16. Warrants reserve

	Number of warrants	Weighted average exercise price per share	Weighted average remaining contractual life (years)
Balance – August 31, 2021	**23,681,052**	**$0.94**	**3.8**
Warrants issued	18,576,923	$0.44	
Warrants expired	(287,901)	$0.93	
Balance – August 31, 2022	**41,970,074**	**$0.72**	**3.6**
Warrants expired	(3,002,037)	**$1.21**	
Balance – August 31, 2023	**38,968,037**	**$0.68**	**2.8**

Warrant issuances:

Activity during the year ended August 31, 2022:

During the year ended August 31, 2022, the Company issued 17,948,718 five-year warrants pursuant to the registered direct offering (Note 11) and 628,205 five-year warrants issued to the placement agent, with an exercise price of $ 0.44. The 17,948,718 five-year warrants were ascribed a fair value of $2.7 million which was valued using the Black-Scholes Option Pricing Model with the following assumptions: dividend yield 0%; risk free interest 1.65%; volatility 52% and an expected life of 60 months. The warrants were recognized as a derivative warrant liability on the consolidated statement of financial position.

The 628,205 five-year warrants issued to the placement agent were ascribed a fair value of $ 0.09 million which was valued using the Black-Scholes Option Pricing Model with the following assumptions: dividend yield 0%; risk free interest 1.65%; volatility 52% and an expected life of 60 months. The warrants were recognized under warrants reserve on the consolidated statement of financial position.

As at August 31, 2023, the following warrants were outstanding:

	Number of Warrants	Exercise price	Expiry date
Private placement financing warrants - December 23, 2020	2,777,268	$1.50	December 23, 2023
Private placement financing warrants - February 11, 2021	16,461,539	$0.80	February 11, 2026
Private placement financing broker warrants - February 11, 2021	1,152,307	$0.80	February 11, 2026
Private placement financing warrants – January 26, 2022	17,948,718	$0.44	January 26, 2027
Private placement financing placement agent warrants – January 26, 2022	628,205	$0.44	January 26, 2027
Balance – August 31, 2023	**38,968,037**	**$0.68**[1]	

(1) Total represents weighted average.

17. Non-controlling interest

The changes to the non-controlling interest for the year ended August 31, 2023 and year ended August 31, 2022 are as follows:

	For the year ended August 31,	
	2023	2022
Balance at beginning of year	**$ 2,361**	$ (1,533)
Non-controlling interest's 45% share of Buckreef Gold's comprehensive earnings	**4,795**	3,894
Balance at end of year	**$ 7,156**	$ 2,361

Summarized financial information for Buckreef is disclosed below:

Income Statement	For the year ended August 31, **2023**	2022
Revenue	**$ 38,320**	$ 15,094
Depreciation	**1,259**	122
Accretion expense	**709**	134
Income tax expense	**5,331**	436
Comprehensive income for the period	**10,656**	8,651

Statement of Financial Position	**August 31, 2023**	August 31, 2022
Current assets	**$ 11,238**	$ 7,253
Non-current assets	**64,762**	53,789
Total current liabilities	**(12,113)**	(8,602)
Non-current liabilities	**(5,301)**	(2,815)
Advances from parent, net	**(36,049)**	(37,725)

Statement of Cash Flows	For the year ended August 31, **2023**	2022
Cash provided by operating activities	**$ 21,903**	$ 8,414
Cash used in investing activities	**(17,863)**	(13,065)
Cash (used in) provided by financing activities	**(2,012)**	4,148

18. Related party transactions

Related parties include the Board of Directors and officers, extended relatives and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

Remuneration of Directors and key management personnel of the Company was as follows:

Directors and key management personnel	For the year ended August 31, **2023**	2022
Remuneration [1]	**$ 2,135**	$ 2,085
Share-based compensation expense	**2,148**	3,078
Total directors and key management personnel	**$ 4,283**	$ 5,163

(1) Remuneration includes salaries and benefits for certain key management personnel and director fees. Certain members of the board of directors have employment or service contracts with the Company. Directors are entitled to director fees and share based payments for their services and officers are entitled to cash remuneration and share based payments for their employment services.

As at August 31, 2023, included in amounts payable is $0.4 million (August 31, 2022 - $0.2 million) due to related parties with no specific terms of

repayment.

During the year ended August 31, 2023, the Company granted stock options to key management personnel and RSUs to directors and key management personnel as part of the Omnibus Equity Incentive Plan (Note 15) in the aggregate of:

a) 3.1 million stock options having a value of $ 0.5 million on the grant date.
b) 1.2 million RSUs having a value of $ 0.5 million on the grant date.

During the year ended August 31, 2023, $0.7 million for stock options granted to key management personnel was expensed (2022 - $ 0.4 million) and $0.2 million for RSUs granted to directors and key management personnel was expensed (2022 - $ 0.1 million).

During the year ended August 31, 2021, the Company granted common shares upon hiring key management personnel in the aggregate of:

a) 1.6 million common shares having a fair market value of $ 1.1 million on the respective start dates of the key management (December 1, 2020 to May 18, 2021); and
b) Common shares on the first, second and third anniversary dates of the greater of up to 2.0 million, 3.6 million and 2.8 million common shares; or common shares having a fair market value of to $1.4 million, $2.5 million and $2.0 million provided that 80% of such issuance shall be guaranteed and 20% shall be subject to certain financial milestones to be determined by the Board of Directors respectively.

The common shares had a value of $ 7.0 million at grant date that is amortized over the service period.

During the year ended August 31, 2023, $1.3 million related to common share awards granted to key management personnel was expensed, respectively (2022 - $2.5 million).

During the year ended August 31, 2023, Buckreef recognized expenses of $ 0.7 million (2022: $ nil) related to services provided by the Company and $0.2 million (2022: $nil) related to loans provided by its parent.

19. General and administrative expenses

	For the year ended August 31,	
	2023	2022[1]
Directors' fees (Note 18)	**$ 409**	$ 454
Insurance	**380**	444
Office and general	**159**	419
Shareholder information	**450**	474
Professional fees	**442**	614
Salaries and benefits (Notes 15 and 18)	**2,470**	2,533
Consulting	**472**	437
Share-based compensation expense (Notes 15 and 18)	**2,501**	3,113
Travel and accommodation	**215**	214
Depreciation	**103**	26
Other	**27**	192
Total general and administrative expenses	**$ 7,628**	$ 8,920

[1] During the year ended August 31, 2022, prior to adoption of amendments to IAS 16 certain costs incurred related to Buckreef's operating costs were recorded in general and administrative expenses.

20. Management of capital

The Company's objective when managing capital is to obtain adequate levels of funding to support its Buckreef's operations and processing plant expansion, to obtain corporate and administrative functions necessary to support organizational functioning, and to obtain sufficient funding to further the identification and development of precious metals deposits.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its shareholders' equity. In order to carry out planned expansion and exploration activities and pay for administrative costs, the Company will spend its existing working capital and may raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it determines there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended August 31, 2023. The Company is not subject to externally imposed capital requirements.

The Company considers its capital to be shareholders' equity, which is comprised of share capital, reserves, and accumulated deficit, which as at August 31, 2023 totaled $53.9 million (2022 - $48.8 million).

The Company may raise capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are historically secured through equity capital raised by way of private placements; however, debt

and other financing alternatives may be utilized as well. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

The Company invests all capital that is surplus to its immediate operational needs in short term, liquid and highly rated financial instruments, such as cash, and short-term guarantee deposits, all held with major North American financial institutions and North American treasury deposits.

21. Financial instruments

Fair value of financial instruments

The following table sets out the classification of the Company's financial instruments, as at August 31, 2023 and August 31, 2022:

	August 31, 2023	August 31, 2022
Financial Assets		
Measured at amortized cost		
Amounts receivable	**$ 3,140**	$ 2,540
Measured at fair value through profit or loss		
Cash	**7,629**	8,476
Financial Liabilities		
Measured at amortized cost		
Amounts payables and accrued liabilities	**11,571**	7,920
Measured at fair value through profit or loss		
Derivative financial instrument liabilities	**3,544**	6,849

Cash, derivative warrant liabilities and gold zero-cost collars are classified as measured at fair value through profit and loss. Amounts receivable and amounts payable are classified as measured at amortized cost. The carrying value of the Company's cash, amounts receivable, amounts payable approximate their fair value due to the relatively short-term nature of these instruments.

Fair value estimates are made at a specific point in time based on relevant market information and information about financial instruments. These estimates are subject to and involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The Company classifies its financial instruments carried at fair value according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements. The three levels of fair value hierarchy, giving the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs, are as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for assets and liabilities, either directly or indirectly; and
- Level 3 – Inputs for assets or liabilities that are not based on observable market data.

As at August 31, 2023 and August 31, 2022, cash was classified as Level 1 and derivative financial instruments (Note 11) were classified as Level 3 under the fair value hierarchy.

A summary of the Company's risk exposures as they relate to financial instruments are reflected below:

Credit risk

Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on the cash balances at the bank and amounts receivables and the carrying value of those accounts represent the Company's maximum exposure to credit risk.

The Company does not have any significant credit risk exposure as cash and cash equivalents are held with multi-national financial institutions with limited credit risk. The Company does not have significant credit risk exposure on accounts receivable as gold sales are executed with an established gold metal merchant with access to significant credit lines. The majority of gold production is sold into the spot market.

The Company has not recorded an impairment or allowance for credit risk as at August 31, 2023 and 2022.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at August 31, 2023, the Company had cash of $7.6 million, current assets of $17.2 million and current liabilities of $17.8 million. Current working capital deficit of the Company was $0.6 million. Within working capital, current liabilities include $3.5 million in derivative liabilities which will only be settled by issuing equity of the Company. Further funding may be required for working capital purposes and to finance the Company's in-fill drilling, exploration program and development of mining assets.

Foreign currency risks

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company has operations in Canada, the United States of America and Tanzania and holds cash mainly in CAD, USD and Tanzanian Shillings ("TZS"). A significant change in the currency exchange rates between USD relative to CAD and TZS could have an effect on the Company's results of operations, financial position or cash flows. As at August 31, 2023, the Company had no hedging agreements in place with respect to foreign exchange rates.

The carrying amounts of the Company's foreign currency denominated monetary assets and liabilities are as follows:

	August 31, 2023	August 31, 2022
Monetary Assets		
CAD	**$ 303**	$ 334
TZS	**7,048**	4,421

	August 31, 2023	August 31, 2022
Monetary Liabilities		
CAD	**$ 868**	$ 1,223
TZS	**13,061**	4,082

Sensitivity analysis

If the US dollar had appreciated by 10% against the Canadian dollar and Tanzanian shillings, monetary financial assets and financial liabilities as at August 31, 2023 and August 31, 2022 would increase or (decrease) by:

	August 31, 2023	August 31, 2022
Financial Assets		
CAD	**$ (30)**	$ (33)
TZS	**(705)**	(442)

	August 31, 2023	August 31, 2022
Financial Liabilities		
CAD	**$ 87**	$ 122
TZS	**1,306**	408

22. Segmented information

Operating segments

The Company's Chief Operating Decision Maker, its Chief Executive Officer, reviews the operating results, assesses the performance and makes capital allocation decisions of the Company viewed as a single operating segment engaged in mineral exploration and development in Tanzania. All amounts disclosed in the consolidated financial statements represent this single reporting segment. The Company's corporate division only earns interest revenue that is considered incidental to the activities of the Company and does not meet the definition of an operating segment as defined in IFRS 8, *Operating Segments*.

Geographic segments

The Company is in the business of mineral exploration and production in Tanzania. Information regarding the Company's geographic locations are as follows:

	For the year ended August 31,	
Revenue	**2023**	2022
Tanzania	**$ 38,320**	$ 15,094
Total revenue	**$ 38,320**	$ 15,094

During the year ended August 31, 2023, the Company generated 96% (2022 – 100%) of its revenue from one (2022 – one) customer totalling

$36.9 million (2022 – $15.1 million).

Non-current assets	August 31, 2023	August 31, 2022
Canada	**$ 55**	$ -
Tanzania	**66,952**	55,993
Total non-current assets	**$ 67,007**	$ 55,993

23. Commitments and contingencies

Commitments:

In order to maintain its existing mining and exploration licenses, the Company is required to pay annual license fees. As at August 31, 2023 and August 31, 2022, these licenses remained in good standing and the Company is up to date on its license payments.

Contingencies:

The Company is involved in litigation and disputes arising in the normal course of operations. Management is of the opinion that the outcome of any potential litigation will not have a material adverse impact on the Company's financial position or results of operations. Accordingly, no provisions for the settlement of outstanding litigation and potential claims have been accrued as at August 31, 2023 and August 31, 2022.

24. Non-cash items

	For the year ended August 31, 2023	2022
Depreciation	**$ 1,362**	$ 122
Change in fair value of derivative financial instruments (Note 11)	**(3,305)**	2,035
Share-based compensation expense	**2,697**	3,113
Accretion of provision for reclamation (Note 12)	**252**	134
Deferred income tax expense (Note 9)	**4,287**	-
Accretion of lease liabilities	**9**	-
Deferred revenue (Note 10)	**(1,227)**	2,485
Accretion of deferred revenue (Note 10)	**454**	-
Foreign exchange gains	**151**	-
VAT written-off (Note 5)	**276**	-
Loss on assets disposal	**-**	36
Other expenses	**15**	282
Total non-cash items	**$ 4,971**	$ 8,207

Exhibit 99.3

TRX GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three month period and year ended August 31, 2023



The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations for TRX Gold Corporation ("TRX Gold" or the "Company") should be read in conjunction with the Company's audited consolidated financial statements for the year ended August 31, 2023 included in the Company's Annual Report on Form 40-F and Annual Information Form for the year ended August 31, 2023. The financial statements and related notes of TRX Gold have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information, including our press releases, has been filed electronically on SEDAR+ and is available online under the Company's profile at www.sedarplus.ca and on our website at www.TRXGold.com.

This MD&A reports our activities through November 29, 2023 unless otherwise indicated. References to the 4 th quarter of 2023 or Q4 2023, and references to the 4th quarter of 2022 or Q4 2022 mean the three months ended August 31, 2023 and 2022, respectively. Unless otherwise noted, all references to currency in this MD&A refer to US dollars. Unless clearly otherwise referenced to a specific table, numbers referenced refer to numbered Endnotes on page 41.

Disclosure and Cautionary Statement Regarding Forward Looking Information

This MD&A contains certain forward-looking statements and forward-looking information, including without limitation statements about TRX Gold's future business, operations and production capabilities. All statements, other than statements of historical fact, included herein are forward-looking statements and forward-looking information that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Although TRX Gold believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance. The actual achievements of TRX Gold or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors. These risks, uncertainties and factors include general business, legal, economic, competitive, political, regulatory and social uncertainties; actual results of exploration activities and economic evaluations; fluctuations in currency exchange rates; changes in costs; future prices of gold and other minerals; mining method, production profile and mine plan; delays in exploration, development and construction activities; changes in government legislation and regulation; the ability to obtain financing on acceptable terms and in a timely manner or at all; contests over title to properties; employee relations and shortages of skilled personnel and contractors; and the speculative nature of, and the risks involved in, the exploration, development and mining business.

Mr. Andrew Mark Cheatle, P.Geo., MBA, ARSM, is the Company's in-house Qualified Person under National Instrument 43-101 "Standards of Disclosure for Mineral Projects" ("NI 43-101") and has reviewed and approved the scientific and technical information in this MD&A. Mr. Cheatle

is the Chief Operating Officer, a Director of TRX Gold and a Director of the Company's subsidiaries, including Buckreef Gold Company Limited ("Buckreef Gold") and TRX Gold Tanzania Limited ("TRX Gold Tanzania"). Therefore, he is not considered to be independent under NI 43-101. Mr. Cheatle has over 30 years of relevant industry experience, a Master of Business Administration (MBA) from Capella University, USA (2005), and an Honours Degree in Geology from the Royal School of Mines, Imperial College, London, UK (1985). He is a registered professional geoscientist with Professional Geoscientists of Ontario, Canada (Reg. No. 0166).

The disclosure contained in this MD&A of a scientific or technical nature relating to the Company's Buckreef Project has been summarized or extracted from the technical report entitled "The National Instrument 43-101 Independent Technical Report, Updated Mineral Resource Estimate for the Buckreef Gold Mine Project, Tanzania, East Africa For TRX Gold" with an effective date (the "Effective Date") of May 15, 2020 (the "2020 Technical Report"). The 2020 Technical Report was prepared by or under the supervision Mr. Wenceslaus Kutekwatekwa (Mining Engineer, Mining and Project Management Consultant) BSc Hons (Mining Eng.), MBA, FSAIMM, of Virimai Projects, and, Dr Frank Crundwell, MBA, PhD, a Consulting Engineer, each of whom is an independent Qualified Person as such term is defined in NI 43-101. The information contained herein is subject to all of the assumptions, qualifications and procedures set out in the 2020 Technical Report and reference should be made to the full details of the 2020 Technical Report which has been filed with the applicable regulatory authorities and is available on the Company's profile at www.sedarplus.ca. The Company did not complete any new work that would warrant reporting material changes in the previously reported Mineral Resource ("MRE") and Mineral Reserve statements during the year ended August 31, 2023. The Company has engaged two globally recognized and respected mining consulting groups to undertake a comprehensive review of the MRE, and economic analysis which was previously conducted under the 2003 CIM code. This in turn follows significant infill and exploration drilling, plus other required technical work undertaken over the prior 18 months. This work is currently being undertaken to be compliant with the November 2019 CIM Code for the Valuation of Mineral Properties, which are different with respect to the 2003 guidelines. There can be no assurance that there will not be a change in the MRE and Mineral Reserve as disclosed in the 2020 Technical Report after such work has been updated (in accordance with the 2019 CIM code).

Certain information presented in this MD&A may constitute "forward-looking statements" and "forward looking information" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and under securities legislation applicable in Canada, respectively. Such forward-looking statements and information are based on numerous assumptions, and involve known and unknown risks, uncertainties, and other factors, including risks inherent in mineral exploration and development, which may cause the actual results, performance, or achievements of the Company to be materially different from any projected future results, performance, or achievements expressed or implied by such forward-looking statements and information. Investors are referred to our description of the risk factors affecting the Company, as contained in our U.S. Securities and Exchange Commission ("SEC") filings, including our Annual Report on Form 40-F and Report of Foreign Private Issuer on Form 6-K, and our Annual Information Form also posted on SEDAR+, for more information concerning these risks, uncertainties, and other factors.

TRX Gold Corporation

TRX Gold is rapidly advancing the Buckreef Gold Project. Anchored by a Mineral Resource published in May 2020 [1], the project currently hosts an NI 43-101 Measured and Indicated Mineral Resource ("M&I Resource") of 35.88 million tonnes ("MT") at 1.77 grams per tonne ("g/t") gold containing 2,036,280 ounces ("oz") of gold and an Inferred Mineral Resource of 17.8 MT at 1.11 g/t gold for 635,540 oz of gold. The leadership team is focused on creating both near-term and long-term shareholder value by increasing gold production to generate positive cash flow. The positive cash flow will be utilized for exploratory drilling with the goal of increasing the current mineral resource base and advancing the larger project development which represents 90% of current mineral resources. TRX Gold's actions are led by the highest environmental, social and corporate governance ("ESG") standards, evidenced by the relationships and programs that the Company has developed during its nearly two decades of presence in the Geita Region, Tanzania. Please refer to the Company's Updated Mineral Resources Estimate for Buckreef Gold Project, dated May 15, 2020[1] and filed under the Company's profile on SEDAR+ and with the SEC on June 23, 2020 (the "2020 Technical Report") for more information.

---

[1] *See Cautionary Statement*

TRX GOLD

Management's Discussion and Analysis
August 31, 2023

Highlights – Fourth Quarter and Year Ended 2023

2023 was a milestone year for the Company as it reflected the first year operating the expanded 1,000+ tonne per day ("tpd") processing plant at full design capacity (November 2022 onwards) and using the cash flow generated from mining operations to fund additional growth and successful exploration at Buckreef Gold. During 2023 the Company recorded its highest annual: (i) production, (ii) sales, (iii) gross profit, (iv) net income, (v) operating cash flow, and (vi) Adjusted EBITDA. The Company reinvested $17.8 million during the year to successfully grow Buckreef Gold by expanding the processing plant from 360 tpd to 1,000+ tpd, procuring an additional 1,000 tonne per day ("tpd") ball mill to increase annual throughput by 75-100%, advancing construction of a significantly expanded tailings storage facility ("TSF") to accommodate higher production volumes, and investing in further infrastructure, capital assets and studies to support the long term growth of Buckreef Gold. During the year the Company also announced successful exploration results, including positive near surface drilling results from the Anfield and Eastern Porphyry Zones and an extension of the Buckreef Main Zone South by an additional 200 meters, increasing the strike length of the Buckreef Main Zone deposit, or known gold mineralization, to over 2.0 kilometers. These positive results continue to demonstrate the immense opportunity

at Buckreef Gold and reflect successful execution of the Company's sustainable business plan where cash flow from operations funds value creating activities.

Key highlights for Q4 2023 and Year Ended August 31, 2023 include:

- In September 2022, Buckreef Gold announced successful commissioning of the expanded 1,000+ tpd processing plant. The plant reached nameplate capacity in October 2022 and commercial production was declared effective in November 2022. Q2 2023 was the first full quarter operating the 1,000+ tpd processing plant at full design capacity.
- In Q4 2023, poured 4,965 ounces of gold and sold 4,796 ounces of gold, resulting in positive operating cash flow for the Company of $2.7 million.
- In Q4 2023, recognized revenue of $9.2 million, cost of sales of $5.1 million, generating gross profit of $4.1 million, gross profit margin of 44%, quarterly net income of $2.3 million and Adjusted EBITDA[2] of $2.8 million.
- For the year ended August 31, 2023, Buckreef Gold poured 20,759 ounces of gold, in line with full year production guidance, and sold 20,864 ounces of gold. These are both annual operating records and resulted in positive operating cash flow for the Company of $17.3 million.
- For the year ended August 31, 2023, recognized revenue of $38.3 million, cost of sales of $20.1 million, generating gross profit of $18.2 million, gross profit margin of 47%, net income of $7.0 million, and Adjusted EBITDA[1] of $13.7 million, all annual financial records for the Company.
- During the year the Company used cash flow from operations to order an additional 1,000 tpd ball mill to advance the short-term objective of increasing Buckreef Gold's current average annual throughput by 75-100% through the addition of this new mill. In October 2023, the ball mill arrived on site and earthworks have commenced. The expanded plant has a targeted completion date in the second half ("H2") of fiscal 2024 ("F2024") and is expected to benefit production in Q4 2024.
- Gold production for F2024 is expected to be between 25,000 – 30,000 ounces at total average cash cost [1] of $800 – 900 per ounce.
- During the year, the Company successfully processed 6,500 tonnes of sulphide ore through the existing milling facility, achieving an indicative gold recovery of 88.7%. This bulk sample test indicates that the Company can likely process sulphide ore through its existing processing plant, thus potentially minimizing capex for future plant expansions.

_____

Numerical annotations throughout the text of the remainder of this document refer to the endnotes found on page 41.

- During the year the Company drilled 11,171 meters of exploration, infill and sterilization drilling, excluding grade control drilling. Buckreef Gold announced positive near surface drilling results from the Anfield and Eastern Porphyry Zones which are in close proximity to the Buckreef Main Zone and present an opportunity to host future mineral resources outside of the Buckreef Main Zone. Buckreef Gold also announced an extension of the Buckreef Main Zone South by an additional 200 meters, increasing the strike length of the Buckreef Main Zone deposit, or known gold mineralization, to over 2.0 kilometers.
- Subsequent to year end, the Company announced the appointment of Shubo Rakhit as Chairman of the TRX Gold Board following the passing of its founder and Chairman James E. Sinclair, at the age of 82. Mr. Sinclair founded TRX Gold and had been Chairman and Director since 2000.

Fiscal 2024 Outlook

- The Company continues to advance a project aimed at increasing the average annual throughput by 75-100% with an expansion of the existing carbon-in-leach ("CIL") plant. As demonstrated with the first plant upgrade, construction will seamlessly integrate into the existing operating plant. This includes an expansion of the crushing circuit and installation of a 1,000 tpd ball mill (ordered from CSI Energy Group (Tanzania) Limited in partnership with Solo Resources Pty Ltd in South Africa). The new 1,000 tpd ball mill arrived on site in early October 2023 and earthworks have commenced for the ball mill plinth, tank line foundation and bund wall which will support the additional leach tanks. All other significant long-lead items have been ordered, including crushing equipment, interstage screens and agitators. Buckreef Gold is targeting an expected completion date of the expanded plant in the second half of fiscal 2024. The total capital cost of the mill expansion is expected to be approximately $6.0 million, of which approximately $1.5 million has been incurred to date. The remaining capital cost will be funded from a combination of existing cash resources, cash flow from operations, ore stockpiles, gold forward sales and bank financing. Buckreef Gold is currently in advanced discussions with Tanzanian banks for both operating and term loan facilities.
- Gold production at Buckreef Gold is expected to be between 25,000 - 30,000 ounces at total average cash cost [1] of $800 - $900 per ounce. Gold production is expected to be lower in the first half of F2024 due to the ramp-up and commissioning of the 2,000 tpd processing plant during Q3/Q4 2024. Higher production and lower cash cost per ounce are expected in H2 F2024 once the ramp-up is complete and the processing plant achieves steady state operation at nameplate capacity of 2,000+ tpd.
- Operating cash flow from the 2,000+ tpd processing plant will be predominantly reinvested in the Company with a focus on value enhancing activities, including: (i) exploration and drilling with a focus on potential mineral resource expansion at Buckreef Main (northeast and south), Buckreef West, Anfield, Eastern Porphyry extension; (ii) re-evaluation of Bingwa and Tembo; (iii) additional capital programs focused on further plant expansions and production growth; and (iv) enhanced CSR/ESG programs.

- Sustaining capital, excluding waste rock stripping, includes certain infrastructure investments at Buckreef Gold, including construction of a significantly expanded TSF, and procurement of heavy plant equipment, including a wheel loader, generator, forklift, crane, light vehicles, and dewatering pumps to support the expanded production from the 2,000 tpd processing plant.

- Capitalized waste rock stripping will be expensed or capitalized based on the actual quarterly stripping ratio versus the expected life of mine stripping ratio and may be variable quarter over quarter and year over year. In F2024, capitalized stripping is expected to be highest in Q1 and then incurred evenly over Q2-Q4 based on the expected mine plan.

- Growth capital includes expansion initiatives related to the long-term growth of Buckreef Gold, including the plant expansion project aimed at increasing the average annual throughput to 2,000 tpd through the expansion of the crushing circuit and installation of a new 1,000 tpd ball mill.

- Exploration spending in F2024 includes diamond drill and reverse circulation drilling services provided by State Mining Corporation ("STAMICO") for a program which includes; brownfields drilling at Buckreef Main Zone (NE and SW), Buckreef West, Eastern Porphyry, and greenfield drilling at Anfield.

- The larger development project, in which the 'sulphide ore' encompasses approximately 90+% of the Buckreef Main Zone's Measured and Indicated Mineral Resources, is a key mid-to-long term value driver. Unlocking this value is an important business objective for the Company. The larger development project will evaluate the options for a high return large scale project. It is the goal of the Company to exceed the metrics outlined in the 2020 Technical Report, including annual production, strip ratios and key financial metrics. The Company continues to work with our principal consultants on advancing the larger development project, including advanced metallurgical testing across the deposit and geotechnical studies for a deeper pit. Concurrent with this work, the Company has started assessing the construction and operation of a significantly larger processing facility.

Operational and Financial Details – Fourth Quarter and Year End 2023

Mining and Processing

- During the three months ended August 31, 2023, Buckreef Gold reported zero lost time to injuries ("LTI") and recorded a safety incident frequency rate of 0 (per million hours). During the twelve months ended August 31, 2023 Buckreef Gold regretfully reported one LTI at site. The accident occurred in May 2023, and the employee is expected to make a full recovery and return to work. For the twelve months ended August 31, 2023, including contractors, Buckreef Gold recorded a safety incident frequency rate of 0.72 (per million hours). The Company's two main contractors, FEMA Builders Limited ("FEMA") and STAMICO, recorded a safety incident frequency rate of 0 (per million hours).
- During Q4 2023, Buckreef Gold poured 4,965 ounces of gold and sold 4,796 ounces of gold. The 37% increase in gold production in Q4 2023 compared to the prior year period is mainly attributable to an increase in ore tonnes milled following commissioning of the expanded 1,000+ tpd processing plant in Q1 2023. Production during Q4 2023 was higher than Q3 2023 (4,764 ounces) mainly due to higher head grade of 2.41 g/t (Q3 2023: 2.00 g/t) and higher throughput of 74 thousand tonnes ("kt") (Q3 2023: 68 kt) as mining activities in Q3 2023 were heavily impacted by the rainy season in Tanzania (March – May) which limited tonnes mined and plant throughput. For the twelve months ended August 31, 2023, the Company produced 20,759 ounces of gold, in line with full year guidance, and sold 20,864 ounces of gold, both full year records for the Company.
- Due to the excessive rain experienced during Q3 2023, the Company strategically pivoted its mining plan to include a test bulk sample of sulphide ore which was subsequently processed through Buckreef Gold's existing processing plant. Over 6,500 tonnes of sulphide ore was successfully processed, achieving an indicative gold recovery of 88.7%. This is a significant achievement, (approximately 90% of Buckreef Gold's gold mineral resource is held in sulphide / 'fresh' material), thus unlocking significant economic potential for the project. This bulk sample test indicates that the Company can likely process sulphide ore through its existing processing plant, thus potentially minimizing capex for future plant expansions.
- During Q4 2023 the 1,000+ tpd processing plant achieved the following statistics: (i) average throughput of 801 tpd; (ii) plant availability of 85%; and (iii) an average recovery rate of 88%. Average throughput in Q4 2023 was partially affected by a 280-kilowatt motor breakdown for mill #4, which led to two weeks of downtime for mill #4 during August 2023. A new spare motor was sourced and throughput levels of 1,000+ tpd resumed in late August 2023. For the twelve months ended August 31, 2023, the processing plant achieved the following statistics: (i) average throughput of 852 tpd; (ii) plant availability of 91%; and (iii) an average recovery rate of 90%. The full year processing plant statistics reflect the successful ramp-up and commissioning of the expanded 1,000+ tpd processing plant in November 2022.

- Total ore mined in Q4 2023 was 168 kt and total waste mined was 659 kt contributing to a strip ratio of 3.9 (waste:ore tonnes). Mining activity in Q4 2023 provided access to higher grade ore blocks compared to Q3 2023, which, combined with lower waste tonnes, contributed to an improved strip ratio (Q3 2023: 8.8 waste:ore tonnes). The 130% increase in total tonnes mined compared to the prior year period is mainly related to a higher mining rate to feed the 1,000+ tpd processing plant which was commissioned in Q1 2023. For the twelve months ended August 31, 2023, total ore mined was 478 kt and total waste mined was 2,675 kt contributing to a strip ratio of 5.6 (waste:ore tonnes).

- As at August 31, 2023, the run-of-mine ("ROM") pad stockpile contained 272,109 tonnes at an average grade of 1.00 g/t with an estimated 8,742 ounces of contained gold. A further stockpile of crushed mill feed of 4,822 tonnes at 2.71 g/t containing an estimated 420 ounces of gold has been accumulated between the crusher and mill. The fair market value of the ounces of gold on the ROM pad stockpile and crushed ore stockpile is approximately $17.8 million using the London PM Fix gold price of $1,942 per ounce as at August 31, 2023. Since year-end August 31, 2022, the Company added to the ROM pad stockpile (3,444 ounces) but drew down 797 ounces on the crushed ore stockpile to support mill feed, particularly during the wet season in Q3 2023. These fluctuations in ROM pad inventory are anticipated throughout the course of the year and are designed to ensure steady state processing. During Q1 2023, the Company processed stockpiled and mined material to commission the expanded 1,000+ tpd processing plant (which included 7 new large CIL tanks) and consequently reported an increase of gold in circuit, reflecting a buildup of metal inventory in the CIL tanks during plant commissioning. The Company reported 853 ounces of gold in circuit at August 31, 2023, which reflected an increase of 65 ounces from May 31, 2023 following gold elution and smelting activity during Q4 2023. The stockpile and gold in circuit balance provides support for the Company to meet its production guidance in fiscal 2024.
- Tailings Storage Facility Pond 1 (TSF 2.1) was filled to the freeboard elevation in Q4 2023 and placement of tailings into Pond 2 (TSF 2.2) commenced as of August 30, 2023. Phase 1 of TSF 2.2 construction was completed and Phase 2 is underway for completion in Q1 2024. Completion of Phase 2 of TSF 2.2 will provide storage into Q2 2025. The final phase of TSF 2.2 construction is planned for Q1 2025, which will provide further storage until the beginning of Q1 2026. Long term solutions are under investigation, including two sites for long term tailings deposition, as well as using thickened tails (dry stacking) with co-disposal with pit waste.

Exploration

- In Q4 2023, the Company primarily focused on grade control drilling to support mining activity during the quarter. While there was limited exploration/resource development drilling in Q4 2023, during Q3 2023, the Company drilled 3 additional holes representing 839 meters at Buckreef Gold including exploration drilling at Eastern Porphyry and geotechnical drilling at Buckreef Gold's Main Zone. For the twelve months ended August 31, 2023, the Company drilled 37 holes representing 6,916 meters including infill drilling at Buckreef Main, exploration drilling at Anfield and Eastern Porphyry zones, and sterilization drilling in the ROM pad area.
- In Q3 2023 the Company announced near surface drilling results from the Anfield and Eastern Porphyry Zones, with highlights of 14 meters @ 3.5 g/t including 3.0 meters @ 10.9 g/t from 47 m from the Eastern Porphyry, and 2.94 m grading at 13.74 g/t, from 43.00 m in the Anfield zone. The zones are located at the northern end of a 3-kilometer-long zone of identified gold mineralization that is subparallel to the east of Buckreef Main Zone. The intercepts confirm multiple zones of strong mineralization towards the south-west of the known Eastern Porphyry deposit and the first diamond drill hole intersections on the Anfield Zone. Both mineralized zones are in close proximity to the Buckreef Main Zone and present an opportunity (assuming exploration success) to host future mineral resources outside of the Buckreef Main Zone.

- During the twelve months ended August 31, 2023, the Company also drilled to the southwest ("SW") of the Main Zone, beyond and under the historical South Pit (24 drill holes representing 4,255 meters). Assay results from both wide spaced drill programs are encouraging with wide zones of mineralization encountered in some holes that are comparable to present mining areas. Importantly, the deposit now remains open on strike to the SW, NE and at depth. Since drilling recommenced in 2021, an additional 500 meters of gold mineralization (along strike and representing approximately 30% increase in the strike length of known gold mineralization) have been identified. The identification of the additional 500 meters of strike length to the deposit provides future opportunity for the Company to potentially add additional mineral resources.

Larger Development Project

- Buckreef Gold has commenced the long-lead items for de-risking the larger development project, including: (i) geotechnical characterization to determine the ultimate pit slopes of the 2-kilometre-long open pit. The field work was completed in early Q3 2023 with consultants SGS Canada Inc ("SGSC") and Terrane Geoscience Inc; and (ii) the variability metallurgical study for the first 5 - 7 years of potential production of the larger development project. To date a total of 19 metallurgical holes (2,367 meters) have been completed along the entire strike of the Buckreef Main deposit. These holes were shipped to SGS South Africa for metallurgical testing.
- The Company, in conjunction with Ausenco Engineering Canada Inc. ("Ausenco"), has identified potential locations for the larger processing plant, tailing storage facilities, potential dry stack tailings facility, waste rock piles and other associated infrastructure. All locations are subject to successful 'sterilization drilling', which commenced in Q2 2023, and ongoing planning.
- The exploration drilling program for F2024 will also focus on infill and expansion drilling at Eastern Porphyry, Buckreef West, inferred mineral resources and strike extensions, both to the NE and SW of the Main Zone – which, if successful, has the potential to increase tonnes to higher mineral resource categories.
- During the twelve months ended August 31, 2023, the Company received significant assay results for the metallurgical testing program, the results of which demonstrate: (i) continuity of mineralization down dip and along strike of the deposit; and (ii) excellent width and grade of mineralization. As part of the upcoming metallurgical variability study, using core from this program, the Company plans to assess the amenability of the sulphide material to be processed through the existing processing plant, using its relatively simple flowsheet. This study, in conjunction with the reported 6,500 tonne bulk sample results, is expected to have positive implications for potential plant expansions and a straightforward flow sheet similar to the existing processing plant.

Environmental, Social and Corporate Governance

- The Company is committed to working to high ESG standards and is implementing several community programs, while continuing to develop a broader framework and policies. There were no reportable environmental or community related incidents during the three and twelve months ended August 31, 2023. Buckreef Gold continued to develop its ESG program during the quarter, after successfully partnering with the Geita District and District Commissioners on school, water and health projects.

- Buckreef Gold worked with Geita District Council and local wards to collaboratively identify programs that focus on short to long term educational needs, which in turn is aligned with Buckreef Gold's local hiring practices and includes Science, Technology, Engineering and Mathematics and gender goals.

- A Memorandum of Understanding was signed in Q2 2022 between Buckreef Gold and the Geita District Council to provide support around education in the wards of Lwamgasa, Kaseme, Busanda and Bugulula, being the host wards for the mine site. A total of 420 million Tanzania Shillings (approximately $180,000) was budgeted by Buckreef Gold for fiscal 2023 ("F2023"), commencing July 2022 – August 2023, to support priority areas in agreement with the Geita District Council.

During Q4 2023, the Company continued to make progress on these initiatives and completed construction activities on a new health center and primary school classrooms in the Busanda district, and a new health center and primary school upgrades in the Geita district. In total, the Company incurred approximately 457 million Tanzania Shillings (approximately $200,000) to complete these projects.

- Buckreef Gold's operations: (i) are connected to the Tanzanian national electricity grid and utilize grid power which is significantly and increasingly sourced from hydroelectric facilities (in Tanzania); (ii) recycle all water used in its operations; (iii) do not discharge water from its operations; (iv) employ a workforce that comprises 100% Tanzanian citizens (120 full-time employees, 259 contract miners and project contractors); (v) include development and building activities that are focused on maximizing local content; and (vi) exhibit a '100 mile diet' by procuring all food locally. In addition, the Company is evaluating utilization of dry stack tailings for the larger development project.

- The Company supports local procurement in its activities by first sourcing within the immediate wards, then out to district, region and nation. Only those items or services not available in Tanzania are purchased externally, first prioritizing East Africa, Africa, then globally.

- The Company will continue to develop a broader ESG program, including reporting aligned with definitions from the World Economic Forum, and identifying its contributions to the United Nations Sustainable Development Goals over F2024.

Financial

- During Q4 2023, Buckreef Gold poured 4,965 ounces of gold and sold 4,796 ounces of gold at an average realized price [1] of $1,936 per ounce excluding the revenue and gold ounces sold related to the prepaid gold purchase agreement with OCIM Metals & Mining SA ("OCIM") ("average realized price (net)[1]").

- For the twelve months ended August 31, 2023, gold ounces poured and sold were 20,759 and 20,864 respectively, both annual records for the Company, at an average realized price (net)[1] of $1,845 per ounce.

- During Q4 2023, the Company recognized revenue of $9.2 million, cost of sales of $5.1 million and cash cost [1] of $982 per ounce. The Company generated gross profit of $4.1 million (44% gross profit margin), quarterly net income of $2.3 million, operating cash flow of $2.7 million and Adjusted EBITDA[1] of $2.8 million. The increase in revenue, gross profit, operating cashflow and Adjusted EBITDA [1] compared to the prior comparative period follows successful ramp-up and commissioning of the 1,000+ tpd processing plant in November 2022.

- For the twelve months ended August 31, 2023, the Company recognized revenue of $38.3 million, cost of sales of $20.1 million, gross profit of $18.2 million (47% gross profit margin), net income of $7.0 million, operating cash flow of $17.3 million and Adjusted EBITDA[1] of $13.7 million, all annual records for the Company.

- For the twelve months ended August 31, 2023, the Company recorded cash cost [1] of $904 per ounce. Cash cost [1] per ounce were higher than the prior year comparative period ($651 per ounce), and above the top end of the previously guided range of $750 - $850 per ounce. This is due to higher than expected processing costs, lower than expected throughput, and a slightly lower than planned head grade. Higher processing costs of $21.81 per tonne (2022: 15.32 per tonne) were predominantly driven by higher than expected power costs and unplanned maintenance expense incurred mainly during the second half of F2023. Higher power costs were mainly due to an increase in fuel expense, resulting from consumption of a higher proportion of diesel genset power than expected, due to inconsistent and unstable grid power availability, low voltage and load shedding from the Tanzanian National Electricity Supply Company ("TANESCO") grid powerline during H2.

Higher fuel consumption combined with an increase in diesel prices from an average of $0.90/liter in 2022 to an average of $1.30/liter in 2023 had a negative impact of approximately $18 per ounce on 2023 cash cost. Higher maintenance costs were mainly related to a 280-kilowatt motor breakdown for mill #4, which led to two weeks of downtime for mill #4, combined with an overhaul of the crushing circuit, including installation of a new cone crusher, vibrating screen, and mill reline. The unplanned plant maintenance and overhaul of the crushing circuit had a negative impact of approximately $30 per ounce on 2023 cash cost but are expected to accommodate longer-term processing of sulphide ore and to de-risk the longer-term production profile.

- For F2024, to mitigate the impact of higher fuel cost associated with diesel genset power usage, the Company engaged TANESCO, and the regional government to ensure better continuity of grid power as required by Buckreef Gold. In November 2023 a new 33 kilo-volt-ampere ("kVA") powerline was commissioned by TANESCO, which accesses power from a substation closer to Buckreef (60 km from site as compared to the current powerline which is located 250 km from site). The connection of the new powerline to Buckreef Gold was completed during November 2023 and is expected to provide more stable, consistent power availability for the expanded plant. The Company is evaluating with local experts (CSI Energy) its short term and longer term power requirements, which may include industrial scale battery power (that can act as a 'power stabilizer' and backup power source) to reduce reliance on diesel genset power in the future.

- As at August 31, 2023, the Company had cash of $7.6 million and working capital of $4.5 million after adjusting for derivative liabilities which will only be settled by issuing equity of the Company and for the current portion of deferred revenue related to the OCIM prepaid gold purchase agreement (non-cash).

- During Q3 2023, the Company entered into a series of gold zero-cost collar contracts for 1,800 gold ounces per month totaling 9,000 gold ounces to be settled from April 2023 to August 2023, at a maximum and minimum gold price of $2,030 and $1,825 per gold ounces respectively. During the year ended August 31, 2023, gold zero-cost collar contracts for a total of 9,000 gold ounces expired unexercised. As at August 31, 2023, there were no gold zero-cost collar contracts outstanding.

- During Q3 2023, the Company announced that it entered into an At The Market Offering Agreement ("ATM") with H.C. Wainwright & Co., LLC as Lead Agent and Roth Capital Partners, LLC as Co-Agent, pursuant to which the Company, at its discretion, may offer and sell, from time to time, common shares having an aggregate offering price of up to $10 million. If the Company chooses to sell shares under the ATM Offering, the Company intends to use the net proceeds of this offering for working capital and for other general corporate purposes. To date, no shares have been sold under the ATM agreement.

- During Q4 2022, the Company announced that its operating subsidiary, Buckreef Gold, entered into a pre-paid gold purchase agreement with a contract price totaling US$5.0 million with OCIM. The total contract price can be made available to Buckreef Gold in tranches with a $2.5 million upfront tranche and further tranches to be drawn over the next 18 months at Buckreef Gold's option. During Q1 2023, the Company drew down the first tranche of $2.5 million in exchange for delivering 434 ounces of gold per quarter, commencing February 2023, for a total of 1,735 ounces of gold over four quarters. On July 11, 2023, the Company drew $1.0 million from the second tranche of the Agreement in exchange for delivering 46 ounces of gold per month, commencing October 2023, for a total of 603 ounces of gold over four quarters. Subsequent to year end, the Company drew an additional $1.5 million from the second tranche of the Agreement.

- As at August 31, 2023, the Company recognized $5.6 million of sales tax receivable on the Consolidated Statements of Financial Position. Sales tax receivables consist of harmonized services tax and value added tax ("VAT") due from Canadian and Tanzanian tax authorities, respectively. Tanzanian tax regulations allow for VAT receivable to be refunded or set-off against other taxes due to the Tanzania Revenue Authority ("TRA"). During the three months ended August 31, 2023, the Company received $2.1 million of VAT refunds from the TRA. Subsequent to August 31, 2023, the Company received $1.3 million of VAT refunds from the TRA.

Board of Directors

- On October 9, 2023, the Company announced the passing of its founder and Chairman James E. Sinclair, at the age of 82. Mr. Sinclair founded TRX Gold and acted as Chairman and Director since 2000.

- On October 23, 2023, the Company announced the appointment of Shubo Rakhit as Chairman of the TRX Gold Board. Mr. Rakhit has had a prominent career as a highly respected strategist and sought after trusted advisor. His 30+ year career has included senior positions at several global and Canadian investment banks and advisory firms including CIBC, Bank of Nova Scotia, Bank of America Securities, KPMG Corporate Finance and Echelon Wealth Partners. Mr. Rakhit's distinguished career includes leading over $90 billion of M&A transactions, and over $100 billion of global capital markets issuance, including many well-known transformational transactions and complex capital solutions, that have also encompassed mining companies. The strength of his relationships is characterized by authenticity and trust that will assist the Company in broadening its access to capital markets and its strategic direction at a time of rapid growth for the organization.

Operational Overview

The Buckreef Gold Project

The Company is focused on the Buckreef Gold Project located in the Geita District of the Geita Region south of Lake Victoria, approximately 110 km southwest of the City of Mwanza, Tanzania (Figure 1). The Buckreef Gold Project area can be accessed by ferry across Smiths Sound, via a paved national road and, thereafter, via well maintained unpaved regional roads. The Buckreef Gold Project comprises five prospects, namely Buckreef (encompassing three prospects), Eastern Porphyry and Anfield. The Buckreef Gold Project itself encompasses three main mineralized zones: Buckreef South, Buckreef Main and Buckreef North. The Buckreef Gold Project is fully licensed for mining and the extraction of gold.

The Buckreef Gold Project Mineral Resources as of May 15, 2020, are as follows:

	Measured			Indicated			Inferred			Total (Measured + Indicated)		
Area	Tonnes MT	Grade g/t	Au Oz	Tonnes MT	Grade g/t	Au Oz	Tonnes MT	Grade g/t	Au Oz	Tonnes MT	Grade g/t	Au Oz
Buckreef	19.98	1.99	1,281,160	15.89	1.48	755,120	17.82	1.11	635,540	35.88	1.77	2,036,280
Eastern Porphyry	0.09	1.20	3,366	1.02	1.17	38,339	1.24	1.39	55,380	1.10	1.18	41,705
Tembo	0.02	0.99	531	0.19	1.77	10,518	0.27	1.92	16,461	0.20	1.70	11,048
Bingwa	0.90	2.84	82,145	0.49	1.48	23,331	0.22	1.49	10,541	1.39	2.36	105,477
Total	20.99	2.03	1,367,202	17.59	1.46	827,308	19.55	1.14	717,922	38.57	1.77	2,194,510

Note: Main Zone at 0.4 g/t cut-off, and Eastern Porphyry, Bingwa and Tembo at 0.5 g/t cut-off
Mineral Resources inclusive of Mineral Reserves
Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability
All resources below 540 mRL are classified as inferred
Estimates over variable widths of 2 to 40 meters
Bulk Density ranges 2.0 g/cm^3 to 2.8 g/cm^3
55% attributable to the Company
Effective Date: May 15, 2020

The Buckreef Gold Project Mineral Reserves remained as of the May 15, 2020 Technical Report and are tabulated below.

Buckreef Reserves	Tonnes (Mt)	Grade Au (g/t)	In Situ Gold Content Kg	oz
Proven-Stockpile	119,726	1.86	223	7,160
Proven	9,352,183	1.72	16,092	517,358
Probable	9,730,764	1.36	13,265	426,492
Mineral Reserves	19,202,673	1.54	29,580	951,010

1) Mineral Reserves is inclusive of Mineral Reserve shapes, mining recovery, mining dilution and open pit preproduction development costs. Mineral Reserve estimate includes dilution.

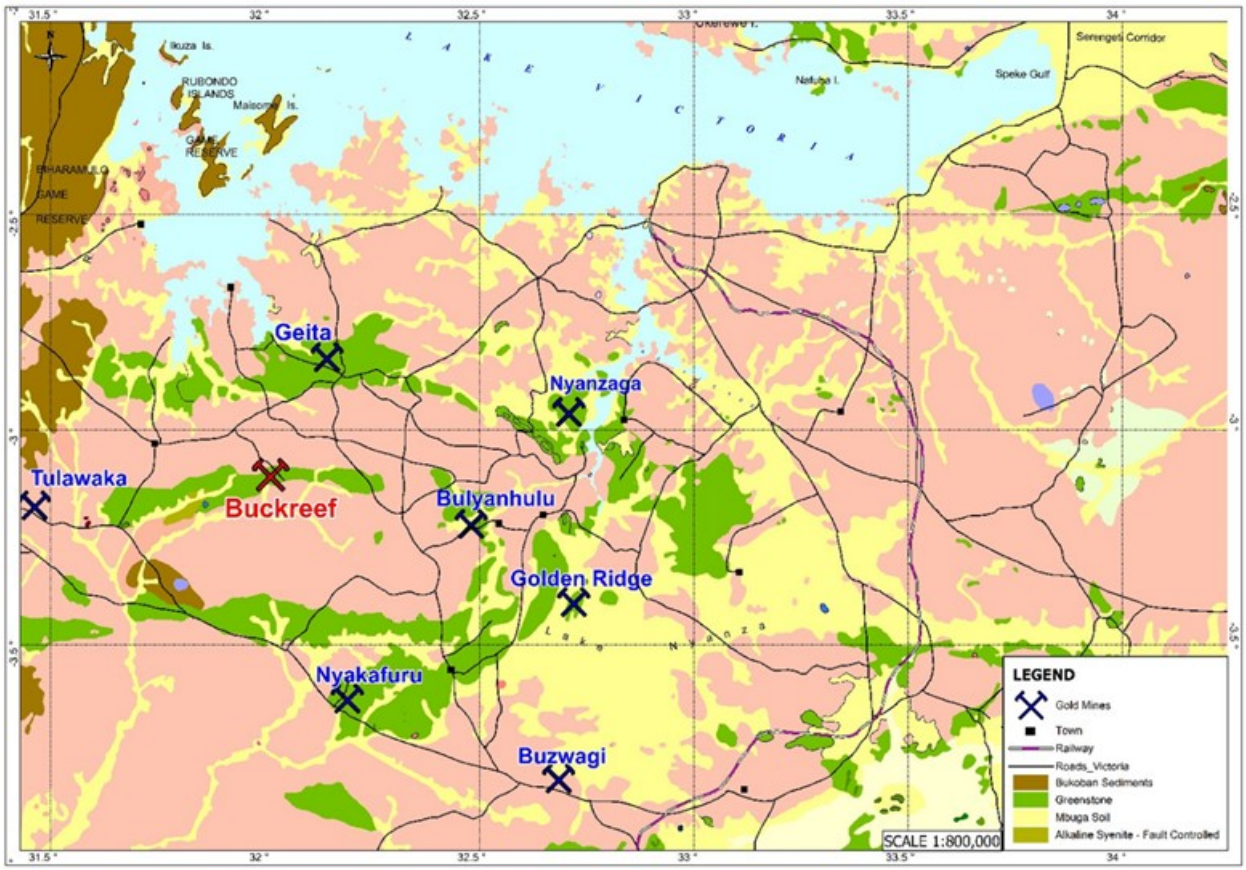
2) Mineral Reserve was estimated using NI 43-101F compliant Standards on Mineral Resources and Reserves, Definitions.

3) Contained metal may differ due to rounding.

Mineral Resource and Reserve Statements

The Company did not complete any new work that would warrant reporting material changes in the previously reported MRE and Mineral Reserve statements during this reporting period. The Company has engaged two globally recognised and respected mining consulting groups to undertake a comprehensive review of the MRE. This in turn follows significant infill and exploration drilling, plus other required technical work undertaken over the prior 18 months. This work is currently being undertaken to be compliant with the November 2019 CIM Code for the Valuation of Mineral Properties, which are different with respect to the 2003 guidelines (refer to cautionary statement on page 2).

Figure 1: Location of Buckreef Gold Project Licences in the Lake Victoria Greenstone Belt



Processing Plant and Operations

In September 2022, Buckreef Gold announced that the 1,000+ tpd oxide mill circuit was commissioned and was ramping up production from its original 360 tpd capacity. First ore was introduced to the expanded processing plant in September 2022 and the team ramped up throughput reaching nameplate capacity of 1,000+ tpd at the end of October 2022. Commercial production of the 1,000+ tpd processing plant was declared in November 2022. Q2 2023 was the first full quarter of the 1,000+ tpd operating at capacity. The full year processing plant statistics below reflect the successful ramp-up and commissioning of the expanded 1,000+ tpd processing plant in November 2022.

During Q4 2023, Buckreef Gold poured 4,965 ounces of gold and sold 4,796 ounces of gold. The 37% increase in gold production in Q4 2023 compared to the prior year period is mainly attributable to an increase in ore tonnes milled following commissioning of the expanded 1,000+ tpd processing plant in Q1 2023. Production during Q4 2023 was higher than Q3 2023 (4,764 ounces) as a result of higher head grade of 2.41 g/t (Q3 2023: 2.00 g/t) and higher throughput of 74 kt (Q3 2023: 68 kt) as mining activities in Q3 2023 were heavily impacted by the rainy season in Tanzania (March – May) which limited tonnes mined and plant throughput. For the twelve months ended August 31, 2023, the Company produced 20,759 ounces of gold and sold 20,864 ounces of gold, both full year records for the Company.

Select operating, financial and stockpile information from the expanded operation for the three and twelve months ended August 31, 2023 follows below:

Select Operating and Financial Data

	Unit	Three months ended August 31, 2023	Three months ended August 31, 2022	Twelve months ended August 31, 2023	Twelve months ended August 31, 2022
Operating Data					
Ore Mined	k tonnes	168	69	478	199
Waste Mined	k tonnes	659	291	2,675	621
Total Mined	k tonnes	828	360	3,153	820
Strip Ratio	w:o	3.9	4.2	5.6	3.1
Mining Rate	tpd	8,998	3,917	8,638	2,246
Mining Cost (Variable)	US$/t	$3.47	$3.64	$3.32	$3.19
Plant Ore Milled	k tonnes	74	36	311	105
Head Grade	g/t	2.41	3.13	2.38	2.89

Plant Utilization	%	85	93	91	90
Plant Recovery Rate	%	88	92	90	90
Processing Cost (Variable)	US$/t	$25.76	$14.45	$21.81	$15.32
Plant Mill Throughput	tpd	801	390	852	287
Gold Ounces Poured	oz	4,965	3,619	20,759	8,874
Gold Ounces Sold	oz	4,796	3,363	20,864	8,598
Financial Data[1]					
Revenue[2]	$ ('000s)	9,187	6,028	38,320	15,094
Gross Profit	$ ('000s)	4,082	4,143	18,194	9,379
Net income (loss)	$ ('000s)	2,309	(2,350)	7,045	(2,322)
Adjusted EBITDA[3]	$ ('000s)	2,820	2,251	13,690	3,861
Operating Cash Flow	$ ('000s)	2,747	2,355	17,327	2,955
Average Realized Price (gross)[3]	$/oz	1,916	1,792	1,837	1,756
Average Realized Price (net)[3,4]	$/oz	1,936	1,792	1,845	1,756
Cash Cost[3]	$/oz	982	575	904	651

[1] Note that the table above does not present comparative statistics for revenue, costs of good sold and related sales and cost metrics for the twelve month comparable period as Buckreef Gold early adopted the IAS 16 amendment as disclosed in the three and six months ended February 28, 2022 financial statements. Gold sales and related costs prior to that date were capitalized to exploration and evaluation assets and expenditures.

[2] Revenue includes immaterial amounts from the sale of by-product silver and copper.

[3] Refer to the "Non-IFRS Performance Measure" section.

[4] Net of revenue and ounces of gold sold related to OCIM gold prepaid purchase agreement.

Operations Discussion

Gold Production and Sales

During Q4 2023, Buckreef Gold poured 4,965 ounces of gold and sold 4,796 ounces of gold at an average realized price (net) [1] of $1,936 per ounce. For the twelve months ended August 31, 2023, Buckreef Gold poured 20,759 ounces of gold and sold 20,864 ounces of gold at an average realized price (net)[1] of $1,845 per ounce. Gold ounces produced and sold reflected an increase relative to the prior year comparative periods mainly due to an increase in plant throughput following commissioning of the expanded 1,000+ tpd processing plant in Q1 2023.

Mining

Total ore tonnes mined in Q4 2023 increased to 168 kt from 69 kt in the prior year period due to a higher mining rate following the successful commissioning of the expanded 1,000+ tpd processing plant during Q1 2023. Mining activity in Q4 2023 provided access to a higher proportion of ore tonnes combined with a lower proportion waste tonnes, contributing to an improved strip ratio in Q4 2023 (3.9 waste:ore tonnes) compared to the prior year period. During the first nine months of F2023 the Company expedited waste stripping to access a greater extent of ore, including higher grade blocks, and is expected to benefit production in F2024. For the twelve months ended August 31, 2023, total ore mined was 478 kt and total waste mined was 2,675 kt contributing to a strip ratio of 5.6 (waste:ore tonnes).

Mining costs per tonne (variable) primarily reflect contractor mining costs following the hiring of FEMA in Q1 2022 on a two-year contract to mine ore, waste, and to construct the TSF at Buckreef Gold. Mining costs per tonne (variable) of $3.47 in Q4 2023 was lower than the prior year comparative period ($3.64) primarily due to a decrease in blasting cost (per tonne), as the Company had scheduled additional blasting activity in Q4 2022 (on a relative per tonne basis) to coincide with the commissioning of the 1,000+ tpd process plant. On a year to date basis, mining costs per tonne of $3.32 were higher than the prior year comparative period ($3.19 per tonne) primarily due to an expedited waste stripping campaign during the first nine months of F2023, combined with an increase in blasting activities (per tonne) as the Company accessed a greater extent of sulphide ore.

Processing

During Q4 2023 the 1,000+ tpd processing plant achieved the following statistics: (i) average throughput of 801 tpd; (ii) plant availability of 85%; and (iii) an average recovery rate of 88%. Average throughput in Q4 2023 was partially affected by a 280-kilowatt motor breakdown for mill #4, which led to two weeks of downtime for mill #4 during August 2023. A new spare motor was sourced and throughput levels of 1,000+ tpd resumed in late August 2023. For the twelve months ended August 31, 2023, the processing plant achieved the following statistics: (i) average throughput of 852 tpd; (ii) plant availability of 91%; and (iii) an average recovery rate of 90%. The full year processing plant statistics reflect the successful ramp-up and commissioning of the expanded 1,000+ tpd processing plant in November 2022.

For the three months ended August 31, 2023, processing costs per tonne of $25.76 were higher than the prior year comparative period (Q4 2022: $14.45 per tonne) predominantly due to higher power costs, unplanned maintenance, lower head grade, and the impact of lower processing plant throughput due to mill downtime (801 tpd vs 1,000+ tpd plant capacity) on overhead plant cost absorption. Higher power costs were mainly due to an increase in fuel expense, resulting from a higher proportion of diesel genset power usage than expected, due to inconsistent and unstable grid power availability, low voltage and load shedding from the TANESCO grid powerline during Q4 2023. This was combined with an increase in diesel prices from an average of $0.90/liter in 2022 to an average of $1.30/liter in 2023. Higher maintenance costs were mainly related to a 280-kilowatt motor breakdown for mill #4, which led to two weeks of downtime for mill #4, combined with an overhaul of the crushing circuit, including installation of a new cone crusher, vibrating screen, and mill reline. The plant maintenance and overhaul of the

crushing circuit are expected to accommodate longer-term processing of sulphide ore and to de-risk the longer-term production profile.

For the twelve months ended August 31, 2023, processing costs per tonne of $21.81 were higher than the prior year comparative period (2022: $15.32) due to higher power costs, unplanned processing plant maintenance, lower head grade, and an increase in power utilization, fuel consumption, reagents and consumables associated with the first-fill of the expanded 1,000+ tpd processing facility which was commissioned during Q1 2023. Following commissioning of the expanded 2,000 tpd processing facility, it is expected that the higher processing plant throughput will provide greater economies of scale, through higher overhead cost absorption, and therefore benefit processing cost per tonne in F2024.

Stockpile, Gold in Circuit (GIC) and Finished Goods Inventory

As at August 31, 2023, the run-of-mine ("ROM") pad stockpile contained 272,109 tonnes at an average grade of 1.00 g/t with an estimated 8,742 ounces of contained gold. A further stockpile of crushed mill feed of 4,822 tonnes at 2.71 g/t containing an estimated 420 ounces of gold has been accumulated between the crusher and mill. The fair market value of the ounces of gold on the ROM pad stockpile and crushed ore stockpile is approximately $17.8 million using the London PM Fix gold price of $1,942 per ounce as at August 31, 2023. Since year-end August 31, 2022, the Company added to the ROM pad stockpile (3,444 ounces) but drew down 797 ounces on the crushed ore stockpile to support mill feed, particularly during the wet season in Q3 2023. These fluctuations in ROM pad inventory are anticipated throughout the course of the year and are designed to ensure steady state processing. During Q1 2023, the Company processed stockpiled and mined material to commission the expanded 1,000+ tpd processing plant (which included 7 new large CIL tanks) and consequently reported an increase of gold in circuit, reflecting a buildup of metal inventory in the CIL tanks during plant commissioning. The Company reported 853 ounces of gold in circuit at August 31, 2023, which reflected an increase of 65 ounces from May 31, 2023 following gold elution and smelting activity during Q4 2023. The remaining stockpile and gold in circuit balance provides support for the Company to meet its production guidance in fiscal 2024. A summary of the ROM pad and crushed ore stockpile statistics are contained in Table 1 below:

Table: RoM Stockpile Summary (as at 31 August 2023)

Summary RoM Stockpile	Volume (m3)	Tonnes	Grade (g/t Au)	Metal (oz)
High Grade	1,082	1,782	2.58	148
Medium Grade	58,727	105,503	1.32	4,490
Low Grade	96,810	164,824	0.77	4,104
Total (RoM)	156,619	272,109	1.00	8,742
Crushed Ore (COS)	3,294	4,822	2.71	420
Total	**159,913**	**276,931**	**1.03**	**9,162**

Figure 2: Buckreef Gold Mine Mineral Reserve Open Pit (Q4 2023)



Figure 3: 1,000+ tpd Processing Plant at Buckreef Gold Mine, showing new CIL tanks and conveyor feed to the new ball mills (Q3 2023)



Figure 4: Buckeef Gold Expanded 1,000+ tpd Processing Plant, showing installation of two new 360 tpd ball mills (Q1 2023)



Figure 5a: Buckreef Gold Tailings Storage Facility Expansion at TSF 2.2 (Q4 2023 – first lift)



Figure 5b: Buckreef Gold Tailings Storage Facility Expansion liner installation at TSF 2.2 (Q3 2023)



Figure 6: Google Earth Satellite Image of Buckreef Gold Infrastructure (July 3 rd, 2023)



Note: Google Earth image retrieved on 13 November, 2023. Image can be retrieved by entering “Buckreef Gold” into the search engine on Google Earth.

Exploration & Mineral Resources

The Company continues to evaluate the full potential of the Buckreef Gold property and identify opportunities for the discovery of additional mineral resources and their conversion to mineral reserves. Successful exploration will also provide greater production flexibility and growth. To achieve this goal the Company, in conjunction with Buckreef Gold, has:

- Announced in Q3 2023 near surface drilling results from the Anfield and Eastern Porphyry Zones, with highlights of 14 meters @ 3.5 g/t including 3.0 meters @ 10.9 g/t from 47 meters from the Eastern Porphyry, and 2.94 meters grading at 13.74 g/t, from 43.00 meters in the Anfield zone (full results provided in Table 3). The zones are located at the northern end of a 3-kilometer-long zone of identified gold mineralization that is subparallel to the east of Buckreef Main Zone (Figure 7). The intercepts confirm multiple zones of strong mineralization towards the south-west of the known Eastern Porphyry deposit and the first diamond drill hole intersections on the Anfield Zone. Both mineralized zones are in close proximity to the Buckreef Main Zone and present an opportunity (assuming exploration success) to host future mineral resources outside of the Buckreef Main Zone.

- Re-evaluated the Buckreef Main Zone for strike extensions, off-shoot splays, and at depth potential. The deposit is open in all directions (See Figure 7). To date, the Company has tested the NE Extension and successfully identified gold mineralization over an additional 300 meters. The deposit remains open along strike to the NE and future infill drilling is warranted. The SW extension has also been tested with wide-spaced drilling and the exploration program has returned encouraging results. The deposit now remains open along strike to the SW.

- Collectively, between the NE extension and SW drilling the known strike extent of gold mineralization on the deposit structure has been expanded approximately 500 meters, or by nearly 30% since exploration recommenced. The Company will continue to identify areas offering the best opportunity to add gold ounces to the mineral resource inventory and commence an infill drilling program.

Buckreef Gold Exploration – Fourth Quarter and Year End 2023

In Q4 2023, the Company primarily focused on grade control drilling to support mining activity during the quarter. While there was limited exploration/resource development drilling in Q4 2023, during the twelve months ended August 31, 2023, the Company drilled 11,171 meters of exploration, infill, step-out and sterilization drilling, excluding grade control drilling.

Buckreef Gold Main Zone Drilling Results and Interpretation

The significant mineralized intercepts of the Buckreef Main Zone are as shown in Figure 7. It is evident that the deposit remains open on trend to the NE and SW. As previously noted, the Company had initiated a drill program, specifically to explore potential mineralization extensions to the NE and SW.

During the twelve months ended August 31, 2023, the Company received assay results from its exploration program which has provided another extension of known mineralization on the Buckreef Gold Main Zone to the south.

The results are positive and significant for the Company as they continue to demonstrate: (i) continuity of gold mineralization along strike to the southwest of the Main Zone deposit; and (ii) continued gold mineralization under the (historical) South Pit. The deposit, therefore, remains 'open at depth and on strike,' and in combination with the 300 meter extension of the NE (announced previously) represents approximately a 30% increase in the Main Zone deposit strike length to over 2.0 kms.

Highlights include:

- Hole BMDD250 intersected **34.8 m grading @ 1.26 g/t Au** from 87.2 m, including 10.0 m grading @ 3.08 g/t from 89.9 m; and
- Hole BMDD275 intersected **16.5 m grading @ 2.01 g/t Au** from 53.7 m, including 7.0 m grading @ 3.28 g/t from 56.0 m.

Notes: Sample Protocol QA/QC – see endnotes. Sampled widths are not true widths.

- **Extension of Buckreef Main Zone South by a further 200 meters** : Expansion of the gold deposit mineralization by 300 meters in the NE and 200 meters in the southwest (increases in the strike length of the Buckreef Main Zone deposit, or known gold mineralization, to over 2.0 kms) on the Buckreef Gold deposit which contains over 2.0 million ounces of gold in the Measured and Indicated Mineral Resources in the Buckreef Main Zone. The Company has drilled a total of 24 drill holes representing 4,255 meters in the southwest area, with full results provided in Table 2. The Buckreef Main Zone continues to be open further to the NE and extending to the Buckreef Special Mining License boundary and to the SW (see Figure 8). In the latter the trend is aligned to several historical artisanal scale miner pits.

Table 2: Buckreef Main Zone South Drill Hole Sample Results Summary

Buckreef Main Zone South Drill Hole Assay Results

Hole ID	Hole Type	Drill Holes Location					Sample Depth		Width (m)	Assay Grade (gpt)	Lithology	Comment
		Easting (m)	Northing (m)	RL (m)	Azimuth	Dip	From (m)	To (m)				
BMDD248	**DD**	391,071.59	657,427.0	1,214.5	306	-58	143.0	148.0	5.0	0.45	Msz	Shear zone with Mild alteration
							192.5	198.0	5.5	0.38	Msz	Shear zone with mild alteration
BMDD249	DD	391,042.09	657,447.3	1,215.5	306	-54	120.4	128.0	7.6	0.41	Msz	Shear zone with mild alteration
BMDD250	DD	391,114.59	658,259.0	1,227.8	306	-60	30.0	33.0	3.0	0.42	Msz	Shear zone with mild alteration
							87.2	122.0	34.8	1.26	Msz	Mineralised shear zone with mild to strong alteration
							89.0	99.0	10.0	3.08	Msz	Shear zone with strong alteration
BMDD252	DD	391,061.79	657,528.7	1,216.3	306	-48	34.0	38.7	4.7	0.32	Msz	Shear zone with mild alteration
							79.5	99.0	19.5	0.74	Msz	Mineralised Shear zone with mild alteration
BMDD253	DD	390,927.69	657,500.0	1,218.1	126	-51	82.1	85.5	3.4	0.96	Msz	Mineralised shear zone with mild alteration
BMDD254	DD	391,137.49	657,821.0	1,220.2	306	-57	56.0	59.8	3.8	1.3	Msz	Mineralised shear zone with mild alteration
BMDD256	DD	391,122.79	657,787.0	1,219.6	306	-57	27.9	30.0	2.1	1.21	Msz	Mineralised shear zone with mild to strong alteration

						43.3	45.0	1.7	0.56		
						54.0	57.7	3.7	1.73		
						77.0	81.0	4.0	0.5		
BMDD258	DD	391,078.99,657,620.0	1,217.3	306	-50	23.0	25.0	2.0	1.76	Msz	Mineralised shear zone with mild alteration
						41.0	44.0	3.0	0.47		
BMDD259	DD	391,156.09,657,714.0	1,217.7	306	-53	82.0	83.5	1.5	0.82		
						108.0	110.0	2.0	0.71	Msz	Mineralised shear zone with mild alteration
						131.0	136.0	5.0	0.52		
BMDD267	DD	390,966.49,657,379.9	1,213.7	305	-62	165.0	167.0	2.0	1.41	Msz	Shear zone with mild alteration
BMDD273	DD	390,969.49,657,256.9	1,210.3	306	-57	36.1	37.7	1.6	0.49	Msz	Shear zone with mild alteration
BMDD274	DD	390,918.39,657,289.7	1,212.0	306	-57	39.4	41.0	1.7	0.78	Msz	Shear zone with mild alteration
BMDD275	DD	390,940.49,657,216.0	1,210.0	306	-57	27.5	29.2	1.8	0.51		
						43.0	52.1	9.1	0.58		
						53.7	70.2	16.5	2.01	Msz	Mineralised shear zone with mild to strong alteration
						56.0	63.0	7.0	3.27		
						80.3	84.6	4.3	0.96		
BMDD278	DD	390,967.19,657,195.1	1,209.2	306	-57	63.6	71.6	8.1	0.65		
						83.0	89.3	6.3	1.00	Msz	Mineralised shear zone with mild alteration
						128.0	131.0	3.0	0.74		
BMDD279	DD	390,996.19,657,175.3	1,208.9	306	-57	41.0	46.0	5.0	1.13		
						48.0	51.0	3.0	0.63		
						140.6	142.0	1.4	2.72	Msz	Mineralised shear zone with mild to strong alteration
						148.9	159.4	10.5	0.96		

Notes: Sample Protocol QA/QC – see endnotes. Sampled widths are not true widths.

Table 3: Buckreef Eastern Porphyry and Anfield Zone Sample Results Summary

Eastern Porphyry Significant Assay Results

Hole ID	Hole Type	Drill Holes Location					Sample Depth		Width (m)	Assay Grade (gpt)	Lithology	Comment
		Easting (m)	Northing (m)	RL (m)	Azimuth	Dip	From (m)	To (m)				
BMDD297	**DD**	391955	9657841	1223	126	55	12.90	19.00	6.10	1.41	FP	Oxidised Felsic pophyry with preserved shear fabric hosting quartz veins
							61.40	64.00	2.60	2.08	FP	Slightly sheared felsic porphyry with Quartz, Carbonate pyrite alterations.
							70.00	73.82	3.82	3.10	FP	
							98.80	113.50	14.70	1.22	FP	Sheared unit of Felsic intrussive interfingering with mafic volanics. Quartz carbonate and pyrite altered.
BMDD298	**DD**	391997	9657844	1223	124	60	27.00	41.00	14.00	3.48	FP	Oxidised Felsic porphyry with preserved shear fabric hosting quartz veins
						Including	*27.00*	*30.00*	*3.00*	*10.96*		
							47.00	72.23	25.23	1.62	FP	Weakly sheared felsic porphyry with moderate to strong Quatrz, Carbonate pyrite alterations.
							84.00	89.00	5.00	1.07	FP	
BMDD299	**DD**	391901	9657813	1223	126	60	21.61	28.00	6.39	1.04	FP	Moderate to weakly oxidised Felsic pophyry with preserved shear fabric
BMDD300	**DD**	391989	9657821	1191	126	55	33.65	37.26	3.61	6.80	FP	Moderately oxidised Felsic pophyry with preserved shear fabric and hosting quartz vein

Anfield Prospect Significant Intercept Assay Results

Hole ID	Hole Type	Drill Holes Location					Sample Depth		Width (m)	Assay Grade (gpt)	Lithology	Comment
		Easting (m)	Northing (m)	RL (m)	Azimuth	Dip	From (m)	To (m)				
AFDD001	DD	391180.90	9657185.00	1210.275	135	-60	43	45.94	2.94	13.74	MB	Sheared mafic volcanic rock hosting quartz vein
AFDD002	DD	391164.50	9657169.00	1210.136	135	-60	42.71	44.54	1.83	1.17	MB	Sheared mafic volcanic rock
							83.42	88.34	4.92	0.9		
AFDD004	DD	391209.40	9657173.00	1209.381	315	-60	32.45	38.54	6.09	1.41	MB	Sheared mafic volcanic rock
AFDD005	DD	391191.90	9657155.00	1209.368	315	-60	17.09	21.35	4.26	1.01	MB	Sheared mafic volcanic rock hosting quartz vein
							42.8	44.8	2.00	2.53		Sheared mafic volcanic rock
							47.09	51.15	4.06	1.27		
AFDD007	DD	391108.36	9657186.36	1210.026	126	-55	137.5	138.5	1.00	5.71	MB	Sheared mafic volcanic rock with strong quartz carbonate pyrite alteration

Notes: Sample Protocol QA/QC – see endnotes. Sampled widths are not true widths.

Figure 7: NE Buckreef Main Zone and location of the Eastern Porphyry - Anfield Zone trend

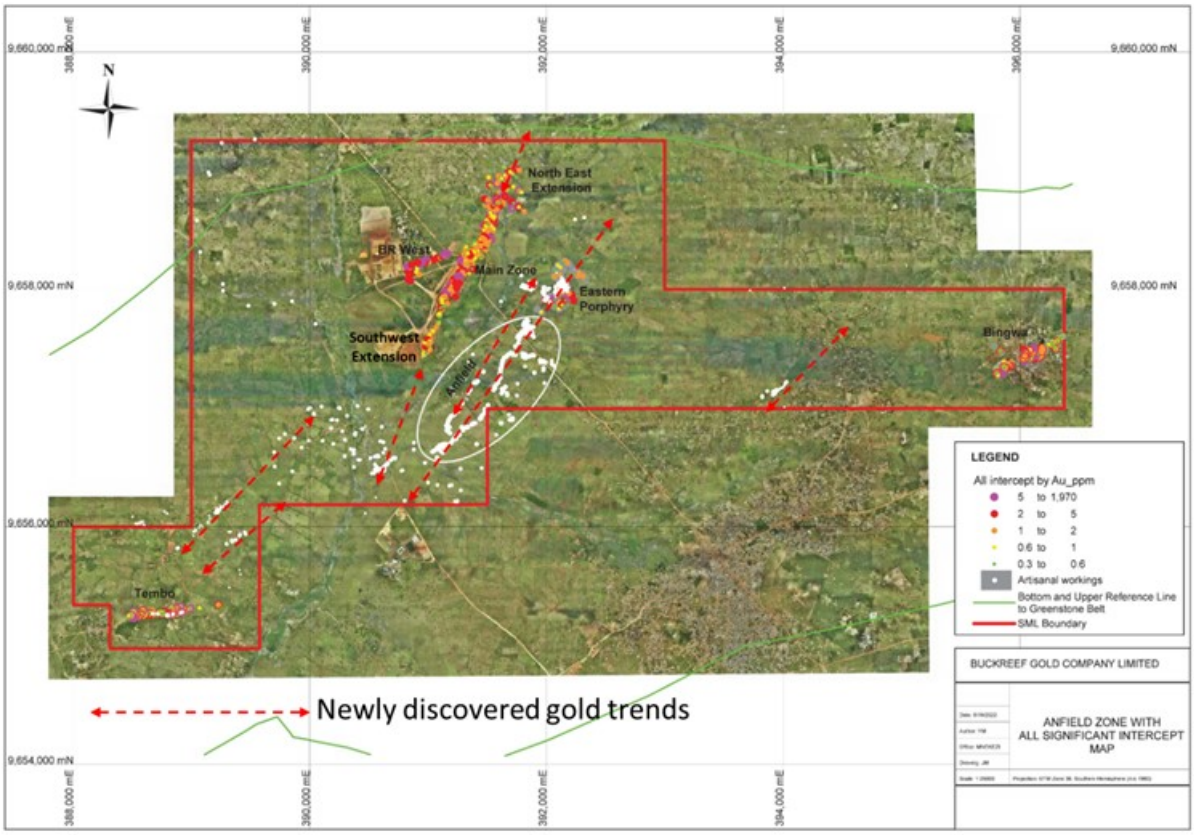
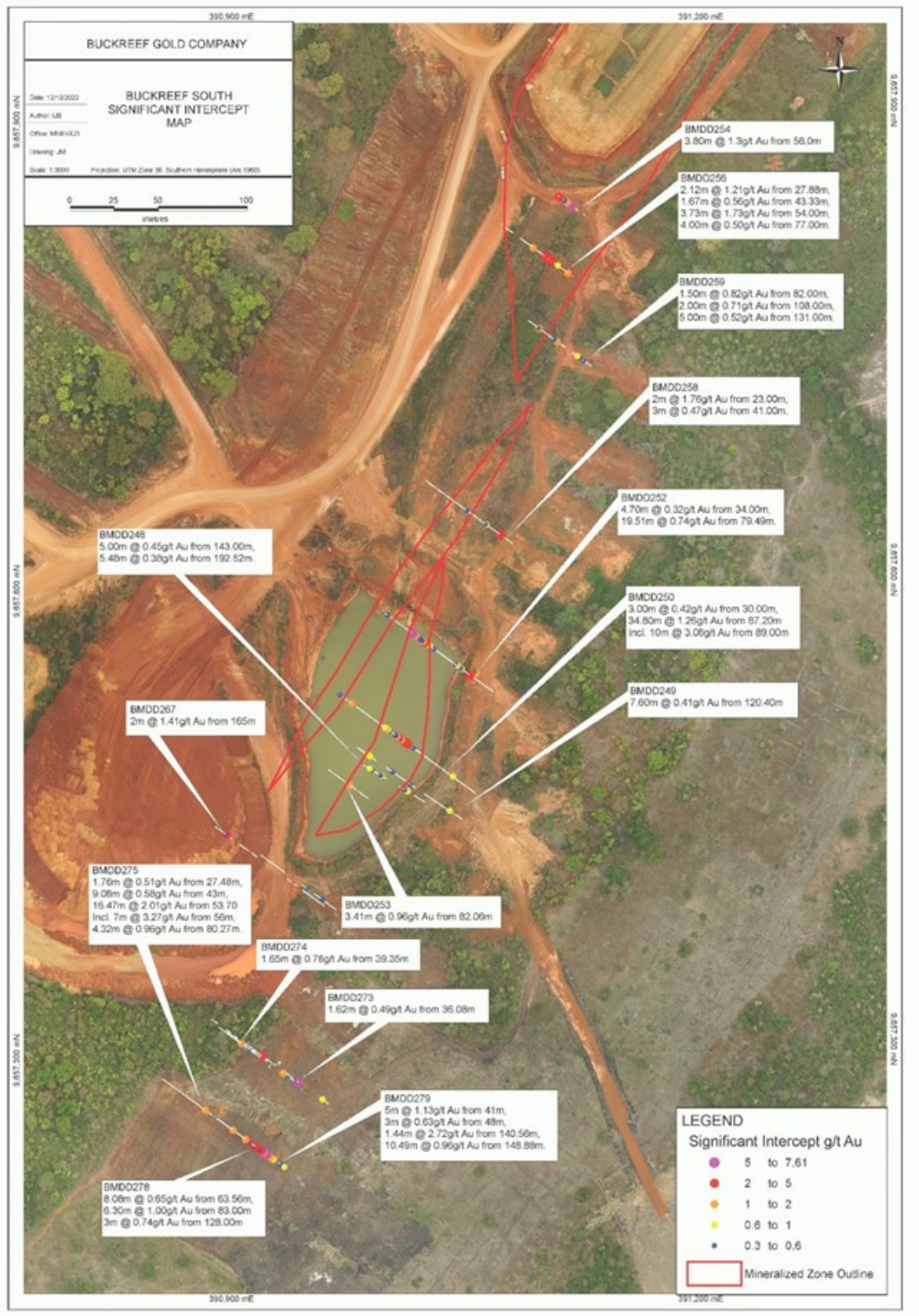


Figure 8: Map Showing Mineralization Extension and Location of Drill Results at Buckreef Main Zone Southwest Extension



Larger Development Project – Preliminary Metallurgical Results, Ongoing Test Work and Preliminary Results of a Bulk Sample

The Company continues to work on its mid-to-long-term larger development project and has received assay results from its 19-hole metallurgical variability sampling program on the Buckreef Main Zone. The samples were dispatched to SGS South Africa for the metallurgical test work.

The results are positive and significant for the Company because they continue to demonstrate: (i) continuity of mineralization down dip and along strike of the deposit; and (ii) excellent width and grade of mineralization.

Highlights include:

- Hole BMMT015 intersected **28.0 m grading @ 10.68 g/t Au** from 0 m;
- Hole BMMT020 intersected **123.0 m grading @ 2.69 g/t Au** from 3 m;
- Hole BMMT009 intersected **121.0 m grading @ 2.96 g/t Au** from 3 m;
- Hole BMMT022 intersected **106.0 m grading @ 4.19 g/t Au** from 85 m, 77 m grading @ 3.09 g/t from 241 m; and
- Hole BMMT021 intersected **90.0 m grading @ 1.56 g/t Au** from 139 m.

Detailed results are shown in Table 4 and locations are shown in Figure 9.

Figure 9: Map Showing Location of Metallurgical Drill Holes and Their Result Highlights

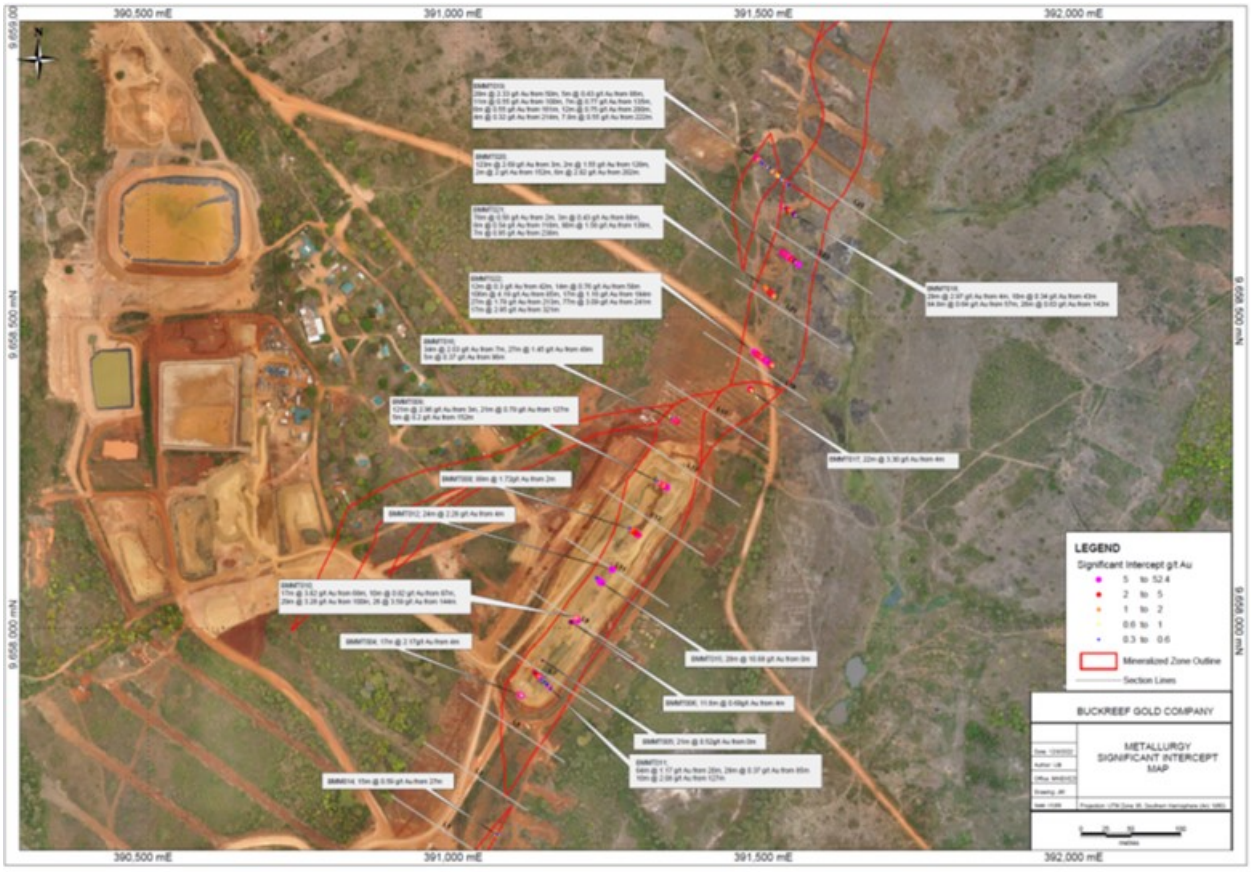


Table 4: Metallurgy Drill Hole Sample Results Summary

Metallurgy Samples Assay Results

Hole ID	Hole Type	Drill Holes Location					Sample Depth		Width (m)	Assay Grade (gpt)	Lithology	Comment
		Easting (m)	Northing (m)	RL (m)	Azimuth	Dip	From (m)	To (m)				
BMMT004	**DD**	391,096.8	9,657,894.8	1,217.7	127	-72	4.0	22.0	17.0	2.17	Msz	Oxidised and Mineralised shear zone
BMMT005	DD	391,134.7	9,657,947.9	1,217.6	119	-88	0.0	21.0	21.0	0.52	Msz	Oxidised and Mineralised Shear zone
BMMT006	DD	391,184.0	9,658,008.0	1,217.7	303	-77	4.0	15.6	11.6	0.68	Msz	Oxidised and Mineralised Shear zone
BMMT007	DD	391,223.8	9,658,080.1	1,214.7	304	-81	0.0	8.0	8.0	0.39	Msz	Oxidised and Mineralised Shear zone
BMMT008	DD	391,292.3	9,658,148.7	1,220.1	306	-77	2.0	94.0	89.0	1.72	Msz	Mineralised shear zone with Quartz Veining
BMMT009	DD	391,337.4	9,658,225.5	1,222.1	303	-82	3.0	124.0	121.0	2.96	Msz	Oxidised and Mineralised shear zone
							127.0	148.0	21.0	0.79	Msz	Shear zone with mild alteration
							152.0	157.0	5.0	0.2	Msz	Shear zone with mild alteration
BMMT010	DD	391,194.4	9,658,008.3	1,217.5	329	-87	69.0	86.0	17.0	3.82	Msz	Mineralised shear zone with strong alteration
							87.0	97.0	10.0	0.82	Msz	Shear zone with mild alteration
							100.0	129.0	29.0	3.28	Msz	Mineralised shear zone with strong alteration
							144.0	170.0	26.0	3.59	Msz	Mineralised shear zone with strong alteration

BMMT011	DD	391,112.2	9,657,940.2	1,217.5	136	-67	20.0	84.0	64.0	1.17	Msz	Mineralised shear zone with strong alteration
							85.0	114.0	29.0	0.37	Msz	Shear zone with mild alteration
							127.0	137.0	10.0	2.08	Msz	Mineralised shear zone with strong alteration
BMMT012	DD	391,253.7	9,658,097.7	1,215.1	242	-75	4.0	28.0	24.0	2.28	Msz	Mineralised shear zone with Quartz Veining
BMMT014	DD	391,055.0	9,657,666.9	1,218.3	90	-78	27.0	42.0	15.0	0.59	Msz	Mineralised shear zone with mild alteration
BMMT015	DD	391,231.1	9,658,072.9	1,215.3	310	-80	0.0	28.0	28.0	10.68	Msz	Mineralised shear zone with Quartz Veining
BMMT016	DD	391,353.7	9,658,331.9	1,223.4	306	-81	7.0	41.0	34.0	2.03	Msz	Mineralised shear zone with strong alteration
							49.0	76.0	27.0	1.45		Mineralised shear zone with strong alteration
							96.0	101.0	5.0	0.37	Msz	Shear zone with mild alteration
BMMT017	DD	391,469.3	9,658,387.0	1,219.9	142	-80	4.0	26.0	22.0	3.30	Msz	Oxidised and Mineralised shear zone
BMMT018	DD	391,521.8	9,658,681.8	1,218.6	126	-82	4.0	33.0	29.0	2.97	Msz	Mineralised shear zone with Quartz Veining
							43.0	53.0	10.0	0.34	Msz	Mineralised shear zone with mild alteration
							57.0	141.8	84.8	0.64	Msz	Mineralised shear zone with mild alteration
							143.0	169.0	26.0	0.63	Msz	Mineralised shear zone with mild alteration
BMMT019	DD	391,464.1	9,658,771.4	1,220.0	130	-67	50.0	78.0	28.0	2.33	Msz	Mineralised shear zone with strong alteration
							86.0	91.0	5.0	0.43	Msz	Mineralised shear zone with mild alteration
							100.0	111.0	11.0	0.55	Msz	Mineralised shear zone with mild alteration
							135.0	142.0	7.0	0.77	Msz	Mineralised shear zone with mild alteration
							161.0	167.0	6.0	0.55	Msz	Mineralised shear zone with mild alteration
							200.0	212.0	12.0	0.75	Msz	Mineralised shear zone with mild alteration
							214.0	218.0	4.0	0.32	Msz	Mineralised shear zone with mild alteration
							222.0	229.8	7.8	0.55	Msz	Mineralised shear zone with mild alteration
BMMT020	DD	391,519.4	9,658,607.6	1,219.9	126	-80	3.0	126.0	123.0	2.69	Msz	Mineralised shear zone with strong alteration
							128.0	130.0	2.0	1.55	Msz	Mineralised shear zone with strong alteration
							152.0	154.0	2.0	2.00	Msz	Mineralised shear zone with strong alteration
							202.0	208.0	6.0	2.82	Msz	Mineralised shear zone with strong alteration
BMMT021	DD	391,493.7	9,658,549.5	1,220.9	134	-85	2.0	80.0	78.0	0.58	Msz	Mineralised shear zone with quartz veining
							88.0	91.0	3.0	0.33	Msz	Mineralised shear zone with quartz veining
							118.0	126.0	8.0	0.54	Msz	Mineralised shear zone with mild alteration
							139.0	229.0	90.0	1.56	Msz	Mineralised shear zone with strong alteration
							238.0	245.0	7.0	0.95	Msz	Mineralised shear zone with mild alteration
BMMT022	DD	391,467.7	9,658,451.6	1,221.0	127	-82	42.0	54.0	12.0	0.3	Msz	Mineralised shear zone with mild alteration
							58.0	72.0	14.0	0.76	Msz	Mineralised shear zone with mild alteration
							85.0	191.0	106.0	4.19	Msz	Mineralised shear zone with strong alteration
							194.0	211.0	17.0	1.16	Msz	
							213.0	240.0	27.0	1.78	Msz	Mineralised shear zone with strong alteration
							241.0	318.0	77.0	3.09	Msz	Mineralised shear zone with strong alteration
							321.0	338.0	17.0	2.95	Msz	Mineralised shear zone with strong alteration

Notes: Sample Protocol QA/QC – see footnote below. Sampled widths are not true widths. Of 19 holes drilled, 18 are reported, with the remaining hole unreported due to an incomplete intersection of the Main Zone.

As part of the metallurgical variability study, using core from the 19 hole drill program (18 sampled), the Company plans to assess the amenability of the sulphide material to be processed through the existing processing plant, using its relatively simple flowsheet. In turn, this may have positive implications for potential plant expansions. During Q2 2023, the Company, working with Ausenco, identified a metallurgical laboratory of good renown to complete this work which will encompass the first 5-7 years of production from the sulphide mine and processing operations at Buckreef Gold. This study will build on the prior work of SGSC on deeper parts of the mineral resource and data gathered during processing of the oxide, transitional mineral reserve. The samples were dispatched to SGS South Africa for the metallurgical test work.

The samples are being analyzed for:

- Overall gold recoveries;
- Process design to achieve those recoveries (grindability, retention times, straight CIL or flotation/regrind);
- Any pregnant solution robbing or refractory mineralogy;
- Acid Mine Drainage (if any) characteristics; and

- Dry stack tailings characteristics.

Preliminary Bulk Sample Results

During the period May 3rd to May 13th 2023, Buckreef Gold took advantage of adverse wet weather conditions impacting the mine schedule to pivot and process over 6,615 tonnes of fresh (sulphide) ore through the existing processing circuit. The fresh (sulphide) ore performed as expected per the SGS metallurgical study reported previously on December 12, 2023. The results are preliminary, and indicative that the mine can successfully process both oxide and sulphide ore through its existing processing plant circuit.

Highlights include:

- 88.7% gold recovery on fresh (sulphide) mill feed. Early indications are that fresh (sulphide) ore can successfully be processed through existing processing circuit. This is consistent with results from the SGS preliminary study which indicated an 88% gold recovery on a crush – grind – CIL circuit;
- At a throughput rate of 33.4 tonnes per hour the grinding circuit achieved 80.4% passing 75 microns
- Approximately 6,615 tonnes of fresh ore processed during the 11-day test period of 3rd May to 13th May 2023;
- Encouraged by these results to date, the Company will continue to refine the processing circuit in the belief that higher gold recoveries can be achieved.

Geotechnical Analysis Field Work

SGSC – Terrane Geoscience was awarded the geotechnical analysis work for the deeper pit design. Field work included a drilling program that constituted 5 holes for 1,571 meters. Associated detailed field work involving packer tests, downhole televiewer, co-axial rock strength testing and standard geotechnical logging of the footwall and hanging wall lithologies has been completed and analysis of results continues. Selected samples have been sent to a geomechanical laboratory in Canada for further analysis. The results of this work will be instrumental in determining pit slope angles for the ultimate pit.

Financial Highlights – Fourth Quarter and Year End 2023

For the three months ended August 31, 2023, Buckreef Gold poured 4,965 ounces of gold and sold 4,796 ounces of gold at an average realized price (net)[1] of $1,936 per ounce. The Company recognized revenue of $9.2 million for the three months ended August 31, 2023.

Cost of sales, which includes production costs, royalties and depreciation, was $5.1 million generating a gross profit of $4.1 million or 44% during Q4 2023. After general and administrative expenses, revaluation of derivative financial instruments, foreign exchange, interest and other expenses, and income taxes, the Company recorded net income of $2.3 million for Q4 2023.

Q4 2023 ounces sold (4,796 ounces) generated positive operating cash flow of $2.7 million in Q4 2023. Positive operating cash flow is being used to fund value creating activities, including plant expansions, exploration, and advancing the larger development project.

At August 31, 2023, the Company had a cash balance of $7.6 million and working capital of $4.5 million after adjusting for derivative liabilities which will only be settled by issuing equity of the Company and for the current portion of deferred revenue related to the OCIM prepaid gold purchase agreement (non-cash).

For the twelve months ended August 31, 2023, Buckreef Gold produced and sold 20,759 and 20,864 ounces of gold, respectively. The Company recognized revenue of $38.3 million and cost of sales was $20.1 million generating a gross profit of $18.2 million or 47%. For the twelve months ended August 31, 2023, the Company recorded net income of $7.0 million and generated positive operating cash flow of $17.3 million which enabled further investment in the development and growth of Buckreef Gold.

Capital Expenditures

During the three months ended August 31, 2023, the Company incurred a total of $3.1 million in cash capital expenditures (including value added tax). Net additions increased as the Company continued to invest in infrastructure and development for the Buckreef Gold property during the quarter, including construction of a significantly expanded TSF ($1.7M), final payment on four new gensets with cabling to replace existing rental units ($0.5M), final payment on a new 1,000 tpd ball mill related to the processing plant expansion to 2,000 tpd ($0.4M), purchase of a cone crusher to improve crushing efficiency ($0.2M), study costs related to the larger development project ($0.4M), and capitalized pre-stripping mine development activity with FEMA to access a greater extent of ore, including higher grade blocks, which is expected to benefit production in F2024.

For the twelve months ended August 31, 2023, the Company incurred a total of $17.8 million in cash capital expenditures, mainly related to the list of items above combined with expenditures related to final commissioning of the 1,000+ tpd processing plant in November 2022, and one-time expenditures related to final road realignment around the Special Mining License which is expected to enable full life of mine access to the Main Zone.

Selected Financial Information

The following information has been extracted from the Company's audited consolidated financial statements for the three and twelve months ended August 31, 2023 prepared in accordance with IFRS.

$(000's)	As at and for the three months ended August 31, 2023	As at and for the twelve months ended August 31, 2023	As at and for the three months ended August 31, 2022	As at and for the twelve months ended August 31, 2022
Net income (loss) and comprehensive income (loss) attributable to shareholders	1,401	2,250	(4,207)	(6,216)
Basic income (loss) per share	0.01	0.01	(0.02)	(0.02)
Diluted income (loss) per share	0.01	0.01	(0.02)	(0.02)
Total assets	84,200	84,200	71,845	71,845
Total long term financial liabilities	5,334	5,334	3,436	3,436

Financial Results

Three months ended August 31, 2023

	Three months ended August 31,	
	2023	2022
Revenue	**$ 9,187**	$ 6,028
Cost of sales	**(5,105)**	(1,885)
Gross profit	**4,082**	4,143
General and administrative expense	**(2,122)**	(2,750)
Change in fair value of derivative financial instruments	**1,635**	(3,443)
Foreign exchange	**1**	(80)
Interest, net and other expense	**(339)**	(43)
Income tax expense	**(948)**	(177)
Net income (loss) and comprehensive income (loss)	**$ 2,309**	$ (2,350)
Net income and comprehensive income attributable to non-controlling interests	**908**	1,857
Net income (loss) and comprehensive income (loss) attributable to shareholders	**1,401**	(4,207)

Revenue

For the three months ended August 31, 2023, the Company recognized revenue of $9.2 million (Q4 2022: $6.0 million). The increase in revenue compared to the prior year comparative period is primarily related to higher gold production and ounces of gold sold following final commissioning of the 1,000+ tpd processing plant in November 2022. During the period, the Company sold 4,796 ounces of gold (Q4 2022: 3,363 ounces) at an average realized price (net)[1] of $1,936 per ounce (Q4 2022: $1,792 per ounce).

Cost of sales

Cost of sales for the three months ended August 31, 2023 was $5.1 million (Q4 2022: $1.9 million) and is comprised of production costs, (including mining, processing and site general and administrative costs), royalties and depreciation. Assets are depreciated on a straight-line basis over their useful life or depleted on a units-of-production basis over the reserves to which they relate.

In connection with the successful processing plant expansion which resulted in higher plant throughput and gold production, the Company changed the method of estimating the cost of its ore stockpiles effective September 1, 2022. The updated methodology estimates the cost of ore stockpiles based on estimated recoverable ounces of gold in ore stockpiles whereby the previous methodology was based on tonnes of ore in stockpiles. The net result is that higher costs are attached to higher grade ore and consequently, higher costs are charged to the statements of comprehensive income/(loss) during periods that higher grade ore is processed and sold (and vice versa). The Company believes this methodology better matches revenue and expenses and has been applied prospectively from September 1, 2022.

For the three months ended August 31, 2023, the Company recorded production costs of $4.0 million (Q4 2022: $1.5 million) and royalties of $0.7 million (Q4 2022: $0.4 million) based on a 7.3% statutory royalty rate in Tanzania. The increase in cost of sales, including production costs and royalties, compared to the prior year comparative period is primarily related to higher ounces of gold produced and sold following commencement of the 1,000+ tpd processing plant which was commissioned in November 2022.

On November 1, 2022, the Company declared commercial production for the 1,000+ tpd processing plant at Buckreef after successful construction, commissioning and ramp-up of processing to a steady state throughput of 1,000+ tpd. Upon declaration of commercial production, capitalization of mine development costs ceases, and depreciation of capitalized mine development costs commences. For the three months ended August 31, 2023, the Company recorded depreciation of $0.4 million (Q4 2022: $nil).

General and administrative expense

During the three months ended August 31, 2023, the Company recorded general and administrative expense of $2.1 million compared to $2.8 million for the prior year period. The variance compared to the prior year period was mainly due a decrease in share based expense as a result of vesting of equity based compensation for certain key management personnel in connection with their employment contracts.

Change in fair value of derivative financial instruments

During the three months ended August 31, 2023, the Company recorded a gain on change in fair value of derivative financial instruments of $1.6 million compared to a loss of $3.4 million in the prior year period. The gain on revaluation of derivative financial instruments is mainly related to revaluation of derivative warrant liabilities (valued using the Black Scholes option pricing model) and was principally due to the quarterly decrease in the Company's share price (Q4 2023: $0.39, Q3 2023: $0.46).

Interest and other expense

During the three months ended August 31, 2023, the Company recorded interest and other expense of $0.3 million compared to $nil in the prior year period. The increase is primarily related to accretion of the provision for reclamation recorded during Q4 2023 as well as tax related fees and advisory services recorded in Tanzania recorded during the quarter.

Income tax expense

Income tax expense is recognized based on management's estimate of the weighted average annual income tax rate expected for the full financial year. During the three months ended August 31, 2023, the Company recorded net income at Buckreef Gold and recognized income tax expense of $0.9 million (Q4 2022: $0.2 million), comprised of a current income tax expense of $0.2 million (Q4 2022: $0.2 million) and deferred income tax expense of $0.7 million (Q4 2022: $nil) based on current Tanzanian statutory tax rates.

Net income and comprehensive income

The Company reported net income for the three month period ended August 31, 2023 of $2.3 million ($1.4 million net income attributable to shareholders, basic and diluted earnings per share of $0.00) compared to a net loss of $2.4 million in the prior year period ($4.2 million net loss attributable to shareholders, basic and diluted loss per share of $0.02).The increase in net income compared to the prior year comparative period is primarily due to a gain on change in fair value of derivative financial instruments of $1.6 million (Q4 2022: $3.4 million loss) due to an decrease in the Company's share price, and a decrease in in general and administrative expense (Q4 2023: $2.1 million, Q4 2022: $2.8 million) due a decrease in share based expense as a result of vesting of equity based compensation for certain key management personnel.

Twelve months ended August 31, 2023

	Twelve months ended August 31,	
	2023	2022
Revenue	**$ 38,320**	$ 15,094
Cost of sales	**(20,126)**	(5,715)
Gross profit	**18,194**	9,379
General and administrative expense	**(7,628)**	(8,920)
Change in fair value of derivative financial instruments	**3,305**	(2,035)
Foreign exchange	**212**	167
Interest and other expense	**(1,707)**	(477)
Income tax expense	**(5,331)**	(436)
Net income (loss) and comprehensive income (loss)	**$ 7,045**	$ (2,322)
Net income and comprehensive income attributable to non-controlling interests	**4,795**	3,894
Net income (loss) and comprehensive income (loss) attributable to shareholders	**2,250**	(6,216)

Revenue

For the twelve months ended August 31, 2023, the Company recognized revenue of $38.3 million (2022: $15.1 million). The financial statements for the comparable prior year period only present revenue, cost of sales and gross profit from December 1, 2021 to August 31, 2022 as Buckreef Gold early adopted amendments to International Accounting Standards ("IAS") 16, Property, Plant and Equipment, as disclosed in the three and six months ended February 28, 2022 financial statements. Gold sales and related costs prior to that date were capitalized to exploration and evaluation assets and expenditures. The increase in revenue compared to the prior year comparative period is primarily related to higher gold production and ounces of gold sold following final commissioning of the 1,000+ tpd processing plant in November 2022. During the period, the Company sold 20,864 ounces of gold (2022: 8,598 ounces) at an average realized price (net)[1] of $1,845 per ounce (2022: $1,756 per ounce).

Cost of sales

Cost of sales for the twelve months ended August 31, 2023 was $20.1 million (2022: $5.7 million) and is comprised of production costs (including mining, processing and site general and administrative costs) of $16.1 million (2022: $4.5 million), royalties of $2.8 million (2022: $1.1 million) based on a 7.3% statutory rate in Tanzania and depreciation. The increase in cost of sales, including production costs and royalties, compared to the prior year comparative period is primarily related to commencement of the 1,000+ tpd processing plant which was commissioned in November 2022.

Following commercial production declaration of the 1,000+ tpd plant in November 2022, the Company ceased capitalization of mine development costs and commenced depreciation of capitalized mine development costs. For the twelve months ended August 31, 2023, the Company recorded depreciation of $1.3 million (2022: $0.1 million).

As noted above, the prior year comparable period only presents cost of sales from December 1, 2021 to August 31, 2022 as Buckreef Gold early adopted amendments to IAS 16 as disclosed in the three and six months ended February 28, 2022 financial statements. Prior to that date, costs were capitalized to exploration and evaluation assets and expenditures.

General and administrative expense

During the twelve months ended August 31, 2023, the Company recorded general and administrative expense of $7.6 million compared to $8.9 million for the previous year comparable period. The decrease was mainly due to a reduction in share based expense as a result of vesting of equity based compensation for certain key management personnel, a decrease in insurance premiums, lower severance related expenses following personnel changes made during Q2 2022, and reclassification of certain costs incurred related to Buckreef Gold's operating activities. Following adoption of amendments to IAS 16, Property, Plant and Equipment, during the year ended August 31, 2022, certain costs that were historically recorded in general and administration expense, were recorded in cost of sales.

Change in fair value of derivative financial instruments

During the twelve months ended August 31, 2023, the Company recorded a gain on derivative financial instruments of $3.3 million compared to a loss of $2.0 million in the prior year period. The gain on revaluation of derivative financial instruments is mainly related to revaluation of derivative warrant liabilities (valued using the Black Scholes option pricing model), and was principally due to a decrease in the Company's share price (Q4 2023: $0.39, Q4 2022: $0.48).

Interest and other expense

During the twelve months ended August 31, 2023, the Company recorded interest and other expense of $1.7 million compared to $0.5 million in the prior year comparative period. The increase is primarily related to tax adjustments related to a 2012 – 2020 tax assessment in Tanzania that was issued during Q2 2023 and due to tax related fees and advisory services in Tanzania that was recorded during Q3 and Q4 2023.

Income tax expense

Income tax expense is recognized based on management's estimate of the weighted average annual income tax rate expected for the full financial year. During the twelve months ended August 31, 2023, the Company recorded net income at Buckreef Gold and recognized income tax expense of $5.3 million (2022: $0.4 million), comprised of a current income tax expense of $1.0 million (2022: $0.4 million) and deferred income tax expense of $4.3 million (2022: $nil) based on current Tanzanian statutory tax rates.

Net income (loss) and comprehensive income (loss)

The Company reported net income for the twelve month period ended August 31, 2023 of $7.0 million ($2.3 million net income attributable to shareholders, basic and diluted earnings per share of $0.01), compared to a net loss of $2.3 million in the prior year period ($6.2 million net loss attributable to shareholders, basic and diluted loss per share of $0.02). The increase in net income is primarily the result of an increase in gross profit of $18.2 million (2022: $9.4 million) following an increase in revenue of $38.3 million (2022: $15.1 million) and cost of sales of $20.1 million (2022: $5.7 million) during the twelve months ended August 31, 2023. This, combined with a gain on change in fair value of derivative financial instruments of $3.3 million (2022: $2.0 million loss) due to a decrease in the Company's share price, a decrease in general and administrative expense (2023: $7.6 million, 2022: $8.9 million) due to a reduction in share based expense as a result of vesting of equity based compensation for certain key management personnel, lower insurance premiums and lower severance related expense, was partially offset by an increase in interest and other expenses of $1.7 million (2022:$0.5 million) and an increase in income tax expense of $5.3 million (2022: $0.4 million) following recognition of net income at Buckreef Gold.

Summary of Quarterly Results

($(000's), except per share amounts)								
US$ unless otherwise stated	2023 Q4	2023 Q3	2023 Q2	2023 Q1	2022 Q4	2022 Q3	2022 Q2	2022 Q1

Net income (loss) and comprehensive income (loss)	2,309	(374)	(50)	5,160	(2,350)	3,188	(1,002)	(2,158)
Net income (loss) and comprehensive (income) loss attributable to:								
Non-controlling interests	908	890	1,349	1,648	1,857	1,217	956	(136)
Common shareholders	1,401	(1,264)	(1,399)	3,512	(4,207)	1,971	(1,958)	(2,022)
Net income (loss) and comprehensive income (loss)	2,309	(374)	(50)	5,160	(2,350)	3,188	(1,002)	(2,158)

During the three months ended August 31, 2023, the Company reported net income of $2.3 million ($1.4 million net income attributable to shareholders), compared to a net loss of $0.4 million ($1.3 million net loss attributable to shareholders) in the prior quarter (Q3 2023). The increase in net income compared to the prior quarter is primarily due to a gain on change in fair value of derivative financial instruments of $1.6 million (Q3 2023: $0.7 million loss) due to a decrease in the Company's share price.

Liquidity and Capital Resources

At August 31, 2023 the Company had $7.6 million of cash (August 31, 2022 - $8.5 million) and working capital of $4.5 million after adjusting for derivative liabilities which will only be settled by issuing equity of the Company and for the current portion of deferred revenue related to the OCIM prepaid gold purchase agreement (non-cash) (August 31, 2022 - $7.3 million).

The decrease in cash of $0.9 million over August 31, 2022 was primarily due to an increase in capital investment in infrastructure and development for Buckreef Gold (2023: $17.8 million), predominantly offset by an increase in operating cash flow (2023: $17.3 million). During Q4 2023, the Company poured 4,965 ounces of gold (Q4 2022: 3,619) and sold 4,796 ounces of gold (Q4 2022: 3,363), which contributed to positive operating cash flow of $2.7 million during Q4 2023 (Q4 2022: $2.4 million). For the twelve months ended August 31, 2023, the Company produced and sold 20,759 and 20,864 ounces of gold, respectively (2022: 8,874 and 8,598 ounces, respectively) generating operating cash flow of $17.3 million (2022: $3.0 million). The increase in operating cash flow was partially offset by an increase in capital expenditures related to the final commissioning of the expanded 1,000+ tpd processing plant, expenditures related to the processing plant expansion to 2,000 tpd, capitalized pre-stripping mine development, expenditures related to final road realignment around the Special Mining License, construction of a significantly expanded TSF, development drilling related to the diamond drill program with STAMICO, study costs related to the larger development project and the purchase of four new gensets to replace rental units.

To help supplement the Company's liquidity and to fund productivity enhancing purchases, during Q4 2022 the Company announced that its operating subsidiary, Buckreef Gold, entered into a pre-paid gold purchase agreement with a contract price totaling US$5.0 million with OCIM. The total contract price can be made available to Buckreef Gold in tranches with a $2.5 million upfront tranche and further tranches to be drawn over the next 18 months at Buckreef Gold's option. During Q1 2023, the Company drew down the first tranche of $2.5 million in exchange for delivering 434 ounces of gold per quarter, commencing February 2023, for a total of 1,735 ounces of gold over four quarters. On July 11, 2023, the Company drew $1.0 million from the second tranche of the Agreement in exchange for delivering 46 ounces of gold per month, commencing October 2023, for a total of 603 ounces of gold over four quarters. Subsequent to year end, the Company drew an additional $1.5 million from the second tranche of the Agreement.

During Q3 2023, the Company entered into a series of gold zero-cost collar contracts for 1,800 gold ounces per month totaling 9,000 gold ounces to be settled from April 2023 to August 2023, at a maximum and minimum gold price of $2,030 and $1,825 per gold ounces respectively. During the year ended August 31, 2023, gold zero-cost collar contracts for a total of 9,000 gold ounces expired unexercised. As at August 31, 2023, there were no gold zero-cost collar contracts outstanding.

During Q3 2023, the Company announced that it entered into an At The Market Offering Agreement ("ATM") with H.C. Wainwright & Co., LLC as Lead Agent and Roth Capital Partners, LLC as Co-Agent, pursuant to which the Company, at its discretion, may offer and sell, from time to time, common shares having an aggregate offering price of up to $10 million. If the Company chooses to sell shares under the ATM Offering, the Company intends to use the net proceeds of this offering for working capital and for other general corporate purposes. To date, no shares have been sold under the ATM agreement.

In addition, to provide the Company with access to supplementary liquidity, during Q2 2022, TRX Gold entered into a purchase agreement with Lincoln Park Capital Fund, LLC ("Lincoln Park"). This agreement provides TRX Gold with the right to sell up to $10 million of its shares to Lincoln Park over a 36-month period at its sole discretion. TRX Gold will control the timing and amount of any sales to Lincoln Park and will use the proceeds as needed to develop the Buckreef Gold asset. During Q3 2023, the Company made one sale totaling 200,000 of its common shares to Lincoln Park for total proceeds of $110,000.

As of August 31, 2023, the Company has accumulated losses of $121.4 million since inception (August 31, 2022: $123.7 million).

Commitments

In order to maintain existing site mining and exploration licenses, the Company is required to pay annual license fees. As at August 31, 2023 these licenses remained in good standing and the Company is up to date on license payments.

Contingencies

The Company is involved in litigation and disputes arising in the normal course of operations. Management is of the opinion that the outcome of any potential litigation will not have a material adverse impact on the Company's financial position or results of operations. Accordingly, no provisions for the settlement of outstanding litigation and potential claims have been accrued.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

The Company may enter into related party transactions that are in the normal course of business. Transactions with Related Parties disclosure can be found in Note 18 of the Consolidated Financial Statements for the year ended August 31, 2023.

Omnibus Equity Incentive Plan

Effective June 26, 2019, the Company adopted the Omnibus Equity Incentive Plan dated June 26, 2019 (the "Omnibus Plan"), which Omnibus Plan was approved by the shareholders on August 16, 2019, subsequently updated and approved by the shareholders on February 25, 2022.

The purposes of the Omnibus Plan are: (a) to advance the interests of the Company by enhancing the ability of the Company and its subsidiaries to attract, motivate and retain employees, officers, directors, and consultants, which either of directors or officers may be consultants or employees; (b) to reward such persons for their sustained contributions; and (c) to encourage such persons to consider the long-term corporate performance of the Company.

The Omnibus Plan provides for the grant of options, restricted share units ("RSUs"), deferred share units ("DSUs") and performance share units ("PSUs") (collectively, the "Omnibus Plan Awards"), all of which are described in detail in the Form 40-F Annual Report for the year ended August 31, 2022, and the Information Circular dated January 21, 2022, filed on SEDAR+ on January 27, 2022.

The Omnibus Plan provides for the grant of other share-based awards to participants ("Other Share-Based Awards"), which awards would include the grant of common shares. All Other Share-Based Awards will be granted by an agreement evidencing the Other Share-Based Awards granted under the Omnibus Plan.

Subject to adjustments as provided for under the Omnibus Plan, the maximum number of shares issuable pursuant to Omnibus Plan Awards outstanding at any time under the Omnibus Plan shall not exceed 10% of the aggregate number of common shares outstanding from time to time on a non-diluted basis; provided that the acquisition of common shares by the Company for cancellation shall not constitute non-compliance with the Omnibus Plan for any Omnibus Plan Awards outstanding prior to such purchase of common shares for cancellation.

For more particulars about the Omnibus Plan, we refer you to the copy of the Omnibus Plan previously filed as an exhibit with the SEC and on SEDAR+. The Omnibus Plan replaces all previous equity compensation plans of the Company, including the Restricted Stock Unit Plan and Stock Option Plan.

Changes in Accounting Polices and Critical Accounting Estimates and Judgements

Significant accounting policies as well as any changes in accounting policies are discussed in Note 3 "Significant Accounting Policies" and Note 4 "Significant Accounting Judgments, Estimates and Assumptions" of the Company's Consolidated Financial Statements for the year ended August 31, 2023.

Non-IFRS Performance Measures

Average realized price per ounce of gold sold

Average realized price per ounce of gold sold is a non-IFRS measure and does not constitute a measure recognized by IFRS and does not have a standardized meaning defined by IFRS. Average realized price per ounce of gold sold is calculated by dividing revenue by ounces of gold sold. It may not be comparable to information in other gold producers' reports and filings.

	Three Months Ended August 31, 2023	Three Months Ended August 31, 2022	Twelve Months Ended August 31, 2023	Twelve Months Ended August 31, 2022
Revenue per financial statements	$ 9,187	$ 6,028	$ 38,320	$ 15,094
Revenue recognized from OCIM prepaid gold purchase agreement	(742)	-	(2,227)	-
Revenue from gold spot sales	8,445	6,028	36,093	15,094

Ounces of gold sold [1]	4,796	3,363	20,864	8,598
Ounces of gold sold from OCIM prepaid gold purchase agreement	(434)	-	(1,301)	-
Ounces from gold spot sales [1]	4,362	3,363	19,563	8,598
Average realized price (gross)	**$ 1,916**	**$ 1,792**	**$ 1,837**	**$ 1,756**
Average realized price net OCIM prepaid gold purchase agreement	**$ 1,936**	**$ 1,792**	**$ 1,845**	**$ 1,756**

[1] Note that the ounces of gold sold for the Twelve Months Ended August 31, 2022 does not include 390 ounces as Buckreef Gold early adopted the IAS 16 amendment as disclosed in the three and six months ended February 28, 2022 financial statements. Gold sales and related costs prior to that date were capitalized to exploration and evaluation assets and expenditures.

Cash cost per ounce of gold sold

Cash cost per ounce of gold sold is a non-IFRS performance measure and does not constitute a measure recognized by IFRS and does not have a standardized meaning defined by IFRS. Cash cost per ounce may not be comparable to information in other gold producers' reports and filings. Upon declaration of commercial production of the 1,000+ tpd processing plant in Q1 2023, capitalization of mine development costs ceased, and depreciation of capitalized mine development costs commenced. As the Company uses this measure to monitor the performance of our gold mining operations and its ability to generate positive cash flow, beginning in Q1 2023, total cash cost per ounce of gold sold starts with cost of sales related to gold production and removes depreciation. The following table provides a reconciliation of total cash cost per ounce of gold sold to cost of goods sold per the financial statements for the three and twelve months ended August 31, 2023.

	Three Months Ended August 31, 2023	Three Months Ended August 31, 2022	Twelve Months Ended August 31, 2023	Twelve Months Ended August 31, 2022
Cost of sales per financial statements	$ 5,105	$ 1,885	$ 20,126	$ 5,715
Less: Depreciation	$ (396)	$ 50	$ (1,259)	$ (122)
Total cash cost	$ 4,709	$ 1,935	$ 18,867	$ 5,593
Ounces of gold sold [1]	4,796	3,363	20,864	8,598
Cash cost per ounce of gold sold	**$ 982**	**$ 575**	**$ 904**	**$ 651**

[1] Note that the ounces of gold sold for the Twelve Months Ended August 31, 2022 does not include 390 ounces as Buckreef Gold early adopted the IAS 16 amendment as disclosed in the three and six months ended February 28, 2022 financial statements. Gold sales and related costs prior to that date were capitalized to exploration and evaluation assets and expenditures.

Adjusted EBITDA

Adjusted EBITDA is a non-IFRS performance measure and does not constitute a measure recognized by IFRS and does not have a standardized meaning defined by IFRS. Adjusted EBITDA may not be comparable to information in other gold producers' reports and filings. Adjusted EBITDA is presented as a supplemental measure of the Company's performance and ability to service its obligations. Adjusted EBITDA is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in the industry, many of which present Adjusted EBITDA when reporting their results. Issuers present Adjusted EBITDA because investors, analysts and rating agencies consider it useful in measuring the ability of those issuers to meet their obligations. Adjusted EBITDA represents net income (loss) before interest, income taxes, and depreciation and also eliminates the impact of a number of items that are not considered indicative of ongoing operating performance.

Certain items of expense are added, and certain items of income are deducted from net income that are not likely to recur or are not indicative of the Company's underlying operating results for the reporting periods presented or for future operating performance and consist of:

- Change in fair value of derivative financial instruments;
- Accretion related to the provision for reclamation;
- Share-based compensation expense; and
- Tax adjustments related to a prior period tax assessment (2012-2020).

The following table provides a reconciliation of net income (loss) and comprehensive income (loss) to Adjusted EBITDA per the financial statements for the three and twelve months ended August 31, 2023.

	Three Months Ended August 31, 2023	Three Months Ended August 31, 2022	Twelve Months Ended August 31, 2023	Twelve Months Ended August 31, 2022
Net (loss) income and comprehensive (loss) income per financial statements	2,309	(2,350)	7,045	(2,322)
Add:				
Depreciation	396	(50)	1,259	122
Interest and other non-recurring expenses	240	43	859	477
Income tax expense	948	177	5,331	436
Change in fair value of derivative financial instruments	(1,635)	3,443	(3,305)	2,035
Share-based payment expense	562	988	2,501	3,113
Adjusted EBITDA	**2,820**	**2,251**	**13,690**	**3,861**

The Company has included "average realized price per ounce of gold sold", "cash cost per ounce of gold sold" and "Adjusted EBITDA" as non-IFRS performance measures throughout this MD&A as TRX Gold believes that these generally accepted industry performance measures provide a useful indication of the Company's operational performance. The Company believes that certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, they are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Disclosure of Outstanding Share Data

As at August 31, 2023, there were 277,625,317 common shares outstanding, 38,968,037 share purchase warrants outstanding, 3,473,077 RSUs outstanding, nil PSUs/DSUs outstanding, and 15,436,000 stock options outstanding.

Risks Factors

The Company is subject to a number of extraneous risk factors over which it has no control. These factors are common to most mineral exploration and development companies and include, among others: project ownership, exploration and development risk, depressed equity markets and related financing risk, commodity price risk, fluctuating exchange rates, environmental risk, insurance risk, sovereign risk. For further details on the risk factors affecting the Company, please see the Company's Form 40-F Annual Report for the year ended August 31, 2023 filed with the SEC on November 29, 2023 and on SEDAR+ as the Company's Annual Information Form on November 29, 2023.

Internal Control Over Financial Reporting ("ICFR")

Management of the Company is responsible for establishing and maintaining adequate internal controls over financial reporting ("ICFR") for the Company as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934. The Company's management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have conducted an evaluation of the design and effectiveness of the Company's ICFR as of August 31, 2023. In making this assessment, the Company's management used the criteria established in Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO 2013"). This evaluation included review of the documentation of controls, evaluation of the design and operating effectiveness of controls, and a conclusion on this evaluation. Based on this evaluation, management concluded that ICFR were not effective for the year ended August 31, 2023 due to the following material weaknesses: (i) the Company had not implemented and tested all of the Company's key controls, including information technology general controls, ICFR and disclosure controls and procedures as per the criteria established in the COSO 2013 Framework.

Remediation of Material Weaknesses

The control deficiencies described above were concluded on by management during the year ended August 31, 2023. The Company has prioritized the remediation of the material weaknesses and is working under the oversight of the Audit Committee to resolve the issue.

During the year ended August 31, 2023, the Company continued to strengthen its internal controls and are committed to ensuring that such controls are designed and operating effectively. The Company is implementing process and control improvements and management made the following changes during the year to improve the internal control framework, including the following:

- Engaged a third-party service provider to design and implement an enhanced internal control environment framework. During the year, the Company continued to develop a set of key risk control matrices by business cycle and by entity, including key controls, business processes and policies to enhance the maturity level of the Company's internal control environment. The Company also continued to develop narratives and process maps for each key business cycle as conducted through walkthroughs with management, staff and its third-party information technology services provider within all key business cycles. Management has been implementing the newly designed internal control framework, conducting testing to ensure implemented controls are operating as intended, and is remediating any identified control gaps.

- The Company implemented a new enterprise resource planning ("ERP") system during the year ended August 31, 2023 across the entire group to help automate certain reconciliations and manual processes and to increase the efficiency and accuracy of the financial statement preparation and review process. The ERP also reduced the risk of manual spreadsheet errors and formalize procedures around validation of completeness and accuracy of spreadsheets related to account reconciliations. The Company will continue to expand on the use of the software tool to help manage month-end and quarter-end activities.

- Continued to build an experienced finance team at Buckreef Gold Company Limited, the Company's operating subsidiary, with several internal personnel changes, including a new site Finance Superintendent and additional headcount to enhance review and approval of invoices, journal entries and reconciliations, improve segregation of duties and to optimize the Company's financial reporting close process.

- Continued focus related to preparation of formal accounting memorandums and accounting models to support conclusions on technical accounting matters, and the development and use of checklists and research tools to assist in compliance with IFRS with regard to complex accounting issues.

During the year ended August 31, 2023, the Company worked with a third-party service provider to design and document a new and improved system of internal controls and is currently in the process of implementing and testing the operating effectiveness of these newly designed key controls with the goal of remediating the material weakness identified. However, as at August 31, 2023, the Company has been unable to complete this implementation by the required reporting date due to limited time and resources. Proposed changes to address the material weaknesses will take time to implement due to, amongst other things, a limited number of staff at the Company.

It is the Company's intention to remediate the material weakness and has engaged a third-party service provider to assist in the review, evaluation and testing of the Company's controls and procedures in a timely manner over the course of F2024.

Additional Information

The Company is a Canadian public company listed on the Toronto Stock Exchange trading under the symbol "TNX" and also listed on the NYSE American trading under the symbol "TRX". Additional information about the Company and its business activities is available on SEDAR+ at www.sedarplus.ca; with the SEC at sec.gov; and the Company's website at www.TRXgold.com.

Approval

The Board of Directors of TRX Gold Corporation has approved the disclosure contained in this year end MD&A. A copy of this year end MD&A will be provided to anyone who requests it. It is also available on the SEDAR+ website at www.sedarplus.ca.

Endnotes

[1] Refer to "Non-IFRS Performance Measures" section.

[2] Notes Regarding Sample Protocol QA/QC: The sample chain of custody is managed by the Buckreef Gold geology team on site. Reported results are from diamond drilled core samples. Intervals of core to be analyzed are split into half using a mechanized core cutter, with one half sent to the Laboratory for geochemical analysis and the remaining half kept in storage for future reference and uses. Diamond drilled core has been a HQ size and recoveries are consistently 100% across all drill holes intercept reported.

Sampling and analytical procedures are subject to a comprehensive quality assurance and quality control program. The QA/QC program involves insertion of duplicate samples, blanks and certified reference materials in the sample stream. Gold analyses are performed by standard fire assaying protocols using a 50-gram charge with atomic absorption (AAS) finish and a gravimetric finish performed for assays greater than 10 grams per tonne.

Sample Preparation and analysis are performed by independent SGS Laboratory in Mwanza, Tanzania. SGS Laboratory is ISO17025 accredited and employs a Laboratory Information Management System for sample tracking, quality control and reporting.

The results summarized in this MD&A are from Buckreef Main Zone NEE prospect. The prospect is an extension of the known Buckreef Main Zone. The intercepts confirm a continuity of over 200 m of known Buckreef main deposit to the North east. The intersections reported here are a down-hole length and may not represent true width, however the true width is estimated to be between 50% - 60% of the length.

Exhibit 99.5

CERTIFICATION

I, Stephen Mullowney, certify that:

1. I have reviewed this annual report on Form 40-F of TRX Gold Corporation (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: November 29, 2023

/s/ Stephen Mullowney
Stephen Mullowney
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 99.6

CERTIFICATION

I, Michael Leonard, certify that:

1. I have reviewed this annual report on Form 40-F of TRX Gold Corporation (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. .Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: November 29, 2023

/s/ Michael Leonard
Michael Leonard
Chief Financial Officer
(Principal Financial Officer)

Exhibit 99.7

CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(SUBSECTIONS (a) AND (b) OF SECTION 1350, CHAPTER 63 OF
TITLE 18, UNITED STATES CODE)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of Title 18, United States Code), each of the undersigned officers of TRX Gold Corporation (the "Company"), does hereby certify with respect to the Annual Report of the Company on Form 40-F for the year ended August 31, 2023, as filed with the Securities and Exchange Commission (the "Form 40-F") that, to the best of their knowledge:

(1) the Form 40-F fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Form 40-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 29, 2023

/s/ Stephen Mullowney
Stephen Mullowney
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 99.8

CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(SUBSECTIONS (a) AND (b) OF SECTION 1350, CHAPTER 63 OF
TITLE 18, UNITED STATES CODE)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of Title 18, United States Code), each of the undersigned officers of TRX Gold Corporation (the "Company"), does hereby certify with respect to the Annual Report of the Company on Form 40-F for the year ended August 31, 2023, as filed with the Securities and Exchange Commission (the "Form 40-F") that, to the best of their knowledge:

(1) the Form 40-F fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Form 40-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 29, 2023

/s/ Michael Leonard
Michael Leonard
Chief Financial Officer
(Principal Financial Officer)

Exhibit 99.10

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this annual report on Form 40-F of our report dated November 29, 2023, relating to the consolidated financial statements of TRX Gold Corp. for the years ended August 31, 2023, and 2022, which appears in TRX Gold Corp.'s Annual Report on Form 40-F for the year ended August 31, 2023, and which is incorporated by reference to TRX Gold Corp.'s Registration Statements on Form F-3 (File Nos. 333-248210; 333-250146; 333-252876 and 333-255526) and Form S-8 (File No. 333-234078) and to the reference to us under the heading "Experts" in the Prospectus of such Registration Statements.

/s/ Dale Matheson Carr-Hilton Labonte LLP

DALE MATHESON CARR-HILTON LABONTE LLP
Chartered Professional Accountants

Vancouver, Canada

November 29, 2023

Exhibit 99.11

CONSENT OF FRANK CRUNDWELL OF
CM SOLUTIONS (PTY) LTD.

I Frank Crundwell of CM Solutions (Pty) Ltd., in connection with the filing of Tanzanian Gold Corporation's (the Company's) Annual Report on Form 40-F for the fiscal year ended August 31, 2023, consents to:

- the use of the technical report titled "Updated Mineral Resource Estimate for the Buckreef Gold Mine Project, Tanzania, East Africa" (the "Technical Report"), with an effective date of May 15, 2020 by the public filing and/or incorporation by reference in the Company's Annual Report on Form 40-F;

- the incorporated by reference to the Company's registration statements on Form F-3 (SEC File Nos.: 333-248210; 333-250146; 333-252876 and 333-255526) and Form S-8 (SEC File No.: 333-234078) (collectively, "Registration Statements") of the Technical Report; and

- the use of and references to my name, including my status as an expert in connection with the Registration Statements and any such Technical Report.

CM Solutions (Pty) Ltd.

/s/ Frank Crundwell
Frank Crundwell

Dated: November 29, 2023

Exhibit 99.12

CONSENT OF WENCESLAUS KUTEKWATEKWA OF
VIRIMAI PROJECTS

I, Wenceslaus Kutekwatekwa of Virimai Projects (“Virimai”), in connection with the filing of Tanzanian Gold Corporation’s (the Company’s) Annual Report on Form 40-F for the fiscal year ended August 31, 2023, consents to:

- the use of the technical report titled "Updated Mineral Resource Estimate for the Buckreef Gold Mine Project, Tanzania, East Africa" (the "Technical Report"), with an effective date of May 15, 2020 by the public filing and/or incorporation by reference in the Company’s Annual Report on Form 40-F;

- the incorporated by reference to the Company’s registration statements on Form F-3 (SEC File Nos.: 333-248210; 333-250146; 333-252876 and 333-255526) and Form S-8 (SEC File No.: 333-234078) (collectively, “Registration Statements”) of the Technical Report; and

- the use of and references to Virimai and my name, including our status as an expert, in connection with the Registration Statements and any such Technical Report.

Virimai Projects (Virimai)

/s/ Wenceslaus Kutekwatekwa
Wenceslaus Kutekwatekwa

Dated: November 29, 2023

Exhibit 99.13

TRX Gold Corporation
Clawback Policy

Introduction

The Board of Directors (the "**Board**") of the TRX Gold Corporation (the "**Company**"), acting in the best interest of the Company and its shareholders, has therefore adopted this policy which provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws (the "**Policy**"). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the " **Exchange Act**") and Rule 811 of the NYSE American Company Guide (the "**Rule 811**").

Administration

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

Covered Executives

This Policy applies to the Company's current and former executive officers, including but not limited to the Company's Principal Executive Officer and Principal Financial and Accounting Officer, as determined by the Board in accordance with the definition in Section 10D of the Exchange Act and Rule 811, and such other senior executives/employees who may from time to time be deemed subject to the Policy by the Board ("**Covered Executives**").

Recoupment; Accounting Restatement

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period, the Board will require reimbursement or forfeiture of any excess Incentive Compensation received by any Covered Executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement.

Incentive Compensation

Incentive Compensation means all incentive-based compensation received by a Covered Executive (i) on or after the Effective Date, regardless of if the incentive-based compensation results from a compensation contract or arrangement existing prior to the Effective Date, (ii) after beginning service as a Covered Executive, (iii) who served as a Covered Executive at any time during the applicable performance period for that incentive-based compensation, (iv) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (v) during the three completed fiscal years immediately preceding the date that the Company is required to prepare an accounting restatement as defined above.

For purposes of this Policy, Incentive Compensation may include, but not limited to, any of the following; provided that, such compensation is granted, earned, or vested based wholly or in part on the attainment of a financial reporting measure: annual bonuses and other short- and long-term cash incentives, stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, or performance units.

For purpose of this Policy, financial reporting measures may include, but not limited to, any of the following: company stock price, revenues, or net income.

Excess Incentive Compensation: Amount Subject to Recovery

The amount to be recovered will be the excess of the Incentive Compensation paid to the Covered Executive based on the erroneous data over the Incentive Compensation that would have been paid to the Covered Executive had it been based on the restated results, as determined by the Board, without regard to any taxes paid by the Covered Executive in respect of the Incentive Compensation paid based on the erroneous data.

If the Board cannot determine the amount of excess Incentive Compensation received by the Covered Executive directly from the information in the accounting restatement, then it will make its determination based on a reasonable estimate of the effect of the accounting restatement.

Method of Recoupment

The Board will determine, in its sole discretion, the method for recouping Incentive Compensation hereunder which may include, without limitation:

(a) requiring reimbursement of cash Incentive Compensation previously paid;

(b) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;

(c) offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;

(d) cancelling outstanding vested or unvested equity awards; and/or

(e) taking any other remedial and recovery action permitted by law, as determined by the Board.

No Indemnification

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Incentive Compensation.

Interpretation

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act, any applicable rules or standards adopted by the Securities and Exchange Commission, and Rule 811.

Effective Date

This Policy shall be effective as of November 23, 2023 (the " **Effective Date**") and shall apply to Incentive Compensation that is received by Covered Executives on or after the Effective Date, even if such Incentive Compensation was approved, awarded, or granted to Covered Executives prior to the Effective Date.

Amendment; Termination

The Board has full discretion to amend, modify, supplement, rescind or replace all or any portion of this Policy at any time, except that no amendment or termination of this Policy shall be effective if such amendment or termination would cause the Company to violate any federal securities laws, SEC rule or NYSE American rule.

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to comply with the definitions and obligations set forth under the Rule 811, Section 10D, Rule 10D-1 and any other applicable law, regulation, rule or interpretation of the SEC or NYSE American promulgated or issued in connection therewith as of the Effective Date. This Policy shall be deemed to automatically update to conform to any amendment to the definitions and obligations set forth under the Rule 811, Section 10D, Rule 10D-1 and any other applicable law, regulation, rule or interpretation of the SEC or NYSE American promulgated or issued in connection therewith that are effective as of a date that is after the Effective Date.

Other Recoupment Rights

Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

Relationship to Other Plans and Agreements

The Board intends that this Policy will be applied to the fullest extent of the law. Any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, be construed to incorporate an agreement by the Covered Executive to abide by the terms of this Policy. In the event of any inconsistency between the terms of the Policy and the terms of any employment agreement, equity award agreement, or similar agreement under which Incentive Compensation has been granted, awarded, earned or paid to a Covered Executive, whether or not deferred, the terms of the Policy shall govern.

Acknowledgment

The Covered Executives shall sign an acknowledgment form in the form attached hereto as Exhibit A in which they acknowledge that they have read and understand the terms of the Policy and are bound by the Policy.

Impracticability

The Board shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Board in accordance with Rule 10D-1 of the Exchange Act and Rule 811.

Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Exhibit A

ATTESTATION AND ACKNOWLEDGEMENT OF

CLAWBACK POLICY

I, the undersigned, affirm and acknowledge that I am fully bound by, and subject to, all of the terms and conditions of TRX Gold Corporation's Clawback Policy, as may be amended, restated, supplemented or otherwise modified from time to time, (the "**Policy**"). In the event of any inconsistency between the Policy and the terms of any employment agreement to which I am a party, or the terms of any compensation plan, program or agreement under which any compensation has been granted, awarded, earned or paid, the terms of the Policy shall govern. In the event the Compensation Committee and/or Board determines that any amounts granted, awarded, earned or paid to me must be forfeited or reimbursed to the Company, I will promptly take any action necessary to effectuate such forfeiture and/or reimbursement. Any capitalized terms used in this Acknowledgment without definition shall have the meaning set forth in the Policy.

By: _____ Date: _____

Name: _____

Title: _____