
BESRA GOLD INC.
INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 31 MARCH 2024

(In United States dollars)

(Unaudited)

NOTICE TO THE READER

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited interim consolidated financial statements have not been reviewed by the Company's auditors.

BESRA GOLD INC.

Interim Consolidated Statement of Financial Position

| in USD | Notes | As At | As at |
|-------------------------------------|-------|-------------------|-------------------|
| | | 31 March 2024 | 30 June 2023 |
| ASSETS | | | |
| <i>Current</i> | | | |
| Cash and cash equivalents | 4 | 19,770,625 | 757,208 |
| Trade and other receivables | 5 | 9,948,073 | 37,943 |
| Prepaid expenses | | 41,543 | 1,950 |
| | | 29,760,241 | 797,101 |
| <i>Non-current</i> | | | |
| Property plant and equipment | | - | 160 |
| Exploration & evaluation | 6 | 21,051,785 | 21,063,866 |
| | | 21,051,785 | 21,064,026 |
| TOTAL ASSETS | | 50,812,026 | 21,861,127 |
| LIABILITIES | | | |
| <i>Current</i> | | | |
| Trade and other payables | 7 | 971,156 | 988,280 |
| | | 971,156 | 988,280 |
| <i>Non-current</i> | | | |
| Contract Liabilities | 8 | 38,114,581 | - |
| TOTAL LIABILITIES | | 39,085,737 | 988,280 |
| NET ASSETS | | 11,726,289 | 20,872,847 |
| EQUITY | | | |
| Issued capital | 9 | 188,486,494 | 186,382,450 |
| Reserves | 12 | 1,751,918 | 719,918 |
| Accumulated Losses | 14 | (177,382,301) | (165,296,483) |
| | | 12,856,111 | 21,805,885 |
| Non-controlling interest | | (1,129,822) | (933,038) |
| TOTAL EQUITY | | 11,726,289 | 20,872,847 |
| TOTAL LIABILITIES AND EQUITY | | 50,812,026 | 21,861,127 |

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

BESRA GOLD INC.

Interim Consolidated Statement of Profit and Loss and Comprehensive Profit and Loss

| in USD | Note | Three Months to 31 March | | Nine Months to 31 March | |
|---|-------|-----------------------------|------------------|----------------------------|------------------|
| | | 2024 | 2023 | 2024 | 2023 |
| Corporate and administrative expense | | (431,378) | (381,191) | (1,509,545) | (821,090) |
| Gain on settlement of debts | | - | - | - | 29,808 |
| Exploration expense | | - | 7,039 | - | - |
| Foreign exchange adjustments | | (55,958) | - | (223,654) | - |
| Depreciation and amortization | | (63) | (438) | (159) | (438) |
| Finance costs recovered (charged) | | (1,492,161) | (674) | (2,636,172) | (732) |
| Finance income | | 37,632 | 3,714 | 66,082 | 4,063 |
| Gold Purchase Facility costs | | (9,446) | - | (3,643,624) | - |
| Impairment Charges | 6 | - | - | (2,967,582) | - |
| Share based payments | 11,12 | - | - | (1,032,000) | - |
| LOSS BEFORE INCOME TAX | | (1,951,374) | (371,550) | (11,946,654) | (788,389) |
| Income tax (recovery) | | - | - | - | - |
| LOSS FOR THE PERIOD | | (1,951,374) | (371,550) | (11,946,654) | (788,389) |
| COMPREHENSIVE LOSS FOR THE PERIOD | | (1,951,374) | (371,550) | (11,946,654) | (788,389) |
| Comprehensive profit loss for the period attributable to: | | | | | |
| Shareholders of the parent | | (1,950,210) | (370,279) | (11,749,870) | (784,537) |
| Non-controlling interests | | (1,165) | (1,271) | (196,784) | (3,852) |
| Basic and diluted loss per share | 13 | (0.005) | (0.001) | (0.028) | (0.002) |

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

BESRA GOLD INC.

Interim Consolidated Statement of Cash Flows

| in USD | Notes | Nine Months Ended 31 March 2024 | Nine Months Ended 31 March 2023 |
|--|-------|--|--|
| OPERATING ACTIVITIES | | | |
| Comprehensive loss) for the period | | (11,946,654) | (788,389) |
| <i>Items not affecting Cash</i> | | | |
| Gain on settlement of debts | | - | (29,808) |
| Depreciation & amortization | | 159 | 438 |
| Finance Costs | | 2,636,172 | - |
| Gold purchase facility cost | | 2,104,044 | - |
| Impairment charges | | 2,967,582 | - |
| Foreign exchange adjustments | | (6,734) | 16,389 |
| Share based payments | 12 | 1,032,000 | - |
| <i>Changes in non-cash working capital balances</i> | | | |
| Trade and other receivables and other financial assets | | (121,869) | (9,985) |
| Trade and other payables | | 17,124 | (202,895) |
| Cash used in operating activities | | (3,318,176) | (1,014,250) |
| INVESTING ACTIVITIES | | | |
| Acquisition of minority interest | | (335,948) | - |
| Exploration and evaluation costs | 6 | (2,955,501) | (1,330,766) |
| Cash used in investing activities | | (3,291,449) | (1,330,766) |
| FINANCING ACTIVITIES | | | |
| Proceeds from issue of share capital | | - | 3,566,112 |
| Proceeds from contract liabilities | | 25,646,326 | - |
| Repayment of settlement sum | | - | (173,543) |
| Cash provided by financing activities | | 25,646,326 | 3,392,569 |
| Increase in cash during the period | | 19,036,701 | 1,047,553 |
| Cash - beginning of the period | | 757,208 | 865,336 |
| Effect of exchange rates on cash | | (23,284) | (16,389) |
| Cash - end of the period | | 19,770,625 | 1,896,500 |

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

BESRA GOLD INC.

Interim Consolidated Statement of Changes in Equity

| in USD | Issued Capital | Reserves | Accumulated Losses | Non- Controlling Interest | Total Equity |
|--|--------------------|------------------|-----------------------|---------------------------------|-------------------|
| Balance at 1 July 2023 | 186,382,450 | 719,918 | (165,296,483) | (933,038) | 20,872,847 |
| Issue of share capital | 2,104,044 | - | - | - | 2,104,044 |
| Total contributions from owners | 188,486,494 | 719,918 | (165,296,483) | (933,038) | 22,976,891 |
| Acquisition of minority interest | - | - | (335,948) | - | (335,948) |
| Share based payments | - | 1,032,000 | - | - | 1,032,000 |
| Total comprehensive loss | - | - | (11,749,870) | (196,784) | (11,946,654) |
| Balance at 31 March 2024 | 188,486,494 | 1,751,918 | (177,382,301) | (1,129,822) | 11,726,289 |
| Balance at 1 July 2022 | 182,816,338 | 1,318,617 | (164,145,312) | (931,847) | 19,057,796 |
| Issue of share capital | 4,076,336 | - | - | - | 4,076,336 |
| Share issue costs | (510,224) | - | - | - | (510,224) |
| Total contributions from owners | 186,382,450 | 1,318,617 | (164,145,312) | (931,847) | 22,623,908 |
| Share based payments | - | (598,699) | - | - | (598,699) |
| Total comprehensive loss | - | - | (1,151,171) | (1,191) | (1,152,362) |
| Balance at 30 June 2023 | 186,382,450 | 719,918 | (165,296,483) | (933,038) | 20,872,847 |

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

BESRA GOLD INC.

Notes to the Condensed Interim Consolidated Statements

1. Background and Nature of Business

During the financial years ended 30 June 2022 and 2023 and for the period ended 31 March 2024, the business of Besra Gold Inc. ('Besra' or 'the Company') and its subsidiaries ('the Group') consisted of interests in mining tenements and applications within the Malaysian State of Sarawak and principally the Bau Gold Project ('Bau').

The 31 March 2024 financial statements for the Group, are the consolidated operations of the Group.

2. General Information

Besra is the ultimate parent company, and it is a limited liability company incorporated in Canada. Its registered office is 67 Yonge St, Suite 701, Toronto, Ontario, Canada and principal place of business for the period is located at Level 35, Melbourne Central Tower, 360 Elizabeth Street, Melbourne, Victoria, Australia, 3000.

3. Basis of Preparation & Significant Accounting Policies

Basis of Preparation

These interim consolidated financial statements have been prepared in accordance with International Accounting Standards "34", Interim Financial Reporting. They do not include all the information required in annual financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB) and should be read in conjunction with the Consolidated financial statements for the year ended 30 June 2023 and any public announcements made during the interim reporting period.

Accounting policies

The interim financial statements have been prepared in accordance with the same accounting policies adopted in the Group's latest annual financial statements for the year ended 30 June 2023.

These policies have been applied consistently to all financial periods presented, unless otherwise stated.

The following new policy has been adopted during the period.

Contract Liability

The Company has entered into a contractual obligation with Quantum Metal Recovery Inc ('Quantum') under which it has agreed to accept deposits based on future gold deliveries (forward delivery contract), referenced to a preset quantity of refined gold and price based on a weighted average gold price at the deposit date (reference point) as established in the Gold Purchase Agreement ('GPA'). The deliveries are not scheduled at the time the deposit is received and will be based on a portion of future gold production from the Company's mining assets in accordance with the GPA. The deposit is valued at 5% of the reference point and is recorded as a liability. A further 85% of the reference point is received on delivery. The Company has determined that the contract contains a financing component. As a result, the net liability amount is accreted to the expected date of delivery to the reference point of the forward delivery contract less amounts due to the Company on delivery of the contracted gold. Revenue will be recognised based on the reference point of the forward delivery contract. At that time, the portion of accreted deposit allocated to the gold delivery will no longer be recorded as a liability.

Historical cost convention

The interim financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value. The financial statements are presented in United States dollars (USD) which is also the functional currency of Besra Gold Inc. and its subsidiaries and are rounded to the nearest dollar unless otherwise stated.

Accounting estimates and judgements

The preparation of financial statements requires the use of accounting estimates, judgements and assumptions that affect the application of accounting policies and the reported net assets and financial results. Actual results may differ from these estimates. Estimates, judgements and underlying assumptions are continually reviewed based on historical experience and reasonable expectations of future events.

The accounting estimates, judgements and assumptions applied in these interim financial statements are in accordance with those that were applied and disclosed in the annual financial statements for the year ended 30 June 2023, unless otherwise stated.

The forgiveness of debts and loans and derivative fair values recognised in the comparative financial statements were effected on the restructure of the Group in the prior reporting period.

New standards not yet adopted by the Group

The Group has adopted all of the new and revised standards and interpretations issued by the International Accounting Standards Board that are relevant to its operations and effective for the current reporting period.

There are no new standards and interpretations in issue which are mandatory for 31 March 2024 reporting periods that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

Going Concern

These interim consolidated financial statements for the period to 31 March 2024 have been prepared on a going concern basis which assumes that the Company and the entities it controls will be able to realize its assets and discharge its liabilities in the normal course of business.

During the nine-month period ended 31 March 2024, the Group made a loss of \$11,946,654 and cash outflows from operating and investing activities of \$6,609,625 and financing cash inflows of \$25,646,326. At 31 March 2024, the Group's current assets exceeded its current liabilities by \$28,789,085.

On 8 May 2023 the Group entered into a binding GPA with Quantum. The key terms of this agreement are set out in note 16 to the financial statements. This agreement is expected to provide the Company with required cash flows to develop Bau. Under terms of the GPA Quantum will provide funding, through contract notes, to develop Bau, and the Group will have obligations to provide gold bullion at future dates to repay the contract note liabilities. The Directors believe that given the Company's current cash position and that the GPA provides reasonably foreseeable assurance that the Group will continue as a going concern and therefore it is appropriate to adopt the going concern basis in preparation of the financial statements.

Significant accounting policies

The accounting policies adopted by the Company as set out in the audited consolidated financial statements for the year ended 30 June 2023 have been applied consistently to all periods presented in these interim consolidated financial statements. No additional significant accounting policies have been adopted in the current period.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if it affects both current and future periods.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability and measurement of deferred tax assets, and provisions for restoration and environmental obligations.

Basis of Consolidation

During the reporting period ended 31 March 2024, Besra increased its ownership of Bau as a result of the acquisition of a further 1,802 shares (0.72%) in North Borneo Gold Sdn Bhd ('NBG') (the owner of Bau) from Gladioli Enterprises Sdn Bhd for A\$500,000. Because of this transaction, Besra's beneficial ownership of NBG increased by 0.72% to 98.5%. On an equity adjusted basis, this represents an increase in Besra's interest in Bau of 0.78% to 93.55%.

The interim consolidated financial statements comprise the financial statements of Besra and its subsidiaries (collectively "the Group") as listed below:

| Company Name | Jurisdiction | Ownership % 31-Mar-24 | Ownership % 31-Mar-23 |
|---|--------------|--------------------------|--------------------------|
| Fort Street Admin Limited (formerly Besra NZ Limited) | New Zealand | 100 | 100 |
| Bau Mining Co Ltd | Samoa | 91 | 91 |
| North Borneo Gold Sdn Bhd ("NBG") | Malaysia | 98.5 | 97.8 |
| Besra Labuan Ltd (formerly Olympus Pacific Minerals Labuan Limited) | Malaysia | 100 | 100 |
| Besra Australia Pty Limited | Australia | 100 | n/a |

4. Cash and Cash Equivalents

| in USD | As at 31 March 2024 | As at 30 June 2023 |
|---------------------------|------------------------|-----------------------|
| Cash at bank | 651,010 | 757,208 |
| Interest Bearing deposits | 19,119,615 | |
| Total | 19,770,625 | 757,208 |

5. Trade and Other Receivables

| in USD | As At 31-Mar-23 | As At 30 June 2023 |
|--|--------------------|-----------------------|
| Tax refunds due | 73,673 | 37,943 |
| Bank Guarantee | 46,545 | - |
| Amount due pursuant to the Gold Purchase Agreement | 9,827,855 | - |
| Total | 9,948,073 | 37,943 |

6. Exploration & Evaluation

| in USD | Nine Months Ended | Year Ended |
|------------------------|-------------------|-------------------|
| | 31 March 2024 | 30 June 2023 |
| Opening Balance | 21,063,866 | 18,916,447 |
| Impairment Charges | (2,967,582) | - |
| Additions | 2,955,501 | 2,147,419 |
| Closing Balance | 21,051,785 | 21,063,866 |
| Cost | 57,289,367 | 54,333,866 |
| Accumulated impairment | (36,237,582) | (33,270,000) |
| Closing Balance | 21,051,785 | 21,063,866 |

The Group's major asset is the mining and exploration tenements within the Bau Goldfield. Besra's 100% owned subsidiary Besra Labuan Ltd acquired its interest in NBG, which owns rights to the mining tenements covering the area of the Bau project.

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas.

During the 3 months ended 31 December 2023, the Company impaired for the imminent expiry of ML 135 (expired on 4 March 2024) for which no renewal was sought, given that it was impacted by the Dered Krian National Park. Similarly, ML 136 was allowed to expire without renewal being sought in January 2024. The Directors impaired all of the capitalised expenditure on these two licenses with an impairment charge of \$2,967,582.

Pursuant to International Financial Reporting Standard IFRS 6: Exploration for and Evaluation of Mineral Resources the Group has elected to capitalise its exploration expenditures as incurred. The Group reviews its capitalised expenditure by tenement to assess whether there are any impairment indicators that may suggest that that the carrying amount exceeds the recoverable amount.

7. Trade and Other Payables

| in USD | As at | As at |
|-----------------------------|----------------|----------------|
| | 31-Mar-24 | 30 June 2023 |
| Trade Payables | 406,046 | 579,744 |
| Taxes and government fees | 8,104 | 9,626 |
| Accruals and other payables | 557,006 | 398,910 |
| Total | 971,156 | 988,280 |

8. Contract Liabilities

| in USD | As at 31 March 2024 | As at 30 June 2023 |
|----------------------------|------------------------|-----------------------|
| Contract deposits | 35,474,180 | - |
| Accretion of finance costs | 2,640,401 | - |
| Total | 38,114,581 | - |

9. Issued Capital

Common Shares and Chess Depository Interest (CDIs)

The Company is authorised to issue an unlimited number of common shares with one vote per share and no-par value per share. The Company has also issued CDIs. Each CDI is the equivalent of 1 common share.

For the Year ended 30 June 2023 and period ending 31 March 2024

| in USD | Number of Common Shares and CDIs | Amount |
|---|--|--------------------|
| Balance 30 June 2022 | 406,989,795 | 186,382,450 |
| Issue of CDI's for Share Placement | 11,111,111 | 2,104,044 |
| Issue of CDI's for Rights Issue | | |
| Issue costs | - | |
| Balance 30 June 2023 | 418,100,906 | 188,486,494 |
| Issue of CDI's for Share Placement | | |
| Issue of CDI's for Rights Issue | | |
| Issue costs | | |
| Balance 31 March 2024 of shares and CDIs | 418,100,906 | 188,486,494 |
| Balance 31 March 2024 of shares | 2,620,100 | |
| Balance 31 March 2024 of CDIs | 415,480,806 | |
| Balance 31 March 2024 of shares and CDIs | 418,100,906 | |

10. Share based payments

The Company has issued options and performance rights. The options lapse if not exercised within the expiry date. The performance rights lapse if the performance hurdle is not achieved on or before the expiry date.

Each option or performance right converts into one CDI on exercise. No amounts are paid or payable by the recipient on receipt of the option or performance right. They carry neither rights to dividends or voting rights.

The Lead Manager Options and Broker Options have an expiry date four years after issue and an exercise price of A\$0.25. The Class A and Class B Incentive Options have an expiry date five years after the issue date and an exercise price of A\$0.30 and A\$0.40 respectively. One-third of the Incentive Options vested on grant, one-third vested twelve months after grant and one-third will vest twenty-four months after grant. The Bonus Options have an expiry date four years after issue and an exercise price of A\$0.25. The Performance Rights granted have a nil exercise price but only vest if certain resource targets are met within two years for the Class A and three years for the Class B Performance Rights.

The Class A Performance Rights lapsed during the reporting period as the performance hurdle was not achieved.

The Class B Performance Rights will vest upon 5 million ounces Resource being achieved at the Bau Gold Project within three years of listing (being 7 October 2024), or upon completion of a feasibility study on the Bau Gold Project which evidences an IRR in excess of 30% using publicly available spot commodity pricing and verifiable industry assumptions, or if a sale of the project occurs or upon a change of control.

The Noblemen A Options have an expiry date of 1 December 2026 and an exercise price of A\$0.25. The options can only be exercised if the CDI price exceeds during the term of the option a volume-weighted average price above A\$0.35 for at least 30 trading days.

The Noblemen B Options have an expiry date of 1 December 2026 and an exercise price of A\$0.45. The options can only be exercised if the CDI price exceeds during the term of the option a volume-weighted average price above A\$0.55 for at least 30 trading days.

The Higginson Options have an expiry date of 31 December 2026 and an exercise price of A\$0.45. The options will vest subject to the engagement of Mr. Higginson as the Chief Corporate Officer not being terminated as at 30 June 2024.

The following share-based payment arrangements occurred during the reporting period.

Options

Options granted during the reporting period were as follows:

| | Noblemen A Options | Noblemen B Options | Higginson Options |
|--------------------------------|--------------------|--------------------|-------------------|
| Exercise price | A\$0.25 | A\$0.45 | A\$0.45 |
| Grant date | 1 December 2023 | 1 December 2023 | 27 December 2023 |
| Expiry date | 1 December 2026 | 1 December 2026 | 31 December 2026 |
| Life in years | 3 | 3 | 3 |
| Volatility | 95% | 95% | 95% |
| Risk free rate | 4.1% | 4.1% | 3.6% |
| Number | 10,000,000 | 10,000,000 | 5,000,000 |
| Value per option at grant date | A\$0.08 | A\$0.05 | A\$0.05 |

The following options and performance rights were also in existence during the reporting period and the prior year.

| | Lead Manager Options | Broker Options | Bonus Options | Class A Incentive Options | Class B Incentive Options |
|--------------------------------|----------------------|----------------|----------------|---------------------------|---------------------------|
| Exercise price | A\$0.25 | A\$0.25 | A\$0.25 | A\$0.30 | A\$0.40 |
| Grant date | 8 October 2021 | 8 October 2021 | 8 October 2021 | 8 October 2021 | 8 October 2021 |
| Expiry date | 7 October 2025 | 7 October 2025 | 7 October 2025 | 7 October 2026 | 7 October 2026 |
| Life in years | 4 | 4 | 4 | 5 | 5 |
| Volatility | 84.4% | 84.4% | 84.4% | 78.7% | 78.7% |
| Risk free rate | 0.52% | 0.52% | 0.52% | 0.78% | 0.78% |
| Number | 3,017,275 | 1,625,000 | 2,500,000 | 3,625,000 | 3,625,000 |
| Value per option at grant date | - | A\$0.05 | A\$0.05 | A\$0.05 | A\$0.05 |



Performance rights

The following performance rights were in existence during the reporting period and the prior year. No performance rights were granted during the nine months ended 31 March 2023 and the year ended 30 June 2023. The Class A and Class B Performance Rights were revalued to nil value at 30 June 2023 as management determined the vesting conditions set out above will not be met and it is expected the performance rights will lapse. The performance rights had nonmarket vesting conditions on the grant date and were fully expensed in the 2022 financial year as it was expected the vesting conditions would be met. As a result, the expense of \$598,699 recognised in the 2022 financial year was reversed in the 2023 financial year and the Class A performance rights expired on 7 October 2023

| | Class A Rights | Class B Rights |
|-------------------------------|-------------------|-------------------|
| Exercise price | nil | nil |
| Grant date | 8 October 2021 | 8 October 2021 |
| Expiry date | 7 October 2023 | 7 October 2024 |
| Life in years | 2 | 3 |
| Volatility | 82.5% | 90.4% |
| Risk free rate | 0.01% | 0.27% |
| Number | 2,600,000 | 3,650,000 |
| Value per right at grant date | A\$0.10 | A\$0.10 |

Fair value of share options and performance rights granted during the year

During the nine months ended 31 March 2024 the Company issued 25,000,000 options. No share options or performance rights were issued during the year ended 30 June 2023.

During the year ended 30 June 2022 the Company issued 33,062,609 options and performance rights.

The fair value of the Noblemen options are measured using a Monte Carlo simulation. The fair value of the other options are measured using the Black Scholes model. The value of the options and rights is based on a number of judgements and estimates including the share price, the timing of the exercise of the options and that no dividends will be paid prior to their exercise. The Company values performance rights by reference to its best available estimate of the number of performance rights it expects to vest and revises that estimate if subsequent information indicates that the number of performance rights expected to vest differs from previous estimates.

The model inputs for the options and performance rights granted during the reporting period ended 31 March 2024 and the year ended 30 June 2022 are set out in the tables above. The Higginson options have service conditions. None of the other options or performance rights issued have service conditions.

Movements in share options and performance rights

Movements in share options and performance rights held by directors and employees during the reporting period.

| in USD | No. of Options and Rights | Weighted average exercise price |
|--|---------------------------|---------------------------------|
| Options and Performance Rights | | |
| Balance at 30 June 2023 | 20,642,275 | 0.30 |
| Granted and vested during the period | 20,000,000 | 0.35 |
| Granted and not vested during the period | 5,000,000 | 0.45 |
| Lapsed during the period | (2,600,000) | - |
| Outstanding at 31 March 2024 | 43,042,275 | 0.34 |
| Exercisable at 31 March 2024 | 14,392,275 | 0.30 |

During the year ending 30 June 2023

| in USD | No. of Options and Rights | Weighted average exercise price |
|--|---------------------------|---------------------------------|
| Options and Performance Rights | | |
| Balance at 30 June 2022 | - | - |
| Granted and vested during the year | 20,642,275 | 0.30 |
| Granted and not vested during the year | - | - |
| Exercised during the year | - | - |
| Expired during the year | - | - |
| Outstanding at 30 June 2023 | 20,642,275 | 0.30 |
| Exercisable at 30 June 2023 | 4,797,425 | 0.30 |

The weighted average remaining contractual life of the share options and performance rights at the end of the period was 2.6 years (2023: 2.2 years)

2,600,000 performance rights lapsed during the period. No other options or performance rights were forfeited, lapsed or were exercised during the reporting period.

11. Share based payments continued

Share options and performance rights issued and outstanding at the end of the reporting period.

| in AUD | 31 March 2024 | | 30 June 2023 | |
|----------------------------|----------------|-------------------|----------------|-------------------|
| | Exercise Price | Number | Exercise Price | Number |
| Broker options | A\$0.25 | 4,642,275 | A\$0.25 | 4,642,275 |
| Class A Incentive options | A\$0.30 | 3,625,000 | A\$0.30 | 3,625,000 |
| Class B Incentive options | A\$0.40 | 3,625,000 | A\$0.40 | 3,625,000 |
| Bonus options | A\$0.25 | 2,500,000 | A\$0.25 | 2,500,000 |
| Noblemen A Options | A\$0.25 | 10,000,000 | - | - |
| Noblemen B Options | A\$0.45 | 10,000,000 | - | - |
| Higginson Options | A\$0.45 | 5,000,000 | - | - |
| Class A Performance Rights | - | - | nil | 2,600,000 |
| Class B Performance Rights | nil | 3,650,000 | nil | 3,650,000 |
| Total Outstanding | A\$0.34 | 43,042,275 | A\$0.30 | 20,642,275 |

12. Share Based Payments Reserve

| in USD | As at 31 March 2024 | As at 30 June 2023 |
|----------------------------|------------------------|-----------------------|
| Balance at start of period | 719,918 | 1,318,617 |
| Share options | 1,032,000 | - |
| Performance rights | - | (598,699) |
| Closing Balance | 1,751,918 | 719,918 |

The fair value of the Share Options is measured using the Black Scholes model. The value of the options and performance rights are based on a number of judgements and estimates including the share price, the timing of the exercise of the options and performance rights and that no dividends will be paid prior to their exercise.

The Class A and Class B Performance Rights entitle the holder to subscribe to one CDI of the Company upon exercise of a performance right, without any further payment. The Company measures the Class A and Class B Performance Rights at fair value. As of the measurement date, the Company classified the Performance Rights within Level 2 of the fair value hierarchy because there was no active quoted price for Besra's CDIs. The seven-day volume weighted average price upon listing was used as a reasonable estimate for the value of Besra's CDIs as of the measurement date.

13. Loss Per Share

| in USD | Three Months to 31 March | | Nine Months to 31 March | |
|--|--------------------------|----------------|-------------------------|----------------|
| | 2024 | 2023 | 2024 | 2023 |
| Basic loss per share attributable to Equity Owners: | | | | |
| Loss for the period | (1,950,210) | (370,279) | (11,749,870) | (784,537) |
| Weighted average number of common shares outstanding | 418,100,906 | 331,750,284 | 415,631,770 | 331,750,284 |
| Basic and diluted loss per share | (0.005) | (0.001) | (0.028) | (0.002) |

Basic and diluted loss per share is calculated by dividing the loss for each reporting period attributable to the equity owners of Besra by the weighted average number of common shares outstanding for the period. All options and performance rights are anti-dilutive.

The comparative basic and diluted loss per share for the prior year has been recalculated based on the current weighted average number of shares outstanding for consistency.

14. Accumulated Losses

| in USD | As At 31-Mar-24 | As At 30 June 2023 |
|---|----------------------|-----------------------|
| Balance at start of period | (165,296,483) | (164,145,312) |
| Acquisition of minority interest | (335,948) | - |
| Loss attributable to shareholders of the parent | (11,749,870) | (1,151,171) |
| Total | (177,382,301) | (165,296,483) |

15. Related Party Disclosure

The following related party transactions are recognised in the interim consolidated financial statements of the Group.

Related parties include the Directors, former Director Mr John Seton and Key Management Personal, being Mr Michael Higginson (Chief Corporate Officer) and Dr Ray Shaw (Chief technical Officer).

| in USD | Three Months to 31 March | | Nine Months to 31 March | |
|------------------------------------|--------------------------|---------------|-------------------------|----------------|
| | 2024 | 2023 | 2024 | 2023 |
| Management fees and salary expense | 171,817 | 68,051 | 744,961 | 330,073 |
| Post Employment Benefits | 4,877 | 4,971 | 14,825 | 14,914 |
| Share - based payments | - | - | 174,951 | - |
| Total | 176,694 | 73,022 | 934,737 | 344,987 |

16. Commitments, Contingencies and Contractual Obligations

During the reporting period a contract was signed with the Yantai Group for approximately \$1.2 million for the fabrication and supply of a pilot processing plant. In January 2024, the first pilot plant instalment of \$448,649 was paid.

Gold Purchase Agreement

On 9 May 2023, the Company announced that it and its wholly owned Malaysian subsidiary, North Borneo Gold Sdn Bhd (NBG), had entered into a legally binding agreement, named the Gold Purchase Agreement ('GPA and/or the Facility') with the Company's major shareholder, Quantum. Following the satisfaction of the GPA's conditions precedent, Besra has access to a funding schedule to allow it to advance Bau. The key terms under the GPA include:

- Up to 3m ounce gold offtake purchase facility for JORC-2012 gold mineral resources at the Reference Price, less 10%;
- The Reference Price is set at the time of each drawdown and is the 5-day average of the London Metal Market gold price in US\$ per troy ounce and is subject to a floor price of 115% of All in Sustaining Costs (being the all-in sustaining cost to produce an ounce of gold, including general and overhead administration, depreciation and amortisation of capital, the cost of exploration to replace mined ounces as more particularly described in the World Gold Council Guidance Note on Non-GAAP Metrics) at the time of delivery ("Floor Price");
- Up to \$300m is to be made available to Besra by way of Quantum paying Besra a 5% deposit of the Reference Price on future gold production of up to 3m ounces;
- Subject to drawdowns under the Facility occurring, funding will be available to Besra at the rate of up to \$10m per month to be paid into a drawdown account ("Drawdown Account") controlled by Besra, with an initial \$2m upon execution of the Term Sheet and another \$3m upon execution of the Facility Agreement, subject to certain conditions including shareholder approval;

- Quantum will secure rights to acquire a part of Besra’s future gold production, in relation to the specific amounts received in the Drawdown Account;
- A ‘Delivery payment’ to Besra of the remaining 85% of the Reference Price (being the discount of 10% and less the 5% prepaid deposit) at the time of delivery to Quantum of allocated ounces covered by the prior deposit payment;
- Deliveries to Quantum are to be made from all gold produced up to 25,000 ounces, 80% of all gold produced from 25,001 to 120,000 ounces and thereafter 65% of all gold produced (collectively “Delivery Ounces”), leaving 35% of gold production unassigned;
- Any funds raised under the Facility are to be used for construction, commissioning and operation of mine site plant and associated infrastructure, renewal of mining leases, feasibility studies, exploration and mining activities, M&A, gold treasury activities, Besra corporate and working capital purposes;
- Besra agreed to grant in favour of Quantum a first ranking charge over the Drawdown Account and the Delivery Ounces and certain other pieces of security in relation to NBG; and
- No recourse to Besra should Bau fail.
- A commission of 5% of each drawdown received is payable to Noblemen Ventures Pty Limited.

The conditions precedent set out in the GPA were met as of 13 September 2023, and as such the Facility became operational.

The receipt of drawdowns to date has resulted in a commitment for the delivery of gold to Quantum as follows;

| 5% Deposit amount | Number of ozs | US\$ price per oz |
|--------------------------------|------------------------------|---|
| US\$2,000,000 | 20,331.51 | 1,967.39 |
| US\$3,000,000 | 30,035.29 | 1,997.66 |
| US\$10,000,000 | 109,639.81 | 1,824.00 |
| US\$10,646,325.65 | 114,433 | 1,849.73 |
| US\$9,827,854.60 ¹ | 98,140 ¹ | 2,002.82 ¹ |
| Total:US\$35,474,180.25 | Total ozs: 372,579.61 | Weighted average price: US\$1,900.83 |

Note 1: Funds not yet received and drawdown terms to be re-negotiated

Contingencies

There are no contingencies for the period to 31 March 2024 (2023: \$nil).

17. Financial Instruments and Risk Management

Risk Management

The Group's activities expose it to a variety of risks:

- liquidity risk;
- commodity price risk;
- foreign exchange risk;
- credit risk; and
- capital risk.

The risks listed arise from exposures that occur in the normal course of business and are managed by the officers of the Company. Material risks are monitored and discussed with the Audit Committee of the Board of Directors.

Liquidity Risk

Liquidity risk arises through excess financial obligations over available financial assets at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available cash reserves to meet its liquidity requirements at any point in time.

The tables below summarise the maturity profile of the Group's derivatives and financial liabilities including estimated interest.

As at 31 March 2024:

| in USD | Within 1 Year | 1-5 Years |
|--------------------------|----------------|-------------------|
| Trade and other payables | 971,156 | - |
| Contract Liability | - | 38,114,581 |
| Total | 971,156 | 38,114,581 |

As at 30 June 2023:

| in USD | Within 1 Year | 1-5 Years |
|--------------------------|---------------|-----------|
| Trade and other payables | 988,280 | - |

Commodity Price Risk

The performance of the Group is partially impacted by the market price of gold.

In assessing the carrying values of the assets and liabilities, the effect of changes in the commodity price for gold was considered, where applicable, and reflected accordingly in the balances shown in the Consolidated Statement of Financial Position of the Group.

The Group does not have current operations producing gold, and therefore does not actively engage in any hedging of Commodity Price Risk.

Foreign Exchange Risk

The Group operates in Canada, Malaysia, Australia and to limited extent in New Zealand.

The functional and reporting currency of the parent company is US dollars. The functional currency of significant subsidiaries is also US dollars. The subsidiaries transact in a variety of currencies but primarily in the US dollar, Australian dollar, Canadian dollar, New Zealand dollar and Malaysian ringgit.

The statement of financial position of the Group includes US, Australian and Canadian dollar cash and cash equivalents. The Group is required to revalue the US dollar equivalent of the Australian and the Canadian dollar cash and cash equivalents and liability at each period end.

Foreign exchange gains and losses from these revaluations are recorded in the Consolidated Statement of Profit and Comprehensive Income.

At present, the Group does not hedge foreign currency transactions or translation exposures, but the Board will consider this when appropriate.

Credit Risk

Credit risk arises from trade and receivables. The maximum exposure to credit risk is equal to the carrying value of the receivables. The objective of managing counterparty credit risk is to prevent losses in financial assets.

The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

No financial assets of the Group are considered past due or impaired.

| in USD | As At | As At |
|-----------------------|------------------|---------------|
| | 31 Mar 24 | 30 June 2023 |
| Trade and receivables | 9,948,073 | 37,943 |

Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The management of the Group's capital is performed by the Board. The capital structure of the Company consists of net debt (trade and other payables and loans and borrowings offset by cash and bank balances) and equity of the Company (comprising issued capital and reserves, offset by accumulated losses detailed in Notes 12 and 14). The Company is not subject to any externally imposed capital requirements.

18. Segment Reporting

The operations of Besra consist of one business unit, a sole gold exploration and development project in Malaysia with no current revenue and therefore Management has deemed there to be only one reportable segment as disclosed for the periods reported. As such no additional segment reporting disclosures have been made.

19. Disclosure Controls and Procedures

Management is responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Company. Based on an evaluation of the Company's disclosure controls and procedures as of the end of the period covered by this MD&A, management believes such controls and procedures are effective in providing reasonable assurance that material items requiring disclosure are identified and reported in a timely manner.

20. Events After the Reporting Date

On 30 April 2024 the Company announced a change to the composition of the Board with Mr Kenny Lee being appointed as an Executive Director and Mr Dato' Lim relinquishing the Executive Chairman role and assuming the role of Non-Executive Chairman of the Company.

On 15 May 2024 the Company announced that access to an essential landholding had been secured via a Memorandum of Sub-Lease for a term of 15 years. The key landholding is required for the tailings dam of the pilot plant that is to be constructed at the Company's Jugan Project.