



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

For the 6 months ended 31 December 2023

MD&A

The following MD&A provides a narrative from management's perspective of how Besra Gold Inc (**the 'Group' or 'Besra'**) has performed during the first 6 months of the 2024 financial year, including its financial condition and its future prospects.

This MD&A both supplements and complements the Group's Condensed Interim Consolidated Financial Statements for the 6 months ended 31 December 2023 (**'Reporting Period'**). 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, 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 several assumptions, including 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 MD&A should be read in conjunction with the Company's condensed interim financial statements for the six months ended December 31, 2023, and 2022, and the notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including International Accounting Standard 34 – Interim Financial Reporting, as published by the International Accounting Standards Board. Refer to Note 3 of the annual audited financial statements for the year ended June 30, 2023, for disclosure on the Company's significant accounting policies."

This discussion covers the 6 months ended 31 December 2023 and the subsequent period up to the date of issue of this MD&A. Additional information relating to the Group is available at www.sedar.com.

The Group has prepared this MD&A in conformity with the requirements of National Instrument 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, Standards of Disclosure for Mineral Projects). Mr Wright was 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 were quoted and commenced trading on ASX on 8 October 2021 (**Listed**).

Bau Gold Project

Besra is in a consortium with a Malaysian Group 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 1,340km² 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 166.9koz, indicated 16.4 Mt @ 1.57g/t Au for 824.8 koz and Inferred 45.3 Mt @ 1.29 g/t Au for 1,855 koz (note 1). In addition, the Project has global Exploration Targets ranging between 4.9 Moz and 9.3 Moz (on a 100% basis) (note 2). Both the Rawan and Serian concessional areas are viewed as greenfield exploration opportunities.

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.

As at the end of the Reporting Period, Besra held a 97.8% interest (92.8% equity adjusted interest) in the Bau Gold Project (note 3)

Key Personnel

Changes to Key Personnel during the Reporting Period are as follows:

- 1 August 2023, Ms. Jocelyn Bennett resigned as a Non- Executive Chair,
- 27 September 2023, Paul Ingram resigned as a Non-Executive Director;
- 27 September 2023 appointment of Quantum nominee, Dato' Lim Khong Soon as Executive Chair (on a non-fulltime basis);
- 27 September 2023 appointment of Quantum nominee Mr. Chang Loong Lee as a Non-Executive Director; and
- 22 December 2023 John Seton resigned as an Executive Director.

Property Description & Location

Besra's Bau Gold Project is located 30-40km from Kuching, the capital city of the province of Sarawak, Malaysia on the island of Borneo. The project area 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.

1 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.

2 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.

3 ASX Announcement dated 24 January 2024, Besra increased its interests by a further 0.72

Kuching, the capital of Sarawak, is located to the north of Besra's concession interests. Kuching is a sophisticated city with international airport and deep-water port facilities, the Kuching district itself containing a population of approx. 640,000.

With a population of ~6,000, Bau the local service centre, and an important source for skilled labour, earth moving equipment, accommodation, general supplies and services. The main industries in the Bau district are limestone quarrying, fish farming, rice farming, palm oil and rubber production. Bau's main population groupings are Bidayuh, from the Dyak ethnic group, and Chinese who are mainly descendants of early miners who arrived in the mid to late 19th century to exploit the gold and antimony deposits at Bau.

The area around the 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 associated with agriculture and historical gold mining pursuits. Limestone quarrying is a major employer, and there is community support of mining operations as a source of employment, particularly since the closure of the last operating gold mine, at Tai Parit, in 1996.

Sarawak environmental standards are consistent with those of most developing economies which are seeking to balance primary industry activities, such as mining, with sustainable environmental practices which is supported by Besra.

Intercorporate Relationships

Besra Gold Inc ("the Company") controls five entities ("subsidiaries"), these subsidiaries forming the Besra "Group" as defined above, being:

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

Other Corporate Information

The Company's shares in the form of CHESS Depositary Interests ("CDIs") commenced trading on the Australian Securities Exchange ("ASX") effective 8 October 2021.

The Registered Office of the Company is located at 67 Yonge St, Suite 701, Toronto Ontario, Canada. The Australian Office is located at 45 Ventnor Avenue, West Perth Western Australia, Australia 6005.

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 as at 31 December 2023.

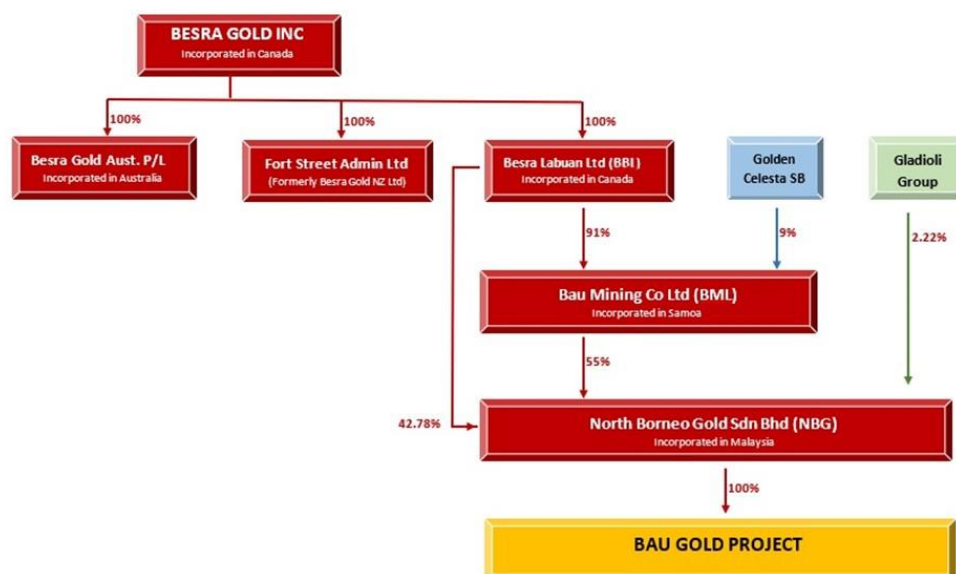


Figure 1 – Corporate structure showing ownership of NBG (as at December 31 2023)

Exploration and Development Activities

Bekajang Drilling

During the September Quarter of the Reporting Period, the results of a follow-up program of drilling (involving 14 fully cored drill holes BKDDH-31 to -43, 45, inclusive), were received and announced¹. These results included notable assays of intercepted Mineralized intervals:

- **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;
- **BKDDH-43:** 8.7m @ **1.66g/t Au** from 23to 31.7m.

¹ ASX announcement 6 September 2023 "Bekajang drilling confirms 'Multi-Storey' gold endowment" & 7 September 2023 'Amended - drilling confirms Bekajang Multi-Storey Endowment'.

Designed to further investigate exceptional gold grades, intercepted within the underlying Bau Limestone over the interval 58.4m -71m of BKDDH-27 (ASX Release on 22 November 2022²), follow-up drill holes BKDDH-37, BKDDH-40, BKDDH-41, BKDDH-42 and BKDDH-43 intersected extensions of the BKDDH-27 discovery interval. This interval appears to be strata-bound, typically, within a depth range of 30m-60m sub-surface and not, as originally thought, steeply dipping. Variations in its interpreted thickness are attributed to proximity to both faulting and intrusives. Importantly, the new drilling evidences the relationship between the higher grades of gold endowment within the Bau Limestone, with exoskarn and hydrothermal breccia textures which appear best developed along the margins of altered porphyry intrusions or associated with faulting. The highest gold grades within these alteration textures are associated with subsequent silicification.

In separate studies undertaken for Besra, this alteration is shown to be enriched in Au, Tl, As, Sb, Ag, S and base metals (including Cu Pb and Zn), when compared to the shallower limestone-shale contact mineralisation supporting the view that it is located more proximal to the originating source. This indicates that mineralisation of the discovery interval of BKDDH-27 is located deeper in standard metal zoning models and the presence of the rare occurrence of free gold in that drill hole raises the possibility that this portion of the Bekajang system may have further free gold potential, especially where associated with former feeder systems.

Following the discovery of this exceptional and bonanza grade gold, including free-gold, below an already recognised target at the shallow Limestone-Shale contact, Besra then initiated the necessary groundwork for future exploitation. Preparation of a feasibility study, rehabilitation study and Environmental Impact Assessment (EIA) are currently being prepared for approval of future development.

Mimicking the approach for the Jugan Pilot Plant, the Company is initially proposing a trial pit with site crushing and loading facilities to take representative bulk ore samples from Bekajang to the Jugan's processing centre for processing, some 7 km away.

This is an attractive approach both in terms of minimising the site's development impact as well as utilising, to the full extent, the Company's new development assets at Jugan, where trials for processing will be undertaken. These trials will feed into a comprehensive evaluation of Bekajang's capacity to support a future commercial operation, most likely the second for the Company within the Bau Goldfield corridor.

Preliminary mine site design has been undertaken by Snowden Optiro, a highly respected premier mining advisory service which has previously worked on the Jugan Project.

Jugan Project Development Activities

During the Reporting Period, the first gold concentrate was produced from the Jugan mineralisation, satisfying an obligation with Quantum pursuant to the Gold Purchase Agreement (GPA) to produce gold in mineral concentrate by no later than 31 December 2023 from the Bau Gold Project.

As outlined in an ASX announcement dated 22 December 2023, random bulk samples of mineralisation from the Jugan Project site were processed at a third-party processing facility, chosen for its specific capability to process the same style of refractory gold mineralisation found at Jugan. The processing involves two stages: Stage 1 "bench-scale" testing, involved 1.3 tonnes of bulk samples,

² Exceptional High & Bonanza Grade Gold Intercepts Upgrade Bekajang's Potential. Besra ASX Release 22 Nov 2022.

which were subject to trials to ascertain gold deportment responses and content of arsenic levels; and Stage 2 involving up to 9 tonnes of bulk samples in trial pilot plant processing.

Stage 1 results were encouraging with two sets of tests (A & B) providing concentrate grades, after cleaning, of 47.28 g/t and 46.18 g/t, based on head grades of 5.59 g/t and 5.57 g/t respectively.

The ratio of concentrate enrichment and the relationship between gold grade and arsenic content determined during the Stage 1 trials were entirely consistent with processing trials previously conducted, using smaller sample sizes, at a number of third- party off-site locations leading up to the preparation of the 2013 feasibility study.

Other key Jugan Project activities undertaken during the Reporting Period 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 shipments of processing equipment, designed for a nominal 50 tonnes per day throughput, was completed by the contractor Yantai-Jenping Machinery Co of China (**Yantai**). Consignment of this first shipment to Kuching occurred on 31 January 2023. Prior to packaging, consignment representatives of Besra, including an independent consulting engineer, visited Yantai's facilities to undertake a quality assurance and quality control inspection.

Visual inspection of the works performed were confirmed as being of good workmanship and fully compliant with Yantai's ISO 9001 accreditation. All materials used in the fabrication were found to meet the design specifications.

Yantai is proceeding with the second and final batch of equipment which is expected to now be completed during March 2024. Yantai will provide the necessary specialist personnel to come to site and assist with the construction, commissioning and training phases.

During the Reporting Period, some modifications to the plant design were made to facilitate easier land access and geotechnical surveys of soil and substratum were completed in order to confirm suitability for civil and structural construction of plant components. The Company is targeting construction of the Pilot Processing Plant to commence during Q3, calendar 2024.

During the September Quarter of the Reporting Period numerous activities were undertaken on the proposed pilot plant site 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 Hijau Sdn Bhd, Kuching;
- Tailings storage facilities design by Tail Con Projects, Perth Western Australia;
- Pit Design and layout review – Snowden Optiro, Perth Western Australia;
- Sterilisation drilling.

The purpose of the sterilisation drilling is to ensure that the proposed pilot plant infrastructure will not sterilise access to potential commercial mineralisation at a later date.

Jugan Drilling

During the Reporting Period, in addition to limited sterilisation drilling, reconnaissance drilling commenced in areas surrounding Jugan, targeting geological and geophysical anomalies including those within the anomaly area known as A12. Drill holes JTDDH-101 to -106 have been completed and core samples sent for assay. Although final assay results have not been received, visual inspection of the core confirms that the geology and associated mineralisation display much greater variability than at the nearby Jugan Prospect. This is consistent with a more defocused distribution of anomalies, compared to the signature across the Jugan Prospect. Initial indications are that there appears to be a greater association with intrusives and fault related brecciation than at Jugan. Likewise, the sulphide mineralisation appears finer grained and disseminated, pyrite being more dominant than arsenopyrite.

This drilling is expected to shed light on what are the main rock attributes which are associated with the variously coincident geophysical conductivity and resistivity anomalies, as well as controls on the surface expression of numerous surface geochemical anomalies.

Overall Highlights

The Group Financial Statements are prepared on a consolidated basis.

Corporate activities during the Reporting Period were dominated by shareholder approval of the Quantum 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 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 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; and
- 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.

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

in USD	Note	Three Months to 31 December		Six Months to 31 December	
		2023	2022	2023	2022
Corporate and administrative expenses		(453,860)	(241,526)	(1,078,167)	(439,901)
Gain on settlement of debts		-	29,808	-	29,808
Exploration expense		-	(7,039)	-	(7,039)
Depreciation		27	326	(96)	-
Finance costs		(1,052,283)	37,262	(1,144,011)	(57)
Foreign exchange adjustments		48,620	-	(167,696)	-
Gold Purchase Facility costs		(3,634,178)	-	(3,634,178)	-
Finance income		26,529	313	28,447	349
Impairment charges		(2,967,582)	-	(2,967,582)	-
Share based payments		(1,032,000)	-	(1,032,000)	-
(LOSS) BEFORE INCOME TAX		(9,064,727)	(180,856)	(9,995,280)	(416,840)
Income tax (recovery)		-	-	-	-
(LOSS) FOR THE PERIOD		(9,064,727)	(180,856)	(9,995,280)	(416,840)
COMPREHENSIVE (LOSS) FOR THE PERIOD		(9,064,727)	(180,856)	(9,995,280)	(416,840)
Comprehensive profit (loss) for the period attributable to:					
Shareholders of the parent		(8,871,006)	(204,372)	(7,722,356)	(414,260)
Non-controlling interests		(193,721)	23,516	(195,619)	(2,580)
		(9,064,727)	(180,856)	(9,995,280)	(416,840)
Basic and diluted (loss) per share	10	(0.021)	(0.001)	(0.024)	(0.002)

Corporate and Administrative Expense

in USD	3 Months to 31 December		6 months to 31 December	
	2023	2022	2023	2022
Professional & Consulting Fees	143,821	49,547	424,508	141,196
Fundraising costs	8,210	(37,269)	15,377	-
Management & Administration	42,298	32,945	100,911	112,295
Listing Costs	35,664	27,972	76,881	27,972
Office & Facilities	52,725	24,568	114,142	79,884
Currency Losses (Gains)	-	83,408	-	(22,802)
Insurance	40,394	27,180	42,607	27,652
Directors Fees	130,748	33,175	303,741	73,704
	453,860	241,526	1,078,167	439,901

The professional and consulting fees have increased as exploration activity increased in line with the Company's objective of transitioning to the development stage during the December 2023 quarter.

The losses and gains on currency are due to foreign exchange rate changes.

The directors fees for the current quarter and six months have increased due to increases in the rate of fees and back payments for that increase.

Bau Project Exploration and Evaluation

in USD	3 Months to 31 December		6 Months to 31 December	
	2023	2022	2023	2022
Office and consulting	-	7,039	-	7,039

In addition, \$1,657,956 (2022: \$796,028) of Exploration costs were capitalised in the 6 months to 31 December 2023.

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

Summary of assets held

As at 31 December 2023 total assets amounted to \$51,099,774 (\$23,238,163; 2022) including exploration and evaluation assets of \$19,754,240 (\$19,712,475; 2022). Total liabilities amounted to \$37,422,111 (\$836,845; 2022).

The Group's sole asset, the Bau Gold Project (refer above) consists of mining and exploration tenements within the Bau Goldfield. Besra's 100% owned subsidiary Besra Labuan acquired its interest in North Borneo Gold Sdn Bhd, 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.

Pangaea acquired 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%. The acquisition cost was \$4,778,150.

During the six months ending 31 December 2023 Besra increased its ownership of the Bau Gold Project as a result of the acquisition of a further 1,802 NBG shares (0.72%) in North Borneo Gold Sdn Bhd (the owner of Bau) from Gladioli Enterprises Sdn Bhd for A\$500,000. Because of this transaction, Besra's beneficial ownership of 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%.

Liquidity & Capital Resources

On 31 December 2023, the Group had cash on hand of \$21,440,272 (2022: \$3,502,143) and a working capital surplus of \$30,541,741 (2022: \$2,6886,610).

There was cash used in operating activities of \$2,993,654 for the 6 months to 31 December 2023 (2022: cash used of \$408,415). The investing cash expenditure for the 6 months was \$1,973,169 for exploration and evaluation costs at the Bau Gold Project and the acquisition of minority interests (2022: \$646,380).

During the period no additional funds were raised in the form of equity however funds were received against the shareholder approved Gold Purchase Facility of \$25,646,326 (2022: \$nil).

Related Party Disclosure

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

Company Name	Jurisdiction	Ownership % 31 Dec 2023	Ownership % 31 Dec 2022
Fort Street Admin Limited	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 Australia Pty Ltd	Australia	100.0	n/a

During the six months ending 31 December 2023 Besra increased its ownership of the Bau Gold Project as a result of the acquisition of a further 1,802 shares (0.72%) in North Borneo Gold Sdn Bhd (NBG) (the owner of Bau) from Gladioli Enterprises Sdn Bhd for A\$500,000. Because of this transaction, Besra's beneficial ownership of NBG 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%.

Related parties of the Group considered to be Key Management.

Key Management

in USD	Three Months to 31 December		Six Months to 31 December	
	2023	2022	2023	2022
Short term employee benefits	239,424	183,175	573,144	274,965
Post-employment benefits	4,974	-	9,948	-
Long-term benefits	-	-	-	-
Share-based payments	174,951	-	174,951	-
	419,349	183,175	758,043	274,965

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

Quantum is a significant shareholder and is also considered to be a related party (see Gold Purchase Agreement)

Contractual Commitments

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

Gold Purchase Agreement

On 9 May 2023, the Company announced that it and its wholly owned Malaysian subsidiary, North Borneo Gold Sdn Bhd, 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 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;
- A 'Delivery payment' to Besra of the remaining 85% of the Reference Price (being the discount of 10% and less the 5% prepaid deposit) at the time of delivery to Quantum of allocated ounces covered by the prior deposit payment;
- Deliveries to Quantum are to be made from all gold produced up to 25,000 gold ounces, 80% of all gold produced from 25,001 to 120,000 gold ounces and thereafter 65% of all gold produced (collectively "Delivery Ounces"), leaving 35% of gold production unassigned;
- Any funds raised under the Facility are to be used for construction, commissioning and operation of mine site plant and associated infrastructure, renewal of mining leases, feasibility studies, exploration and mining activities, M&A, gold treasury activities, Besra corporate and working capital purposes;
- Besra 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 Noblemen Ventures Pty Limited.

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

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

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

Note (1) funds not yet received

Selected Annual Information

in USD	Year Ended 30 June 2023	Year Ended 30 June 2022	Year Ended 30 June 2021
Revenue	7,678	48	-
Profit (loss) & comprehensive profit (loss)	(1,152,362)	(3,984,227)	1,977,662
Comprehensive profit (loss) attributable to shareholders of the parent	(1,152,362)	(3,922,478)	1,981,359
Basic and Diluted profit (loss) per share	(0.003)	(0.018)	0.007
Total Assets	21,861,127	19,802,152	17,564,800
Total Liabilities	988,280	744,356	32,362,224
Total Equity	20,872,847	19,057,756	(14,797,424)

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

	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022
Profit (loss)	(9,064,727)	(930,554)	(363,973)	(371,550)	(180,855)	(235,984)	926,599	(503,392)
Profit (Loss) per share	(0.021)	(0.002)	(0.001)	(0.001)	(0.001)	(0.001)	0.004	(0.002)

There was no Revenue earned during any of the quarters except for interest received.

The increase in the loss for Q2 2024 is due to the finance and facility costs associated with the Gold Purchase Agreement of \$3,634,178, impairment charges of \$2,967,582 (refer note 1 on page 3) and share based payment expense relating to the issue of options in that quarter of \$1,032,000.

The variance in Net profit for the Q4 2022 period is due, in the main, to settlements with a number of parties in trade payables, accruals and other payables which resulted in a recovery of \$3,058,719.

Variances in profit (loss) in other periods are mainly due to re-valuing derivative liabilities and any other fair value adjustments and impairments.

Off-Balance Sheet Arrangements

The Group has no off-balance sheet arrangements.

Financial Instruments

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

Outstanding Share Data

Six Months ended 31 December 2023 and period to 29 February 2024

in USD	Number of Common Shares and CDIs	Amount
Balance 30 June 2023	406,989,795	186,382,450
Issue of CDIs for Share Placement	11,111,111	641,671
Balance 31 December 2023 and 29 February 2024 of Shares and CDIs	418,100,906	187,024,121
Balance 31 December 2023 of shares	2,672,558	
Balance 31 December 2023 of CDIs	415,428,348	
Balance 31 December 2023 and 28 February 2024 CDIs	418,100,906	

Year ended 30 June 2023

in USD	Number of Common Shares and CDIs	Amount
Balance 30 June 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)
Balance 30 June 2023 of Shares and CDIs	406,989,795	186,382,450
Balance 30 June 2023 of shares	3,653,141	
Balance 30 June 2023 of CDIs	403,336,654	
Balance 30 June 2023 of shares and CDIs	406,989,795	

Options

The following options were granted during the period

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

Life in years	3	3	3
Volatility	95%	95%	95%
Risk free rate	4.1%	4.1%	3.6%
Number	10,000,000	10,000,000	5,000,000
Value per option at grant date	A\$0.08	A\$0.05	A\$0.05

Movements in share options and performance rights

Movements in share options and performance rights held by directors and employees during the six months year ended 31 December 2023.

in USD	No. of Options and Rights	Weighted average exercise price
Options and Performance Rights		
Balance at start of Period	20,642,275	\$0.21
Granted and vested during the period	-	-
Granted and not vested during the period	25,000,000	\$0.37
Exercised during the period	-	-
Lapsed during the period	(2,600,000)	-
Outstanding at End of Period	43,042,275	\$0.31
Exercisable at end of Period	11,142,275	\$0.27

Year ended 30 June 2023

in USD	No. of Options and Rights	Weighted average exercise price
Options and Performance Rights		
Balance at start of Year	20,642,675	\$0.21
Granted and vested during the year	-	-
Granted and not vested during the year	-	-
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at year end	20,642,675	\$0.21
Exercisable at year end	11,142,275	\$0.27

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

None of the options or performance rights were forfeited, or were exercised during the period.

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 and Unaudited Condensed Interim Consolidated Financial Statements for the six months ended 31 December 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 2023 and are consistent with those adopted for preparation of the Unaudited Condensed Interim Consolidated Financial Statements for the six months ended 31 December 2023.

Risk Factors and Uncertainties

Readers of the MD&A are encouraged to read the “Risk Factors and Uncertainties” as more fully described in Besra’s filings with the Canadian Securities Administrators. It is also included in the Audited Consolidated Financial Statements for the year ended 30 June 2023.

Subsequent events

No matters or circumstances have arisen since 31 December 2023 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.

Approval of the MD&A

This MD&A has been prepared by management with an effective date of 14 March 2024.

The MD&A and the Unaudited Condensed Interim Consolidated Financial Statements for the 6 months ended 31 December 2023 were approved by the Board of Directors of the Group.