

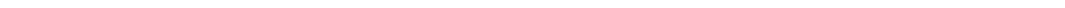


# BESRA GOLD INC

ARBN: 141 335 686

## ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

(IN COMPLIANCE WITH CANADIAN REPORTING REQUIREMENTS)





## MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

For the 3 and 12 months ended 30 June 2024

### MD&A

The following MD&A provides a narrative from Management's perspective of how Besra Gold Inc ("Besra") and its subsidiaries (collectively the "Group") has performed over the twelve months comprising the 2023-2024 financial year ("Reporting Period"), including its financial condition and future prospects. This MD&A has been prepared by Management in compliance with the requirements of section 2.2.1 "Quarterly Highlights" of Form 51-102F1. It is current as at 30 June 2024 and has been approved on 30 September 2024 by the Audit Committee (and Board of Directors) of the Company.

This MD&A both supplements and complements the Group's Consolidated Financial Statements for the 12 months ending 30 June 2024. All amounts quoted are denominated in USD unless otherwise stated.

### Forward Looking Information

This MD&A contains "forward-looking information" within the meaning of Canadian securities legislation and "forward looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, "forward-looking statements").

All statements, other than statements of historical fact, which address activities, events, or developments that the Group believes, expects and/or anticipates will, or may, occur in the future are forward-looking statements.

Forward-looking statements contained in this MD&A include, but are not limited to, statements with respect to anticipated developments in the Group's continuing and future operations, the adequacy of the Group's financial resources and financial projections; statements concerning, or the assumptions related to, the estimation of mineral resources, methodologies and models used to prepare resource estimates; the conversion of mineral properties to resources; the potential to expand resources; future exploration budgets, plans, targets and work programs; development plans; activities and timetables; metal grades; metal prices; exchange rates; results of drill programs; environmental risks; political risks and uncertainties; unanticipated reclamation expenses; statements about the Group's plans for its mineral properties; acquisitions of new properties and the entering into of options or joint ventures; and other events or conditions that may occur in the future.

Forward-looking statements are frequently, but not always, identified by words such as "expects," "anticipates," "believes," "intends," "estimated," "potential," "possible" and similar expressions, or statements that events, conditions, or results "will," "may," "could" or "should" occur or be achieved.

Forward-looking statements are statements concerning the Group's current beliefs, plans and expectations about the future and are inherently uncertain, and actual achievements of the Group 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, including, without limitation, the risks that:

- (i) any of the assumptions in the resource estimates turn out to be incorrect, incomplete, or flawed in any respect;
- (ii) the methodologies and models used to prepare the resource estimates either underestimate or overestimate the resources due to hidden or unknown conditions;
- (iii) operations are disrupted or suspended due to acts of God, pandemics, internal conflicts in the country of Malaysia, unforeseen government actions or other events;
- (iv) the Group experiences the loss of key personnel;
- (v) the Group's site operations are adversely affected by other political or military, or terrorist activities;

- (vi) the Group becomes involved in any material disputes with any of its key business partners, lenders, suppliers, or customers; or
- (vii) the Group is subjected to any hostile takeover or other unsolicited attempts to acquire control of the Group.

Other factors that could cause the actual results to differ materially from current expectations include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions, as well as those risks described below under the heading "RISKS AND UNCERTAINTIES".

These forward-looking statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Group and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner.

The Group's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Group assumes no obligation to update such forward-looking statements in the future, except as required by law.

There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. For the reasons set forth above, investors should not place undue reliance on the Group's forward-looking statements.

#### **Other Disclosure**

The following discussion of performance, financial condition and future prospects should be read in conjunction with the consolidated audited financial statements for the year ended 30 June 2024 and notes thereto ("Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The information provided herein supplements, but does not form part of, the financial statements.

This MD & A covers the 3 and 12 months ending 30 June 2024 and the subsequent periods up to the date of its issue. Additional information relating to the Group is available at [www.sedar.com](http://www.sedar.com). The Group has prepared this MD&A in conformity with the requirements of National Instrument 51-102 ("NI-51-102"). These statements are filed with the relevant regulatory authorities in Canada.

Unless otherwise indicated, the technical disclosure contained within this MD&A has been reviewed and approved by Mr Kevin Wright (a qualified person for the purpose of National Instrument 43-101 ("NI 43-101"), Standards of Disclosure for Mineral Projects). Mr Wright is a full-time consultant to the Group and was not "independent" within the meaning of National Instrument 43-101. Mr Wright consents to the inclusion in this report of the information that he has compiled in relation to the Bau Gold Property, in the form and context in which it appears.

#### **Business and Operating Environment**

Besra Gold Inc is a Canadian incorporated public company which was admitted to the official list of the Australian Securities Exchange ("ASX") on 6 October 2021 and whose common shares commenced trading as CDIs on ASX on 8 October 2021 ("Listing").

## Bau Gold Project

Besra is in a consortium with a Malaysian Group with Bumiputra<sup>1</sup> interests that own the rights to consolidated mining tenements covering much of the historic Bau Goldfield in Sarawak, East Malaysia (“Bau Gold Project”).

Besra’s interests in mining tenements extend across four concessional areas, collectively covering approximately 1,340km<sup>2</sup> of Sarawak; the Bau Gold Project (consisting of Blocks A and B), Rawan and Serian (Block C) areas. The Bau Gold Project contains a combined JORC 2012 compliant Resource, on a 100% basis, of Measured 3.4 Mt @ 1.5g/t Au for 166.9 koz, Indicated 16.4 Mt @1.57 g/t Au for 824.8koz and Inferred 45.3 MT @ 1.29 g/t Au for 1,855 koz<sup>2</sup>. In addition, the Project has a global Exploration Target ranging between 4.9 Moz and 9.3 Moz (on a 100% basis)<sup>3</sup>. Both the Rawan and Serian concessional areas are viewed as greenfield exploration opportunities.

As at the reporting date, Besra has a 98.5% interest (93.55% equity adjusted interest) in the Bau Gold Project.

## Key Personnel

Changes in key personnel that have taken place during the Reporting Period are listed below.

Board Member	Action / Date
Jocelyn Bennett, Executive Chair	Resigned as a Director 1 August 2023
Paul Ingram, Non-Executive Director	Resigned as a Director 27 September 2023
Dato’ Lim Khong Soon, Non-Executive Chair	Appointed as a Director 27 September 2023
Chang Loong Lee, Executive Director	Appointed as a Director 27 September 2023
John Seton, Executive Director	Resigned as a Director 22 December 2023

Otherwise, during the Reporting Period there had been no changes in Key Personnel<sup>4</sup>.

On 6 September 2024, Mr Michael Higginson was appointed as a Non-Executive Director.

## Property Description & Location

Besra’s Bau Gold Project is located 30km-40km from Kuching, the capital city of the province of Sarawak, Malaysia on the island of Borneo. The Bau Gold project area (Blocks A & B) is centred around the township of Bau. Both concession Block C (Serian) and Rawan, in which Besra has interests, are located east of Bau nearer to the Sarawak/Kalimantan border. Besra’s activities during the Reporting Period focused entirely on Blocks A & B. Both the Rawan and Serian concessional areas are viewed as greenfield exploration opportunities.

As shown in Figure 2, below page 6, the capital of Sarawak, Kuching, is located to the north of all four concessional blocks. Kuching is a sophisticated city with international airport and deep-water port facilities, the Kuching district itself containing a population of approximately 640,000 people.

Bau is the local service centre and important source for skilled labour, and services, including IT, heavy earth moving contractors, accommodation, general supplies and services. The main industries in the Bau district are limestone quarrying, fish farming, rice farming, palm oil and rubber production. With a population of 6,000 people Bau’s main ethnic groupings are Bidayuh, from the Dyak ethnic group, and Chinese who are mainly

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<sup>1</sup> Bumiputra is a term used in Malaysia to describe Malays, the Orang Asli of Peninsular Malaysia, and various indigenous peoples of East Malaysia.

<sup>2</sup> This is based on a reduction in the JORC (2012) Resource Inventory recognised because of the imminent expiry of ML/03/2012/1D (4 March 2023) and the expiry without renewal of ML 1D/136/ML/2008 (ML 136), the expiry as previously announced in January 2023.

<sup>3</sup> The potential quantity and grade of the Exploration Targets is conceptual in nature; there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration work will result in the estimation of a Mineral Resource.. Also Refer Appendix 5B, ASX Release dated 30 January 2023.

<sup>4</sup> Refer also ‘Events after reporting date’ below.

descendants of early miners who arrived in the mid to late 19<sup>th</sup> century to exploit the mercury, antimony, and later gold deposits of the Bau region.

The area around Bau township is dotted with kampung (village) style residential developments and domestic farming. Most of Bau's lowland areas have been subject to extensive clearing of the primary vegetation to make way for agriculture and historical gold mining pursuits. Limestone quarrying is a major contributor to the local community and there remains a strong recognition that mining operations are, and can become, a greater source of employment, particularly since the closure of the last operating gold mine, at Tai Parit, in 1996.

The State Government of Sarawak's environmental standards, primarily administered through the Natural Resources & Environment Board, are consistent with those of most developing economies and the State Government is acutely aware of the need to foster its identified six key economic drivers (which includes the mining sector) with sustainable environmental practices and community expectations. This is fully acknowledged and supported by Besra through implementation of its own ESG practices.

With its proximity to Bau township and Kuching, the Bau Gold Project benefits from good infrastructure including:

- Existing heavy industry support services;
- Regular and reliable international air services from Kuching to Kuala Lumpur, Singapore, Hong Kong and Jakarta. The airport is only a 40-minute drive from the Bau Gold Project central area;
- Two deep water ports with good dock and storage facilities;
- Two main sealed trunk roads connecting the Bau Gold Project with Kuching suitable for all weather delivery of supplies, heavy plant and equipment;
- Experienced labour and heavy engineering support services;
- Easy accessibility - project extremities are less than a 20-minute drive from the Bau township exploration base, and all the key priority gold prospects are linked by road;
- Less than 1 hour drive from Kuching on all weather sealed roads;
- The area is serviced with reticulated power and water;
- The official language in Sarawak is Bahasa Malaysia but most local communities have English as a second language;
- An active limestone and marble quarrying industry providing products for construction, aggregates and agricultural purposes;
- Earthmoving equipment that supports the existing quarrying industry; and
- A skilled local labour source with mining experience gained from the quarrying industry and past gold mining activity.

### **Intercorporate Relationships**

Besra controls five entities ("**subsidiaries**"), these subsidiaries forming the Group, being:

- Fort Street Administration Limited;
- Bau Mining Co Ltd;
- North Borneo Gold Sdn Bhd ("NBG");
- Besra Labuan Ltd; and
- Besra Gold Australia Pty Ltd.

## Group Corporate Structure

Besra's interest in the Bau Gold Project is held through its direct and indirect interests in North Borneo Gold Sdn Bhd ("NBG"). Figure 1 shows the relative ownership interests in NBG.

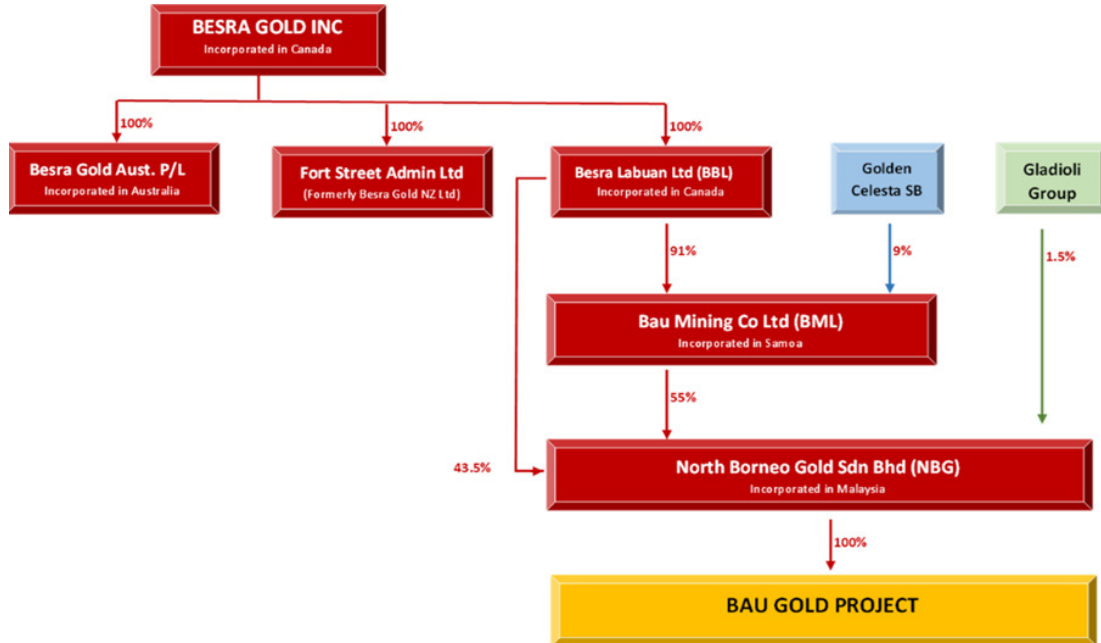


Figure 1 - Corporate structure of Besra Gold Inc

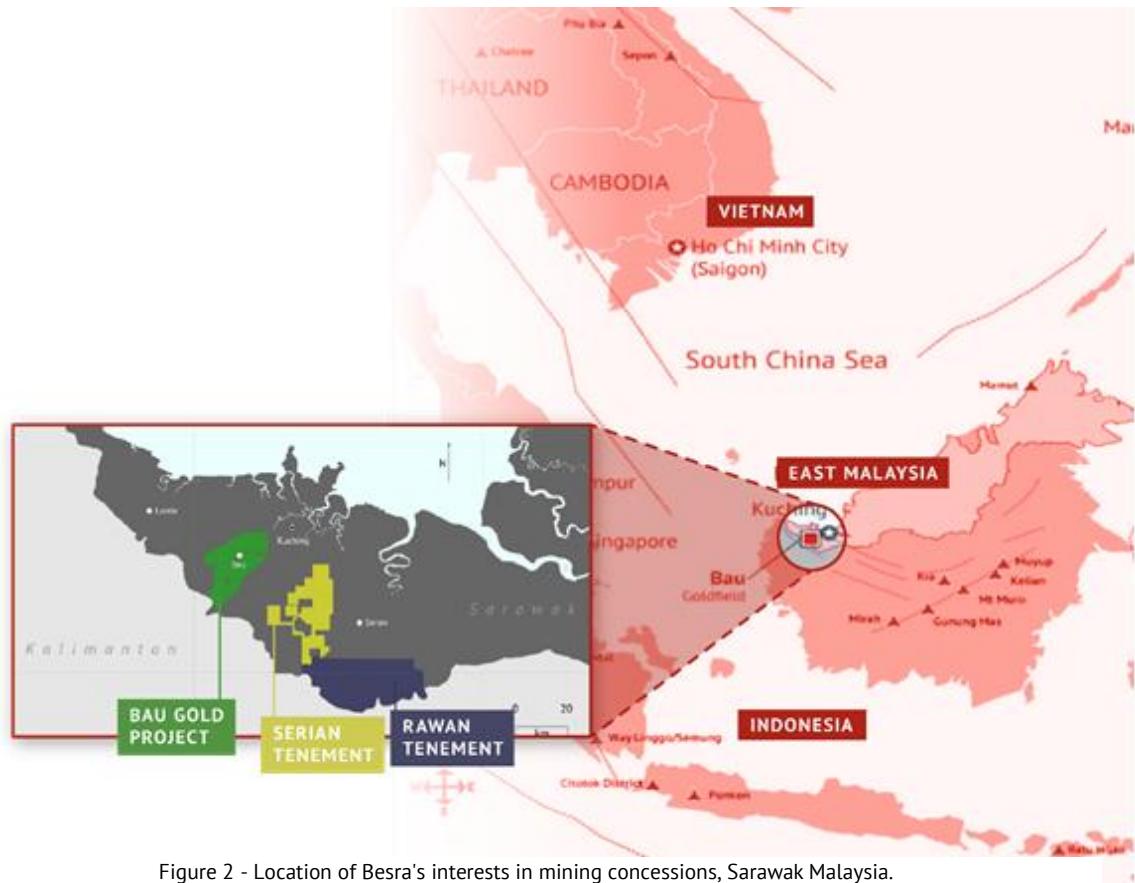


Figure 2 - Location of Besra's interests in mining concessions, Sarawak Malaysia.

### Exploration and development activities

During the twelve months ending 30 June 2024, the Group's exploration and development activities were primarily focused on the Bekajang and Jugan projects, details of which are outlined below.

#### Bekajang Project

The Bekajang Project lies along a very prospective trend that includes two historical gold mines. The Bukit Young Gold pit (BYG) was mined until September 1992 and, according to mine records, produced some 440,926 tonnes at a grade of 4.51 g/t Au. The nearby Tai Parit mine recorded production of some 700,000 oz of gold, of which approximately 213,000 oz @ 7 g/t was produced between 1991 and 1997 by Bukit Young Gold Mine Sdn Bhd, the last commercial operator in the region.

Historical drilling associated with the development of these mines and subsequent drilling, along trend, provided the basis for a substantial JORC 2012 compliant Resource inventory at Bekajang, which as at 2018 comprised<sup>5</sup>:

- A Measured and Indicated Resource totalling 120.4 koz @ 2.0 g/t Au;
- An Inferred Resource of 524 koz @ 1.5 g/t Au; and
- An additional Exploration Target<sup>6</sup> of 0.50 – 0.80 Moz @ 2.0 – 3.0 g/t Au, respectively.

<sup>5</sup> (refer to the Company's Prospectus dated 8 July 2021 – Section 3.11)

<sup>6</sup> The potential quantity and grade of an Exploration Target is conceptual in nature, there has been insufficient exploration to determine a Mineral Resource and there is no certainty that further exploration work will result in the determination of Mineral Resources or that the production target itself will be realised.

## Bekajang Project Activities

During the Reporting Period, a follow-up program of drilling was conducted, involving 14 fully cored drill holes BKDDH-31 to -43, -45, inclusive. This program was designed to further investigate exceptional gold grades, intercepted in the interval 58.4m -71m of BKDDH-27 (ASX Release, 22 November 2022<sup>7</sup>). The results of this program were announced during the September 2023 Quarter<sup>8</sup> and included some notable intercepts:

- **BKDDH-32:** 8.9m @ **2.43 g/t Au** from 50.6 to 59.5m;
- **BKDDH-36:** 1.0m @ **10.7 g/t Au** from 40.7 to 41.7m & 1m @ **5.6 g/t Au** from 45.3 to 46.3m;
- **BKDDH-37:** 1.1m @ **6.25 g/t Au** from 6.9 to 8m;
- **BKDDH-38:** 5.5m @ **3.6 g/t Au** from 15.0 to 20.5m;
- **BKDDH-39:** 1.5m @ **13.03 g/t Au** from 56.6 to 58.1m;
- **BKDDH-40:** 6.2m @ **3.35 g/t Au** from 40.7 to 46.9m & 8.5m @ **2.12 g/t Au** from 49.8 to 58.3m;
- **BKDDH-41:** 1.4m @ **14.21 g/t Au** from 31.5 to 32.9m;
- **BKDDH-42:** 1.0m @ **5.34 g/t Au** from 14.8 to 15.8m; and
- **BKDDH-43:** 8.7m @ **1.66g/t Au** from 23to 31.7m.

This program evidenced the relationship between the higher grades of gold endowment with exoskarn and hydrothermal breccia textures, that are best developed along the margins of altered porphyry intrusions or associated with faulting within the Bau Limestone. The highest gold grades were encountered associated with silicification.

In separate studies this alteration is shown to be enriched in Au, Tl, As, Sb, Ag, S and base metals (including Cu Pb and Zn), supporting the view that it is located more proximal to the originating source. The rare occurrence of free-gold in BKDDH-27 raised the possibility that this portion of the Bekajang system may have further free gold potential, and during the March 2024 Quarter petrological studies of neighbouring boreholes supported this. Thin sections of BKDDH-39, -41 and -45 all showed the presence of free gold. The resultant footprint of boreholes having free-gold broadly coincides with a cross-trend previously suspected of controlling one boundary of an underlying, deep seated intrusive evidenced by a geophysical anomaly. In future drilling this trend will be investigated to ascertain whether it may have acted as a conduit pathway for preferential hydrothermal alteration and gold endowment.

During the Reporting Period Chemsain Konsultant Sdn Bhd, based in Kuching, was engaged to undertake an Environmental Impact Assessment (**EIA**) of the Bekajang Project as part of the approval process for mining activities. The intention is to excavate representative bulk samples and conduct processing studies at Besra's Jugan Pilot Plant. For these purposes the Bekajang site will consist of a test pit, which is being designed by Snowden Optiro, with excavation, stockpile, and uploading facilities for transporting bulk samples to the Jugan Pilot Plant, located some 7km away.

## Jugan Project

The Jugan Project is located approximately 6 km NE of Bau township (Figure 2). Contained within the Pedawan Formation, the mineralisation is shallowest across a local topographic high – Jugan Hill.

Previous drilling has formed the basis of the current JORC Resource at Jugan<sup>3</sup> which comprises:

- Measured + Indicated Resource of 870,000 Oz at 1.5 g/t Au;
- Inferred Resource of 90,000 Oz at 1.6 g/t Au; and
- Additional Exploration Target<sup>4</sup>, of 2.0 – 3.2 Moz at 1.8 – 2.5 g/t Au.

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<sup>7</sup> Exceptional High & Bonanza Grade Gold Intercepts Upgrade Bekajang's Potential. Besra ASX Release 22 Nov 2022.

<sup>8</sup> ASX announcement 6 September 2023 "Bekajang drilling confirms 'Multi-Storey' gold endowment" & 7 September 2023 'Amended - drilling confirms Bekajang Multi-Storey Endowment'.



## **Jugan Precinct Drilling Program**

A seven-hole exploration diamond drilling program, totalling 1820m, was undertaken during the December 2023 and March 2024 quarters, in an area 1-2 km west of the Jugan Project. This drilling was designed to investigate the mineral potential associated with a variety of identified soil geochemical, geophysical, and other geological anomalies spread across the area and which had not previously been subject to drilling.

As outlined in the ASX Release, dated 28 March 2024<sup>9</sup>, the drilling results did not encounter pervasive mineralisation. However, the intersected Pedawan Shale Formation contained several porphyritic textured dyke intrusives. The Pedawan Shale comprises interbedded fine shales, siltstones and sandstones variously containing fine grained disseminated, dominated pyritic sulphides. Assay results showed that this pyrite is not associated with arsenian pyrite or arsenopyrite, that typically hosts gold mineralisation nearby at Jugan.

The drilling results supported the interpretation that the numerous observed resistive and conductive geophysical anomalies in this area reflect the presence of both intrusives and disseminated pyritic sulphides. However, the drilling did encounter numerous occurrences of pathfinder minerals, including arsenic minerals realgar and orpiment, suggestive that the intersected sections may lay above the main metallogenic zones likely to support gold mineralisation. As outlined in the announcement of 28 March 2024, Hole JHDDH-07, the last hole in this program extending some 400m, will provide information on some of the deeper sections although it is yet to be assayed.

## ***Infill Drilling at Jugan***

During the March 2024 Quarter infill drilling resumed within the Jugan Project. The objective of this program is to upgrade the classification of the existing, as well as increase, JORC 2012 inventory. A number of these infill holes targeted the strongly plunging portion of Jugan's mineralisation where predominantly Inferred Resources are currently interpreted.

## ***Jugan Project Development Activities***

During the September 2023 Quarter of the Reporting Period a significant number of pre-development activities were completed including:

- Detailed high resolution topographical surveying for civil earthworks and drainage management;
- Baseline site soil and water sampling by Envisar Sdn Bhd;
- Flora site survey and preparation of management plan;
- Fauna site survey and preparation of management plan;
- Sedimentation and Erosion Control Management Planning by Ambiente Hajau Sdn Bhd, Kuching;
- Tailings storage facilities design by TailCon Projects, Perth Western Australia;
- Pit Design and layout review – Snowden Optiro, Perth Western Australia;
- Sterilisation drilling.

During the December 2023 Quarter, Pilot Plant activities included progression of equipment fabrication, finalisation and submission to authorities of base-line surveys and the preparation of Feasibility Study and Mine Rehabilitation Reports for independent assessment of the plant details as required by local authorities.

Fabrication of the first of two batches of processing equipment, designed for a nominal 50 tonne per day throughput, was completed by the contractor Yantai-Jenping Machinery Co of China (**Yantai**). During the March 2024 Quarter of the Reporting Period the first of two batches of manufactured processing equipment,

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<sup>9</sup> ASX Release dated 28 March 2024 "Exploration Program – Preliminary Results" Also refer ASX Release dated 23/7/2024 "Jugan Definitive Feasibility Studies – Infill Drilling Results".

contained in 11 shipping containers, was received from Yantai and delivered to a secure site at Bau. The second and final batch of equipment was despatched in June 2024 and arrived in Bau during July 2024.

Consistent with Besra's preference to ultimately value-add to the Jugan Project by producing its own doré gold, during the June Quarter, SGS-Metro South African was contracted to undertake beneficiation tests involving bio-oxidation trials. These trial results will form part of the Definitive Feasibility Study assessment of the viability of producing gold doré as a value-add beneficiation of Jugan concentrate. Key to these trials is whether bio-oxidation is an effective means of oxidising Jugan concentrate. This is the preferred method because it relies on microorganisms to oxidise the concentrate rather than other more environmentally harmful and costly options. SGS-Metso has world patents on bio-oxidation leaching and a working knowledge of Jugan's refractory ore characteristics. SGS-Metso has estimated that the initial bio-oxidation trials should take between 3-4 months to complete.

Separately, Sheyang Florrea Chemical's Indonesian subsidiary has been engaged to undertake reagent flotation trials of representative bulk samples of Jugan mineralisation. Reagents are used to preferentially enhance and/or suppress target elements to optimise gold concentrate composition, which has an important bearing on the concentrate's market value via "penalty element" price reductions including for excess concentrations of arsenic and mercury.

These independent, off-site, metallurgical studies will provide results over the coming months which should benefit and enable the fast-tracking of the design of focused processing trials at the Jugan Pilot Plant once it is commissioned.

On 15 May 2024, the Company announced that it had secured long term access to an essential key land holding required for the Jugan Pilot Plant's tailings dam.<sup>10</sup>

The securing of this key landholding represents an important step forward for the commissioning of the Jugan Pilot Plant. The Jugan Pilot Plant, once operational, will deliver the critical metallurgical results for completion of a Definitive Feasibility Study (DFS). The DFS will incorporate smart mining protocols across the Jugan mine site and will include a full revision of the existing feasibility study completed in 2013.

### ***Concession management***

Application of Besra's proportioned approach to its concession management, given the Company's, Government and local stakeholder interests, led to the Joint Venture agreeing that ML 03/2012/1D (Ex ML 135) be allowed to expire on 4 March 2024 without application for further renewal. Originally granted on 5 March 2004 to Carino Sdn Bhd, for a period of 20 years, it covered 49.4 Ha immediately to the south-southwest of the old Tai Parit mine pit (now Tasik Biru Recreational Zone).

Similarly, the Joint Venture agreed that 1D/137/ML/2008 be allowed to expire on 22 June 2024 without application for further renewal. This concession was originally applied for as a site for an explosive magazine during previous mining episodes and covering an area of only 2.6 Ha, is not considered to have intrinsic exploration potential to merit a renewal application.

In respect to other MLs, it is further noted that :

- Application for renewal of Mining Lease ML 05/2012/1D due to expire on 22 January 2025 was submitted to the relevant authorities on May 2024;
- Application for renewal of Mining Lease 01/2012/1D which is due to expire on 18 January 2025 was submitted to the relevant authorities on 16 June 2024;
- Application for renewal of Mining Lease 02/2012/1D which is due to expire on 24 June 2024 was submitted to the relevant authorities on 16 June 2024;
- Application for renewal of Mining Lease 1D/134/ML/2008 which is due to expire on 11 June 2025 was submitted to the relevant authorities on 6 June 2024;
- A technical review is currently underway to determine the merit of reapplying for a full or partial renewal of each of ML 138/1D and ML 142/1D which are both due to expire on 19/11/2025.

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<sup>10</sup> ASX Announcement dated May 15, 2024 "Access to key landholding secured".

## Corporate

### Overall Highlights

On 30 June 2024, the Group had cash on hand of \$18,170,800 (2023: \$757,208) and working capital surplus of \$17,702,960 (2023 a deficit of \$191,179) following the receipt of \$25,646,326 pursuant to the Gold Purchase Agreement ('GPA') between the Company and Quantum.

Corporate activities during the Reporting Period were dominated by shareholder approval of the GPA and reorganisation of the Board, including the appointment of two Quantum representatives.

Specifically, the main corporate activities were:

- 25 July 2023, Besra's shareholders approved the GPA in which Quantum is to provide a maximum of US\$300,000,000 gold offtake drawdown facility (**Facility**);
- 26 July 2023, Besra received US\$5,000,000 'Initial Payment', from Quantum pursuant to the GPA;
- 2 August 2023, resignation of Ms Jocelyn Bennett as Chair and Director of the Company;
- 7 September 2023, drilling confirmed the presence of multi-storey mineralisation at Bekajang;
- 20 September 2023, satisfaction of all GPA conditions precedent;
- 27 September 2023, Paul Ingram resigned as a Director;
- 27 September 2023 appointment of Quantum nominees, Dato' Lim Khong Soon as Executive Chair (on a non-fulltime basis) and Mr Chang Loong (Kenny) Lee as a Non-Executive Director;
- 11 October 2023, Besra receives US\$10 million under the GPA;
- 27 November 2023, Besra receives US\$10,646,325 under the GPA;
- 22 December 2023, resignation of Mr John Seton as Executive Director of the Company;
- 22 December 2023, gold concentrate was produced for the first time from the Jugan mineralisation in satisfaction of an obligation with Quantum pursuant to the GPA;
- 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 Dato' Lim relinquishing the Executive Chairman role and assuming the role of Non-Executive Chairman of the Company; and
- 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.

Securities on issue as at 30 June 2024 and 30 September 2024 are:

Quoted Securities	Number
Chess Depository Interests 1:1	415,488,951
Unquoted Securities	Number
Options expiring 8-October-2025	4,642,275
Options expiring 29-September-2025	2,500,000
Options expiring 8-October-2026	7,250,000
Options expiring 1-December 2026	20,000,000
Options expiring 31-December 2026	5,000,000
Common Shares	2,611,955

## **Events after reporting date**

Other than those listed below, no other matters or circumstances have arisen since the end of the Reporting Period ending 30 June 2024 which significantly affect or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future years.

On 17 July 2024, the Company announced the termination of a US\$9,827,854.60 contract note for the delivery of 98,140 ounces of gold to Quantum at a price of US\$2,002.82 per ounce.

On 1 August 2024, the Company announced that Mr Matthew Antill has been recruited to head the Company's mining and development team.

On 15 August 2024, Ms Renee Minchin was appointed as the Company's Chief Financial Officer.

On 6 September 2024, Mr Michael Higginson was appointed as a Non-Executive Director.

On 27 September 2024, the Company announced that it had received a Statement of Claim in respect of the commencement of legal proceedings in the Superior Court of Justice (Ontario) against Besra and other defendants (including the Directors of Besra).

## **Outlook**

With a strong cash position of \$18.17 million, the Company has more than adequate capital reserves to fully fund its DFS for a commercial scale mining operation at Jugan, including the construction and operation of its Pilot Plant in parallel with activity streams to increase the tempo of its drilling, metallurgical and commercial assessments of several other key projects within the Bau Gold Corridor, including Bekajang, Pejiru and Sirenggok.

Following Board approval, a systematic approach to the concession management continued, including the completion of EIA studies in concessions previously issued under the Mining Ordinance which are now required under its replacement Minerals Ordinance. Following the renewal of the project tenements, requests for the regulatory authorities to transfer the entire concession inventory from the Gladioli Group entities to Besra's 98.5% beneficially owned subsidiary NBG will be undertaken. Upon completion of the transfers, Gladioli Group will become a passive 1.5% shareholder in the Joint Venture and the concessions will be held in the name of NBG.

Following the renewal of ML 05/2012/1D and receipt of approval that the tenement can be used for mining purposes, the Jugan Pilot Plant (processing equipment which is currently in storage in Bau) will be constructed and commissioned. In parallel with this, further infill drilling will be undertaken to increase classifications and the overall Resource inventory as part of the DFS Mineable Reserve Estimations for a commercial scale mine development. External, internationally recognised, mining consultants will be appointed to oversee this DFS process, that will leverage not only the 2013 Feasibility Study results, but also the data and skills acquired during the operation of the Jugan Pilot Plant.

Environmental, social and governance activities will be increased to better educate community stakeholders concerning the Company's plans for future commercial mining activities within the Bau District. Strong support to conduct these forums on a regular basis has previously been received from local parliamentarians and representatives of Government agencies.

Following the renewal of project tenements, drilling will be undertaken to further investigate Bekajang's "free-gold" trend and whether it represents a fairway of conduits that provided preferential vertical access from underlying intrusive bodies for preferential hydrothermal alteration and gold endowment. Drilling will also target some of the Company's other key projects, at Pejiru and Sirenggok, as well as proof-of-concept objectives to challenge some of the pre-conceived notions of the region's gold mineral endowment, including the potential for an underground component within the Jugan Project.

## Bau Project Exploration and Evaluation Expenditure Detail

in USD	30 June	
	2024	2023
Exploration Consulting	22,691,290	21,063,866
Property, Plant and Equipment	-	160

Deferred Exploration during the Reporting Period amounting to \$22,691,290 relating primarily to exploration activity within the Jugan and Bekajang project areas.

in USD	Year Ended	Year Ended
	30 June 2024	30 June 2023
Opening Balance	21,063,866	18,916,447
Impairment	(3,493,946)	-
Additions	5,121,370	2,147,419
<b>Closing Balance</b>	<b>22,691,290</b>	<b>21,063,866</b>

During the 12 months ended 30 June 2024 the Company recognised an impairment of \$3,493,946 for the following mining licenses:

- ML 135 - Expired without renewal being sought
- ML 136 - Expired without renewal being sought
- ML 137 - Expired without renewal being sought

### Summary of Assets Held

As at 30 June 2024 total assets amounted to \$41,560,876 including its exploration and evaluation assets of \$22,691,290, being the Bau Gold Project. Total liabilities amounted to \$31,461,627, of which \$30,274,460 represented contract liabilities associated with the GPA. \$25,646,326 of the contract liabilities can only be satisfied by the delivery of gold in accordance with GPA (ie not cash) and concurrently with the delivery to Besra in cash of the remaining 85% of the Reference Price of the gold delivered. The \$4,628,134 financing component of the contract liabilities (contract discount) has been accreted from the date of the deposits received pursuant to the GPA.

The Group's major asset, the Bau project, refer above, consists of 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 Bau. Besra acquired its interest in Bau in accordance with the agreement for the sale of shares in NBG between Gladioli, Besra Labuan and Mr. Ling Lee Soon (guarantor of Gladioli) dated 1 October 2010, as amended and restated on 12 May 2013 and 17 November 2016 ("**SPSA**").

Under the terms of this SPSA, Besra was required to pay a further \$7.6 million consideration to Gladioli to acquire the remaining shares in NBG. In March 2021, in consideration of the issue to Gladioli of 12.5 million Besra CDIs issued at A\$0.20 per CDI upon completion of the Company's ASX listing, Gladioli, Besra and Besra Labuan agreed to a further amendment of the SPSA and to release Besra and Besra Labuan of their obligations to complete the purchase of the remaining shares in NBG ("**SPSA Variation**"). Pangaea agreed to acquire 16,221 shares in NBG for cash consideration of A\$4.0 million and Besra agreed to acquire 14,419 shares in NBG from Pangaea by issuing 20.0 million CDIs to Pangaea at A\$0.20 per CDI upon completion of the ASX listing.

Pangaea acquired the 14,419 NBG shares on 7 July 2021. Upon the issue of the 12.5 million and 20 million CDIs to Gladioli and Pangaea respectively, Besra's interests in NBG increased to 97.8% and its equity-adjusted interest increased to 92.8%.

On 24 January 2024 the Company announced that it had increased its ownership of the Bau Gold Project as a result of the acquisition of a further 1,802 shares (0.72%) in NBG from Gladioli for A\$500,000 (Refer footnote 2). As a consequence of this transaction, Besra's 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%.

### Liquidity & Capital Resources

As at 30 June 2024, the Group had cash on hand of \$18,170,800 (2023: \$757,208) and working capital surplus of \$17,702,960 (2023 a deficit of \$191,179).

Cash used in operating activities was **\$2,712,613** for the 12 months to 30 June 2024 (2023: \$1,399,036). The investing cash expenditure for the 12 months was **\$5,507,750** on exploration and evaluation costs (2023: \$2,022,577) at Bau Gold Project.

During the reporting period, \$25,646,326 of additional funds was raised pursuant to the GPA (2023: \$3,566,112 was raised from the issue of shares) to fund ongoing working capital.

In addition to the \$25,646,326 received pursuant to the GPA, Quantum may (at its election) provide Besra with additional funding.

### Related Party Disclosure

The Financial Statements include the statements of Besra Gold Inc. and the subsidiaries in the following table:

Company Name	Jurisdiction	Ownership % 30 June 2024	Ownership % 30 June 2023
Fort Street Admin Ltd (formerly Besra NZ Ltd)	New Zealand	100.0	100.0
Bau Mining Co Ltd	Samoa	91.0	91.0
North Borneo Gold Sdn Bhd	Malaysia	98.5	97.8
Besra Labuan Ltd	Malaysia	100.0	100.0
Besra Gold Australia Pty Ltd	Australia	100.0	100.0

Related parties of the Group are considered to be Key Management and Directors plus certain individuals subject to executive service and consulting agreements, and Quantum Metal Recovery Inc.

As at 30 June 2024, related parties of the Group include the current Besra Directors and Dr Ray Shaw (Chief Technical Officer),

### Key Management and Directors

in USD	Year ended 30 June	
	30 June 2024	30 June 2023
Short term benefits	920,489	576,495
Long-term benefits	18,280	-
Share-based payments	174,950	-
<b>Balance as at 30 June 2024</b>	<b>1,113,719</b>	<b>576,495</b>

The Company has received deposits of \$25,646,326 in relation to the Gold Purchase Agreement with Quantum Metal Recovery Inc., a related party of Dato' Lim Khong Soon.

On 27 December 2023, 5,000,000 incentive options were granted to Michael Higginson. Each option is exercisable at A\$0.45 expiring 31 December 2026.

The related party transactions were incurred in the normal course of business and were measured at the exchange amount.

Quantum Metal Recovery is a significant shareholder and considered a related party. See Note 3, Going Concern, for discussion of transactions with Quantum Metal Recovery Inc.

#### *Service agreements*

The Company has entered into services agreements with;

- Dato' Lim Khong Soon,
- Chang Loong Lee,
- Michael Higginson and;
- Dr Raymond Shaw.

### **Contractual Obligations and Commitments**

#### *Commitments and Contractual Obligations*

During the Reporting Period a contract was signed with Yantai Group for approximately \$1.2m for the fabrication and supply of pilot plant processing equipment.

On 4 April 2024, the Company signed a 5 year lease agreement for offices in Melbourne at a rate of A\$15,500 per month.

#### *Gold Purchase Agreement*

On 25 July 2023, Besra's shareholders approved the GPA in which Quantum is to provide up to a US\$300,000,000 gold offtake drawdown facility (Facility), following the announcement on 9 May 2023 that it and its wholly owned Malaysian subsidiary NBG had entered into a legally binding agreement, the Gold Purchase Agreement ("GPA") with the Company's major shareholder, Quantum. On 26 July 2023, Besra received US\$5,000,000 'Initial Payment', from Quantum pursuant to the GPA. On 22 December 2023, gold concentrate was produced for the first time from the Jugan mineralisation in satisfaction of an obligation with Quantum pursuant to the GPA;

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 gold 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;
- 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;

- Besra to receive a 'Delivery payment' for 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 of gold covered by the prior deposit payment;
- Deliveries of gold to Quantum will only occur if the price received is not less than the floor price referred to in the GPA, being 117.65% of the all-in sustaining costs to produce the ounces of gold. In the event the delivery price to Quantum does not meet the floor price, then Besra will be able to sell the gold at market price;
- 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 has 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 the Bau Project 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	20,332	1,967.39
US\$3,000,000	30,035	1,997.66
US\$10,000,000	109,640	1,824.00
US\$10,646,325.65	114,433	1,849.73
<b>Total: US\$25,646,326</b>	<b>Total ozs: 274,440</b>	<b>Weighted average price: US\$1,864.36</b>

Based on gold price of \$2,327 as at 30 June, 2024, the fair market value of the contracts referred to in the above table, before contract discounts or commissions, on an undiscounted basis, is (\$126,966,000). In the event that such a fair market value adjustment is realised, the Company will simultaneously realise the balance of the 85% of the Reference Price for the 274,439.61 ounces of gold delivered. Such amount being \$434,906,097.

### Selected Annual Information

in USD	Year Ended 30 June 2024	Year Ended 30 June 2023	Year Ended 30 June 2022
Interest Income	103,869	7,678	-
Loss & comprehensive loss	(13,573,693)	(1,152,362)	(3,984,227)
Loss attributable to shareholders of the parent	(13,413,691)	(1,151,171)	(3,922,478)
Basic and Diluted loss per share	(0.032)	(0.003)	(0.018)
Total Assets	41,560,876	21,861,127	19,802,152
Total Liabilities	(31,461,627)	(988,280)	(744,356)
Total Equity	10,099,249	20,872,847	19,057,796



## Summary of Quarterly results

The following table sets out the selected quarterly financial information prepared in accordance with IFRS for each of the Group's last eight quarters

	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Profit (loss)	(1,627,038)	(1,951,374)	(9,064,727)	(930,554)	(363,973)	(371,550)	(180,855)	(235,984)
Profit (Loss) per share	(0.004)	(0.005)	(0.021)	(0.002)	(0.001)	(0.001)	(0.001)	(0.001)

During the Reporting Period interest was received for deposits held.

## Corporate and Administrative Expense

in USD	3 Months to 30 June		12 months to 30 June	
	2024	2023	2024	2023
Professional & Consulting Fees	456,730	28,980	1,025,352	280,430
Management & Administration	(9,202)	114,842	212,478	341,938
Listing Costs	11,750	13,568	109,244	53,597
Fundraising Costs	(15,377)	595,848	-	595,848
Office & Facilities	52,016	186,198	241,564	349,529
Insurance	7,394	11,587	50,969	39,233
Directors Fees	139,368	25,924	512,350	137,460
	642,680	976,947	2,152,225	1,798,035

## Off-Balance Sheet Arrangements

The Group has no off-balance sheet arrangements.

## Financial Instruments

The Group has not entered into any financial agreements to minimise its investment, currency or commodity risk.

## Outstanding Share Data

### 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 as part of the listing on the ASX. Each CDI is the equivalent of 1 common share.

Year ended 30 June 2024 and period to 30 September 2024

in USD	Number of Common Shares and CDIs	Amount
Balance 1 July 2023	406,989,795	186,382,450
Issue of CDIs for Share Placement	11,111,111	2,104,044
<b>Balance 30 June 2024 of Shares and CDIs</b>	<b>418,100,906</b>	<b>188,486,494</b>
Balance 30 June 2024 of shares	2,611,955	
Balance 30 June 2024 of CDIs	415,448,951	
<b>Balance 30 June and September 27 2024 of shares and CDIs</b>	<b>418,100,906</b>	

Year ended 30 June 2023

in USD	Number of Common Shares and CDIs	Amount
Balance 1 July 2022	294,130,529	182,816,338
Issue of CDIs for Share Placement	11,111,111	624,939
Issue of CDIs for rights Issue	101,748,155	3,451,397
Issue costs	-	(510,224)
<b>Balance 30 June 2023 of Shares and CDIs</b>	<b>406,989,795</b>	<b>186,382,450</b>

### Critical Accounting Estimates

Information about significant areas of estimation uncertainty are considered by management in preparing the Audited Financial Statements is described in the Audited Consolidated Financial Statements for the year ended 30 June 2023.

### Future accounting standards issued and adopted

There have been no new or revised Standards or Interpretations adopted in this period.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement.

### Accounting Policies

The accounting policies and methods of computation are described in the Audited Consolidated Financial Statements for the year 30 June 2021 and are consistent with those adopted for preparation of the Unaudited Condensed Interim Consolidated Financial Statements for the six months ended 31 December 2021.

### Risk Factors and Uncertainties

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework and policies. The nature of the Group's operations exposes it to a broad range of risks relating to financial risk, market risk, commodity risk, and geopolitical risk. During the Reporting Period the development of Quantum Metals as a substantial and now largest shareholder of the Group, and the subsequent approval of the GPA has significantly adjusted the risk profiles of both geopolitical (sovereign) risk and financial risk. Both are now considered to be materially reduced given that Quantum and its principals are a well-established in Malaysia and Besra has received its first US\$10 mil instalment under the GPA. Whilst this agreement remains on foot it greatly reduces the reliance and uncertainty of relying upon future shareholder or third-party funding, such as through equity or project financing.

**Sovereign (Political) Risk:** The Group's mining concession interests are all located in Eastern Malaysia. As such, the Group is subject to political, economic and other uncertainties, including, but not limited to, changes in policies and regulations or the personnel administering them, changes with regard to foreign ownership of property rights, exchange controls and royalty and tax increases, and other risks arising out of foreign governmental sovereignty over the areas in which the Group's operations are to be conducted, as well as risks of loss due to civil strife, acts of war and insurrections. If a dispute arises regarding the Group's property interests, the Group may not rely on western legal standards in defending or advancing its interests.

**Industry Risk:** The Group is engaged in the acquisition and exploration of and investment in resource properties, an inherently risky business, and there is no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of economically mineable deposits. The focus of the Group is on areas in which the geological setting is well understood by management.

**Commodity & Currency Exchange Price Risk:** The price of gold is affected by numerous factors beyond the control of the Group including central bank sales, producer hedging activities, the relative exchange rate of the US\$ with other major currencies, demand, political and economic conditions and production levels. In addition, the price of gold has been volatile over short periods of time due to speculative activities. The prices of other metals and mineral products for which the Group may explore all have the same or similar price risk



		7m @ 6.0 g/t Au from 90m to 97m; and 13m @ 2.6 g/t Au from 146m to 159m.
✓	JUDDH-101:	8m @ 2.6 g/t Au from 23m to 31m.
✓	JUDDH-105:	24m @ 3.2 g/t Au from 0m to 23.8m; and 9m @ 1.5 g/t Au from 37m to 46m.
✓	JUDDH-109:	18m @ 1.85 g/t Au from 4m to 22m; and 9m @ 1.5 g/t Au from 37m to 46m.

On 1 August 2024, the Company announced that Mr Matthew Antill has been engaged to head NBG's mining and development team.

On 15 August 2024, the Company announced the appointment of Ms Renee Minchin as Chief Financial Officer.

On 6 September 2024, the Company announced the appointment of Mr Michael Higginson as a Non-Executive Director.

On 27 September 2024, the Company announced that it had received a Statement of Claim in respect of the commencement of legal proceedings in the Superior Court of Justice (Ontario) against Besra and other defendants (including the Directors of Besra).

No other matters or circumstances have arisen since the end of the financial year which significantly affect or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future years, save for the following announcements released to the Australian Securities Exchange and SEDAR.

<b>Date</b>	<b>ASX Releases</b>
27/9/2024	Legal proceedings – Statement of Claim received
26/9/2024	Trading Halt request
6/9/2024	Appendix 3X – Initial Director's Interest Notice
6/9/2024	Appointment of Michael Higginson as a Non-Executive Director
2/9/2024	Statement of CDIs on issue
22/8/2024	Response to ASX Aware Letter
19/8/2024	Clarification of Quantum press release
15/8/2024	Appointment of Chief Financial Officer
5/8/24	Appendix 3Y – Change of Director's Interest Notice
1/8/2024	Appendix 3B – Proposed issue of securities
1/8/2024	Experienced mining professional appointed to lead Jugan Project
1/8/2024	Statement of CDIs on issue
31/7/2024	Quarterly Activities and Cashflow Reports
23/7/2024	Jugan Definitive Feasibility Study – new infill drilling results
19/7/2024	Jugan Pilot Plant equipment enroute to Sarawak
17/7/24	Reinstatement to ASX quotation
17/7/24	Update on December 2023 contract note
10/7/2024	Voluntary suspension extension
2/7/2024	Voluntary suspension extension
1/7/2024	Statement of CDIs on issue

### **Approval of the MD&A**

This MD&A has been prepared by management with an effective date of 30 September 2024.

The MD&A and the Audited Consolidated Financial Statements for the 12 months ended 30 June 2024 were approved by the Board of Directors of the Group.

**INFORMATION AS REQUIRED BY ASX LISTING RULES 5.20 AND 5.21**

**Listing Rule 5.20**

The Table below details the current mining tenements and interests held by the Company as at the end 30 June 2024.

**Concession Interests in the Bau Goldfield Corridor**

Holder	ML No	Project	Area (Ha)	Expiry Date	Interest*
Bukit Lintang Enterprises Sdn Bhd	1D/134/ML/2008	Bekajang	40.5	11/06/2025 Renewal pending	98.5% interest (93.5% on an equity-adjusted basis)
Bukit Lintang Enterprises Sdn Bhd	ML/01/2012/1D	Bekajang	12.74	18/01/2025 Renewal pending	98.5% interest (93.5% on an equity-adjusted basis)
Gladioli Enterprises Sdn Bhd	ML/04/2012/1D	Bau Gold corridor	52.1	9/01/2025	98.5% interest (93.5% on an equity-adjusted basis)
Gladioli Enterprises Sdn Bhd	ML/05/2012/1D	Jugan	5.28	23/05/2025 Renewal pending	98.5% interest (93.5% on an equity-adjusted basis)
Bukit Lintang Enterprises Sdn Bhd	ML 142	NW Bekajang	38.4	11/06/2025	98.5% interest (93.5% on an equity-adjusted basis)
Bukit Lintang Enterprises Sdn Bhd	ML/02/2012/1D	Bekajang	49.81	22/06/2024 Renewal pending	98.5% interest (93.5% on an equity-adjusted basis)
Buroi Mining Sdn Bhd	ML 138	NW Pejiru	409.5	19/11/2025	98.5% interest (93.5% on an equity-adjusted basis)
Gladioli Enterprises Sdn Bhd	ML 01/2013/1D	Jugan/Sirenggok	380.2	22/01/2033	98.5% interest (93.5% on an equity-adjusted basis)
Gladioli Enterprises Sdn Bhd	MC/KD/01/1994	Pejiru/Jugan/Sirenggok	1,694.90	26/10/2014. Renewal pending	98.5% interest (93.5% on an equity-adjusted basis)

\*Interests shown as at 30 September 2024. All interests are as a result of direct and indirect shareholdings in North Borneo Gold Sdn Bhd, a SPV established between the Gladioli Group of companies & Besra - Refer Sections 3.4 and 8.4 of the Prospectus dated 8 July 2021.

**Listing Rule 5.21**

The following table is provided in conformity with LR 5.21

Table of Resources as at 30 June 2024

DEPOSIT	Measured			Indicated			Total Measured & Indicated			Inferred		
	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)
Pejiru									0	25.8	1.2	997.8
Jugan Hill	3.4	1.5	166.9	14.5	1.5	703.6	17.9	1.5	870.5	1.8	1.6	89.8
Sirenggok									0	8.3	1.1	306.8
Bekajang				1.9	2	120.4	1.9	2	120.4	7.9	1.5	390.1
Say Seng									0	1.4	1.6	70.9
<b>Total</b>	<b>3.4</b>	<b>1.5</b>	<b>166.9</b>	<b>16.4</b>	<b>1.6</b>	<b>824.0</b>	<b>19.8</b>	<b>1.6</b>	<b>991.0</b>	<b>45.2</b>	<b>1.3</b>	<b>1,855.4</b>

LR 5.21.1 A summary of the results of the entity's annual review of its ore reserves and mineral resources.

As outlined in the March 2024 Quarterly Report (released to ASX on 30 April 2024) a reduction in the mineral resources for the Company's inventory followed the expiry of ML 03/2012/1D (Ex ML 135) (refer table below which was last reviewed and reported under the guidelines of the JORC 2012). Otherwise no change in the inventory was recommended on the basis of drilling and geological activities undertaken during the financial year.

A revision of the resources of the Jugan Project will be undertaken once the current round of infill drilling is completed.

The expiry of ML 1D/137/2008 on the 22 June 2024 had no impact as it contained no JORC inventory.

LR 5.21.2 As at the entity's end of financial year balance date (or such other appropriate disclosed date), the entity's mineral resources and ore reserves holdings in tabular form reported on the following basis:

- by commodity type, including the grade or quality;
- by ore reserve category and mineral resource category; and
- by geographical area based on the materiality of the mineral resources and ore reserves holdings to the mining entity.

See table above.

LR 5.21.3 If the entity reports as at a date other than its end of financial year balance date, the entity must include a brief explanation of any material changes in the mineral resources and ore reserves holdings in the period between the date of annual review of its ore reserves and mineral resources and the end of financial year balance date.

Not applicable

LR 5.21.4 A comparison of the entity's mineral resources and ore reserves holdings against that from the previous year on the following basis:

- by commodity type, including the grade or quality; and
- total +ore reserves and total +mineral resources by geographical area based on the materiality of the +mineral resources and ore reserves holdings to the +mining entity, including an explanation of any material changes in the +mineral resources and ore reserves holdings from the previous year.

Table of Resources as at 30 June 2024

DEPOSIT	Measured			Indicated			Total Measured & Indicated			Inferred		
	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)
Pejiru									0	25.8	1.2	997.8
Jugan Hill	3.4	1.5	166.9	14.5	1.5	703.6	17.9	1.5	870.5	1.8	1.6	89.8
Sirenggok									0	8.3	1.1	306.8
Bekajang				1.9	2	120.4	1.9	2	120.4	7.9	1.5	390.1
Say Seng									0	1.4	1.6	70.9
Total	3.4	1.5	166.9	16.4	1.6	824.0	19.8	1.6	991.0	45.2	1.3	1,855.4

Table of Resources as at 30 June 2023

DEPOSIT	Measured			Indicated			Total Measured & Indicated			Inferred		
	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)	Tonnes (Mt)	g/t Au	Contained Au (koz)
Pejiru									0	25.8	1.2	997.8
Jugan Hill	3.4	1.5	166.9	14.5	1.5	703.6	17.9	1.5	870.5	1.8	1.6	89.8
Sirenggok									0	8.3	1.1	306.8
Bekajang				1.9	2	120.4	1.9	2	120.4	10.6	1.5	524.1
Say Seng									0	1.4	1.6	70.9
Total	3.4	1.5	166.9	16.4	1.6	824.0	19.8	1.6	991.0	47.90	1.3	1,989.4

A reduction in the inventory of Resources from Financial Year 2023 and 2024 relates to the expiry of ML 03/2012/1D (Ex ML 135) as reported to the ASX on 14 March 2024 and in the Quarterly Report released on 30 April 2024. As a result of the expiry of ML 03/2012/1D the Bau JORC (2012) Resource has been adjusted as follows: Measured 3.4 Mt @ 1.5g/t Au for 166.9 koz (No Change), Indicated 16.4 Mt @ 1.57 g/t Au for 824.8koz (No Change) and Inferred 45.3 MT @ 1.29 g/t Au for 1,855 koz (reduction of 134 koz refer Tables 1 & 2).

LR 5.21.5 A summary of the governance arrangements and internal controls that the entity has put in place with respect to its estimates of mineral resources and ore reserves and the estimation process.

The Company complies with Listing Rule 5.21.5 by utilising a combination of internal and external verification processes for its Bau Gold Field corridor concessions. The Company provides transparent reporting with quality control in sampling, drilling techniques and employs strict quality control procedures during sample collection and analysis, including blanks, standards, duplications and detailed internal and external QA/QC. These protocols are consistent with JORC standards and ASX listing rules.

#### Competent Person's Statement

The information in this announcement that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr. Kevin J. Wright, a Competent Person who is a Fellow of the Institute of Materials, Minerals and Mining (FIMMM), a Chartered Engineer (C.Eng), and a Chartered Environmentalist (C.Env). Mr. Wright is a consultant to Besra. Mr. Wright has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the JORC Code (2012 Edition) of the Australasian Code for Reporting of Exploration Results, and a Qualified Person as defined in National Instrument 43-101 Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators.

Kevin J. Wright consents to the inclusion in this Announcement of the matters based on his information in the form and context that it appears.

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**BESRA GOLD INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED 30 JUNE 2024 AND 30 JUNE 2023**  
**(IN UNITED STATES DOLLARS)**





# **BESRA GOLD INC.**

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# CORPORATE DIRECTORY

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## Directors

Dato' Lim Khong Soon, Chair, appointed 27 September 2023  
Mr Chang Loong Lee, Executive Director, appointed 27 September 2023  
Mr Jon Morda, Non-Executive Director  
Mr Michael Higginson, Non-Executive Director, appointed 6 September 2024  
Mr John Seton, Executive Director, resigned 22 December 2023  
Mr Paul Ingram, Non-Executive, resigned 27 September 2023  
Ms Jocelyn Bennett, Non-Executive Chair, appointed 22 February 2023, resigned 1 August 2023

## Company Secretary

Mr Michael Higginson, appointed 3 April 2023

## Registered Office

67 Yonge St. Suite 701, Toronto  
Ontario, Canada

## Principal Place Of Business

Suite 4, Level 35 Melbourne Central Tower  
360 Elizabeth Street  
Melbourne, Victoria, Australia 3000  
Email: [info@besra.com](mailto:info@besra.com)  
Web: [www.besra.com](http://www.besra.com)

## Auditor

Hall Chadwick  
Level 40, 2 Park Street  
Sydney, New South Wales, Australia 2000

## Share Registry

Computershare Investor Services Pty Limited  
Level 17, 221 St Georges Terrace  
Perth WA 6000

Telephone: 1300 850 505 (within Australia)  
Telephone: +61 3 9415 4000 (outside Australia)  
Facsimile: +61 3 9473 2500  
Email: [www.investorcentre.com/contact](http://www.investorcentre.com/contact)  
Website: [www.computershare.com](http://www.computershare.com)

## Securities Exchange Listing

The Company is listed on the Australian Securities Exchange Ltd ("ASX")  
ASX Code: BEZ

# CORPORATE STATEMENT

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## Substantial CDI Holders

Name	CDIs	%
Quantum Metal Recovery Inc	124,938,256	29.88

## Place of Incorporation

Besra Gold Inc was incorporated under the laws of the Province of Ontario, Canada.

## Takeover Provisions

Besra Gold Inc is not subject to chapters 6, A, 6B and 6C of the Corporations Act dealing with the acquisition of its shares (including substantial holdings and takeovers).

This statement is signed on behalf of the Directors by:



Michael Higginson  
**Director**

30 September 2024

**BESRA GOLD INC.  
ARBN 141 335 686**

**AUDITOR'S INDEPENDENCE DECLARATION  
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001  
TO THE DIRECTORS OF BESRA GOLD INC.**

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Besra Gold Inc. As the lead audit partner for the audit of the financial report of Besra Gold Inc. for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.



HALL CHADWICK (NSW)  
Level 40, 2 Park Street  
Sydney NSW 2000



**DREW TOWNSEND**  
Partner  
Dated: 30 September 2024

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<b>ADELAIDE</b> Level 9 50 Pirie Street Adelaide SA 5000 +61 8 7093 8283	<b>BRISBANE</b> Level 4 240 Queen Street Brisbane QLD 4000 +61 7 2111 7000	<b>DARWIN</b> Level 1 48-50 Smith Street Darwin NT 0800 +61 8 8943 0645	<b>MELBOURNE</b> Level 14 440 Collins Street Melbourne VIC 3000 +61 3 9820 6400	<b>PERTH</b> Level 11 77 St Georges Tce Perth WA 6000 +61 8 6557 6200	<b>SYDNEY</b> Level 40 2 Park Street Sydney NSW 2000 +61 2 9263 2600
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Liability limited by a scheme approved under Professional Standards Legislation. Hall Chadwick (NSW) Pty Ltd ABN: 32 103 221 352 [www.hallchadwick.com.au](http://www.hallchadwick.com.au)

**BESRA GOLD INC.****Consolidated Statement of Financial Position**

in USD	Notes	As At	As at
		30-Jun-24	30 June 2023
<b>ASSETS</b>			
<i>Current</i>			
Cash and cash equivalents	4	18,170,800	757,208
Trade and other receivables	5	110,577	37,943
Prepaid expenses		30,404	1,950
Lease Use Asset		116,863	-
		<b>18,428,644</b>	<b>797,101</b>
<i>Non-current</i>			
Property plant and equipment		2,707	160
Exploration & evaluation	6	22,691,290	21,063,866
Lease Use Asset		438,235	-
		<b>23,132,232</b>	<b>21,064,026</b>
<b>TOTAL ASSETS</b>		<b>41,560,876</b>	<b>21,861,127</b>
<b>LIABILITIES</b>			
<i>Current</i>			
Trade and other payables	7	626,599	988,280
Lease Liability	19	99,085	-
		<b>725,684</b>	<b>988,280</b>
<i>Non-current</i>			
Contract Liabilities	8	30,274,460	-
Lease Liability	19	461,483	-
		<b>30,735,943</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>31,461,627</b>	<b>988,280</b>
<b>NET ASSETS</b>		<b>10,099,249</b>	<b>20,872,847</b>
<b>EQUITY</b>			
Issued capital	10	188,486,494	186,382,450
Reserves	12	1,751,918	719,918
Accumulated Losses	14	(179,046,123)	(165,296,483)
		11,192,289	21,805,885
Non – controlling interest		(1,093,040)	(933,038)
<b>TOTAL EQUITY</b>		<b>10,099,249</b>	<b>20,872,847</b>

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

**BESRA GOLD INC.****Consolidated Statement of Profit and Loss and Comprehensive Profit and Loss**

in USD	Note	Year Ended 30 June	
		2024	2023
Interest income		103,869	7,678
Corporate and administrative expense		(2,152,225)	(1,798,035)
(Loss)/ Gain on settlement of debts		(3,573)	40,506
Exploration expense		-	-
Foreign exchange adjustments		782,998	-
Depreciation		(29,159)	(479)
Finance costs	20	(4,631,454)	(731)
Derivative fair value revaluation		-	-
Fair value loss on settlement of loans		-	-
Gold purchase facility costs	21	(3,118,203)	-
Impairment charges	6	(3,493,946)	-
Share based payments	11,12	(1,032,000)	598,699
<b>LOSS BEFORE INCOME TAX</b>		<b>(13,573,693)</b>	<b>(1,152,362)</b>
Income tax (recovery)	9	-	-
<b>LOSS FOR THE YEAR</b>		<b>(13,573,693)</b>	<b>(1,152,362)</b>
<b>COMPREHENSIVE (LOSS) FOR THE YEAR</b>		<b>(13,573,693)</b>	<b>(1,152,362)</b>
Comprehensive loss for the period attributable to:			
Shareholders of the parent		(13,413,691)	(1,151,171)
Non-controlling interests		(160,002)	(1,191)
		(13,573,693)	(1,152,362)
Basic and diluted loss per share	13	(0.032)	(0.003)

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

**BESRA GOLD INC.****Consolidated Statement of Cash Flows**

	in USD	Notes	Year Ended 30 June	
			2024	2023
<b>OPERATING ACTIVITIES</b>				
Comprehensive (loss) for the period			(13,573,693)	(1,152,362)
<i>Items not affecting Cash</i>				
Gain on settlement of debts			3,573	(40,506)
Depreciation			29,159	479
Gold purchase agreement finance costs		21	4,628,134	-
Gold purchase facility cost		10	2,104,044	-
Foreign exchange adjustments			204,361	(76,819)
Impairment charges			3,493,946	-
Share based payments		11,12	1,032,000	(598,699)
<i>Changes in non-cash working capital balances</i>				
Trade and other receivables and other financial assets			(53,501)	(20,163)
Trade and other payables			(580,636)	489,034
<b>Cash used in operating activities</b>			<b>(2,712,613)</b>	<b>(1,399,036)</b>
<b>INVESTING ACTIVITIES</b>				
Acquisition of minority interest			(335,949)	-
Plant and equipment			(2,845)	-
Bank guarantee			(47,586)	-
Exploration and evaluation costs		6	(5,121,370)	(2,022,577)
<b>Cash used in investing activities</b>			<b>(5,507,750)</b>	<b>(2,022,577)</b>
<b>FINANCING ACTIVITIES</b>				
Proceeds from issue of share capital		10	-	3,566,112
Repayment of lease liabilities			(23,391)	-
Proceeds from contract liabilities		8	25,646,326	-
Repayment of loans			-	(231,469)
<b>Cash provided by financing activities</b>			<b>25,622,935</b>	<b>3,334,643</b>
Increase in cash during the year			17,402,572	(86,970)
<b>Cash - beginning of the year</b>			<b>757,208</b>	<b>865,336</b>
Effect of exchange rates on cash			11,020	(21,158)
<b>Cash - end of the year</b>			<b>18,170,800</b>	<b>757,208</b>

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

**BESRA GOLD INC.**

**Consolidated Statement of Changes in Equity**

in USD	Issued Capital	Reserves	Accumulated Losses	Non-Controlling Interest	Total Equity
<b>Balance at 1 July 2023</b>	<b>186,382,450</b>	<b>719,918</b>	<b>(165,296,483)</b>	<b>(933,038)</b>	<b>20,872,847</b>
Issue of share capital	2,104,044	-	-	-	2,104,044
Share issue costs	-	-	-	-	-
<b>Total contributions from owners</b>	<b>188,486,494</b>	<b>719,918</b>	<b>(165,296,483)</b>	<b>(933,038)</b>	<b>22,976,891</b>
Acquisition of minority interest	-	-	(335,949)	-	(335,949)
Share based payments	-	1,032,000	-	-	1,032,000
Total comprehensive loss	-	-	(13,413,691)	(160,002)	(13,573,693)
<b>Balance at 30 June 2024</b>	<b>188,486,494</b>	<b>1,751,918</b>	<b>(179,046,123)</b>	<b>(1,093,040)</b>	<b>10,099,249</b>
Balance at 1 July 2022	<b>182,816,338</b>	<b>1,318,617</b>	<b>(164,145,312)</b>	<b>(931,847)</b>	<b>19,057,796</b>
Issue of share capital	4,076,336	-	-	-	4,076,336
Share issue costs	(510,224)	-	-	-	(510,224)
<b>Total contributions from owners</b>	<b>186,382,450</b>	<b>1,318,617</b>	<b>(164,145,312)</b>	<b>(931,847)</b>	<b>22,623,908</b>
Share based payments	-	(598,699)	-	-	(598,699)
Total comprehensive loss	-	-	(1,151,171)	(1,191)	(1,152,362)
<b>Balance at 31 June 2023</b>	<b>186,382,450</b>	<b>719,918</b>	<b>(165,296,483)</b>	<b>(933,038)</b>	<b>20,872,847</b>

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



## **BESRA GOLD INC.**

### **Notes to the Consolidated Financial Statements**

#### **1. Background and Nature of Business**

During the financial year ended 30 June 2024, the business of Besra Gold Inc. and subsidiaries ('Besra' or 'the Company') consisted of interests in mining tenements and applications within the Malaysian State of Sarawak and principally the Bau Gold Project ('Bau').

The 30 June 2024 financial statements for Besra Gold Inc. are the consolidated operations of Besra Gold Inc.

#### **2. General Information**

Besra Gold Inc 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 Suite 4, Level 35, Melbourne Central Tower, 360 Elizabeth Street, Melbourne, Victoria, Australia 3000.

#### **3. Basis of Preparation & Significant Accounting Policies**

##### *Basis of Preparation*

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with International Financial Reporting Standards as adopted by the International Accounting Standards Board.

These financial statements were authorised by the Directors of the Company on 30 September 2024.

##### **Accounting Policies**

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

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

##### **Contract Liability**

The Company has entered into a contractual obligation 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 price) as established in the Gold Purchase Agreement (GPA) with an offtake counterparty. 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 price and is recorded as a liability. A further 85% of the reference price 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 price of the forward delivery contract less amounts due to the Company on delivery of the contracted gold. Revenue will be recognized based on the reference price 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

## Notes to the Consolidated Financial Statements

### Historical cost convention

The consolidated 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 consolidated 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 the consolidated 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.

### 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 30 June 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 consolidated financial statements for the year ended 30 June 2024 have been prepared on a going concern basis which assumes that the Company and the entities ("Group") it controls will be able to realise its assets and discharge its liabilities in the normal course of business.

During the year ended 30 June 2024, the Group made a loss of \$13,573,693, had cash outflows from operating activities of \$2,712,613 and investing activities of \$5,507,750 and financing cash inflows of \$25,622,935.

On 8 May 2023 the Group entered into a binding Gold Purchase Agreement (**GPA**) with Quantum Metal Recovery Inc (**Quantum**). The key terms of this agreement are set out in note 17 to the financial statements.

Pursuant to the GPA, Quantum has provided Besra with working capital of \$25,646,326 and Besra has contracted to sell to Quantum 274,439.61 ounces of gold at a weighted average gold price of \$1,864.36 per ounce (see below table):

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\$10,646,326	114,433	1,849.73
<b>Total</b> <b>US\$25,646,326</b>	<b>Total ozs</b> <b>274,439.61</b>	<b>Weighted average</b> <b>US\$1,864.36</b>

## Notes to the Consolidated Financial Statements

This GPA has the potential to provide the Company the required cash flows to develop the Bau gold project. Under terms of the GPA, Quantum will (at its election) provide funding, through contract notes, to develop the Bau gold project, and the Group will have obligations to provide gold bullion at future dates to repay the contract note liabilities. The Directors believe 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. The Directors acknowledge that if the Group is unable to complete development of the Bau gold project for any reason, which may include quality of resources, capability to design and build the gold processing plant to meet technical processing requirements within available funding, or the Quantum funding is not advanced to the Group, then the Group may be unable to fulfil its obligations to deliver gold into the contract note liabilities, without raising additional funding or capital.

If the Group is unable to continue as a going concern, it may be required to realise its assets and /or settle its liabilities other than in the ordinary course of business and at amounts different from those stated in the financial report. The financial report does not include adjustments to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that may be necessary should the Group not continue as a going concern.

### *Foreign Currency Transactions and Balances*

Foreign currency transactions are translated into the functional currency of the respective entities, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rates at the date of the transaction), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

### *Exploration and Evaluation Expenditure*

The recoverability of the carrying amount of exploration and evaluation expenditure carried forward has been reviewed by the Directors. The recoverability of the carrying amount of the exploration and evaluation assets is dependent on the successful development and commercial exploitation, or alternatively, sale of the respective area of interest. The Company reviews the carrying value of exploration and evaluation expenditure on a regular basis to determine whether economic quantities of reserves have been found or whether further exploration and evaluation work is underway or planned to support continued carry forward of capitalised costs. This assessment requires judgement as to the status of the individual projects and their estimated recoverable amount.

### *Impairment of Exploration and Evaluation assets*

The Directors review and evaluate the Group's exploration and evaluation assets when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

## Notes to the Consolidated Financial Statements

The evaluation considers:

- the period of the right to explore, its expiry date and whether it is expected to be renewed;
- any substantive expenditure on further exploration or evaluation that is not budgeted or planned;
- whether any exploration has resulted in resources in a specific area not having commercially viable quantities of mineral resources and further activity will be discontinued in that 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.

When facts and circumstances determine that the carrying amount of the exploration area of interest may exceed the recoverable amount of the assets the exploration asset is impaired.

Impairment losses are recognised as operating expenses in the period they are incurred. When an impairment loss reverses in a subsequent period, the carrying amount of the related asset is increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset previously.

Reversals of impairment losses are recognised in profit or loss with the Consolidated Statement of Profit or Loss and other Comprehensive Profit or Loss in the period the reversals occur.

### *Share-based payments*

The Company provides benefits to employees of the Company in the form of share options. The fair value of options granted is recognised as an employee benefits expense with a corresponding

increase in equity. The fair value is measured at grant date and allocated over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using a Black Scholes option pricing model, taking into account the terms and conditions upon which the options were granted (refer note 10). The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, on a straight-line basis over the vesting period. The amount recognised as an expense is adjusted to reflect the actual number that vest.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of basic and diluted loss per share.

The Company provides benefits to employees of the Company in the form of performance rights. 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 necessary, if subsequent information indicates that the number of performance rights expected to vest differs from previous estimates. The Directors have determined that it is not likely that the milestones will be achieved.

The Company measures the cost of equity-settled transactions with employees and Directors by reference to the fair value of the equity instruments at the date at which they are granted.

## Notes to the Consolidated Financial Statements

### *Goods and Services Tax (GST)*

Revenues, expenses and assets are recognised net of the amount of associated GST (Australia and New Zealand), unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the Consolidated Statement of Financial Position. Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

### *Cash and Cash Equivalents*

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash, and which are subject to an insignificant risk of changes in value.

### *Financial Instruments Recognition, Initial Measurement and Derecognition*

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled, or expires.

All financial assets are initially measured at fair value adjusted for transaction costs.

Financial assets, other than those designated and effective as hedging instruments, are classified into one of the following categories:

- amortised cost;
- fair value through profit or loss ('FVTPL'); or
- fair value through other comprehensive income ('FVOCI').

In the period presented the Group does not have any financial assets categorised as FVTPL or FVOCI.

The Group's financial liabilities include derivative liabilities, borrowings and trade and other payables. Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability to be accounted for at FVTPL.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for financial liabilities at fair value through profit or loss, which are carried subsequently at fair value with gains or losses recognised in consolidated statement of profit or loss.

All derivative financial instruments are accounted for at FVTPL and the change in fair value are presented in the Statement of Profit or Loss. All interest-related charges are included within finance charges.

### *Fair Values*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

## Notes to the Consolidated Financial Statements

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within a three-level hierarchy, based on observability of significant inputs, as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; or
- Level 3: Unobservable inputs for the asset or liability. Inputs into the determination of the fair value require management judgment or estimation.

If different levels of inputs are used to measure a financial instrument's fair value, the classification within the hierarchy is based on the lowest level of input that is significant to the fair value measurement.

Changes to valuation methods may result in transfers into or out of an investment's assigned level.

### *Employee Entitlements*

Liabilities are recognised for short-term employee entitlements, on an undiscounted basis, for services rendered by employees that remain unpaid at each reporting date in the Consolidated Statement of Financial Position.

### *Termination Benefits*

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value. No termination benefits, other than accrued benefits and entitlements, were paid during the period.

### *Current tax*

Current tax for each taxable entity in the Group is based on the local taxable income at the local statutory tax rate enacted or substantively enacted at the date of the Consolidated Statement of Financial Position and includes adjustments to tax payable or recoverable in respect of previous periods.

### *Deferred tax*

Deferred tax is recognised using the liability method in respect of all temporary differences between the tax bases of assets and liabilities, and their carrying amounts for financial reporting purposes, except as indicated below:

## Notes to the Consolidated Financial Statements

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

- where the deferred income tax liability arises from the initial recognition of goodwill, or 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 taxable temporary differences associated with investments in subsidiaries, 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 tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the asset is realised, or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the date of the Consolidated Statement of Financial Position.

Deferred tax assets have not been recognised because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom

### *Ordinary Share Capital*

Ordinary shares issued by the Company are recorded at the net proceeds received, which is the fair value of the consideration received less costs that are incurred in connection with the share issue.

### *Loss per share*

Basic loss per share is calculated by dividing the net profit or loss available to common shareholders by the weighted average number of common shares outstanding during the period.

Diluted loss per share is calculated using the treasury method of calculating the weighted average number of common shares outstanding, except the if-converted method is used in assessing the dilution impact of convertible notes. The treasury method assumes that outstanding options and performance rights with an average exercise price below the market price of the underlying shares are exercised and the assumed proceeds are used to repurchase common shares of the Company at the average price of the common shares for the period. The if-converted method assumes that all convertible notes have been converted in determining diluted loss per share if they are in-the-money except where such conversion would be anti-dilutive.

### *Significant Judgements, Estimates & Assumptions*

The preparation of these consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised 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.

## Notes to the Consolidated Financial Statements

The most significant judgements, estimates and assumptions used in the preparation of these consolidated financial statements include:

Judgements:

- Determination of functional currency of entities within the Group. Determining the appropriate functional currencies for each entity in the Group requires analysis of various factors, including the currencies and country-specific factors that mainly influence sales prices, and the currencies that mainly influence financing, labour, materials, and other costs of providing goods or services.

Estimates:

- Assessment of whether the exploration and evaluation intangible asset is impaired. The future recoverability of the exploration and evaluation asset is dependent on a number of key factors such as gold price and determination of reserves. As the Group is only in the exploration phase of operations the Directors apply the criteria of IFRS 6.20: Exploration for and Evaluation of Mineral Resources.
- Fair value determination of financial instruments carried at fair value. Derivative financial instruments are recorded in the Consolidated Statement of Financial Position at values that are representative of or approximate their fair value. The fair value of derivatives requires application of the most appropriate valuation model which is dependent on the terms and conditions of the instrument.

### *Basis of Consolidation*

During the year Besra increased its ownership of the Bau Gold Project as a result of the acquisition of a further 1,802 shares (0.72%) in NBG (the owner of Bau) for A\$500,000. As a result, the beneficial ownership in NBG has increased by 0.72% to 98.5%. On an equity adjusted basis, this represents an increase in Besra's interest in Bau Gold Project of 0.78% to 93.55%.

The consolidated financial statements comprise the financial statements of Besra Gold Inc. (the "Company") and the material entities (the "Subsidiaries") it controls (collectively the "Group") as listed below:

Company Name	Company Name	Jurisdiction	Ownership % 30 June 2024	Ownership % 30 June 2023
Fort Street Admin Ltd (formerly Besra NZ Limited)		New Zealand	100.0	100.0
Bau Mining Co Ltd		Samoa	91.0	91.0
North Borneo Gold Sdn Bhd ("NBG")		Malaysia	98.5	97.8
Besra Labuan Ltd		Malaysia	100.0	100.0
Besra Gold Australia Pty Ltd		Australia	100.0	100.0

## 4. Cash and Cash Equivalents

in USD	Year Ended 30 June 2024	Year Ended 30 June 2023
Cash at bank	1,241,301	757,208
Interest bearing deposits	16,929,499	-
	<b>18,170,800</b>	<b>757,208</b>



## Notes to the Consolidated Financial Statements

### 5. Trade and Other Receivables

in USD	Year Ended 30 June 2024	Year Ended 30 June 2023
Tax refunds due	43,585	37,943
Bank Guarantee	47,586	-
Other	19,406	-
	<b>110,577</b>	<b>37,943</b>

### 6. Exploration & Evaluation

in USD	Year Ended 30 June 2024	Year Ended 30 June 2023
Opening Balance	21,063,866	18,916,447
Impairment	(3,493,946)	-
Additions	5,121,370	2,147,419
<b>Closing Balance</b>	<b>22,691,290</b>	<b>21,063,866</b>

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

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 12 months ended 30 June 2024 the Company recognised an impairment of \$3,493,946 for the following mining licenses:

- ML 135 - Expired without renewal being sought
- ML 136 - Expired without renewal being sought
- ML 137 - Expired without renewal being sought

### 7. Trade & Other Payables

in USD	As at 30 June 2024	As at 30 June 2023
Trade payables	443,338	579,744
Taxes and government fees	31,673	9,626
Accruals and other payables	151,588	398,910
<b>Total</b>	<b>626,599</b>	<b>988,280</b>

### 8. Contract Liabilities

in USD	As at 30 June 2024	As at 30 June 2023
Contract deposits	25,646,326	-
Accretion of finance costs	4,628,134	-
<b>Total</b>	<b>30,274,460</b>	-

## Notes to the Consolidated Financial Statements

The first 4 instalments of the Gold Purchase Agreement outlined in Note 17 have been received. The \$25,646,326 will only be satisfied by Besra in gold delivered pursuant to the Gold Purchase Agreement (ie not cash) and such settlement to occur concurrently with the delivery to Besra in cash of the remaining 85% of the Reference Price (for further details, refer note 17).

The financing component (contract discount) has been accreted from the date of receipt.

### 9. Income Tax

in USD	As at 30 June 2024	As at 30 June 2023
<i>Current income tax</i>		
Income tax expense	-	-
Income tax expense reported in the Statement of Profit or Loss and Other Comprehensive Income	-	-

A reconciliation of income tax expense/(benefit) applicable to accounting profit/(loss) before income tax at the statutory income tax rate to income tax expense/(benefit) at the Group's effective income tax is as follows:

Accounting loss before income tax	(13,573,693)	(1,152,362)
Tax at statutory tax rate of 26.5% (2023:26.5%)	(3,597,029)	(305,376)
Share based payments	(273,480)	(158,655)
Expenditure not allowed for income tax purposes	11,926	14,203
Capitalised expenditure deductible for tax purposes	(431,267)	(569,066)
Net deferred tax not recognised	4,289,850	1,018,894
<b>Income Tax expense</b>	<b>-</b>	<b>-</b>

#### *Unrecognised Tax Losses/Unrecognised Deductible Temporary Differences*

The Group has unrecognised deferred tax assets in relation to tax losses that are available to carry forward against future taxable income of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group and they have arisen in entities for which it is not probable that there will be taxable profits in the future. Tax losses available in Canada are US\$98,560,480 and will variously expire twenty years after the year in which the respective loss was incurred. Tax losses are also available in New Zealand of NZ\$493,009 and Malaysia of MYR100,417,004.

## Notes to the Consolidated Financial Statements

### 10. 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 as part of the listing on the ASX. Each CDI is the equivalent of 1 Common Share.

Year ended 30 June 2024

in USD	Number of Common Shares and CDIs	Amount USD
Balance 1 July 2023	406,989,795	186,382,450
Issue of CDIs for gold purchase facility costs	11,111,111	2,104,044
Issue costs	-	-
<b>Balance 30 June 2024 of Shares and CDIs</b>	<b>418,100,906</b>	<b>188,486,494</b>
Balance 30 June 2024 of shares	2,611,955	
Balance 30 June 2024 of CDIs	415,488,951	
<b>Balance 30 June 2024 of shares and CDIs</b>	<b>418,100,906</b>	

Year ended 30 June 2023

in USD	Number of Common Shares and CDIs	Amount USD
Balance 1 July 2022	294,130,529	182,816,338
Issue of CDIs for share placement	11,111,111	624,939
Issue of CDIs for rights Issue	101,748,155	3,451,397
Issue costs	-	(510,224)
<b>Balance 30 June 2023 of Shares and CDIs</b>	<b>406,989,795</b>	<b>186,382,450</b>
Balance 30 June 2023 of shares	3,653,141	
Balance 30 June 2023 of CDIs	403,336,654	
CDIs restricted at year end	53,127,907	included above.

The CDIs restricted at year end are vendors CDIs imposed by the ASX on listing. The CDIs came out of escrow in the year ended June 2023.

### 11. Share based payments

The Company issued options and performance rights on listing on the ASX. They lapse if not exercised within 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 nor voting rights.

## Notes to the Consolidated Financial Statements

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 vested 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 vest upon a 4 million ounce Resource being achieved at the Bau Gold Project within two years of listing, or if a sale of the project occurs or upon a change of control. The Class A Performance Rights ceased on 8 December 2023 as the performance hurdle was incapable of being achieved.

The Class B Performance Rights will vest upon a 5 million ounce Resource being achieved at the Bau Gold Project within three years of listing, 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 Class B Performance Rights ceased on 4 June 2024 as the performance hurdle was incapable of being achieved.

The Nobleman 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 Nobleman 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 vested on 30 June 2024 as a result of Mr Higginson still being engaged as the Company's Chief Corporate Officer.

The following share-based payment arrangements were in existence during the reporting period and the prior year.

### Options

The following options were in existence during the reporting period and the prior year (refer Table 1). In addition, 25,000,000 options were granted during the year ended 30 June 2024 as set out in Table 2 below.

Table 1

	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	8/10/2021	8/10/2021	8/10/2021	8/10/2021	8/10/2021
Expiry date	8/10/2025	8/10/2025	29/9/2025	8/10/2026	8/10/2026
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	A\$0.05

## Notes to the Consolidated Financial Statements

Table 2

	Noblemen A Options	Noblemen B Options	Higginson Options
Exercise price	A\$0.25	A\$0.45	A\$0.45
Grant date	1/12/2023	1/12/2023	27/12/2023
Expiry date	1/12/2026	1/12/2026	31/12/2026
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

### Performance rights

The following performance rights ceased during the reporting period. No performance rights were granted during the year ended 30 June 2024. The Class A and Class B Performance Rights were revalued to nil value at 30 June 2023 as management determined that the vesting conditions would not be met and that 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.

	Class A Rights	Class B Rights
Exercise price	nil	nil
Grant date	8/10/2021	8/10/2021
Expiry date	8/10/2023	8/10/2024
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	\$0.10	\$0.10

### Fair value of share options granted during the 2024 financial year.

25,000,000 share options were issued during the year ended 30 June 2024.

The fair value of the Nobleman options are measured using the Monte Carlo simulation. The Higginson options are measured using the Black Scholes model. The value of the options 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 model inputs for the options granted during the year ended 30 June 2024 (Table 2) and the year ended 30 June 2022 (Table 1) are set out in the tables above. The 5,000,000 Higginson options vested on 30 June 2024 as a result of Mr Higginson still being engaged as the Company's Chief Corporate Officer. The Noblemen options had no service conditions.

## Notes to the Consolidated Financial Statements

### Movements in share options and performance rights

Movements in share options and performance rights during the year ended 30 June 2024.

in USD	No. of Options and Rights	Weighted average exercise price
<b>Options and Performance Rights</b>		
Balance 1 July 2023	20,642,275	A\$0.27
Granted and vested during the year	25,000,000	A\$0.37
Lapsed during the year	(6,250,000)	-
<b>Outstanding at 30 June 2024</b>	<b>39,392,275</b>	<b>A\$0.34</b>
<b>Exercisable 30 June 2024</b>	<b>39,392,275</b>	<b>A\$0.34</b>
<b>Year ended 30 June 2023</b>		
in USD	No. of Options and Rights	Weighted average exercise price
<b>Options and Performance Rights</b>		
Balance 1 July 2022	20,642,675	\$0.21
<b>Outstanding 30 June 2023</b>	<b>20,642,275</b>	<b>\$0.21</b>
<b>Exercisable 30 June 2023</b>	<b>11,142,275</b>	<b>\$0.27</b>

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

None of the options were forfeited, lapsed or were exercised during the year.

### Share options outstanding at the end of the year

Share options issued and outstanding at the end of the year

in AUD	30 June 2024		30 June 2023	
	Exercise Price	Number	Exercise Price	Number
Broker options	A\$0.25	1,625,000	\$A0.25	1,625,000
Lead Manager options	A\$0.25	3,017,275	\$A0.25	3,017,275
Class A Incentive options	A\$0.30	3,625,000	\$A0.30	3,625,000
Class B Incentive options	A\$0.30	3,625,000	\$A0.30	3,625,000
Bonus options	A\$0.25	2,500,000	\$A0.25	2,500,000
Class A Performance Rights	-	-	-	2,600,000
Class B Performance Rights	-	-	-	3,650,000
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	-	-
<b>Totals</b>		<b>39,392,275</b>		<b>20,642,275</b>

Refer also comments above regarding the Performance Rights expense of \$598,699 that was recognised in the 2022 financial year but was reversed in the 2023 financial year as it was determined the vesting conditions of the Class A & B Performance Rights will not be met.

## Notes to the Consolidated Financial Statements

### 12. Share Based Payments Reserve

in USD	As at 30 June 2024	As at 30 June 2023
Balance 1 July 2023	719,918	1,318,617
Share options	1,032,000	-
Performance rights	-	(598,699)
<b>Balance 30 June 2024</b>	<b>1,751,918</b>	<b>719,918</b>

As noted above, the fair value of the options is measured using the Monte Carlo simulation and the Black Scholes model. The value of the options is 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.

### 13. Loss Per Share

in USD	As at 30 June 2024	As at 30 June 2023
<b>Basic loss per share attributable to Equity Owners</b>		
Loss for the year attributed to shareholders of the Parent	(13,413,691)	(1,151,171)
Weighted average number of common shares outstanding	416,213,539	353,337,940
<b>Basic and Diluted Loss per Share</b>	<b>(0.032)</b>	<b>(0.003)</b>

Basic 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.

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.

Diluted earnings per share is based on basic earnings per share adjusted for the potential dilution if shares held in escrow are transferred and warrants are exercised or options and performance rights exercised. For a loss, the increase in the number of shares from conversion of convertible debt is anti-dilutive as they would decrease the earnings per share attributable to equity owners.

### 14. Accumulated Losses

in USD	As at 30 June 2024	As at 30 June 2023
Balance at start of year	(165,296,483)	(164,145,312)
Net Loss attributable to shareholders of parent	(13,413,691)	(1,151,171)
Acquisition of minority interest	(335,949)	-
<b>Balance at year end</b>	<b>(179,046,123)</b>	<b>(165,296,483)</b>

## Notes to the Consolidated Financial Statements

### 15. Related Party Disclosure

The following related party transactions of the Group include Directors and Key Management Personnel (Michael Higginson and Dr Ray Shaw) and any related party.

#### *Directors and Key Management Personnel*

in USD	Year ended 30 June	
	2024	2023
Short term benefits	920,489	576,495
Post-employment benefits	-	-
Long-term benefits	18,280	-
Share-based payments	174,950	-
<b>Balance as at 30 June 2024</b>	<b>1,113,719</b>	<b>576,495</b>

As per note 8 and note 17, the Company has received deposits of \$25,646,326 in relation to the Gold Purchase Agreement with Quantum Metal Recovery Inc., a related party of Dato' Lim Khong Soon.

On 27 December 2023, 5,000,000 incentive options were granted to Michael Higginson. Each option is exercisable at A\$0.45 and expires on 31 December 2026.

See note 3, *Going Concern*, for discussion of transactions with Quantum Metal Recovery Inc.

#### *Service agreements*

The Company has entered into services agreements with;

- Dato' Lim Khong Soon,
- Chang Loong Lee,
- Michael Higginson and;
- Dr Raymond Shaw.

#### *Other*

Related party transactions may be proposed from time to time. Any such transactions occur in the normal course of business, and the terms and conditions of the transactions are no more favourable than those available, or which might reasonably be expected to be available, for similar transactions with unrelated entities on an arms' length basis.

### 16. Auditors Remuneration

in USD	As at 30 June 2024	As at 30 June 2023
Grant Thornton Australia and Canada		
Audit and review of financial reports	22,200	141,600
Other Consulting work	35,443	23,690
Hall Chadwick	75,000	-
<b>Total remuneration</b>	<b>132,643</b>	<b>165,290</b>



## Notes to the Consolidated Financial Statements

### 17. Commitments and Contractual Obligations

#### *Gold Purchase Facility*

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, giving effect to the non-binding term sheet announced on 21 March 2023. Following the satisfaction of the GPA's conditions precedent, Besra has access to a funding schedule to allow it to advance the Bau Gold Project. 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;
- 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;
- Besra to receive a 'Delivery payment' for 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 of gold covered by the prior deposit payment;
- Deliveries of gold to Quantum will only occur if the price received is not less than the floor price referred to in the GPA, being 117.65% of the all-in sustaining costs to produce the ounces of gold. In the event the delivery price to Quantum does not meet the floor price, then Besra will be able to sell the gold at market price;
- 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 has 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 (the "Security"); and
- No recourse to Besra should the Bau Project fail.

A commission of 5% of each drawdown received is payable to Nobleman 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.

## Notes to the Consolidated Financial Statements

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\$10,646,326	114,433	1,849.73
<b>Total US\$25,646,326</b>	<b>Total ozs 274,439.61</b>	<b>Weighted average US\$1,864.36</b>

Based on gold price of \$2,327 as at 30 June, 2024, the fair market value of the contracts referred to in the above table, before contract discounts or commissions, on an undiscounted basis, is (\$126,966,000). In the event that such a fair market value adjustment is realised, the Company will concurrently realise the balance of the 85% of the Reference Price for the 274,439.61 ounces of gold delivered. Such amount being \$434,906,097 (based on the 30 June 2024 gold price).

Besra plans to commence a definitive feasibility study and to begin pilot production in calendar year 2024. On the exploration front, it will focus on upgrading the quality of the JORC Resource inventory by converting a portion of its Inferred ounces into the Measured & Indicated categories.

### 18. Financial Instruments & 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;
- interest rate 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 30 June 2024:

in USD	Within 1 Year	1-5 Years	Total
Trade and other payables	626,599	-	626,599
Lease Liability	99,085	461,483	560,568
Contract Liability	-	30,274,460	30,274,460
	<u>725,684</u>	<u>30,735,943</u>	<u>31,461,627</u>

As at 30 June 2023:

in USD	Within 1 Year	1-5 Years	Total
Trade and other payables	988,280	-	988,280
	<u>988,280</u>	<u>-</u>	<u>988,280</u>

## Notes to the Consolidated Financial Statements

### Commodity Price Risk

The performance of the Group is partially related to the market commodity 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 the US dollar. The functional currency of significant subsidiaries is also US dollars. The subsidiaries transact in a variety of currencies but primarily in the US dollar, Canadian dollar, New Zealand dollar and Malaysian ringgit.

The statement of financial position of the Group includes US and Canadian dollar cash and cash equivalents. The Group is required to revalue the US dollar equivalent of 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 transaction 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.

## 19. Lease Liability

in USD	30 June 2024	30 June 2023
Within one year	99,085	-
One to five years	461,483	-
	560,568	-

Lease liability at reporting date is the principal place of business for the period is located at Suite 4, Level 35, Melbourne Central Tower, 360 Elizabeth Street, Melbourne, Victoria, Australia 3000. The property lease is payable monthly in advance.

## 20. Finance Costs

in USD	30 June 2024	30 June 2023
Gold Purchase facility finance costs	4,628,134	-
Other finance costs	3,320	731
	4,631,454	731

## Notes to the Consolidated Financial Statements

### 21. Gold Purchase Agreement Costs

in USD	30 June 2024	30 June 2023
Gold Purchase Agreement costs	3,118,203	-

Costs associated with the establishment of the Gold Purchase Agreement.

### 22. Event after the Reporting Date

Following the non-receipt of US\$9,827,854.60, on 17 July 2024, the Company announced the termination of the December 2023 contract note for the delivery by Besra to Quantum (pursuant to the GPA) of 98,140 ozs of gold at a price of US\$2,002.82 per oz.

On 19 July 2024, the Company announced that the second and final batch of processing equipment for the Jugan Pilot Plant equipment is enroute to Sarawak.

On 23 July 2024, the Company announced new infill drilling results at Jugan, including:

JUDDH-100:	6m @ 2.0 g/t Au from 4m to 10m; 7m @ 2.3 g/t Au from 72m to 79m; 2m @ 2.95 g/t Au from 84m to 86m; 7m @ 6.0 g/t Au from 90m to 97m; and 13m @ 2.6 g/t Au from 146m to 159m.
JUDDH-101	8m @ 2.6 g/t Au from 23m to 31m.
JUDDH-105:	24m @ 3.2 g/t Au from 0m to 23.8m; and 9m @ 1.5 g/t Au from 37m to 46m.
JUDDH-109:	18m @ 1.85 g/t Au from 4m to 22m; and 9m @ 1.5 g/t Au from 37m to 46m.

On 1 August 2024, the Company announced that Mr Matthew Antill has been engaged to head Besra's mining and development team.

On 15 August 2024, the Company announced the appointment of Ms Renee Minchin as Chief Financial Officer.

On 6 September 2024, the Company announced the appointment of Mr Michael Higginson as a Non-Executive Director.

On 27 September 2024, the Company announced that it had received a Statement of Claim in respect of the commencement of legal proceedings in the Superior Court of Justice (Ontario) against Besra and other defendants (including the Directors of Besra (refer Note 24).

No other matters or circumstances have arisen since 30 June 2024 which significantly affect or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future years.

### 23. Segment reporting

The Company has only one operating segment being gold exploration in Malaysia.

## Notes to the Consolidated Financial Statements

### 24. Contingent Liabilities

As announced on 27 September 2024, the Company has received a Statement of Claim in relation to the commencement of legal proceedings in the Superior Court of Justice (Ontario) against the Company along with other defendants (including the directors of Besra) by the Plaintiffs.

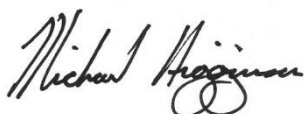
The Company is in the process of seeking legal advice in respects to the merit of the claims and any potential counterclaims or other legal remedies available to the Company arising as a result of the claim.

The claims are made by the Plaintiffs relate to the affairs of Besra with respect to its dealings with Quantum Metal Recovery Inc. The Plaintiffs are seeking damages in the amount of C\$5,000,000.

### 25. Authorisation of Consolidated Financial Statements

The consolidated financial statements for the year ended 30 June 2024 including comparatives were approved by the board of directors on 30 September 2024.

Signed:

A handwritten signature in black ink, appearing to read "Michael Higginson". The signature is written in a cursive style with a large, stylized initial 'M'.

**Michael Higginson**

Director

**BESRA GOLD INC.**

**DIRECTORS' DECLARATION**

Financial Report Year ended 30 June 2024

The Directors of Besra Gold Inc declare that:

1. The financial statements and notes of the Company:
  - (a) comply with International Financial Reporting Standards; and
  - (b) give a true and fair view of the financial position as at 30 June 2024 and of the performance for the year ended on that date of the Company;
  
2. There are reasonable grounds to believe that Besra Gold Inc will be able to pay its debts as and when they become due and payable.

On behalf of the Board:

A handwritten signature in black ink that reads "Michael Higginson". The signature is written in a cursive style with a large initial 'M' and a decorative flourish at the end.

Michael Higginson  
**Director**

30 September 2024

**BESRA GOLD INC.  
ABN 141 335 686  
AND CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF BESRA GOLD INC.**

**Opinion**

We have audited the financial report of Besra Gold Inc. (the company) and its controlled entities (the group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the financial statements, including a summary of material accounting policy information, consolidated entity disclosure statement and the director's declaration.

In our opinion the accompanying financial report of the group is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

**Basis of Opinion**

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110: *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Material Uncertainty Related to Going Concern**

We draw attention to Note 3 in the financial statements, which indicates that the group made a loss of \$13,573,693 during the year ended 30 June 2024. As stated in Note 3, these events or conditions, along with other matters as set forth in Note 3, indicate that a material uncertainty exists that may cast doubt on the group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

ADELAIDE	BRISBANE	DARWIN	MELBOURNE	PERTH	SYDNEY
Level 9	Level 4	Level 1	Level 14	Level 11	Level 40
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BESRA GOLD INC.  
 ABN 141 335 686  
 AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT  
 TO THE MEMBERS OF BESRA GOLD INC.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2024. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
<p><b>Exploration and evaluation assets</b>  <i>Refer to Note 6: Exploration and evaluation and Note 3: Significant judgements, estimates and assumptions</i></p> <p>As at 30 June 2024, the carrying value of the exploration and evaluation assets amounted to \$22,691,290.</p> <p>In accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, the group is required to assess at each reporting date if there are any triggers for impairment which may suggest the carrying value is in excess of the recoverable value.</p> <p>The process undertaken by management to assess whether there are any impairment triggers in each area of interest involves an element of management judgement.</p> <p>This area is considered as a key audit matter due to the significant judgement involved in determining the existence of impairment triggers.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• obtaining the management reconciliation of capitalised exploration and evaluation expenditure and agreeing to the general ledger.</li> <li>• reviewing management's area of interest considerations against AASB 6.</li> <li>• conducting a detailed review of management's assessment of trigger events prepared in accordance with AASB 6 including;                         <ul style="list-style-type: none"> <li>– tracing projects to statutory registers, exploration licenses and third party confirmations to determine whether a right of tenure existed.</li> <li>– enquiry of management regarding their intentions to carry out exploration and evaluation activity in the relevant exploration area, including review of management's budgeted expenditure.</li> <li>– understanding whether any data exists to suggest that the carrying value of these exploration and evaluation assets are unlikely to be recovered through development or sale.</li> </ul> </li> <li>• assessing the accuracy of impairment recorded for the year as it pertained to exploration interests.</li> <li>• assessing the appropriateness of the related financial statement disclosures.</li> </ul>



BESRA GOLD INC.  
ABN 141 335 686  
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF BESRA GOLD INC.

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
<p><b>Contract liabilities – Gold Purchase Agreement</b> <i>Refer to Note 8: Contract liabilities</i></p> <p>On 9 May 2023, the group announced that it had entered into a legally binding agreement, named the Gold Purchase Agreement (“GPA” and/or the Facility) with the company’s major shareholder, Quantum, giving effect to the non-binding term sheet announced on 21 March 2023.</p> <p>Under the agreement, the group agrees to sell to Quantum, in respect of each outturn, a quantity of refined gold acquired pursuant to each contract note. The group receives an advance payment of 5% for future deliveries of gold. The quantity of gold is determined on the day each deposit of the upfront payment is made and the price of gold is also fixed at the initial deposit date, which is considered as a forward delivery contract.</p> <p>As at 30 June 2024, the contract liabilities amounted to \$30,274,460.</p> <p>This area is considered a key audit matter due to the account’s significant balance and complexity of accounting treatment.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• obtaining the management reconciliation of contract liabilities and agreeing to the general ledger.</li> <li>• reviewing management’s summary of considerations and treatment relevant to accounting standards.</li> <li>• conducting a detailed review of the contracts.</li> <li>• assessing the accuracy of interest and liability calculations and assumptions in calculations.</li> <li>• obtaining third party confirmation.</li> <li>• assessing the appropriateness of the related financial statement disclosures.</li> </ul>

**Information Other than the Financial Report and Auditor’s Report Thereon**

The directors are responsible for the other information. The other information comprises the information included in the group’s annual report for the year ended 30 June 2024, but does not include the financial report and our auditor’s report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of the Directors for the Financial Report**

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

**BESRA GOLD INC.  
ABN 141 335 686  
AND CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF BESRA GOLD INC.**

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

***Auditor's Responsibilities for the Audit of the Financial Report***

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**BESRA GOLD INC.  
ABN 141 335 686  
AND CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF BESRA GOLD INC.**

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the communication with the directors, we determined those matters that were of most significant in the audit of the financial report for the current period and are therefore the key audit matters. We have described these matters in our auditor's report unless laws or regulations precludes public disclosure about the matter, or when in extremely rare circumstances, we determined that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



HALL CHADWICK (NSW)  
Level 40, 2 Park Street  
Sydney NSW 2000



**DREW TOWNSEND**

Partner

Dated: 30 September 2024

**Additional information required by the Australian Securities Exchange Limited**

The information is made as at 24 September 2024

**Distribution schedules of security holders**

	CDI's	AU\$0.30 Options Expiring 8/10/26	AU\$0.40 Options Expiring 8/10/26	AU\$0.25 Options Expiring 8/10/25	AU\$0.25 Options Expiring 29/9/25	AU\$0.25 Options Expiring 1/12/26	AU\$0.45 Options Expiring 1/12/26	AU\$0.45 Options Expiring 31/12/26
1 -1,000	821	-	-	-	-	-	-	-
1,001 - 5,000	188	-	-	-	-	-	-	-
5,001 - 10,000	139	-	-	-	-	-	-	-
10,001 - 100,000	604	1	1	-	-	-	-	-
100,001 and over	336	8	8	2	5	1	1	1
<b>Number of Holders</b>	<b>2,088</b>	<b>9</b>	<b>9</b>	<b>2</b>	<b>5</b>	<b>1</b>	<b>1</b>	<b>1</b>

**Holders of non-marketable parcels**

There are 1,031 CDI holders who hold less than a marketable parcel of CDIs.

**Twenty largest CDI holders**

The names of the twenty largest CDI holders are:

	<b>Number of CDIs</b>	<b>% Held</b>
1 QUANTUM METAL RECOVERY INC	124,938,256	30.07
2 CITICORP NOMINEES PTY LIMITED	45,957,104	11.06
3 HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	42,946,606	10.34
4 COLBERN FIDUCIARY NOMINEES PTY LTD	12,036,765	2.90
5 HOI AN INVESTMENT PTY LTD	5,039,001	1.21
6 BARODA HILL INVESTMENTS LIMITED	4,385,280	1.06
7 MR CHING WOO GOH	4,340,000	1.04
8 G & D FINN PTY LTD	4,010,000	0.97
9 TALEX INVESTMENTS PTY LTD	3,900,000	0.94
10 SHARESIES AUSTRALIA NOMINEE PTY LIMITED	3,579,756	0.86
11 MR STEVEN LOUGHREY	3,500,000	0.84
12 MR DUC THANH PHAM	3,497,278	0.84
13 THE LITTLE BIG COMPANY PTY LTD	2,880,000	0.69
14 MR KRISTOPHER JAMES BEST	2,775,500	0.67
15 MR BRADY GLENN JAUSEL	2,590,445	0.62
16 TALEX INVESTMENTS PTY LTD	2,436,000	0.59
17 MR RONALD MEHMET	2,350,000	0.57
18 MONEX BOOM SECURITIES (HK) LTD	2,343,282	0.56
19 MR JOHN WARREN BOOTH	2,300,000	0.55
20 MS KAREN ELIZABETH WRIGHT	2,229,479	0.54
	<b>278,034,752</b>	<b>66.92</b>

**Additional information required by the Australian Securities Exchange Limited**

The information is made as at 24 September 2024

**Restricted securities**

The group has no restricted securities on issue.

**Unquoted equity securities**

	<b>Number on issue</b>	<b>Number of holders</b>
Options exercisable at AU\$0.30 and expiring 8 October 2026	3,625,000	9
Options exercisable at AU\$0.40 and expiring 8 October 2026	3,625,000	9
Options exercisable at AU\$0.25 and expiring 8 October 2025	4,642,275	2
Options exercisable at AU\$0.25 and expiring 29 September 2025	2,500,000	5
Options exercisable at AU\$0.25 and expiring 1 December 2026	10,000,000	1
Options exercisable at AU\$0.45 and expiring 1 December 2026	10,000,000	1
Options exercisable at AU\$0.45 and expiring 31 December 2026	5,000,000	1

**Substantial CDI holders (based on latest substantial notices received)**

	<b>No. of CDIs Held</b>	<b>% of CDIs Held</b>
Quantum Metal Recovery Inc	124,938,256	30.07%

**On-market buy-back**

There is no current on-market buy-back.

**Acquisition of voting securities**

No issues of securities have been approved for the purposes of Item 7 of section 611 of the Corporations Act 2001.

**Voting Rights**

CDIs – on a show of hands, every member present in person or by proxy shall have one vote and upon a poll, each member shall have one vote per CDI.

**Tax status**

The group is treated as a public company for taxation purposes.

**Franking credits**

The group has nil franking credits.