

15 August 2023

## Securities Trading Policy Query

In response to your request for information contained in your Securities Trading Policy Query letter dated 14 August 2023, Besra Gold Inc (ASX:BEZ) (**BEZ** or the **Company**) advises as follows:

### Question 1

Is BEZ of the view that the indirect disposal of the 2,430,598 BEZ Securities by BEZ's Chairperson, Ms Bennett, complied with the Trading Policy? If so, please explain the basis for that view.

### Response to Question 1

*BEZ is of the view that the disposal by Pangaea Resources Limited (a company of which Ms Bennett is both a director and shareholder) of 2,430,598 BEZ CDIs did not comply with the Company's Trading Policy.*

### Request 2

If the disposal of the BEZ Securities did not comply with the Trading Policy: 2.1 Please outline any action BEZ took in response to this non-compliance with the Trading Policy.

### Response to Request 2

*On the morning of 26 July 2023, BEZ became aware that on 24 July 2023 Pangaea had sold (on market) 124,912 BEZ CDIs for a consideration of \$34,975.36. BEZ immediately contacted Ms Bennett (the Company's former Chair) to seek confirmation of the on market sale and details of the circumstances surrounding the sale. Ms Bennett undertook to promptly deliver to BEZ a full report. At 9:45pm (Sydney time) on Friday 28 July 2023, BEZ received from Ms Bennett copies of three confirmations of on-market sales by Pangaea of the following BEZ CDIs:*

<b>Date of on market sale</b>	<b>Number of CDI's</b>	<b>Consideration received</b>
24 July 2023	124,912	\$34,975.36
25 July 2023	1,165,686	\$388,826.03
26 July 2023	1,140,000	\$326,221.49

*Other than the three confirmations of on-market sales, no other report, documentation or information concerning the sale of the 2,430,598 BEZ CDI's has been provided to BEZ by either Ms Bennett or Pangaea.*

*In direct response to the non-compliance with the Trading Policy, the Board moved to remove Ms Bennett as Chair of BEZ and requested her written resignation as Director of BEZ. On 1 August 2023, BEZ requested and secured a Trading Halt pending the release of an announcement concerning Board*

---

*Changes. On 2 August 2023, BEZ announced the resignation of Ms Bennett as a Director and the appointment of Mr John Seton as interim Chair of BEZ.*

**Request 3**

Please confirm that BEZ is complying with the ASX Listing Rules and, in particular, Listing Rule 3.1.

***Response to Request 3***

*BEZ confirms that it is complying with the ASX Listing Rules and, in particular, Listing Rule 3.1.*

**Request 4**

Please confirm that BEZ's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BEZ with delegated authority from the board to respond to ASX on disclosure matters.

***Response to Request 4***

*BEZ confirms that the responses to the questions above have been authorised and approved by its Board.*

**This announcement was authorised for release by the board of Besra Gold Inc.**

**Michael Higginson  
Company Secretary**





14 August 2023

Reference: 78000

Mr Mike Higginson  
Company Secretary  
Besra Gold Inc.  
45 Ventnor St  
West Perth WA 6005

**By email**

Dear Mr Higginson

**Besra Gold Inc. ('BEZ'): Securities Trading Policy Query**

ASX refers to the following:

- A. BEZ's announcement titled 'Change of Director's Interest Notice' released on the ASX Market Announcements Platform (the 'MAP') on 31 July 2023, which disclosed that BEZ director, Ms Jocelyn Bennett, indirectly disposed on market 2,430,598 BEZ securities for a cash consideration of \$750,022.88 between 24 – 26 July 2023 ('BEZ Securities'). The notice included the following statements in Part 3:

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	Yes
If so, was prior written clearance provided to allow the trade to proceed during this period?	No
If prior written clearance was provided, on what date was this provided?	Not Applicable

- B. Listing Rule 3.19A.2 requires an entity to tell ASX the following:

*'A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.'*

- C. Listing rule 3.19B states that:

*'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'*

- D. BEZ's Securities Trading Policy (the 'Trading Policy'), released on MAP on 6 October 2021, which states (relevantly):

**3.1. Blackout Periods**

- (a) *'Besra Persons, subject to clauses 3.3 and 5, may not buy or sell Besra securities during a Blackout Period (defined below).*
- (b) **Blackout Periods** are times when Besra Persons **must not** deal in Besra's securities.

The following are mandated Blackout Periods:

- (i) from the close of the ASX trading day on the date falling two weeks prior to the day on which Besra's quarterly results are released to the ASX until 10:00am (Sydney time) on the ASX trading day following the day of their release to the ASX;
- (ii) from the close of the ASX trading day on the date falling 5 days prior to the day on which Besra's annual and interim financial results are released to the ASX until 10:00am (Sydney time) on the ASX trading day following the day of their release to the ASX; and
- (iii) any other period that the Board specifies from time to time.

If the day on which a Blackout Period is to begin is not an ASX trading day, then the Blackout Period will begin on the preceding ASX trading day.

During Blackout Periods, Besra Persons must not deal in any of Besra's financial products or securities, or in any securities related to them.'

...

### 3.3. Notifications

- (a) 'Besra Persons must:
  - (i) prior to dealing in Besra securities outside a Blackout Period or where clause 4 requires the person to obtain a consent under clause 3.3, notify the relevant person in clause 3.3(c) (the **Authorising Officer**) of their proposed dealing and obtain consent from the Authorising Officer; and
  - (ii) confirm that they are not in possession of any Inside Information; and
  - (iii) after dealing with the Besra securities, provide the Authorising Officer with a transaction confirmation and
  - (iv) notify the Authorising Officer if they begin to have, or cease to have, a "substantial holding" (as defined in section 9 of the Corporations Act) in Besra, or if they have a substantial holding in Besra and there is a movement of at least 1% in their holding.
- (b) For the avoidance of doubt, the Besra Person seeking authorisation cannot be their own Authorising Officer.
- (c) Authorising Officer'

Besra Person seeking authorisation	Authorising Officer
<i>Chair of the Board</i>	The chair of Audit and Risk Committee or the Chief Executive Officer.
<i>Other directors, Company Secretary and any other Key Management Personnel</i>	The chair of the Board or, in his/her absence the chair of the Audit and Risk Committee
<i>Any other Besra Person</i>	The Company Secretary or, in his/her absence, the Chief Executive Office.

...

---

### 3.4. Exceptional Circumstances

- (a) *'In exceptional circumstances the Authorising Officer has discretion to approve dealings in Besra securities during a Blackout Period, or other dealings that would otherwise be prohibited by this policy.*
- (b) *Any approval given under this clause 3.4, must be provided by electronic delivery via email. The notification requirements still apply.*
- (c) *What constitutes "exceptional circumstances" will be assessed on a case-by-case basis within the absolute discretion of the Authorising Officer, and may include, without limitation, severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.*
- (d) *Any decision to grant or refuse to grant clearance to a Besra Person to trade in Besra's securities by the Authorising Officer under this clause 3.4:*
  - (i) *may be made in the Authorising Officer's absolute discretion, however the Authoring Officer must provide the Besra Person the reasons for the decision;*
  - (ii) *is valid for a period of 5 business days from the time it is given or such other period as may be determined by the Authorising Officer;*
  - (iii) *can be withdrawn (if clearance has been given) if new information comes to light or there is a change in circumstances;*
  - (iv) *is final and binding on the Besra Person seeking clearance; and*
  - (v) *must be kept strictly confidential by the Besra Person and not disclosed to any other person.*
- (e) *In deciding whether to grant clearance to trade in Besra's securities, the Authorising Officer will consider the need to minimise the risk of Insider Trading, and also to avoid the appearance of Insider Trading and the significant reputational damage that may cause.*
- (f) *Any clearance to trade by the Authorising Officer under this clause 3.4 is not an endorsement to trade. The Besra Person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws. The Besra Person must carefully consider whether they are in possession of any Inside Information that might preclude them from trading at that time. If the Besra Person is in any doubt, they should not trade.*
- (g) *If a Besra Person comes into possession of Inside Information after receiving a clearance to trade, they must not trade despite having received the clearance.'*

...

### 5. Exemptions

- (a) *'Besra Persons may at any time:*
  - (i) *trade in Besra's securities where the trading does not result in a change of beneficial interest in the securities;*
  - (ii) *acquire securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any dealing in those securities remains subject to this policy and the provisions of the Corporations Act;*

- 
- (iii) *transfer Besra securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;*
  - (iv) *acquire Besra's ordinary shares by conversion of securities giving a right of conversion to Besra's ordinary shares;*
  - (v) *acquire Besra's securities under a bonus issue made to all holders of securities of the same class;*
  - (vi) *undertake to accept, or accept, a takeover offer;*
  - (vii) *invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of Besra) where the assets of the fund or other scheme are invested at the discretion of a third party;*
  - (viii) *a disposal of Besra securities that is the result of a secured lender exercising their rights under a loan or security agreement;*
  - (ix) *where a restricted person is a trustee, trade in the securities managed by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;*
  - (x) *trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.*
- (b) *If a Besra Person undertakes any of the actions described in paragraph (a), that Besra Person must advise the relevant Authorising Officer (as set out in clause 3.3(c)).'*

E. BEZ announcement titled 'Appendix 5B Quarterly Cash Flow Report' for the quarter ending 30 June 2023 released on MAP on 31 July 2023.

F. Listing Rules 12.9 and 12.12 require the following:

- |       |   |
|-------|---|
| 12.9  | An entity must have a <sup>+</sup> trading policy that complies with the requirements of ASX listing rule 12.1. An entity must give its <sup>+</sup> trading policy to the <sup>+</sup> market announcements office for release to the market.  |
| 12.12 | At a minimum, an entity's <sup>+</sup> trading policy must include the following information: <ul style="list-style-type: none"><li>• 12.12.1 <i>The entity's <sup>+</sup>closed periods.</i></li><li>• 12.12.2 <i>The restrictions on trading that apply to the entity's <sup>+</sup>key management personnel.</i></li><li>• 12.12.3 <i>Any trading which is not subject to the entity's <sup>+</sup>trading policy.</i></li></ul> |

G. Guidance Note 27: Trading Policies which states:

*'Implicit in the requirement for an entity to have a trading policy is that it should also have appropriate measures to ensure that its KMP are aware of, and understand, their obligations under the policy and to*

---

*monitor and enforce compliance with the policy. For it not to do so would be a failure to comply with its obligation under Listing Rule 19.2 to honour the spirit, intention and purpose of the Listing Rules.'*

### **Request for information**

Having regard to the above, ASX asks BEZ to respond separately to each of the following questions and requests for information:

1. Is BEZ of the view that the indirect disposal of the 2,430,598 BEZ Securities by BEZ's Chairperson, Ms Bennett, complied with the Trading Policy? If so, please explain the basis for that view.
2. If the disposal of the BEZ Securities did not comply with the Trading Policy:
  - 2.1 Please outline any action BEZ took in response to this non-compliance with the Trading Policy.
3. Please confirm that BEZ is complying with the ASX Listing Rules and, in particular, Listing Rule 3.1.
4. Please confirm that BEZ's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BEZ with delegated authority from the board to respond to ASX on disclosure matters.

### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **11:00 AM AWST Friday, 18 August 2023**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, BEZ's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require BEZ to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Release of correspondence between ASX and entity**

ASX reserves the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

### **Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

---

**Scarlette de Lavaine**  
Advisor, Listings Compliance