BESRA GOLD INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED 31 MARCH 2021

(In United States dollars)

(Unaudited)

NOTICE TO THE READER

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

BESRA GOLD INC.

Condensed Interim Consolidated Statement of Financial Position

in USD	Notes(s)	As at 31 March 2021	As at 30 June 2020
ASSETS			
Current			
Cash and cash equivalents		25,667	31,260
Tax and other receivables		25,663	28,147
Prepaid expenses		7,486	7,486
		58,816	**66,893**
Non-current			
Property plant and equipment		14,382	32,599
Exploration & evaluation	4	17,506,422	17,506,422
		17,520,804	**17,539,021**
TOTAL ASSETS		**17,579,620**	**17,605,914**
LIABILITIES			
Current			
Trade and other payables	5	5,562,688	5,617,142
Derivative liability	7	12,215,205	11,456,461
Loans and borrowings	6	4,016,803	2,015,066
		21,794,696	**19,088,669**
Non-current			
Loans and borrowings	6	304,000	-
TOTAL LIABILITIES		**22,098,696**	**19,088,669**
EQUITY			
Issued capital	9	141,517,358	141,517,358
Reserves	9	(20,563,257)	(20,563,257)
Deficit		(124,064,700)	(121,011,748)
		(3,110,599)	(57,647)
Non-controlling interest		(1,408,477)	(1,425,108)
TOTAL EQUITY		**(4,519,076)**	**(1,482,755)**
TOTAL LIABILITIES AND EQUITY		**17,579,620**	**17,605,914**

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

BESRA GOLD INC.

Condensed Interim Consolidated Statement of Loss (Income) and Comprehensive Loss (Income)

in USD	Notes	Three Months to 31 March		Nine Months to 31 March	
		2021	2020	2021	2020
Revenue		-	-	-	-
Corporate and administrative expense		518,579	290,619	2,103,168	996,329
Exploration expense		14,601	-	(128,253)	-
Depreciation and amortization		7,200	5,500	18,217	16,500
Finance charges	10	31,630	-	142,512	-
Derivative fair value revaluation		173,100	(871,181)	900,947	(844,941)
LOSS (INCOME) BEFORE INCOME TAX		**715,926**	**(575,062)**	**3,036,321**	**167,888**
Income tax	8	-	-	-	-
LOSS (INCOME) FOR THE PERIOD		**715,926**	**(575,062)**	**3,036,321**	**167,888**
TOTAL COMPREHENSIVE LOSS (INCOME) FOR THE PERIOD		**715,926**	**(575,062)**	**3,036,321**	**167,888**
Loss (Income) for the period attributable to:					
Shareholders of the parent		717,815	(576,055)	3,052,952	162,658
Non-controlling interests		(1,889)	993	16,631	5,230
Basic loss (income) per share	11	0.148	(0.120)	0.633	0.034

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

BESRA GOLD INC.

Condensed Interim Consolidated Statement of Cash Flows

in USD	Notes(s)	Nine Months Ended 31 March 2021	Nine Months Ended 31 March 2020
OPERATING ACTIVITES			
Total Comprehensive (loss) for the period		(3,036,321)	(167,888)
Items not affecting Cash			
Depreciation & amortization		18,217	16,500
Interest on loans		(2,742)	-
Unrealised Foreign Exchange		155,597	-
Derivative revaluation		900,947	(844,941)
Changes in non-cash working capital balances			
Trade and other receivables and other financial assets		2,484	-
Trade and other payables		664,628	606,290
Cash used in operating activities		**(1,297,190)**	**(390,039)**
INVESTING ACTIVITIES			
Exploration and evaluation costs		-	-
Cash used in investing activities		**-**	**-**
FINANCING ACTIVITIES			
Proceeds from financing loan	12	1,484,630	377,729
Repayment of loan	12	(192,203)	-
Cash provided by financing activities		**1,292,427**	**377,729**
Increase in cash during the period		(4,763)	(12,310)
Cash - beginning of the period		**31,260**	**22,467**
Effect of foreign exchange rate changes on cash		(830)	(3)
Cash - end of the period		**25,667**	**10,154**

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

BESRA GOLD INC.

Condensed Interim Consolidated Statement of Changes in Equity

in USD	Issued Capital	Reserves	Accumulated Losses	Non-Controlling Interest	Total Equity
Balance at 1 July 2020	**141,517,358**	**(20,563,257)**	**(121,011,748)**	**(1,425,108)**	**(1,482,755)**
(Loss) for the period	-	-	(3,052,952)	16,631	(3,036,321)
Other comprehensive income	-	-	-	-	-
Total comprehensive (loss)	-	-	(3,052,952)	16,631	(3,036,321)
Balance at 31 March 2021	**141,517,358**	**(20,563,257)**	**(124,064,700)**	**(1,408,477)**	**(4,519,076)**
Balance at 1 July 2019	**141,517,358**	**(20,563,257)**	**(119,499,894)**	**(1,398,140)**	**56,067**
(Loss) for the period	-	-	(162,658)	(5,230)	(167,888)
Other comprehensive income	-	-	-	-	
Total comprehensive (loss)	-	-	(162,658)	(5,230)	(167,888)
Balance at 31 March 2020	**141,517,358**	**(20,563,257)**	**(119,662,552)**	**(1,403,370)**	**(111,821)**

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

Notes to the Condensed Interim Consolidated Statements

1. Background and Nature of Business

During the financial years ended 30 June 2019 and 2020 and the period ended 31 March 2021, the business of Besra Gold Inc. and subsidiaries ('Besra' or 'the Company') consisted of a sole feasibility stage project in East Malaysia, being the Bau Gold Project ('Bau').

The 31 March 2021 financial statements for Besra Gold Inc. are the consolidated operations of Besra Gold Inc.

2. General Information & Statement of Compliance

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 Level 1, 63 Fort St, Auckland, New Zealand.

These interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting. They do not include all the information required in annual financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB) and should be read in conjunction with the Consolidate financial statements for the year ended 30 June 2020.

New standards adopted at 1 July 2020

There were no new Standards or pronouncements which have a significant impact on the Group's financial results or position.

3. Basis of Preparation & Significant Accounting Policies

Basis of Preparation

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

Going Concern

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

During the three-month period ended 31 March 2021, the Group made a loss of $715,926 (2020: income of $575,062). As at 31 March 2021, the Group's current liabilities exceeded its current assets by $21,735,880 (as at 30 June 2020: $19,021,776). Cash and cash equivalents on hand at 31 March 2021 is $25,667 (30 June 2020: $31,260).

While the Company has been successful in the past at raising funds, there can be no assurance that it will be able to do so in the future. Nor can there be assurance that the Reorganisation described below can be completed in full or at all. The adoption of the going concern basis for the interim consolidated 31 March 2021 financial statements is dependent on the following:

- Pangaea Holdings Limited not acting on a subsisting event of default under the Exit Financing Note. As previously disclosed in the audited 30 June 2020 financial statements, Pangaea Holdings

Limited has confirmed that it is waiving its right to act on its security and will not call on the amount outstanding providing the IPO proceeds as expected.

Obtaining financing to bridge the re-listing of the Company's common shares on a stock exchange. In April 2020, the Company signed a mandate agreement with Canaccord Genuity (Australia) Limited ("Canaccord") to act on an exclusive basis as lead manager for the potential initial public offering ('IPO' or 'listing') of the Company's common shares on the Australian Securities Exchange ("ASX"). On July 7, 2020, the Company closed an AUD$2,532,000 financing consisting of zero coupon secured convertible subordinated notes ("Bridge Notes"). As part of the Reorganization the Company obtained an extension to the maturity date of the Bridge Notes from the existing maturity date of February 28, 2021 to May 30, 2021 to enable the listing to proceed. A further extension will be arranged.

- Obtaining further funding for working capital purposes over the period until the initial public offering ("IPO") of the Company's common shares on the Australian Securities Exchange. A loan facility of $AU300,000 was arranged in January 2021 for this purpose ('Incor Services loan').

  The Incor Services loan is unsecured, with an interest rate of 12% per annum, payable on termination of the loan. Loan repayment occurs on listing (refer below). Drawings under the loan of $AU175,000 have been made as at March 31 2021 with the undrawn balance available to meet the Company's working capital requirements through to listing.

- Restructuring the Company's debt and equity capital (the "Capital Restructuring") – A central component of the Capital Restructuring is approval of the holders of 3% unsecured convertible notes ("Creditors Notes") with a face value of CAD$47,485,886 to be exchanged for new common shares in the Company. A meeting of Noteholders held on December 3, 2020 approved the exchange of the notes in full for 69,884,631 was subject to conditional listing approval being granted ("Condition") by February 28, 2021 subsequently extended to May 30, 2021. A further meeting has been called for 28 June 2021 to extend the date for satisfaction of the condition to 30 September 2021.

- Listing of the Company's common shares via an IPO on the ASX. The Company is preparing for an IPO and listing of the Company's common shares in the form of Chess Depository Receipts ("CDIs") which would outline the Company's plan to seek a minimum of AUD$12 million and up to AUD$15 million in new equity funding, subsequently reduced to A$10m and A$12.5m.

- Besra lodged its prospectus on 22 April 2021 with the Australian Securities and Investments Commission ('ASIC'). ASIC subsequently requested certain amendments to the Prospectus. The Company is seeking to address these as soon as possible. Besra intends to lodge a Replacement Prospectus and has undertaken to ASIC not to process any acceptances under the original Prospectus, pending lodgement of the Replacement Prospectus.

As a result, the Directors conclude that the Company remains a going concern.

The dependency on the above events and cash flows creates an uncertainty that may cast doubt on the Group's ability to continue as a going concern, and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, nor to the amounts and classification of liabilities that may be necessary should the Group be unable to continue as a going concern.

Basis of Consolidation

The interim 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	Jurisdiction	Ownership % 31 Dec 2020	Ownership % 30 Jun 2020
Besra NZ Limited (formerly OYM NZ Limited)	New Zealand	100	100
North Borneo Gold Sdn Bhd	Malaysia	87.06	87.06
Bau Mining Co Ltd	Samoa	91	91
Besra Labuan Ltd (formerly Olympus Pacific Minerals Labuan Limited)	Malaysia	100	100

Significant Accounting Policies

The accounting policies adopted by the Company as set out in the audited consolidated financial statements for the years ended 30 June 2020 and 2019 have been applied consistently to all periods presented in these interim consolidated financial statements. No additional significant accounting policies have been adopted in the current period.

Significant Judgements, Estimates & Assumptions

The preparation of these 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 recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if it affects both current and future periods.

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

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.
- The convertible notes (refer note 6) issued by the Group are complex with varying features which could, depending on judgements applied, result in a number of possible accounting treatments based on the application of IFRS. The main judgement made in determining the accounting treatment for the convertible notes is whether the notes should be split into multiple elements (i.e., base loan, warrants or interest) with a different accounting treatment for each element or treated as a single instrument meeting the definition of a derivative.
- Determine whether the Company remains a going concern as set out in commentary on the Going Concern on page 6.

Estimates:

- Assessment of whether 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 have used the fair value less costs to sell method to test the exploration and evaluation asset for impairment. Fair value is estimated based on an associated enterprise value per resource ounce multiple methodology for relevant comparable companies in conjunction with an independent market assessment of the company. The fair value methodology adopted is categorised as Level 2 in the fair value hierarchy.
  The Directors have also taken into account impairment testing relying upon advice from an independent party who arrived at a pre-IPO asset value based on pre-IPO funding arranged by the Company and the proposed raising as part of an IPO. The testing used this asset value and other inputs that were appropriate at that time to arrive at a value of the asset. (Refer to Note 4)
- 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.

  For the year ended 30 June 2020 and 30 June 2019 and the 9 months ended 31 March 2020 the liabilities were valued using an income approach to calculate the fair value which prorates both the timing and risk of receiving the expected payoff amounts. The valuation used estimates to determine the possible future outcomes, the timing and expected proceeds, with the expected proceeds discounted using a risk-adjusted discount rate with the resulting present value probability weighted to arrive at the fair value. The fair value methodology adopted is categorised as Level 3 in the fair value hierarchy. (Refer to Note 7).

4. Exploration & Evaluation

in USD	9 Months Ended 31 March 2021	Year Ended 30 June 2020
Opening Balance	17,506,422	17,506,422
Additions	-	-
Impairment	-	-
Closing Balance	**17,506,422**	**17,506,422**
Cost	50,776,422	50,776,422
Accumulated impairment	(33,270,000)	(33,270,000)
Closing Balance	**17,506,422**	**17,506,422**

The exploration and evaluation asset is entirely comprised of the Bau Gold Project, a brown-field project, spread over a large geographic area.
The Company is in a joint venture consortium with a Malaysian company with Bumiputra interests that owns rights to consolidated mining tenements covering much of the historic Bau Goldfield in Sarawak, East Malaysia.

The Bau Gold Project comprises consolidated mining and exploration tenements within the Bau Goldfield. A feasibility study for Stage 1 of the Bau Gold Project in East Malaysia was completed in the financial year ended 30 June 2014.

The joint venture consortium was advised by the Ministry of Urban Development and Natural Resources in 2018 of its intention to revoke four Mining Leases within the Bau Gold Project, totalling 252.4Ha. These four Mining Leases encroach upon the newly gazetted boundaries of the Dered Krian National Park ("Park"). In response the joint venture submitted a proposal in August 2018 seeking to voluntarily surrender those portions of the Mining Leases which encroach upon the Park, in return for retaining the remaining portions of the Mining Leases or reapplying for new Mining Leases over those remaining portions. Should the joint venture loose title to those portions of the 4 MLs within the Park, the Bau Gold Project's global Resource would be reduced from 3.3Moz to approximately 3.02Moz. If the four relevant MLs are forfeited in their entirety, the Project's global Resource would be reduced to approximately 2.6Moz. The Company believes this to be the more unlikely outcome because it would reapply for appropriate tenure over those lands within the four MLs not lying within the Park, in which case the Resource inventory would be approximately 3.02 Moz. As at 31 March 2021 inspection of the Registry at the Land Office In Sarawak did not reveal that any memorial of forfeiture has been registered in relation to any of these four MLs, (as specified in s.60 of the Minerals Ordinance). Nevertheless, should forfeiture be affected it will not impact upon the proposed future business strategy work programme which does not Involve any of these four MLs.

During the 2019 financial year the Management examined the viability of relisting the Company on a stock exchange and during this process it became clear that it was not possible for the Company to achieve the previous valuation outcomes. The Management therefore performed an impairment test and determined the recoverable amount of the asset at its fair value less costs of disposal, relying on advice from an independent party which concluded that the Enterprise Value (EV) of the Company at 30 June 2019 was $17.5 million at that time. As the Company only has a single asset, the use of an EV was considered an appropriate indicator for the value of the asset. This opinion was based on the value of the asset on an EV per ounce basis relative to market peers discounted for the independent advisor's assessment of sovereign risk. As a result, the Directors have concluded that it was necessary for the Group to impair the carrying value of Bau for the year ended 30 June 2019 by an amount of $33,270,000 reducing the value of the asset to $17,506,422.

A review for the year ended 30 June 2020 and the 9 months ended 31 March 2021 indicated no material change to facts and circumstances which would suggest that a further reduction to the carrying value is necessary. Therefore, Management and Directors conclude that no impairment is required for the 9 months ended 31 March 2021.

5. Trade & Other Payables

in USD	As at 31 March 2021	As at 30 June 2020
Trade payables	1,449,302	2,280,296
Taxes and government fees	12,538	21,433
Accruals and other payables	4,100,847	3,315,413
Total	**5,562,687**	**5,617,142**

6. Convertible Notes, Interest Bearing Loans & Borrowings

in USD	As at 31 December 2020	As at 30 June 2020
Current Liabilities		
Secured Convertible Notes	-	529,530
Bridge Notes 2020	1,938,252	-
Other current indebtedness (unsecured)	2,078,551	1,485,536
	4,016,803	2,015,066
Non-current Liabilities		
Other non-current indebtedness (unsecured)	304,000	-
Total	**4,320,803**	**2,015,066**

Secured Bridge Notes 2020

On 7 July 2020 the Company closed an AUD$2,533,000 financing consisting of zero-coupon secured convertible subordinated notes, which constitute the secured convertible notes 2020 ('Bridge Notes') above.

The Bridge Notes mature 28 February 2021 and are convertible at the option of the holders into Common Shares of the Company at a price of AUD$0.10 per Common Share, on a post consolidation basis (refer the 2020 full year financial statements) and convert automatically upon the occurrence of a transaction resulting, directly or indirectly, in the relisting of the Common Shares on a specified stock exchange. The Bridge Notes have been extended; a further extension will be required.

The Company's obligations under the Bridge Notes are secured by a general security agreement in favour of the holders of the Convertible Notes ranking subordinate to the existing secured obligations of the Company.

Included within the Bridge Note 2020 financing, the Company replaced a convertible secured note, principal amount of CAD$500,000, issued 31 October 2019 and the AUD$100,000 received by the Company in June 2020, both of which formed part of the Bridge Note 2020 capital raising.

Other Current and Non-Current Indebtedness (Unsecured)

North Borneo Gold Debt Notes

North Borneo Gold Debt Notes ("NBG Debt Notes") carried at $425,639 in 2020 (2019: $414,046), have a term of four (4) years to November 2020, bear interest of three percent (3%) per annum, calculated and payable on maturity. Settlement terms have been reached with the noteholders as part of the forthcoming listing.

Advances

Clients of Novus Capital have made unsecured advances of $927,265 (2020: $850,702) for working capital. They are repayable on demand and have an interest rate of 12% per annum payable on maturity. The Advances will be exchanged for new post consolidation common shares in the Company on listing.

Incor Services Limited Loan

A loan facility of A$300,000 was arranged in January 2021 from Incor Services Limited.

The loan is unsecured, with an interest rate of 12% per annum, payable on termination of the loan. Loan repayment occurs on listing. Drawings under the loan of A$175,000 have been made as at balance date.

Deferred creditor arrangements

Arrangements have been entered into with certain creditors for payment of monies owed over a period. These total $719,082 of which $304,000 is a non-current liability.

7. Derivative Liabilities

in USD	As at 31 March 2021	As at 30 June 2020
Current Asset		
Convertible Note (secured)	1,991,319	1,972,972
Exit financing Note (secured)	10,082,341	9,347,263

Creditor convertible notes (unsecured)	141,545	131,226
Total	**12,215,205**	**11,456,461**

For the years ended 30 June 2020 and 2019 and the nine months ended 31 March 2021, the derivative liabilities were valued using an income approach to calculate the fair value which incorporates both the timing and risk of receiving the expected payoff amounts. The valuation used estimates to determine the possible future outcomes, the timing and expected proceeds, with the expected proceeds discounted using a risk-adjusted discount rate with the resulting present value probability weighted to arrive at the fair value. The fair value methodology adopted is categorised as Level 3 in the fair value hierarchy.

The main inputs into the valuation were:

- the security held by the noteholders (refer below),
- the expected proceeds from an IPO of approximately $5.6 - $7.0 million, and using a discount rate between 25% to 30%

The sensitivity analysis based on the expected proceeds of $7 million with a variance in the discount rate of +/- 5% results in a value range of +/- $350,000.

For the year ending 30 June 2019 the main inputs into the valuation were

- the security held by the noteholders (refer below),
- the expected proceeds from an IPO of $7 million, and
- using a discount rate between 25% to 30%

The sensitivity analysis based on the expected proceeds of $7 million with a variance in the discount rate of +/- 5% results in a value range of +/- $350,000.

The details of the Convertible Note (secured), the Exit financing note (secured) and the Creditor convertible notes (unsecured) are set out in the Consolidated financial statements for the years ended 30 June 2020 and 2019.

8. Income Tax

Unrecognized Tax Losses/Unrecognised Deductible Temporary Differences

The Group has unrecognized 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 recognized 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 $79,217,231 and will variously expire twenty years after the year in which the respective loss was incurred.

Deferred Tax

Deferred tax has been recognised on management’s estimate of the weighted average effective annual income tax rate expected for the full financial year. The estimated average annual tax rate used for the period to 31 December 2020 is 26.5% (30 June 2020 and 31 December 2019, 26.5%).

9. Issued Capital & Reserves

Common Shares

The Company is authorized to issue an unlimited number of common shares with one vote per share and no-par value per share.

in USD	Number of Common Shares	Amount
Balance 30 June 2020	1,204,892,898	141,517,358
Consolidation of shares	(1,200,073,326)	-
Balance 31 December 2020	**4,819,572**	**141,517,358**

At the annual special meeting of shareholders dated September 10, 2020 shareholders approved the consolidation of the Company's capital on the basis of one post consolidation shares for every two hundred and fifty (250) pre-consolidation shares or such lesser ratio as the board of directors of the Company approve. On November 23, 2020, the Company's directors approved a consolidation of the Company's capital on the basis of one post consolidation shares for every one hundred and thirty-seven point four seven (137.47) pre-consolidation shares.

Since that date the director's have approved a further consolidation such that with the initial consolidation the consolidation shares is one for every two hundred and fifty (250) pre-consolidation shares.

Reserves

in USD	Investment Premium Reserve	Total
Balance at 30 June 2020	(20,563,257)	(20,563,257)
Movement	-	-
Balance at 31 March 2021	**(20,563,257)**	**(20,563,257)**

10. Finance Charges

in USD	Three Months to 31 March		Nine Months to 31 March	
	2021	2020	2021	2020
Interest on borrowings and notes	31,630	-	(2,742)	-
Borrowing costs	-	-	145,254	-
Total finance charges	**31,630**	**-**	**142,512**	**-**

11. Loss (Income) Per Share

in USD	Three Months to 31 March		Nine Months to 31 March	
	2021	2020	2021	2020
Basic loss (income) per share attributable to Equity Owners:				
Loss **(income)** for the period	717,815	(576,055)	3,052,952	162,658
Weighted average number of common shares outstanding	4,819,572	4,819,572	4,819,572	4,819,572
Basic loss (income) per share	**0.148**	**(0.120)**	**0.633**	**0.034**

Basic loss (income) per share is calculated by dividing the net loss (income) for each reporting period attributable to the equity owners of Besra by the weighted average number of common shares outstanding for the period.

Diluted loss (income) per share is based on basic loss (income) per share adjusted for the potential dilution if shares held in escrow are transferred 10,281,689 (2020: 10,281,689) and warrants are exercised 2,425,830 (2020: 2,425,830), and conversion of convertible debt. The increase in the number of shares is anti-dilutive to basic loss per share as it would decrease the loss per share attributable to equity owners.

12. Reconciliation of liabilities arising from financing activities.

The changes in the Group's liabilities arising from financing activities can be classified as follows:

Period ended 31 March 2021.

in USD	Borrowings	Derivatives	Total
Opening balances	2,015,066	11,456,461	13,471,527
Cash flows			
Proceeds	1,484,630	-	1,484,630
Repayments	(50,000)	(142,203)	(192,203)
Non-cash			
Deferred creditor arrangements	719,082	-	719,082
Accrued interest	(2,742)	-	(2,742)
Forex adjustment	154,767		154,767
Adjustment to Fair value	-	900,947	900,947
Balance 31 March 2021	**4,320,803**	**12,215,205**	**16,536,008**

Year ended 30 June 2020

in USD	Short term Borrowings	Derivatives	Total
Opening balances	1,433,637	11,014,183	**12,447,820**
Cash flows			
Proceeds	437,729	-	437,729
Repayments	(88,173)	-	(88,173)
Non-cash			
Accrued interest	231,873	-	231,873
Adjustment to Fair value	-	442,278	442,278
Balance 30 June 2020	**2,015,066**	**11,456,461**	**13,471,527**

13. Related Party Disclosure

Related parties of the Group are considered to be Key Management Personnel and Pangaea Holdings Limited. The terms of the Exit Financing are such that it may be considered as having Significant Influence.

InCoR was an entity with Common Directors who were deemed to have a significant influence over the Group. These directors have resigned since balance date and the company is no longer deemed to have significant influence over the Group.

The following Related Party transactions are recognized in the interim consolidated financial statements of the Group:

Significant Influence

in USD	Three Months to 31 March		Nine Months to 31 December	
	2021	2020	2021	2020
Interest	2,868	-	2,868	-

Key Management

in USD	Three Months to 31 March		Nine Months to 31 March	
	2021	2020	2021	2020
Management fees and salary expense	172,387	106,601	450,412	316,803
Amount payable	1,390,874	1,041,451	1,390,874	1,041,451

14. Commitments, Contingencies and Contractual Obligations

Contractual Commitments: Acquisition of Interest in NBG

In 2010 the Company entered into an agreement with Gladioli Enterprises Sdn Bhd ("Gladioli"), as amended on 20 May 2011 and 20 January 2012 and amended and restated on 12 May 2013, to acquire additional interests in NBG to take the Company's equity-adjusted interest to 93.55% by September 2015, subject to payments totalling $35,000,000 to be made in several tranches. As at November 2016, $7,600,000 remained outstanding.

In November 2016 the Company entered into an amended acquisition agreement with Gladioli, with the terms summarised as follows:

Further payments will be made as follows to Gladioli:

a) with respect to the Tranche Four B Shares, CAD$500,000 was paid on 30 June 2017;

b) CAD$750,000 less an amount equal to MYR111,150 retained by the Company in repayment of a Gladioli loan upon lifting of the CTO;

c) with respect to the Tranche Four C Shares, CAD$1,250,000 on the tenth Business Day following a Qualified Financing (defined as "an issuance from treasury of common shares of Besra at a price per share of not less than CAD$0.02 and resulting in gross proceeds to Besra of at least CAD$5,000,000") provided that if there is no Qualified Financing prior to the settlement of the Tranche Four C Shares, then the settlement date for the Tranche Four C Shares shall be the same date as the settlement date for the Tranche Four D Shares; and

d) with respect to the Tranche Four D Shares, CAD$3,500,000, plus common shares of Besra at a price per common share equal to the Listing Price having an aggregate value of CAD$2,000,000 on the tenth Business Day after the date of the Relisting.

To facilitate an ASX listing, the amended acquisition agreement with Gladioli will require further amendment to substitute the issue of 24-month restricted securities for the original cash payments ("Variation"). Pursuant to this Variation, Besra will become released of its obligations to acquire the remaining tranches of NBG shares. Furthermore, Gladioli agrees to sell and Pangaea Resources Ltd ("Pangaea") agrees to purchase the remaining NBG shares ("Pangaea Acquisition") following which Besra agrees to purchase a portion of the remaining NBG shares ("Besra Acquisition"). In consideration of this Variation, Besra has agreed to issue CDIs to each of Gladioli and Pangaea as follows; 12,500,000 CDIs to Gladioli in consideration for the Variation and 20,000,000 CDIs to Pangaea in relation to the Besra Acquisition. Pangaea will pay A$4,000,000 to Gladioli in consideration of the Pangaea Acquisition. All parties have signed the Terms of this Variation which will remain in escrow and have no force or effect until the cash consideration due from Pangaea to Gladioli has been paid.

All other commitments in respect of the Convertible Notes and Other Borrowing are expected to be settled as part of the Group's listing.

Contingencies
By their nature, contingencies will only be resolved when one or more uncertain future events occur or fail to occur.

15. 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; and
- interest rate 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 Group's objective in managing liquidity risk is to maintain sufficient readily available cash reserves in order to meet its liquidity requirements at any point in time.

During the period ended 31 December 2020, the Group was dependent on the ongoing support of its financiers.

The tables below summarize the maturity profile of the Group's derivatives and financial liabilities based on contractual undiscounted payments and including estimated interest.

As at 31 March 2021:

in USD	Within 1 Year	1-5 Years
Other borrowings	4,016,803	304,000
Trade and other payables	5,562,688	-
	9,579,491	304,000
Financial derivatives	12,215,205	-
Total	**21,794,696**	**304,000**

As at 30 June 2020:

in USD	Within 1 Year	1-5 Years

Other borrowings	2,015,066	-
Trade and other payables	5,617,142	-
	7,632,208	-
Financial derivatives	11,456,5461	2,415,009
Total	**15,115,839**	**2,415,009**

Commodity Price Risk

The performance of the Group is related to the market price of gold.

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

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

Foreign Exchange Risk

The Group operates in Canada, Malaysia, and 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 most significant transaction exposure arises in the ultimate parent Company in Canada.

The statement of financial position of the Group includes US and Canadian dollar cash and cash equivalents and convertible notes in Canadian dollars. 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 cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the cash and receivables. The objective of managing counterparty credit risk is to prevent losses in financial assets.

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

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

Interest rate risk

The Group holds convertible note liabilities which attract fixed rate interest. There is no further risk of the interest rate increasing for these convertible notes as the rates are fixed. There is no sensitivity to interest rates.

Financial Instruments

The fair value of interest-bearing loans and convertible notes approximated the carrying value at 31 December 2020 and 30 June 2020 due to market rates of interest and the consistency of credit spread. All other fair values of financial instruments except for derivatives approximate their carrying values due to their short-term nature.

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

in USD	At amortised cost	Liabilities at FVTPL	Total Carrying Value
Assets			
Cash and cash equivalents	25,667	-	25,667
Tax and other receivables	33,149	-	33,149
Balance 31 March 2021	**58,816**	**-**	**58,816**
Liabilities			
Payables and accruals	(5,562,688)	-	(5,562,688)
Loans and borrowings	(4,320,803)	-	(4,320,803)
Derivative liabilities	-	(12,215,205)	(12,215,205)
Balance 31 March 2021	**(9,883,491)**	**(12,215,205)**	**(22,098,696)**

in USD	At amortised cost	Liabilities at FVTPL	Total Carrying Value
Assets			
Cash and cash equivalents	31,260	-	22,467
Tax and other receivables	28,147	-	3,337
Balance 30 June 2020	**59,407**	**-**	**59,407**
Liabilities			
Payables and accruals	(5,617,142)	-	(5,617,142)
Loans and borrowings	(2,015,066)	-	(2,015,066)
Derivative liabilities	-	(11,456,461)	(11,456,461)
Balance 30 June 2020	**(7,632,208)**	**(11,456,461)**	**(19,088,669)**

16. Segment Reporting

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

17. Events After the Reporting Date

As referred to above, on April 22, 2021, the Company lodged its prospectus with ASIC, with the listing planned for mid 2021.

There have been no other significant events after the reporting date.