BESRA GOLD

Australian Securities Exchange: BEZ

OTC PINK: BESAF

BESRA GOLD INC.

ANNUAL INFORMATION FORM

For the year ended 30 June 2025

29 September 2025

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IMPORTANT NOTICE ABOUT THIS ANNUAL INFORMATION FORM

The information contained in this Annual Information Form ("**AIF**") is presented as of 30 June 2025, unless otherwise expressly stated. References to "Besra", the "Company", "its", "our", "we" and other related terms refer to Besra Gold Inc and/or one or more or all of its subsidiaries, as the context may require.

Reporting Currency and Financial Information

The Company's reporting currency is United States dollars, and all dollar amounts ($) referred to in this AIF are in United States dollars unless otherwise expressly stated. References to A$ refer to Australian dollars. References to C$ refer to Canadian dollars.

Cautionary Note to U.S. Investors

Disclosure regarding the Company's mineral properties, including with respect to mineral reserve and mineral resource estimates included in this AIF, was prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). NI 43-101 is a rule developed by the Canadian Securities Administrators ("**CSA**") that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. NI 43-101 differs significantly from the disclosure requirements of the U.S. Securities and Exchange Commission ("**SEC**") generally applicable to U.S. companies. Accordingly, information contained in this AIF is not comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

Forward-looking Information

All information contained or incorporated by reference in this AIF, including, among other things, any information that relates to Besra's plans, objectives, expectations, estimates, beliefs, strategies and intentions, other than statements of historical fact, constitutes "forward-looking information" or "forward-looking statements" within the meaning of Canadian and U.S. securities laws, respectively (collectively referred to herein as "forward-looking information"). Forward-looking information can generally be identified by the use of words such as "achieve", "aim", "anticipate", "believe", "budget", "can", "commit", "could", "estimate", "expect", "forecast", "future", "guide", "intend", "likely", "may", "predict", "plan", "potential", "project", "propose", "prospective", "schedule", "should", "target", "track", "will", "would" or other variations of these terms or similar expressions.

Forward-looking information in this AIF includes, but is not limited to: statements regarding future acquisitions of mineral properties; statements relating to our vision and strategy; statements relating to our plans or intentions to pay, or not pay, a dividend to shareholders; our intention to de-risk our material assets through exploration, drilling, calculating resource estimates, conducting economic studies and other activities; our intent to utilise Besra's management team's expertise to permit and construct producing mines at the Company's material assets successfully; our belief that we will continue to be able to locate and retain professionals with the necessary specialised skills and knowledge; statements regarding our intention and ability to select, acquire and bring to production suitable properties or prospects for mineral exploration and development; our ability to raise the capital necessary to fund our operations and the potential development of our properties; our ability to obtain the resources to conduct exploration and development activities on our properties; our belief that the policies and procedures implemented by our executive management team provide a safe working environment for all our employees, consultants, contractors and stakeholders; forecasts relating to market developments and trends in global supply and demand for gold; our ability to work with the various communities concerning the development of our projects; our intention to continue to make expenditures to ensure compliance with applicable laws and regulations; our intentions and expectations regarding exploration, drilling or operations of any of our mineral properties or those operated by our partners; statements regarding the ultimate recovery of gold from our properties; statements regarding regulatory approval and permitting, including but not limited to the environmental assessment process currently underway and Feasibility Study work streams for the "**Bau Gold Project**", as defined below in the "Description of the Business" section of this AIF; statements regarding our plans to address the legacy environmental issues at the Bau Gold Project; forecasts relating to mining, development and other activities at our operations; exploration targets in respect of the Bau Gold Project; statements regarding projected capital and operating costs, net present value, All-In Sustaining Costs (“**AISC”**), total cash costs, internal rate of return and cash flows of the Bau Gold Project; future royalty and tax payments and rates; future work on our non-material properties; our Mineral Reserve and Mineral Resource estimates, as defined below under the heading “National Instrument 43-101 Definitions”; statements regarding our intentions with respect to our holdings of securities of other issuers; and, more generally, statements and expectations articulated in the “Risk Factors” section of this AIF, including those regarding: the timing, receipt, renewal, and impact of mining leases, permits, licenses, and other regulatory approvals; the construction, commissioning, operation, expansion, or advancement of the Bau Gold Project, Jugan Pilot Plant, and other mineral projects, including anticipated schedules, budgets, and performance; our ability to meet obligations under the Gold Purchase Agreement, access additional capital or financing, and manage funding, dilution, and market or regulatory conditions; our ability to manage or mitigate risks related to pandemics, public health emergencies, supply chain disruptions, equipment malfunctions, reliance on third parties, and other operational risks; our ability to maintain compliance with securities, exchange, and continuous disclosure requirements, including the revocation of the current cease trade order and the impact of any future regulatory actions; our ability to attract, retain, and develop specialized personnel, and manage human resources and labour relations; our ability to manage environmental, health, safety, climate change, and environmental, social, and governance risks, including remediation of legacy issues and compliance with evolving regulations; our ability to maintain positive relationships with host communities, Indigenous groups, and other stakeholders; our ability to manage or resolve litigation, disputes, or regulatory proceedings; our ability to manage currency, interest rate, and commodity price fluctuations, insurance coverage, and general economic, market, and geopolitical conditions; our ability to enforce legal rights, protect property interests, and comply with anti-corruption and anti-bribery laws; and our ability to avoid impairment charges, maintain our listing on the Australian Securities Exchange, and manage risks related to expropriation, nationalization, security, and social stability.

The Company cautions the reader that forward-looking information is necessarily based on a number of estimates and assumptions related to the factors set forth below that, while considered reasonable by Besra as at the date of this AIF in light of management’s experience and perception of current conditions and expected developments, is inherently subject to significant business, economic, competitive, regulatory and other uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those expressed or implied by the forward-looking information and, as such, undue reliance should not be placed on such statements and information. Such factors include, without limitation:

- risks related to our obligations under the Gold Purchase Agreement (“**GPA**”) with Quantum, including potential adverse impacts if gold prices rise significantly above the contract price or if we are unable to deliver gold as required, and risks related to the influence of major shareholders;
- risks associated with joint ventures, counterparties, and acquisitions or dispositions, including disputes, non-performance, integration challenges, or unforeseen liabilities;
- risks related to the current cease trade order (the “**CTO**”) imposed by the Ontario Securities Commission (“**OSC**”) in respect of Besra’s securities, and broader regulatory, exchange, and capital markets risks, including the potential for future CTOs, trading suspensions, delisting, or other sanctions, as well as compliance with continuous disclosure and financial reporting requirements;
- risks related to the availability and cost of capital and financing, and the potential for dilution if additional equity is issued;
- risks arising from the cyclical and competitive nature of the mining industry, including competition for mineral properties, personnel, contractors, equipment, supplies, and infrastructure;
- risks inherent in exploration, development, and production, including the uncertainty and capital intensity of mineral exploration, the possibility that exploration activities may not result in economically mineable deposits, and the reliability of mineral resource and reserve estimates;

- operational risks, including geotechnical instability, equipment malfunctions or breakdowns, supply chain disruptions, reliance on third-party contractors and service providers, and the potential for accidents, natural phenomena, or other hazards;

- risks related to environmental, health, safety, and climate change matters, including compliance with evolving regulations, legacy issues, tailings and water management, and the impact of extreme weather or other natural events;

- risks related to community, Indigenous, and stakeholder relations, including the potential for opposition, legal challenges, or delays arising from stakeholder concerns or rights assertions;

- risks related to human resources and labour relations, including the ability to attract, retain, and develop specialized personnel, and the risk of labour shortages or disputes;

- risks related to cybersecurity and information technology, including the potential for cyber incidents, data breaches, system failures, or extended outages, and the adequacy of insurance coverage for such risks;

- risks related to commodity price volatility, currency and interest rate fluctuations, and general economic conditions, including inflation and market liquidity;

- risks related to permitting, title, and property rights, including the risk of delays, increased costs, loss of rights, or challenges to title or Indigenous rights;

- risks related to litigation, dispute resolution, and the legal and political environment in Malaysia and other jurisdictions, including expropriation, nationalization, civil unrest, changes in laws or policies, and the ability to enforce legal rights; and

- risks related to impairment of mineral properties, dividend policy, and future sales of securities by existing shareholders, which could reduce the market price of our shares.

Additional information regarding material risks of the Company is set forth elsewhere in this AIF, including in the “Risk Factors” section. Material assumptions upon which the forward-looking information in this AIF are based, and which may prove to be incorrect, include those set out elsewhere in this AIF and in the Company’s management’s discussion and analysis for the three and twelve months ended 30 June 2025, as well as the following assumptions: that market conditions will be consistent with those upon which the Company has based its capital expenditure expectations; that additional capital and financing will be available to the Company on acceptable terms, or at all; that the Company’s Mineral Reserve and Mineral Resource estimates, and the assumptions underlying them, are reliable; that the Company’s exploration plans will be successful; that spot prices and realized prices for gold and other precious metals will meet the Company’s expectations; that market developments and trends in global supply and demand for gold will be consistent with the Company’s expectations; that tax rates, payments, foreign currency exchange rates, and interest rates will be as anticipated by the Company; that reclamation expenses will be as estimated; that geological conditions at the Company’s properties will be as expected; that the underlying title to each of the Company’s properties is valid and will remain so, or where renewals have been sought they will be granted in the normal course and on reasonable terms; that the Company will be able to satisfy payment and minimum expenditure obligations in respect of certain of its properties; that the Company will be able to comply with current and future environmental, safety, and other regulatory requirements and to obtain and maintain required regulatory approvals without undue delay; that the Company’s operations will not be significantly disrupted as a result of natural disasters, governmental or political actions, public health crises, litigation or arbitration proceedings, the unavailability of reagents, equipment, operating parts and supplies critical to its activities, equipment failure, labour shortages, ground movements, transportation disruptions or accidents, or other exploration and development risks; that the Company will be able to maintain the support of stakeholders and rights holders necessary to develop its mineral projects, including, without limitation, holders of Indigenous rights; that geological, mining, and metallurgical estimates will prove accurate; and that the Company will maintain positive relationships with the communities in which it operates.

Although Besra has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable laws.

National Instrument 43-101 Definitions

Canadian reporting requirements for disclosure of mineral properties are governed by NI 43-101. The definitions in NI 43-101 are adopted from those given by the Canadian Institute of Mining Metallurgy and Petroleum.

Qualified Person

The term "**Qualified Person**" refers to an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development, production activities, and project assessment, or any combination thereof, including experience relevant to the subject matter of the project or report and is a member in good standing of a self-regulating organisation.

Mineral Resource

The term "**Mineral Resource**" refers to a concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilised organic material, including base and precious metals, coal, and industrial minerals in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity, and other geological characteristics of a Mineral Resource are known, estimated, or interpreted from specific geological evidence and knowledge, including sampling.

Inferred Mineral Resource

The term "**Inferred Mineral Resource**" refers to that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and limited sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity.

The estimate is based on limited information and sampling gathered through appropriate sampling techniques from locations such as outcrops, trenches, pits, workings, and drill holes.

Indicated Mineral Resource

The term "**Indicated Mineral Resource**" refers to that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics can be estimated with sufficient confidence to allow the appropriate application of modifying factors (including but not limited to mining, processing, metallurgical, infrastructure, economic, marketing, legal, and ESG factors) in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes that are spaced closely enough to reasonably assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured

Mineral Resource and may only be converted to a Probable Mineral Reserve.

Measured Mineral Resource

The term "**Measured Mineral Resource**" refers to that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with sufficient confidence to allow the appropriate application of modifying factors (including, but not limited to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, and ESG factors) in sufficient detail to support detailed mine planning and final evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling, and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes that are spaced closely enough to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than those applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. Measured Resource is a high-confidence geological estimate. Proven Reserves may only be converted from a Measured Resource by an appropriate Qualified Person(s) who must apply and document modifying factors to show that mining is feasible, compliant, and economic under current conditions.

Mineral Reserve

The term "**Mineral Reserve**" refers to that part of a Measured and/or Indicated Mineral Resource which, after the application of all mining factors result in an estimated tonnage and grade, which, in the opinion of the Qualified Person(s) making the estimates, is the basis of an economically viable project after taking into account of all relevant modifying factors (including, but not limited to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, and ESG factors). It includes diluting materials that will be mined in conjunction with the Mineral Reserves and delivered to the treatment plant or equivalent facility, as well as allowances for losses which may occur when the material is mined or extracted, and Mineral Reserves are defined by studies at pre-feasibility or feasibility level, as appropriate. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The term Mineral Reserve does not necessarily signify that extraction facilities are in place or operative or that all governmental approvals have been received. It does, however, signify that there are reasonable expectations of such approvals.

Probable Mineral Reserve

The term "**Probable Mineral Reserve**" refers to the economically mineable part of an Indicated Mineral Resource, and in some circumstances, a Measured Mineral Resource. The confidence in the modifying factors (including, but not limited to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, and ESG factors) applying to a Probable Mineral Reserve is lower than a Proven Mineral Reserve. Probable Mineral Reserve estimates must be demonstrated to be economical at the time of reporting by at least a pre-feasibility study.

Proven Mineral Reserve

The term "**Proven Mineral Reserve**" refers to the economically mineable part of a Measured Mineral Resource. A Proven Mineral

Reserve implies that the Qualified Person(s) has the highest degree of confidence in the estimate and the modifying factors (including but not limited to mining, processing, metallurgical, infrastructure, economic, marketing, legal, and ESG factors). Use of the term is restricted to that part of the deposit were production planning is taking place and for which any variation in the estimate would not significantly affect the potential economic viability of the deposit. Proven Mineral Reserve estimates must be demonstrated to be economical during reporting by at least a pre-feasibility study.

Glossary of Defined Terms

2016 SPSA means the Amended and Restated Sale and Purchase of Shares in North Borneo gold Sdn Bhd between Gladioli enterprises Sdn Bhd and Besra Labuan Limited, dated 17 November 2016.

All Other Fees has the meaning set out under "External Auditor Service Fees".

Audit Fees has the meaning set out under "External Auditor Service Fees".

Audit-Related Fees has the meaning set out under "External Auditor Service Fees".

Audit & Risk Management Committee has the meaning set out under "Audit Committee Information"**.**

Auditor has the meaning set out under "External Auditor Service Fees".

Bau Gold Project has the meaning set out under "Description of the Business".

Besra / Company / its / our / we means Besra Gold Inc and/or one or more or all of its subsidiaries.

Besra CDIs means CDIs of Besra.

Board means Besra Gold Inc's board of directors.

Common Shares has the meaning set out under "General Description".

Delivery Ounces has the meaning set out under "Gold Purchase Agreement".

Delivery Payment has the meaning set out under "Gold Purchase Agreement".

Drawdown Account has the meaning set out under "Gold Purchase Agreement".

Entitlement Offer has the meaning set out under "Fiscal Year ended 30 June 2023".

Facility has the meaning set out under "Fiscal Year ended 30 June 2023".

Floor Price has the meaning as set out under "Gold Purchase Agreement".

Gladioli means Gladioli Enterprises Sdn Bhd.

Group means Besra and the following five entities: Fort Street Administration Limited, Bau Mining Co Ltd, North Borneo Gold Sdn Bhd, Besra Labuan Ltd, Besra Gold Australia Pty Ltd.

Jura means Jura Trust Limited.

LSC has the meaning set out under “Bekajang Project”.

Order has the meaning set out under “Cease Trade Orders, Bankruptcies, Penalties or Sanctions”.

Plaintiff has the meaning set out under “Legal Proceedings”.

Quantum means Quantum Metal Recovery Inc.

Reference Price has the meaning set out under “Gold Purchase Agreement”.

Respondent has the meaning set out under “Legal Proceedings”.

Tax Fees has the meaning set out under “External Auditor Service Fees”.

Glossary of Units

Unit	Abbreviation
degree(s)	°
gram(s)	g
grams per tonne	g/t
hectare(s)	ha
kilogram(s)	kg
kilometre(s)	km
metre(s)	m
micrometre(s)	µm
millimetre(s)	mm
million ounces	Moz
million tonnes	Mt
ounce(s)	oz
ounce(s) per tonne	oz/t
parts per million	ppm
square metre(s)	m^2
thousand troy ounces	koz
tonne(s)	t
tonnes per cubic metre	t/m^3

Glossary of Elements

Element	Abbreviation
antimony	Sb
arsenic	As
copper	Cu
gold	Au
silver	Ag

Glossary of Abbreviations and Acronyms

All-In Sustaining Costs	AISC
Australian Securities Exchange	ASX

ASX Code for Besra Gold Inc.	BEZ
Chess Depository Instruments	CDI
CHESS Depositary Nominees Pty Ltd	CDN
Canadian Securities Administrators	CSA
Cease Trade Order	CTO
Environmental, Health, and Safety	EHS
Environmental, Social, and Governance	ESG
Gold Purchase Agreement	GPA
Joint Ore Reserves Committee	JORC
Mining Certificate	MC
Mining Lease	ML
Mobile Metal Ion	MMI
National Instrument 43-101	NI 43-101
National Instrument 52-110	NI 52-110
North Borneo Gold Sdn Bhd	NBG
Natural Resources & Environment Board	NREB
Ontario Securities Commission	OSC
Quality Assurance	QA
Quality Control	QC
Quantum Metal Exchange Inc	QMEI
U.S. Securities and Exchange Commission	SEC
Securities Commission of Malaysia	SCM
United States	US

GROUP CORPORATE STRUCTURE

Name, Address and Incorporation

Besra Gold Inc is incorporated under the *Canada Business Corporations Act* ("**CBCA**"). Besra's Canadian registered office is located at 67 Yonge Street, Suite 701, Toronto, Ontario, Canada M5E 1J8. As of 7 July 2025, the Company's Australian registered office and head office is located at Level 3, 16 Milligan Street, Perth, Western Australia, 6000 (previously, Level 35, 360 Elizabeth Street, Melbourne, Victoria, Australia 3000).

The Company has 418,100,906 common shares issued and outstanding, of which 415,496,965 common shares are represented by 415,496,965 Chess Depository Instruments ("**CDIs**") that have been granted official quotation by the Australian Securities Exchange ("**ASX**"). Besra's CDIs trade on the facilities of the ASX under the stock trading symbol "**BEZ**".

Intercorporate Relationships

Besra controls the following five entities (together with Besra, the "**Group**"):

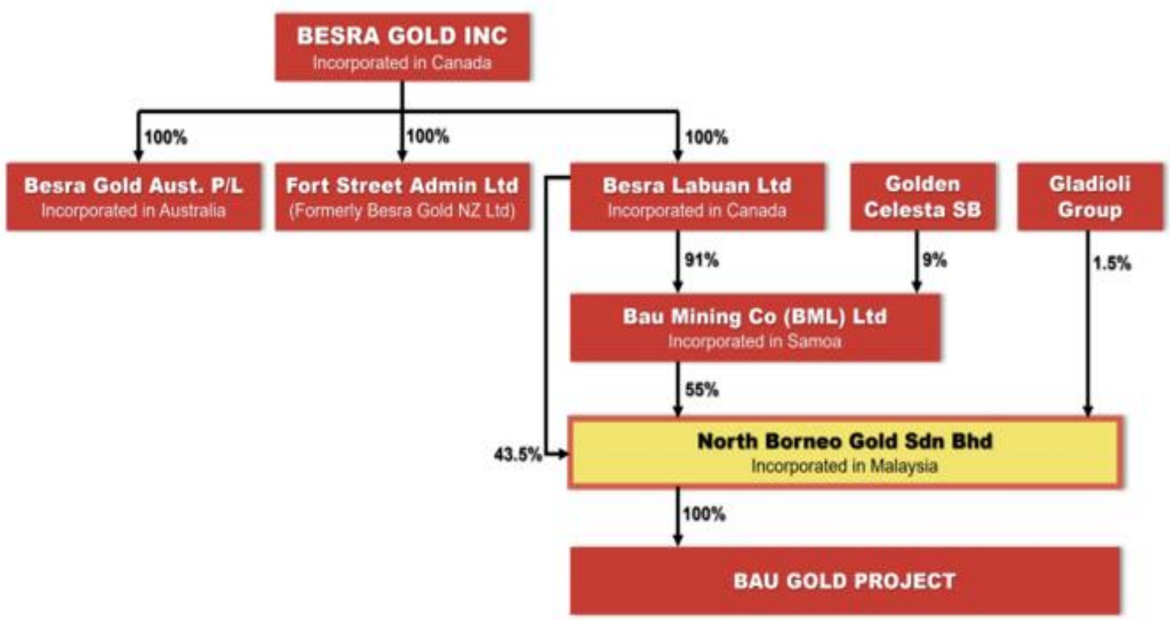
- Fort Street Administration Limited
- Bau Mining Co Ltd
- North Borneo Gold Sdn Bhd
- Besra Labuan Ltd
- Besra Gold Australia Pty Ltd

The subsidiaries have no restricted securities on issue and the Company's interests (and voting power) in these subsidiaries is described below:

Company Name	Jurisdiction	Ownership % 30 June 2025	Ownership % 30 June 2024
Fort Street Admin 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

Group Corporate Structure

Besra's interest in the Bau Gold Project is based on its direct and indirect interests in North Borneo Gold Sdn Bhd, a company incorporated under the laws of Malaysia ("**NBG**"). The figure below illustrates the relative ownership interests in NBG.



GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

Fiscal Year ended 30 June 2023

On 10 October 2022, Besra announced that it signed a subscription agreement with Quantum Metal Recovery Inc. ("**Quantum**") for the issue of 11,111,111 CDIs of Besra ("**Besra CDIs**") for proceeds of A$1,000,000. The proceeds from the private placement were used to fund activities at the Bau Gold Project and general working capital.

On 25 November 2022, Besra announced a non-renounceable 1 for 3 fully underwritten entitlement offer of Besra CDIs (the "**Entitlement Offer**"). A total of 101,748,155 Besra CDIs were issued in connection with the Entitlement Offer at the price of A$0.05 per Besra CDI, for total gross proceeds of A$5,087,407.75. The Entitlement Offer closed on 20 December 2022. The proceeds from the Entitlement Offer were used for funding pre-development work at Jugan, resource exploration and drilling, general overhead and working capital.

On 22 March 2023, Besra announced the execution of a non-binding term sheet for the provision of up to US$300 million gold pre-purchase and offtake funding agreement with Quantum (the "**Facility**"). The Facility was made conditional upon, among other things, shareholder approval in accordance with ASX Listing Rule 10.1. On 9 May 2023, the Company announced that it entered into a binding gold purchase agreement (the "**GPA**") giving effect to the non-binding term sheet entered into in connection with the Facility, subject to receipt of shareholder approval and the satisfaction of other conditions precedent.

During the period, the Company's leadership went through a number of changes: on 18 November 2022, Robert Dunne and Mark Eaton resigned as directors; on 13 December 2022, Besra announced that Mr Andrew Worland had decided to resign from the Company's board of directors (the "**Board**"); on 24 February 2023, Besra announced that Ms Jocelyn Bennett was appointed as a Non-Executive Director of the Company and Chair of the Board; on 9 May 2023, Besra announced that Dr Ray Shaw had agreed to step down as Chief Executive Officer of the Company and move into the role of Chief Operating Officer and that Ms Jocelyn Bennett had been appointed as Executive Chair of the Company.

Fiscal Year ended 30 June 2024

On 25 July 2023, Besra announced that it had received shareholder approval for the Facility. On 20 September 2023, Besra announced that all conditions precedent to the Facility had been satisfied.

On 22 December 2023, Besra announced the successful production of gold concentrate from its Bau Gold Project in accordance with its obligation under the GPA to produce gold concentrate by no later than 31 December 2023.

On 24 January 2024, Besra announced that it acquired 1,802 shares of NBG from Gladioli Enterprises Sdn Bhd ("**Gladioli**") for A$500,000, increasing Besra's interest in NBG to 98.5%.

During the period, the Company's leadership went through a number of changes: on 2 August 2023, Besra announced that Ms Jocelyn Bennett resigned from the Board and that Mr John Seton was appointed as interim Chair of the Company; on 28 September 2023, Besra announced that Paul Ingram was resigning as a director and Quantum nominees Mr Dato' Lim Khong Soon and Mr Chang Loong Lee were appointed as Executive Chair and Non-Executive Director of the Company, respectively; on 22 December 2023, Besra announced that Mr John Seton resigned from the Board; on 30 April 2024, Besra announced that Mr Chang Loong Lee was appointed as an Executive Director of the Company and Mr Dato' Lim Khong Soon assumed the role of Non-Executive Chairman of the Company.

Fiscal Year ended 30 June 2025

On 31 July 2024, Besra announced the lodgement with relevant authorities of applications for renewal of certain of the Company's mining concessions, including renewal of Mining Lease 05/2012/1D ("**ML 05/2012/1D**") which is required to complete future mining operations at the Jugan Project.

On 28 November 2024, Besra announced that the renewal application for ML 05/2012/1D had been successfully processed and that the Company was awaiting final approval from the State Mining Mineral Authority, which holds meetings infrequently.

On 16 December 2024, Besra made an amendment to Besra's By-Law No. 1 to permit the Board to appoint an independent chair for meetings of the Company's shareholders. The amendment was ratified at the annual general and special meeting of shareholders held on 20 December 2024.

On 27 March 2025, Besra announced the Board had approved the adoption of an advance notice by-law establishing a process for advance nominations of directors by shareholders of the Company. The by-law fixes a deadline by which shareholders of the Company must submit director nominations to the Company before any annual or special meeting of shareholders of the Company and sets minimum information a shareholder must provide in order to make director nominations. The advance notice by-law notice was ratified at a special meeting of the Company's shareholders held on 24 June 2025.

During the period, the Company's leadership went through a number of changes: on 15 August 2024, Besra announced the appointment of Renee Minchin as the Company's Chief Financial Officer; on 6 September 2024, Besra announced the appointment of Mr Michael Higginson as a Non-Executive Director of the Company; on 14 February 2025, Besra announced that Mr Dato' Lim Khong Soon resigned as Chair of the Company and would continue to serve on the Board as a Non-Executive Director and that Mr Jon Morda was appointed as Non-Executive Chair of the Company; on 19 May 2025, Besra announced that Mr Michael

Higginson resigned from the Board and Messrs. David Potter and Sean Williamson joined the Board as Non-Executive Chair and Non-Executive Director, respectively; on 21 May 2025, Besra announced that Mr Chang Loong Lee resigned from the Board; on 17 June 2025, Besra announced that Mr Dato' Lim Khong Soon resigned from the Board; on 27 June 2025, Besra announced that at the special meeting of shareholders held on 24 June 2025, shareholders of the Company voted to remove Messrs. Dato' Lim Khong Soon, David Potter, Jon Morda and Sean Williamson from the Board and elected Messrs. David Izzard, John Blake and Matthew Greentree as directors of the Company.

Developments since 30 June 2025

On 6 August 2025, Besra announced that the Board commenced an independent strategic review of all aspects of the Company's business, with a focus on assessing the current status of the Bau Gold Project, reviewing the Company's strategy, reviewing all contracts and corporate overheads and improving transparency and communication.

Upon renewal of the Company's mining licences (on acceptable terms), Besra plans to undertake a Feasibility Study on the Bau Project. Continued exploration at Bau will include further extensions to the current JORC Resource and improving confidence of Inferred material into the Measured and Indicated categories.

DESCRIPTION OF THE BUSINESS

General

Besra is a Canadian incorporated gold mining company with operations in Malaysia. Besra is a public company which was admitted to the official list of the ASX on 6 October 2021. Besra's CDIs were quoted and commenced trading on the ASX on 8 October 2021.

Besra is in a consortium with a Malaysian group with Bumiputra interests that own the rights to consolidated mining tenements covering much of the historic Bau Goldfield in Sarawak, East Malaysia ("**Bau Gold Project**"). Since listing on the ASX, the Company's sole focus has been on exploration and pre-development for the future commercialisation of gold mineralisation within its Bau Gold Project interests.

Bau Gold Project

Besra's key interests in mining tenements are all located within the Federation of Malaysia within the State of Sarawak on the Island of Borneo. The Bau Gold Project has identified Joint Ore Reserves Committee ("**JORC**") (2012) Resources across several discrete deposits (Table below)

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	47.90	1.3	1,855.4

As at the date of this AIF, Besra has a 98.5% interest (93.5% equity-adjusted interest) in the Bau Gold Project.

Property Description & Location

Besra's Bau Gold Project is located approximately 30–40 km from Kuching, the capital city of the State of Sarawak. The Bau Gold Project area is centred around the township of Bau. Besra's activities during the reporting period focused entirely on this project area.

The capital city of Sarawak, Kuching, lies approximately 30–40 km north of the Bau Gold Project area. Kuching is a modern and well-developed city that serves as the seat of the state government. Kuching boasts an international airport, deep-water port facilities and a population of approximately 640,000 residents. Bau is the local service centre and an essential source of skilled labour and services, with respect to information technology services, heavy earth moving contractors, accommodation, general supplies and other services. The primary industries in the Bau district are limestone quarrying, fish farming, rice farming, and palm oil and rubber production.

The State Government of Sarawak's environmental standards, primarily administered through the Natural Resources & Environment Board ("**NREB**"), are consistent with those of most developing economies. Since lifting restrictions associated with the COVID-19 pandemic, the State Government has implemented a development strategy involving six key economic drivers, including the mining sector. An overarching principle of this strategy is adopting sustainable environmental practices in line with government and community expectations. This is fully acknowledged and supported by Besra through the implementation of its own ESG practices.

With its proximity to the Bau township and Kuching, the Bau Gold Project benefits from robust infrastructure and favourable labour market conditions, including:

- existing heavy industry support services;
- regular and reliable international air services from Kuching to Kuala Lumpur, Singapore, Hong Kong and Jakarta;
- two deep-water ports with supportive 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, as 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 a 1-hour drive from Kuching, on weather-sealed roads;
- the area is serviced with reticulated power and water;
- the prevalence of English as a second language among local populations in Sarawak, with the official first language being Bahasa Malaysia;
- 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.

Specialized skills and knowledge

Our business requires individuals with specialised skills and knowledge in the areas of geology, drilling, geophysics, geochemistry, metallurgy, engineering and mineral processing, implementation of exploration programs, mine engineering, environmental assessment and mine permitting, acquisitions, capital raising, mine finance, accounting, and environmental compliance. In order to attract and retain personnel with such skills and knowledge, we seek to maintain competitive remuneration and compensation packages and to provide a work environment that allows our team members to grow professionally and personally. Besra's business requires access to specialised skills and knowledge, including geological, metallurgical, mining engineering and regulatory expertise to advance its projects. To date, the Company has successfully located and retained appropriately qualified professionals in these areas and based on current circumstances, the Board believes it will be able to continue to do so. While competition for such expertise exists within the mining industry, Besra has not faced material difficulties in securing the necessary skills to execute its business strategies .

Competitive conditions

The mineral exploration and development industry is competitive. Besra competes with numerous other mining companies, including larger, better-capitalised firms, for the acquisition of mineral properties, access to skilled personnel, contractors and equipment, as well as for investment capital. Competition also extends to securing regulatory approvals and maintaining constructive relationships with host governments and local communities.

Within Sarawak, the Company's competitive position is shaped by the State Government's policy to prioritise sustainable development of natural resources, while balancing other land-use interests. Besra's ability to maintain and renew its mining leases on acceptable terms is critical to sustaining its competitive position. Global market factors, such as gold price volatility, input costs and capital availability also affect the Company's ability to efficiently compete.

At present, Besra believes its competitive position is supported by its long-established presence in Sarawak, its near-term pilot plant development at Jugan and its strong relationships with local partners. Nevertheless, the Company acknowledges that delays in permitting, heightened sovereign risk, or stronger competition for funding and technical expertise could affect its ability to maintain or improve its position in the future

Intangible properties

Besra does not currently hold intangible assets such as brand names, patents or proprietary technologies that are material to its business. The Company's key intangible property is the portfolio of mining and exploration licenses, as held through its subsidiaries in Sarawak, Malaysia, which provide exclusive rights to explore and, upon renewal and approval, to develop specified mineral concessions. These licenses, and the technical data-base pertaining to them, are of critical importance to Besra's business as they underpin the Company's exploration and development activities and provide the basis for advancing the Bau gold projects including the Jugan deposit.

The duration of these licenses is fixed under the Sarawak Minerals Ordinance and related regulations, with renewals subject to regulatory review and compliance with statutory obligations. Besra considers the timely renewal and maintenance of its licenses to be fundamental to its business strategy and to the protection of shareholder value. Other intangible assets, such as proprietary software or trademarks are not significant to the Company's operations.

Components

As an exploration and development stage company, Besra does not currently produce or sell finished products and therefore has limited exposure to raw material or component supply chains. The Company's principal inputs at this stage are provided through contractor service agreements. These include items such as drilling consumables, fuel, laboratory services and contractor-supplied equipment. These materials and services are readily available in Sarawak and neighbouring regions and Besra, through its contractors has not encountered supply shortages or pricing pressures that have materially affected its operations during the year ended 30 June 2025.

Looking ahead to project development, the Company expects to require additional inputs such as construction materials, reagents for mineral processing and mining equipment. The pricing of these items will be influenced by global commodity markets and regional logistics. However, these inputs are readily available in Malaysia or through established international suppliers and Besra does not expect to face constraints that would materially disadvantage it relative to industry peers.

Cycles

Besra's business is directly exposed to the cyclical nature of the mineral exploration and mining industry. The Company's prospects are influenced by fluctuations in the global gold price, which is subject to supply and demand dynamics, investor sentiment, macroeconomic conditions and currency movements. These cycles affect the availability and cost of capital, the appetite of investors for resource companies, and the level of competition for projects and talent.

In Sarawak, the Company's field activities are also subject to seasonal considerations, particularly heavy rainfall periods associated with the monsoon. These conditions can temporarily restrict site access, slow drilling progress and increase logistical costs. While such impacts have not materially limited Besra's operations to date, they are factored into project planning and scheduling.

Overall, the Company's business is cyclical, tied primarily to gold price trends and subject to seasonal operational variations in the regions where it operates

Environmental protection

Environmental protection requirements have not had a material financial or operational effect on Besra's capital expenditures, profit or loss, or competitive position during the financial year ended 30 June 2025. The Company's principal activities during the period were exploration, feasibility studies and pilot-scale pre-development, which required limited disturbance and therefore only modest expenditures on environmental compliance.

Looking ahead, Besra expects that environmental protection obligations will increase as its projects advance toward mine development and operations. The Company anticipates that additional capital expenditures will be required for permitting, baseline environmental studies, environmental impact assessments, water management and rehabilitation planning. These requirements are considered normal course for mining projects in Sarawak and are not expected to place Besra at a competitive disadvantage relative to other operators.

While Besra has not adopted a standalone environmental or social policy at the parent-company level, its subsidiaries comply with the environmental laws and regulations of Sarawak, including requirements administered by the NREB and the Department of Environment. In practice, this has included engaging a professionally qualified Environmental Manager and accredited independent environmental consultants for certifiable baseline studies, submitting environmental documentation to regulators and adopting site-level practices consistent with environmental approvals, as well as hosting regulators at site visits. As operations advance, the Board expects to formalise an environmental and social management policy to ensure a consistent, group-wide framework for compliance and reporting.

Employees

Over the course of the financial year ended 30 June 2025, Besra employed an average of eight individuals, via its subsidiaries.

For the purposes of this disclosure, “employees” refers to personnel engaged through the Company’s payroll system and excludes individuals retained under contractual or consultancy arrangements. These employees form the Company’s core management and administrative team. The majority of the professional, logistical and technical services required to advance Besra’s projects are provided through short and long-term contractors. In Sarawak, such contractors are readily available through established local pools of expertise and the Company has not experienced difficulties in accessing the personnel and services necessary to support its operations.

RISK FACTORS

The Company’s performance and its future operations are and may be affected by a wide range of risks. Those described below are not the only risks facing Besra. Additional risks not currently known to Besra, or that Besra currently deems immaterial, may also impair Besra’s operations or projects.

Industry and Operational Risks

Exploration, development and production risks

Mineral exploration and development projects are inherently uncertain and capital intensive. There can be no assurance that exploration activities will result in the discovery of economically mineable deposits or that any discoveries can be developed into profitable mining operations within expected budgets and timelines. Besra is engaged in the acquisition and exploration of and investment in resource properties, an inherently risky business and there can be no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not advance to development and substantial expenditures may be required to establish the economic feasibility of any project. Programs may be delayed or curtailed by social, permitting, operating, or technical factors, or by the inability to convert mineral resources to reserve categories in accordance with applicable standards. Most exploration projects do not result in the discovery of economically mineable deposits.

Operational hazards and safety risks

Mining and related activities are subject to significant operational risks and hazards that can result in injury, loss of life, production interruptions, environmental damage, equipment loss, cost overruns, and legal liability. These hazards include, without limitation, geotechnical instability, pit wall or ground failures, seismicity, flooding, fire, rock bursts, cave-ins, hazardous materials incidents, supply interruptions, and theft. Accidents or equipment breakdowns may occur, and our exploration projects may be disrupted due to problems with our facilities, the non-availability of equipment, equipment failure or malfunction, labour shortages, ground movements, transportation disruptions or accidents, or other exploration and development risks. Such events could materially and adversely affect project schedules, costs, operating performance and financial results and, in the worst case, the viability of a project.

Mineral Reserve and Mineral Resource estimation risks

Mineral Reserve and Mineral Resource estimates are inherently uncertain and depend on geological interpretation, sampling and modeling, metallurgical recovery assumptions, and operating and capital cost assumptions that may prove inaccurate. Mineral resources that are not mineral reserves do not have demonstrated economic viability and their eventual extraction must be considered plausible on the basis of geological continuity and confidence, sampling, data quality and validation, cut-off grades, mining loss, dilution, conceptual mine design, and assumptions based on known metallurgical properties. There is also no certainty that these Inferred Mineral Resources will be converted to Measured and Indicated Mineral Resource categories through further drilling, or into Mineral Reserves once economic considerations are applied. Estimates may be affected by changes in, among other things, metal prices, cut-off grades, dilution, recovery, mine plans, costs, legal or regulatory requirements, and operational performance. Any material changes in the quantity of Mineral Resources or Mineral Reserves, grade or stripping ratio may affect the economic viability of our properties. There can also be no assurance that any discoveries of new or additional reserves will be made. Reductions or reclassifications could require write-downs, revisions to mine plans or curtailment of operations.

Project development and expansion risks

Advancing projects from study to construction and into steady-state operations involves risks relating to engineering, procurement, contractor performance, commissioning, ramp-up, and achieving designed throughput, recovery, and cost parameters. New operations often experience delays and cost overruns, and actual performance can differ materially from feasibility-level assumptions. The successful development of our projects will depend on timely permits and approvals, execution capacity, availability of skilled labour and critical supplies, and access to infrastructure. There can be no assurance that Besra will be successful in achieving a return on shareholders' investment or that development activities (including the Pilot Plant and feasibility studies) will proceed on the expected schedule or budget, or yield the anticipated outcomes.

Equipment malfunction and maintenance risk

Our operations depend on the availability and proper functioning of critical equipment and infrastructure. Equipment malfunctions, breakdowns, or failures may result in unplanned downtime, increased maintenance costs, or the need for expensive replacements. There can be no assurance that Besra will not experience significant equipment failures, which could adversely affect production, project timelines and financial results.

Risks related to our reliance on third parties and contractors

Besra relies on third-party contractors and service providers for various aspects of our operations, including drilling, construction, transportation, the maintenance of information and operation systems, and other specialised services including professional geological, engineering and logistical support. There can be no assurance that these third parties will perform their obligations to our standards or on a timely basis. Deficient or negligent work, or work not completed in a timely manner, could have a material adverse effect on our business, financial condition and results of operations. Disputes with contractors, insolvency, or failure to comply with legal or regulatory requirements by third parties could result in delays, increased costs or liability for the Company.

Competition risk

The gold mining industry is highly competitive in all of its phases, including the acquisition and development of mineral properties, the recruitment and retention of qualified personnel and the procurement of equipment, supplies and services. Besra competes with numerous other mining and exploration companies, many of which have greater financial resources, more advanced technical capabilities and longer operating histories. Increased competition for mineral properties may result in higher acquisition costs, reduced availability of attractive properties, or the inability to acquire or maintain necessary mineral rights, permits, or licenses on acceptable terms or at all.

Competition for skilled personnel, contractors and suppliers may also result in higher labour and service costs, project delays or operational inefficiencies. In addition, competition for access to infrastructure, such as roads, power and water, may constrain the Company's ability to develop or operate its projects as planned. There can be no assurance that Besra will be able to compete successfully with its competitors in acquiring properties, attracting and retaining qualified personnel, or securing the resources necessary for its operations and growth. Failure to do so could have a material adverse effect on the Company's business, financial condition and results of operations.

Environmental, health, and safety (EHS) risks

Mining and exploration are subject to extensive environmental, health and safety laws, regulations, standards and permits that can change over time and become more stringent. Non-compliance, incidents, or legacy issues may result in enforcement actions, production restrictions, fines, remediation orders, permit delays or revocations, reputational harm and increased costs. We may be affected by environmental, safety and regulatory risks, including increased regulatory burdens or delays and some of our mineral projects have legacy environmental issues due to past operations, which may require remediation. We must also manage EHS risks associated with the handling and transport of reagents and hazardous materials, water management, waste and emissions and evolving standards tied to international frameworks.

Risks related to tailings and water management

Design, construction, operation, monitoring and closure of tailings and water management facilities require specialised expertise and robust governance. Failures or releases—whether due to extreme weather, seismic events, design or operational error, or third-party impacts—could result in injuries, environmental harm, regulatory sanctions, significant remediation and capital costs, production disruptions and reputational damage. Water scarcity or excess precipitation or flooding can also disrupt operations, increase costs or constrain development. Our future development plans will be contingent on securing and maintaining sufficient water rights and meeting applicable discharge and dam safety requirements.

Climate change and environmental, social and governance (ESG) risks

Besra is exposed to both physical and transition risks associated with climate change. Physical risks include extreme precipitation, flooding, sea level rise, drought, heat stress and other severe weather events. These have the potential to disrupt operations by affecting worker safety, productivity, infrastructure integrity, water and tailings management systems, logistics and supply chains. While such events have not materially impacted the Company to date, their frequency and severity may increase over time.

Transition risks may arise from evolving regulatory and market expectations. These include the introduction of new requirements, such as carbon pricing mechanisms, emissions limits and enhanced reporting standards, as well as changing stakeholder expectations regarding environmental performance. Compliance with such requirements could increase costs, reduce operational flexibility, or limit access to capital and insurance.

In addition, ESG ratings, disclosure standards and investor expectations are increasingly influential in shaping capital flows. A deterioration in perceived ESG performance could reduce investor demand for the Company's securities, limit access to business partners or financing, or adversely affect the Company's reputation.

While the Company has not quantified the potential financial impact of climate-related risks at this time, it recognises that such risks, whether physical, transitional, or reputational, could, individually or collectively, have a material adverse effect on Besra's business, financial condition, or results of operations over the medium to long term.

Public health and pandemic risks

Pandemics, epidemics and other public health emergencies can have a significant adverse impact on our business, operations, and financial condition. The occurrence of a pandemic or other health emergency, such as COVID-19, may result in government-imposed restrictions, including travel bans, quarantines and limitations on business activities, which could disrupt our exploration, development and future mining operations. Such events may lead to reduced workforce availability, supply chain interruptions, delays in permitting or regulatory processes and increased costs associated with health and safety measures. The health and safety of our employees, contractors and local communities is a priority, but there can be no assurance that our measures will be sufficient to prevent significant disruptions or that we will not experience material adverse effects as a result of future pandemics or health emergencies, or governmental or other responses thereto. In addition, the broader economic impacts of a pandemic may negatively affect commodity prices, capital markets and investor confidence, further impacting the Company's ability to finance operations and advance its projects.

Community and Indigenous relations risks

Maintaining positive relationships with host communities, Indigenous rights holders, and other stakeholders is essential to permitting, access, construction, operational continuity and the advancement of projects. There can be no assurance that these relationships can be successfully managed or maintained. Evolving expectations related to human rights, Indigenous rights and environmental protection, and concerns relating to the perceived effects of mining activities on the communities in which such activities are undertaken, may result in opposition to the Company's current or future activities. Such opposition may be directed through legal or administrative proceedings against the Company, or expressed in manifestations such as protests, delayed or protracted consultations, blockades, or other forms of public expression against the Company's activities. Intervention by the aforementioned groups may have a material adverse effect on our business, financial condition and results of operations.

In addition, the material properties of the Company may be subject to the rights or asserted rights of various community stakeholders, including Indigenous peoples, through legal or administrative challenges relating to ownership or other rights. Delays, disputes, or opposition could lead to, among other things, project modifications, additional obligations or costs, restrictions on activities, or the suspension of operations, all of which may have a material adverse effect on our business, financial condition and results of operations.

Human resources and labour relations risks

Mining requires the attraction, development and retention of specialised personnel in geology, engineering, metallurgy, operations, environmental and community disciplines. We may not be able to attract and retain suitable specialised personnel and may experience labour shortages that affect productivity and project timelines. Competition for talent, remote site conditions, health and safety risks, training needs and succession planning add to staffing challenges. Limitations with respect to personnel, financial and other resources may also constrain execution. Labour relations issues, if they arise, could adversely impact project delivery and operations. Such occurrences could have a material adverse effect on the Company's business, financial condition and results of operations.

Cybersecurity and information technology risks

Besra relies on information and operational technology systems to support exploration activities, design work, communications, financial reporting, logistics and in the future, prospective plant control systems. These systems make the Company inherently exposed to cyber threats, including malware, phishing, ransomware, supplier compromise, data breaches and social engineering. Risks may arise from inadvertent or intentional actions by employees, contractors, or vendors, as well as from external malicious actors. System failures, data corruption, or extended outages could also disrupt operations.

A successful cyber incident could interrupt critical business activities, delay projects, compromise personal or confidential information, create safety or environmental incidents, increase compliance costs and damage Besra's reputation. To date, the Company has not experienced a material cyber breach. However, as the Company advances toward mine development, the use of operational technology and increased third-party connectivity are expected to expand the potential risk profile.

To mitigate these risks, Besra employs a combination of preventative measures, including network monitoring, access controls, data back-up and recovery systems, employee awareness training and the use of third-party cybersecurity service providers.

Insurance and risk transfer

While we will seek to maintain insurance considered appropriate, coverage may be unavailable on acceptable terms, contain certain exclusions or sub-limits, or prove insufficient to address the nature or magnitude of losses that may arise from operational hazards, environmental events, cyber incidents, political risks, or other contingencies set out elsewhere in the “Risk Factors” section of this AIF or otherwise. Certain risks, such as title challenges, some environmental liabilities, or regulatory actions, may be uninsurable. Significant uninsured or underinsured losses could have a material adverse effect on our business, financial condition and results of operations.

Economic and Market Risks

Commodity price volatility

The market prices of gold and other precious metals are subject to significant fluctuations and are influenced by numerous factors beyond our control, including global supply and demand, central bank sales and purchases, inflation or deflation and expectations related thereto, interest rates, currency exchange rates, political and economic events, the value of alternative investments and speculative trading activities. There can be no assurance that the market price of gold or other metals will not decline and a sustained period of low prices could have a material adverse effect on our business, financial condition and results of operations.

Currency and interest rate risk

Our operations and financial results are affected by fluctuations in foreign currency exchange rates and interest rates. We incur costs in multiple currencies and changes in exchange rates between the United States dollar and other currencies can impact our operating costs, capital expenditures and financial results. There can be no assurance that currency or interest rate fluctuations will not adversely affect our financial performance.

Market liquidity and trading risk

The market price, liquidity and trading volume of Besra’s CDIs may be subject to significant volatility and may be affected by factors unrelated to our operating performance or prospects, such as general market conditions, changes in commodity prices, or market perception of the mining sector, as well as factors such as our future operating results and changes in estimates of our performance by analysts. There can be no assurance that an active trading market for our securities will be sustained or that our securities will not experience significant price or volume fluctuations.

General economic conditions

Our business, financial condition, and results of operations may be adversely affected by global or regional macroeconomic factors and uncertainties, including economic downturns, recessions and other macroeconomic events. There can be no assurance that economic conditions will remain favorable or that we will not be adversely affected by future economic disruptions.

Financial Risks

Access to capital and liquidity

Our ability to fund ongoing operations, exploration, development, and future growth depends on access to sufficient capital and liquidity. We anticipate that future expenditures will require additional infusions of capital, and there can be no assurance that such financing will be available on reasonable or acceptable terms, or at all. If we are unable to obtain necessary financing, we may be forced to delay or curtail planned activities, relinquish interests in properties, undertake sales, transfers or divestitures, or reduce the scope of our operations. If financing is obtained through the issuance of securities from treasury, control of the Company may change and existing investors’ interests in the Company may be diluted.

Credit and counterparty risk

Besra may be exposed to credit risk with respect to counterparties, including financial institutions, suppliers, customers, and others. There can be no assurance that such counterparties will perform their obligations as agreed, and any default could have a material adverse effect on our financial condition and results of operations.

Inflation and cost escalation

The mining industry is subject to inflationary pressures on labour, equipment, energy, and other input costs. Unfavorable economic conditions could increase our financing costs, decrease net income or increase net loss, limit access to capital markets, and negatively impact the availability of credit facilities to the Company. There can be no assurance that the Company will be able to offset increased costs through higher commodity prices, improved operational efficiencies, or otherwise.

Taxation risks

Our operations are subject to various taxes, including income and other taxes imposed by governmental authorities in the jurisdictions in which we operate. Changes in tax laws, regulations, or the interpretation thereof could have a material impact on our tax liability and profitability. There can be no assurance that we will be able to accurately predict the impact of such changes or that we will not be subject to additional taxes, penalties, or interest as a result of tax audits or disputes.

Legal, Regulatory and Title Risks

Permitting and regulatory compliance risks

Our operations, development activities and exploration projects are subject to extensive permitting requirements and ongoing regulatory oversight in multiple jurisdictions. There can be no assurance that we will be able to obtain, maintain, or renew all necessary permits, licenses and approvals on a timely basis or at all. Changes in laws, regulations, or government policy, or more stringent enforcement or interpretation of existing requirements, could result in increased costs, delays, restrictions, or the suspension of our activities. Failure to comply with applicable laws or permit conditions could result in fines, penalties, litigation, or the loss of our rights to operate, all of which may have material adverse impacts on our business, financial condition and results of operations.

Title and property rights risks

Although Besra has attempted to acquire interests and satisfactory title to its properties, these properties may be subject to prior unregistered agreements, transfers or claims, including claims or challenges made by Indigenous communities and other title holders, and title may be affected by, among other things, undetected defects. There can be no assurance that our title to any of our properties will not be challenged or impaired by third parties, including governments, Indigenous groups, or other stakeholders. Loss of title or inability to enforce our rights could have a material adverse effect on our business, financial condition and results of operations.

Litigation and dispute resolution risks

We may be subject to litigation, arbitration, or other legal proceedings in the ordinary course of business, including disputes with governments, counterparties, Indigenous groups, or other stakeholders. There can be no assurance that we will be successful in defending or pursuing such proceedings, and adverse outcomes could result in significant costs, loss of rights, or reputational harm to Besra. Addressing such occurrences may also divert management's attention and time and other Company resources, whether or not the outcome is adverse.

Political and Country Risks

Sovereign and political risks

Our mining concession interests are located in Malaysia, and as such, we are 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, royalty and tax increases, and other risks arising out of foreign governmental sovereignty over the areas in which our operations are to be conducted, as well as risks of loss due to civil strife, acts of war and insurrections. There can be no assurance that the political and economic environment in Malaysia or any other jurisdiction in which we may operate in the future will remain stable or favourable, or that government policies will not change in a manner that adversely affects our operations, assets, or financial condition.

Expropriation, nationalisation and resource nationalism risks

Mining investments are subject to the risks of expropriation or nationalisation of property, renegotiation, cancellation or forced modification of existing contracts and changes in laws or policies or increasing legal and regulatory requirements, including those relating to taxation, royalties, imports, exports, duties, currency, in-country beneficiation or other claims by government entities, including retroactive claims and/or changes in the administration of laws, policies and practices. There can be no assurance that Besra assets will not be subject to expropriation, nationalisation, or other forms of government intervention, or that Besra will receive fair compensation in such an event.

Legal system and rule of law risks

The legal systems in some jurisdictions where we operate may be less developed or less predictable than those in Canada or Australia. There can be no assurance that we will be able to enforce our contractual or other legal rights, or that changes in laws or their interpretation will not adversely affect our business.

Security, civil unrest and social stability risks

Our operations may be affected by security risks, including civil unrest, protests, sabotage, terrorism, insurrection, criminal activity, or other forms of social instability. Such events could result in property damage, personal injury, business interruption, increased costs, or loss of access to our properties. There can be no assurance that we will not be adversely affected by such events, or that we will be able to adequately protect our personnel, assets or operations.

Currency controls and repatriation risks

Some jurisdictions may impose currency controls, restrictions on the repatriation of earnings, or requirements to retain funds locally. These measures can limit our ability to transfer funds, access capital, or repatriate profits from our operations. There can be no assurance that we will not be subject to such restrictions, or that we will be able to access or deploy capital as needed for our business.

Corruption and anti-bribery risks

Operating in certain jurisdictions may expose us to risks associated with corruption, bribery or other unethical business practices. We are subject to certain anti-corruption and anti-bribery laws, including the *Corruption of Foreign Public Officials Act* (Canada) and other applicable legislation. There can be no assurance that our internal controls and procedures will always be effective in preventing violations, or that we will not be subject to enforcement actions, penalties, or reputational harm as a result of actual or alleged non-compliance.

Company-Specific and Strategic Risks

Regulatory compliance and financial reporting risks

As a non-venture issuer under Canadian securities laws, Besra is subject to more stringent and accelerated financial reporting and internal control requirements. Failure to comply with these requirements, including timely filing of financial statements and related certifications, may result in regulatory action, including cease trade orders, penalties or other sanctions. The Company is in the process of enhancing its internal controls and audit committee processes to meet these requirements, but there can be no assurance that deficiencies will not arise in the future. Any failure to maintain effective internal controls or to comply with applicable reporting obligations could result in loss of investor confidence, reduced access to capital and adverse effects on Besra's reputation and business.

Capital markets regulatory and exchange-related risks

As a reporting issuer in multiple jurisdictions and a company listed on the ASX, the Company is subject to extensive and evolving regulatory requirements, including those of Canadian securities regulators and the ASX. The Company must comply with continuous disclosure obligations, timely filing of financial statements and related certifications, corporate governance requirements and other rules applicable to non-venture issuers under Canadian corporate and securities laws.

On 21 February 2025, the Ontario Securities Commission ("**OSC**") issued a cease trade order ("**CTO**") in respect of Besra's securities due to the late filing of interim financial statements and related management's discussion and analysis for the period ended 31 December 2024, as a result of the Company's transition from venture issuer to non-venture issuer status under Canadian securities laws. While Besra is working to address the technical deficiencies and to bring its filings into compliance, there can be no assurance that the CTO will be revoked in a timely manner or at all, or that the Company will be able to satisfy all regulatory requirements in a timely manner. The CTO may adversely affect the liquidity and market value of Besra's securities, limit the ability of shareholders to trade their securities, and impair the Company's ability to raise capital or complete strategic transactions. Prolonged or repeated CTOs, or any perception of ongoing compliance or governance issues, could result in reputational harm, increased regulatory scrutiny and further restrictions on the Company's business and access to capital markets.

In addition, the Company's securities may be subject to trading halts, suspensions, or delisting by the ASX or other exchanges if the Company fails to comply with applicable listing standards, including timely disclosure and financial reporting. Besra has in the past been required by the ASX to impose trading halts and trading suspensions and has received from the ASX query and aware letters. Any such actions in the future could restrict the liquidity and marketability of Besra's securities, reduce investor confidence and adversely affect the Company's ability to access capital or pursue strategic opportunities.

The regulatory environment in which Besra operates is complex and subject to change. Amendments to securities laws, listing rules, or their interpretation and enforcement may impose additional compliance costs, require changes to the Company's governance or reporting practices, or result in new or increased liabilities. There can be no assurance that Besra will be able to comply with all applicable regulatory requirements at all times, or that it will not be subject to future CTOs, trading halts, trading suspensions, delisting, fines or other sanctions. Any such events could have a material adverse effect on the Company's business, financial condition, reputation and ability to raise capital.

Risks related to the GPA with Quantum and other key agreements

Quantum is the largest shareholder of Besra and, pursuant to a GPA, has provided Besra with working capital in exchange for future gold deliveries at a fixed price. Under the GPA, Quantum has provided Besra with working capital of $25,646,326, in consideration for which, subject to the Company beginning commercial production, the Company has agreed to deliver to Quantum a total of 274,439.61 ounces of gold at a weighted average price of $1,864.36 per ounce of gold. No amounts have been received pursuant to the GPA since the Company's receipt of $10,646,326 from Quantum pursuant to the GPA in November 2023.

While the GPA remains in effect, it has the potential to reduce the Company's reliance on future shareholder and/or third-party funding, such as through equity or project financing. However, no funds have been received by the Company under the GPA since November 2023 and there can be no assurances that any further funds will be received by the Company under the GPA. There can also be no assurance that the terms of the GPA will not place us at a disadvantage if the market price of gold rises significantly above the contract price. In addition, if we are unable to deliver gold as required, we may be subject to penalties or other adverse consequences.

Risks related to major shareholders

The interests of our major shareholders, including Quantum, may not always align with the interests of other shareholders or stakeholders of the Company. Major shareholders may have the ability to influence the outcome of matters submitted to shareholders for approval, including the election of directors and the approval of significant corporate transactions. There can be no assurance that the actions of major shareholders, including dispositions or acquisitions of our securities, will not have a material adverse effect on the market price of our securities or our ability to raise additional capital.

Risks related to joint ventures and partners

Where we conduct business through joint ventures or similar arrangements, we may be subject to risks relating to the actions or omissions of our partners, including disagreements over budgets, development plans or operational matters. There can be no assurance that our joint venture partners will meet their obligations or that disputes will not arise, potentially resulting in delays, increased costs, or loss of our interest in a project.

Impairment of mineral properties risk

We may be required to record impairment charges on its mineral properties if there are delays or failures in renewing key mining leases, or if there are adverse changes in project economics, commodity prices, or other relevant factors. Such impairment charges could materially affect the Company's financial results and condition.

Acquisition and divestiture risks

The Company may pursue the acquisition or disposition of assets, properties, or companies in the future as part of its business strategy. There can be no assurance that Besra will be able to identify suitable acquisition or divestiture opportunities, or that any such transactions will be completed on favorable terms. Acquisitions may expose the Company to new or additional risks, including integration challenges, unforeseen liabilities, or the dilution of existing shareholders.

Reputational risks

Our reputation is a key asset and may be affected by actual or perceived failures to manage the various risks set out in the "Risk Factors" section of this AIF, including but not limited to, with respect to ESG practices, negative publicity, or adverse events at our operations or in the mining industry generally. There can be no assurance that we will not suffer reputational harm that could adversely affect our relationships with stakeholders, our ability to obtain permits or financing, or the market price of our securities.

Dividend policy risks

We do not plan to pay any dividends in the foreseeable future. The declaration, amount and date of distribution of any dividends in the future will be decided by the Board from time to time, in its sole and absolute discretion, based upon and subject to the Company's earnings, financial requirements, loan covenants and other conditions prevailing at the time. There is no guarantee that we will ever declare or pay dividends.

MINERAL PROJECTS

Within the Company's Bau Gold Project there are four mineral projects; Sirenggok, Bekajang, Pejiru and Jugan. Details of each of these projects are outlined below consistent with the itemisation guidance provided for in Form 51-102F2 – *Annual Information Form*.

51-102F2 Item	Current Technical Report	
5.4(1)	**Project**	**Details**
	Sirenggok	Terra Mining Consultants Ltd and Stevens & Associates of New Zealand ("**TMSCA**") 2010 –Technical Report on Bau Project in Bau, Sarawak East Malaysia Prepared for Olympus Pacific Minerals Inc. Stevens & Assoc and Terra Mining Consultants Ltd. TMSCA 2010 Resources classified using the C.I.M.M. standards as required by NI43-101 (Sedar+ Platform Disclosure, Announcement 24 June 2010). Bau Project Mineral Resource and Ore Reserve dated 16 November 2018. (JORC 2012 compliant) – SEDAR+ https://www.sedarplus.ca/csa-party/records/document.html?id=a2741f6dc3437192d4ef41680d30c8519880374fb87e5422fb00de453e785ea9. Cube Consulting Independent Technical Assessment Bau Gold Project, Sarawak East Malaysia, 20 April 2021 – Attachment H Replacement Prospectus Besra Gold Inc ASX Disclosure 6 October 2021 (ASX: BEZ).
	Bekajang	As per Sirenggok Project.
	Pejiru	As per Sirenggok Project. Reddi & Co. Solicitors Report Prepared for Besra Gold Inc By Reddi & Co 22 April 2021 Attachment G Replacement Prospectus Besra Gold Inc ASX Disclosure 6 October 2021 (ASX: BEZ)
	Jugan	Lynn Widenbar – Jugan Project Mineral Resource Update Besra ASX Disclosure 31 March 2025 (ASX :BEZ).

Sirenggok

	Attribute	Summary
5.4(2)	**Project Description, Location Access.**	
5.4(2)(a)	Location-Sirenggok	Located approximately 2 km northeast of Bau township and approximately 27 km west-southwest of Kuching, capital of the State of Sarawak.
	Access	Approximately 1.5–2.0 km northeast of Bau Township via the main road connecting Bau with Kuching. Bau Township, with a population of approximately 6,000, is the nearest service centre area serviced with power, water, and telecommunications.
5.4(2)(b)	Title	Majority of Project lies within portion of ML 01/2013/1D, issued by the Land & Survey Kuching Division, Sarawak to Gladioli, for 20 years on 22 June 2012 for the period 23 January 2013 to 22 January 2033. The ML consists of several discontiguous areas. Portion of mineralisation extends into MC KD/01/1994 which remains subject to renewal.

	Attribute	Summary
		MC KD/01/1994 renewal application was made at least 12 months before its expiry and renewal status is still pending. Besra's interests in both ML 01/2013/1D and MC KD/01/1994 arise through a joint venture agreement with Gladioli Group of Companies and its interests in the operating company NBG. Besra's ownership of NBG has increased by 0.72% to 98.5% as disclosed to the ASX on 24 January 2024. On an equity adjusted basis, Besra's interest in Bau Goldfield is 93.55%. It is anticipated that future renewal of MC KD/01/1994 will be conditional upon submission of mine feasibility study, mine rehabilitation and mine management plans together with appropriate environmental impact assessment reports.
5.4(2)(c)	Royalties	Currently no gold royalties are prescribed by the Minerals Ordinance. Under the 2016 SPSA, Gladioli has a 1.5% "free carry" interest in NBG. It is free carried until dividends are payable in respect to it, in which case Gladioli's contribution is to be repaid out of the dividends payable to it.
5.4(2)(d)	Significant factors	All concessions and mineral rights are granted and renewable in accordance with the Sarawak Government's Minerals Ordinance or its antecedent the Mining Ordinance. Land access arrangements generally negotiated via private treaty. Environmental approvals required in accordance with Natural Resources & Environment Board protocols which are unremarkable. Joint venture activities have been stable and long standing since 2006 and currently in accordance with the 2016 SPSA.
5.4(3)	**History**	
		In the early 1980's: JICA, an agency of the Japanese Government Metal Mining Agency assayed rock samples from Sirenggok. In 1983: MMAJ-JICA collected samples of gold anomalous rocks from Sirenggok – east of the MC boundary. In 1988: Renison Goldfields Consolidated ("**RGC**") signed a joint venture agreement with Gladioli to explore their Bau tenements. RGC completed soil geochemistry and ground geophysical programs over the Sirenggok intrusion and contact zones, which included the north-eastern side now within MC KD/01/1994. In 1992, three diamond holes (BS-25, BS-26, and BS-30) totaling 1,102.45 m were drilled in the northern Sirenggok sector (now within MC KD/01/1994). There are no records of previous production on the property.
5.4(4)	**Geological Setting Mineralisation and Deposit Types**	
5.4(4)(a)	Geology	The exposed rocks in the Bau district are dominated by a sequence of late Jurassic to early Cretaceous aged marine sediments. These comprise a lower limestone formation, the Bau Limestone, estimated to be up to 500 m thick, unconformably overlain by a 1,500 m thick flysch sequence, the Pedawan Formation. The Pedawan Formation is dominated by shale, but more arenaceous and conglomeratic units are reasonably widespread throughout the sequence. Mineralisation is intimately associated with the intrusion of mid-Tertiary volcanics. This forms a prominent topographic high (150 m elevation) known as Gunong Sirenggok. Local geology at Sirenggok is associated with an intrusive host porphyritic body of mid-Tertiary age which has multiple phases of intrusion, some associated with gold mineralisation.
5.4(4)(b)	Mineralisation	Gold–As–Sb in veins/stockworks and disseminations hosted by quartz-sericite to propylitic altered micro-quartz diorite porphyry; composite intrusive "funnel" body intruding Bau Limestone/Pedawan Formation. The Sirenggok defined resource is open along strike and at depth trending northwest-southeast and steeply dipping to the northeast.

	Attribute	Summary
5.4(4)(c)	Deposit types	Porphyritic intrusive complex at Sirenggok appears to be emplaced at shallow crustal levels. Interpretation of geophysical surveys implies larger and unexposed intrusive bodies are also present along this trend at shallow depths. At least one of these intrusions exhibit an upward-flaring funnel shape, suggesting endogenous domes.
5.4(5)	**Exploration**	
	Exploration	Exploration activities with the Sirenggok Project area have involved regional aero-magnetic surveys, localised digital helicopter electromagnetic (“**DIGHEM**”) conductivity and resistivity surveys, soil geochemistry, trenching and drilling -using reverse circulation and diamond drilling techniques. Preliminary mineral resource estimates were prepared for Sirenggok in conjunction with other Prospect areas during 2010 and 2011. Historic work led to delineation of a large resistive body near the Tai Parit Fault as a priority drill target adjacent to Sirenggok. Planned 1,500–3,000 m diamond drilling to extend mineralisation and test geophysical targets. During 2012, the results of previous exploration were reassessed and identified the need for further mapping to reconcile a number of inconsistencies within previously mapped data in terms of correlation of geological markers. The DIGHEM dataset was re-gridded and models were reinterpreted.
5.4(6)	**Drilling**	
	Drilling	Database for the 2010 Resource estimate by TMCSA (2010) included 72 holes / 11,163 m and 39 trenches / 1,174 m. Current reported Inferred resource JORC (2012) compliant was reported in 2018: No subsequent drilling has been since conducted.
5.4(7)	**Sampling, Analysis, and Data Verification**	
5.4(7)(a)	Sample preparation methods & QC employed	Project-wide practices apply: RC at 1 m intervals with 4 m composites (and 1 m re-assays where composites are anomalous); DD mainly HQ triple-tube (PQ collars; NQ where required), oriented core, downhole surveys at ~25 m; half-core retained. Half cores are crush/split/pulverise to ~90% passing 75 µm; Au by 50 g fire assay (AAS finish). QC includes certified standards, blanks, pulp/coarse duplicates; SGS monthly QA/QC summaries provided to NBG. Refer TMSCA, 2010.
5.4(7)(b)	Sample security & chain of custody	Post-2007 process applies Bau-wide: secure Bau core shed; manned by day, locked/patrolled at night; samples in secure cloth bags; batch numbers and NBG dispatch numbers used for tracking; off-shore assay splits sealed and accompanied by dispatch docs; DHL to MAS/other labs; seals checked on receipt. Refer TMSCA, 2010.
5.4(7)(c)	Assaying & analytical procedures	Gold by 50 g fire assay (SGS FAA505; total); multi-element by 4-acid digest + ICP-OES; TS by CSA06V combustion/IR where needed; As high-range by AAS. Refer TMSCA, 2010.
5.4(7)(d)	QA/QC measures & data verification	NBG/Besra inserted CRMs (Rocklabs, typically 1:30), blanks, field/lab duplicates, preparation duplicates; independent audits/reviews (TMCSA 2010) reported no issues of a serious nature; SGS conducts internal audits and provides monthly QA reports. Refer TMSCA, 2010.
5.4(8)	**Mineral Processing and Metallurgical Testing**	
	Mineral processing and	Gold is overwhelmingly sub-microscopic (refractory) hosted preferentially in arsenopyrite, secondarily in pyrite; free/exposed gold is minor at the grind studied. Historical AMTEL deportment studies indicate gravity-recoverable gold is effectively negligible.

	Attribute	Summary
	metallurgical testing.	Modelling indicates high flotation recoveries (~94%) for Sirenggok with a low mass pull (~3.5%); leaching the flotation tails adds ~+1% recovery (i.e., small incremental benefit vs flotation alone). Direct whole-ore cyanidation is not recommended (refractory behavior due to sub-microscopic Au). An oxidative pre-treatment is required for strong overall Au recovery—POX or BIOX are indicated. No recent follow-up metallurgical and processing studies have been undertaken. Historical metallurgical and processing testwork is outlined in Cube Consulting - Independent Technical Assessment Bau Gold Project, Sarawak East Malaysia, 20 April 2021 – Attachment H Replacement Prospectus Besra Gold Inc pp. 171-176 ASX Disclosure 6 October 2021 (ASX: BEZ).
5.4(9)	**Mineral Resource and Mineral Reserve Estimates**	
5.4(9)(a)	Effective date	TMSCA 2010 – Section 16.4 Bau Project Mineral Resource and Ore Reserve dated 16 November 2018 (JORC 2012 compliant)[5].
5.4(9)(b)	Quantity and grade of each resource	Reported Mineral Resources for the Sirenggok Project **Category** / **Cut-off (Au g/t)** / **Tonnes (t)** / **Grade (Au g/t)** Inferred / 0.5 / 8,346,000 / 1.14
5.4(9)(c)	Key assumptions	Bau Project Mineral Resource and Ore Reserve dated 16 November 2018. (JORC 2012 compliant)[5].
5.4(9)(d)	Modifying factors	Resources are located within MC KD/01/1994 which is subject to renewal (Ref 5.4.2b). Further activity will require firstly approval by the NREB and Land & Survey upon lodgement of appropriate mine management and mine rehabilitation plans. Typical risk factors associated Sirenggok and other Bau Projects are contained within the Risk section of Besra's AIF.
5.4(10) to (14), inclusive, are not applicable given that Sirenggok has no planned mining operations, mine design, scoping, or feasibility studies for mining and is therefore not an advanced property.		

Reported Mineral Resources for the Sirenggok Project (5.4(9)(b)):

Category	Cut-off (Au g/t)	Tonnes (t)	Grade (Au g/t)
Inferred	0.5	8,346,000	1.14

Bekajang

	Attribute	Summary
5.4(2)	**Project Description, Location Access**	
5.4(2)(a)	Location-Bekajang	Located approximately 1.5 km northeast of Bau township and approximately 27 km west-southwest of Kuching, capital of the State of Sarawak.
	Access	The primary road access to the concession is via Jalan Kuching – Bau. Access can also be made via Jalan Bangalow.

	Attribute	Summary
5.4(2)(b)	Title	ML 1D/134/ML/2008, ML 01/2012/1D, and ML 02/2012/1D are all held on behalf of the Joint Venture by subsidiary companies of participant Gladioli Group. Each ML is currently subject to renewal, lodged on 6 June 2024. Besra's ownership of NBG has increased by 0.72% to 98.5% as disclosed to the ASX on 24 January 2024. On an equity adjusted basis, Besra's interest in Bau Goldfield is 93.55%. It is anticipated that future renewal of these MLs will be conditional upon submission of mine feasibility study, mine rehabilitation, and mine management plans together with appropriate environmental impact assessment reports.
5.4(2)(c)	Royalties	Royalty and free carry interests as per described for Sirenggok Project.
5.4(2)(d)	Significant factors	All Bekajang MLs are currently subject to renewal (Refer 5.4.2.(b)) in accordance with the Sarawak Government's Minerals Ordinance. Land access arrangements generally negotiated via private treaty. Environmental approvals required in accordance with NREB protocols which are unremarkable. Joint venture activities have been stable and long standing since 2006 and currently in accordance with the 2016 SPSA.
5.4(3)	**History**	
		The footprint of ML 02/2012/1D was site of the first CIL processing plant operated in Malaysia, processing gold ore from two major nearby open pits, Tai Parit and Bukit Young. These operations had closed by 1997. Reported production from Tai Parit is 700,000 oz of gold, which included approximately 213,000 oz produced by Bukit Young Gold Mine Sdn Bhd ("**BYG**") between 1991 and 1997. The current Bekajang Project area is dominated by tailings facilities built during the operation of the Tai Parit and Bukit Young operations. Although part of these historical mine site footprints, there are no records of previous production on these three Mining Leases.
5.4(4)	**Geological Setting Mineralisation and Deposit Types**	
5.4(4)(a)	Geology	The exposed rocks in the Bau district are dominated by a sequence of late Jurassic to early Cretaceous aged marine sediments. These comprise a lower limestone formation, the Bau Limestone, estimated to be up to 500 m thick, unconformably overlain by a 1,500 m thick flysch sequence, known as the Pedawan Formation. The Bau Limestone Formation includes a lowermost arenaceous unit known as the Krian Member, which is approximately 100 m thick and contains basal conglomerate beds. The Krian sandstones rest unconformably on the Serian Volcanics. The Pedawan Formation is dominated by shale but more arenaceous and conglomeratic units are reasonably widespread through the sequence. Mineralisation is intimately associated with the intrusion of mid-Tertiary volcanics. Local geology at Bekajang is dominated by Pedawan Formation shales, mudstone units, and some clayey lithologies of unspecified age, commonly intruded or replaced by mid-Tertiary dacitic sills. Several deposits are known to occur at the shale/limestone contact and are generally shallow dipping features with mineralisation developed in siliceous breccias within the shales on the contacts between shale and limestone. Gold is also associated with vuggy quartz veins developed in limestone with gold mineralisation. Bekajang is a relatively flat area, its physiography dominated by a historical tailings dam complex comprising various open water areas, swamp, and overgrowth across the higher flanks. The tailings dam is an

	Attribute	Summary
		artefact of mining at the former Bukit Young pit. The region is covered by extensive historical mine waste deposits and has remained fallow since mining ceased in 1997.
5.4(4)(b)	Mineralisation	Gold mineralisation was traditionally targeted at the shallow Pedawan Shale and underlying Bau Limestone contact (“**LSC**”). Within the Bekajang Project area gold mineralisation at the LSC is structurally controlled and extends along west-northwest faults over a strike length of some 1500 m. The mineralisation is variably oxidised silica-sulphides with Au-As (Ag Sb) zones at the LSC level. Deeper hydrothermal alteration, involving silicious veins occur within the underlying Bau Limestone, is often associated with mid-Tertiary intrusives.
5.4(4)(c)	Deposit types	Silicia replacement and vuggy silicious breccias often associated with intrusives at the LSC level or hydrothermally altered Bau Limestone. The latter is associated with high-grade zone within Bau Limestone with intense exoskarn/hydrothermal alteration; highest grades (>10 g/t Au) associated with brecciated/veined limestone. The zone sits ~30–60 m depth, ~150 m SSW footprint, open along strike to the WNW. Krian Sandstone Member mineralisation (encountered at adjacent Bukit Young and Tai Parit) has not been intersected within the current Bekajang Project confines.
5.4(5)	**Exploration**	
	Exploration	Geological mapping and geodetic surveying was conducted throughout the area, prior to major RC drilling campaign. Trenching involving one costean was excavated south of the BYG pit. The DIGHEM dataset was recorded over the prospect and two large resistive bodies were defined proximal to the Tai Parit and BYG pits as well as a large conductive body was located beneath the BYG tailings area – located within the current MLs.
5.4(6)	**Drilling**	
	Drilling	During 2011, a total of 7,135.90 m of HQ diamond drilling was conducted in 44 holes. These comprised 6,065.8 m in 39 resource holes and 1,070.1 m in 5 exploration holes. In 2022, drilling involved 21 fully cored drill holes (BKDDH-12 to -30, inclusive), totaling 1,402 m. Drilling was focused in two areas; the northern flank and southwest flank of the historical Bekajang tailings dam. In 2023, drilling involved a further 16 fully cored drilling holes (BKDDH-30 to -44 and -45 (partial)) totaling 1,592.4 m. Results of the pre-2021 drilling formed the basis for the Mineral Resources estimates detailed in 5.4.9. Although there has been no subsequent update of Resource estimates the individual results of post 2021 drilling have been disclosed in the following ASX releases by Besra. 18 May 2022: Bekajang Drilling Program Commences. 23 August 2022: Bekajang Drilling Program Confirms 2 New Targets. 22 November 2022: Exceptional High & Bonanza Grade Gold Intercepts at Bekajang. 28 May 2023: Assay Results Strengthen Bekajang Gold Potential. 6 September 2023: Bekajang Drilling Confirms ‘Multi-Storey’ Gold Deposit.

	Attribute	Summary
5.4(7)	**Sampling, Analysis, and Data Verification**	
5.4(7)(a)	Sample preparation methods & QC employed	Project-wide practices apply: RC at 1 m intervals with 4 m composites (and 1 m re-assays where composites are anomalous); DD mainly HQ triple-tube (PQ collars; NQ where required), oriented core, downhole surveys at ~25 m; half-core retained. Database for the 2010 Resource estimate (Refer 5.4(9)(b)) included 72 holes / 11,163 m and 39 trenches / 1,174 m. No subsequent drilling since then. Project-wide protocols apply: crush/split/pulverise to ~90% passing 75 µm; Au by 50 g fire assay (AAS finish). QC includes certified standards, blanks, pulp/coarse duplicates; SGS monthly QA/QC summaries provided to NBG. For 2022-2023 diamond core samples certified standards and blanks have been inserted into the sample stream at a ratio of 1 in 8 samples. One in 15 samples is a field duplicate and 1 in 15 samples is a lab duplicate (pulp or coarse crush material). All batches (20 samples) of samples for the 2021-2022 campaign have passed QA/QC checks which have considered, blanks, CRM (Certified Reference Material) standards, field duplicates, lab pulp reject and lab coarse rejects using industry accepted methods. Lab QA/QC data was also reviewed. Drill core samples were analysed at SGS ISO certified geochemical lab in Kuala Lumpur, Malaysia. SGS insert their own CRM standards, blanks and run lab duplicates for their own internal quality controls.
5.4(7)(b)	Sample security & chain of custody	Post-2007 process applies Bau-wide: secure Bau core shed; manned by day, locked/patrolled at night; samples in secure cloth bags; SGS batch numbers and NBG dispatch numbers used for tracking; off-shore assay splits sealed and accompanied by dispatch docs; DHL to MAS/other labs; seals checked on receipt. For 2022-2023 core samples All drill core is stored at NBG's Bau site office. The core logging and sample preparation areas were manned during working hours and had security patrols at night. Samples were stored in a fenced, locked and guarded core yard. Only authorised NBG personnel were allowed access to sample preparation areas. All samples were packaged in secure cloth bags and dispatched with unique batch numbers for tracking and cross-checking through a chain of custody protocol. All samples were sent to SGS facilities in Kuala Lumpur.
5.4(7)(c)	Assaying & analytical procedures	Gold by 50 g fire assay (SGS FAA505; total); multi-element by 4-acid digest + ICP-OES; TS by CSA06V combustion/IR where needed; As high-range by AAS. For 2021-2022 diamond drilling programs, half-core samples were analysed off-site by SGS lab situated in Kuala Lumpur. All samples are crushed to 90% passing 2 mm then a 250 g split pulverized to 85% passing -75 microns (PRP87). Samples analysed for gold by 50 g charge fire assay (FAA505) and subject to 4 acid (total) digest followed by ICP-OES (ICP40Q) analysis for 24 trace elements.
5.4(7)(d)	QA/QC measures & data verification	Besra/NBG has a comprehensive QA/QC control program in place for its sampling procedures. 2010–2012 programs assayed by SGS Perth/onsite ISO 17025 lab with data verification. For 2022-2023 samples were sent off-site to SGS laboratories in Kuala Lumpur. Certified standards and blanks have been inserted into the sample stream at a ratio of 1 in 8

	Attribute	Summary
		samples. One in 15 samples is a field duplicate and 1 in 15 samples is a lab duplicate (pulp or coarse crush material). All batches (20 samples) of samples for the 2021-2022 campaign have passed QA/QC checks which have considered, blanks, CRM standards, field duplicates, lab pulp reject and lab coarse rejects using industry accepted methods. Lab QA/QC data was also reviewed.
5.4(8)	**Mineral Processing and Metallurgical Testing**	
	Mineral processing and metallurgical testing	Host rocks are carbonate-rich (calcite dominant) with quartz and clays; sulphides are present at low to moderate levels, chiefly pyrite and arsenopyrite; minor stibnite occurs in some Bekajang samples. Sub-microscopic (refractory) Au is predominantly in arsenopyrite, with pyrite as a secondary host; free/electrum gold exists but is fine and only a minor contributor at scoping grind sizes. At the tested grinds (P80 ≈ 110–122 µm), a significant portion of Au occurs in rock–sulphide composites or is locked; liberated gravity-recoverable gold is negligible. Bekajang sub-domains show meaningful Au in composite particles and fine sulphides, so rougher–scavenger residence and conditions that capture composites are important. AMTEL's modelling indicates (order-of-magnitude) flotation recoveries in the ~41–65% range for Bekajang domains at the study grind, with low mass pulls (~1–5%) and an additional ~+8–11% Au recovery if leaching flotation tails. (Values reported for Jasperoid, Breccia and Krian Sandstone respectively) Because much of the Au is sub-microscopic in arsenopyrite/pyrite and in composites, free gold contributes little to overall recovery at this grind. Direct whole-ore cyanidation is not viable for Bekajang due to refractory/sub-microscopic Au and locked associations. An oxidative pre-treatment is required for strong overall recovery—POX or BIOX are indicated; POX is preferred for arsenic stabilisation as scorodite. Given carbonate gangue, acidulation before POX will be required; stibnite, where present, can be a nuisance in POX and should be managed in set-points/conditioning metallurgical and processing studies have been undertaken. Historical metallurgical and processing testwork is outlined in Cube Consulting. Independent Technical Assessment Bau Gold Project, Sarawak East Malaysia, 20 April 2021 – Attachment H Replacement Prospectus Besra Gold Inc pp. 171-176 ASX Disclosure 6 October 2021 (ASX: BEZ)
5.4(9)	**Mineral Resource and Mineral Reserve Estimates**	
5.4(9)(a)	Effective date	TMSCA 2010 – Section 16.4 Bau Project Mineral Resource and Ore Reserve, dated 16 November 2018 (JORC 2012 compliant)[5].

	Attribute	Summary
5.4(9)(b)	Quantity and grade of each resource	Reported Mineral Resources for the Bekajang Sector (effective November 2018) with subsequent adjustment for impairment of Mining Leases that had expired (ML 03/2012/1D (Ex ML 135)) in the Taiton BYG portion of the Project area. Area / Classification / Tonnes (t) / Au g/t / Total Au oz: BYG-Krian / Indicated / 1,900,000 / 1.97 / 120,400 BYG-Krian / Inferred / 298,000 / 4.13 / 39,540 Bekajang South / Inferred / 3,214,000 / 1.51 / 156,032 Bekajang North / Inferred / 1,250,000 / 2.33 / 93,639 Tailings / Inferred / 3,138,000 / 1.00 / 100,889
5.4(9)(c)	Key assumptions	Refer Bau Project Mineral Resource and Ore Reserve Updated to JORC 2012 Compliance[5], pages pp. 5-10.
5.4(9)(d)	Modifying factors	Resources are located within ML 1D/134/ML/2008, ML 01/2012/1D, and ML 02/2012/1D each is currently subject to renewal, lodged on 6 June 2024. which is subject to renewal (Ref 5.4.2b). Further activity will require approval by the NREB and Land & Survey upon lodgement of appropriate mine management and mine rehabilitation plans.
5.4.(10) to (14), inclusive, are not applicable given that Sirenggok has no planned mining operations, mine design, scoping or feasibility studies for mining and is therefore not an advanced property.		

Pejiru

	Attribute	Summary
5.4(2)	**Project Description, Location Access**	
5.4(2)(a)	Location-Pejiru	Pejiru is located approximately 5 km to 8 km southwest of the township of Bau and approximately 34 km west-southwest of Kuching, capital of the State of Sarawak.
	Access	All weather sealed road accessible via Q509 (Jalan Serikin), the primary district thoroughfare linking Bau Township to the international border and adjacent centres in Indonesia.
5.4(2)(b)	Title	Covered by MC KD/01/1994, which remains subject to renewal. Application for renewal of MC KD/01/1994 was made at least 12 months before its expiry, which status is currently still pending. Details as outlined for the Sirenggok Project.
5.4(2)(c)	Royalties	Royalty and free carry interests as per described for Sirenggok Project.
5.4(2)(d)	Significant factors	The current Pejiru MC is subject to renewal (Refer 5.4(2)(b)) in accordance with the Sarawak Government's Minerals Ordinance. Land access arrangements generally negotiated via private treaty. Environmental approvals required in accordance with Natural Resources & Environment Board protocols which are unremarkable. Joint Venture activities have been stable and long standing since 2006 and currently in accordance with the 2016 SPSA.
5.4(3)	**History**	

	Attribute	Summary
		There has been no historical commercial production reported in the Pejiru Project area. Small scale mining is reported to have occurred within the Pejiru area from the historic Ban Hin Lee Mine which was probably worked between 1930 and 1950.
5.4(4)	**Geological Setting Mineralisation and Deposit Types**	
5.4(4)(a)	Geology	The exposed rocks in the Bau district are dominated by a sequence of late Jurassic to early Cretaceous aged marine sediments. These comprise a lower limestone formation, the Bau Limestone, estimated to be up to 500 m thick, unconformably overlain by a 1,500 m thick flysch sequence, known as the Pedawan Formation. The Bau Limestone Formation includes a lowermost arenaceous unit known as the Krian Member, which is approximately 100 m thick and contains basal conglomerate beds. The Krian sandstones rest unconformably on the Serian Volcanics. The Pedawan Formation is dominated by shale but more arenaceous and conglomeratic units are reasonably widespread through the sequence. Mineralisation is intimately associated with the intrusion of mid-Tertiary volcanics. Local geology - shale and radiolarite of the Pedawan Formation and limestone of the Bau Limestone Formation are the most common rock types present within the Pejiru Project. The shale forms rounded hills of low relief (<30 m) that overly the limestone. The contact with the limestone is overall flat lying but locally can be very irregular. Significant block faulting is associated with the northeast-southwest trending Bau anticline. Displacements of up to 300 m have created conspicuous karst topography in areas bordering Pejiru. The limestone is very hard, grey in colour and calcarenitic-micritic in composition.
5.4(4)(b)	Mineralisation	Limestone-hosted replacement/collapse systems. Flat-lying to gently undulating mineralised zones in the Bau Limestone near limestone–shale (LSC) contacts, locally controlled by intersections of northwest-southeast and northeast-southwest faults. Gold mineralisation is not continuous over the whole of the project area and tends to occur as irregular elongate zones controlled by steep faults, with variable amounts of lateral replacement along favourable horizons in the limestone or at the LSC. Holes drilled into the limestone beneath the shale corridor show it to be intensely sheared and brecciated, coincident with the major fault trends. Gold occurs in arsenopyrite needles and arsenian pyrite beneath massive calcite with collapse breccias and clay in karst features. The infiltration of mineralising acidic hydrothermal fluids has led to the development of extensive karst dissolution features within the Bau Limestone at or near the LSC.
5.4(4)(c)	Deposit types	Shallow, flat-lying, refractory endowment typically 15–20 m thick and up to ~80 m in places; karst-related collapse breccias and calcitic vein stockworks; locally higher As and Sb at Kapor. The Bogag-Pejiru deposit has a main zone of mineralisation that is essentially flat lying extending approximately 1,500 m along strike, between 50 m – 150 m across strike, and up to 80 m thick, averaging approximately 15 m. Pejiru Extension lies to the northeast and is essentially a continuation of the Bogag-Pejiru zone in that direction. Mineralisation at both locations can occur at the LSC but more commonly lies within the Bau Limestone. The general outlines of the ore zones show that the most extensive mineralisation occurs at the intersection of northwest-southeast and northeast-southwest structures. The main mineralised zones lie between 20 m – 30 m below surface, being thickest at proposed fault intersections. Boring deposit comprises two areas that lie between 1.3 km and 2 km northeast of the centre of the Bogag-Pejiru deposit. The northern area covers around 150 m^2. The southern area of the Boring prospect consists of a northwest-southeast trending zone of mineralisation, as

	Attribute	Summary
		defined by drilling. The mineralisation is found within veins in the limestone and sulphidic breccia along the karstic limestone shale contact. The Kapor deposit is irregularly shaped and hosted within Bau Limestone. Its mineralisation is hosted in limestone as is the case at Pejiru, but with much higher arsenic levels.
5.4(5)	**Exploration**	
	Exploration	During the 1990's field work included gridding, geological mapping, costeaning, mobile Metal Ion ("**MMI**") soil sampling, ground and airborne geophysics surveys and drilling. In 1999, four seismic lines and a gravity survey were completed over the Pejiru Project. The surveys were aimed at identifying large deep-seated structures that may have acted as feeders to the mineralisation.
5.4(6)	**Drilling**	
	Drilling	Pejiru was identified as containing significant limestone/shale breccia-hosted gold mineralisation. Historic programs (1995–1999) focused on Pejiru/Kapor with 426 RC holes and 2 DD holes for a total of 33,032.5 m. Follow-up concepts targeted flat-lying near-surface conductivity anomalies and deeper sub-vertical feeder conduits. No new drilling has been undertaken at Pejiru since the resource estimates were compiled in 2010 (Ref 5.4(9)(b)). In the period 2007 to 2012 work in the Pejiru Sector primarily comprised review and validation of existing drilling and exploration information, and the generation of various mineral resource estimates.
5.4(7)	**Sampling, Analysis, and Data Verification**	
5.4(7)(a)	Sample preparation methods & QC employed	Early sample preparation was carried out by BYG. Records are incomplete but samples of drill core were collected based on geology and mineralised intervals in the core. RGC and Gencor are/were reputable international companies and there is no reason to believe that these companies did not use systematic and representative sampling methods. Menzies Gold's records show that they had a rigorous and systematic sample collecting methodology in place for their largely RC drill program. They prepared their samples at the sample preparation facility on site.
5.4(7)(b)	Sample security & chain of custody	Samples were bagged, batch-numbered and logged with BYG for analysis. Procedures as outlined for Sirenggok samples.
5.4(7)(c)	Assaying & analytical procedures	RGC and Gencor used commercial laboratories outside the BYG laboratory and had their own systems of QA/QC that were to industry standards of the 1990's. BYG / Menzies Gold initially assayed all their samples through the BYG laboratory but after becoming aware of contamination of their samples from grade control sampling at the Tai Parit mine, they used Assaycorp in Australia and later in Kuching.
5.4(7)(d)	QA/QC measures & data verification	TMSCA, 2010[4] reviewed the original data. Gencor and RGC used their own protocols of duplicates, standards, blanks and umpires.

<table>
<tr><th></th><th>Attribute</th><th>Summary</th></tr>
<tr><td></td><td></td><td>BYG / Menzies Gold had a rigorous QA/QC protocol. This included:

1. Duplicate sampling to check sample preparation and precision;
2. Repeat sampling by the primary laboratory to check lab precision;
3. Comparison of the 4 m composite sampling against the 1 metre sample average over the 4 m interval;
4. Umpire sampling at a laboratory independent of the main assay laboratory;
5. Insertion of certified standards; and
6. Insertion of silica blanks to check on contamination and instrument drift.</td></tr>
<tr><td>5.4(8)</td><td colspan="2">Mineral Processing and Metallurgical Testing</td></tr>
<tr><td></td><td>Mineral processing and metallurgical testing</td><td>Gold occurs as sub-microscopic (refractory) and fine native gold; liberation is generally poor at ~P80 120 µm. Unlike other Bau deposits, Pejiru has little arsenopyrite; pyrite is the principal Au carrier (arsenic appears largely in native form). No gravity-recoverable gold identified in composites; calcite is the dominant gangue.

AMTEL’s whole-ore NaCN leach on Pejiru material returned ~40–50% extraction, attributed to oxidation/weathering and a large portion of sulphur present as sulphate in the tested (older) samples. Fresh sulphide material is expected to behave better. Stand-alone direct leach is not recommended; pursue sulphide flotation with CN leach of flotation tails.

Overall gold recovery ~75% is a reasonable planning basis for Pejiru with a flotation + tails-leach flowsheet.

Historical metallurgical and processing testwork is outlined in Cube Consulting. Independent Technical Assessment Bau Gold Project, Sarawak East Malaysia, 20 April 2021 – Attachment H Replacement Prospectus Besra Gold Inc pp. 171-176 ASX Disclosure 6 October 2021 (ASX: BEZ).</td></tr>
<tr><td>5.4(9)</td><td colspan="2">Mineral Resource and Mineral Reserve Estimates</td></tr>
<tr><td>5.4(9)(a)</td><td>Effective date</td><td>TMSCA 2010 – Section 16.4

Bau Project Mineral Resource and Ore Reserve dated 16 November 2018 (JORC 2012 compliant)[5].</td></tr>
<tr><td>5.4(9)(b)</td><td>Quantity and grade of each resource</td><td>Reported Mineral Resources for the Pejiru Sector (effective November 2012)

<table>
<tr><th>Area</th><th>Classification</th><th>Tonnes (t)</th><th>Au g/t</th><th>Total Au oz</th></tr>
<tr><td>Pejiru-Bogag</td><td>Inferred</td><td>11,800,000</td><td>1.10</td><td>417,316</td></tr>
<tr><td>Pejiru Extension</td><td>Inferred</td><td>7,053,000</td><td>1.14</td><td>258,505</td></tr>
<tr><td>Kapor</td><td>Inferred</td><td>4,849,000</td><td>1.59</td><td>247,879</td></tr>
<tr><td>Boring</td><td>Inferred</td><td>2,096,000</td><td>1.10</td><td>74,127</td></tr>
</table></td></tr>
<tr><td>5.4(9)(c)</td><td>Key assumptions</td><td>Refer to Bau Project Mineral Resource and Ore Reserve Updated to JORC 2012 Compliance[5], pages pp. 5-10.</td></tr>
<tr><td>5.4(9)(d)</td><td>Modifying factors</td><td>Issues were also raised with potential smearing of values in the RC drilling at Pejiru when comparative results between twinned diamond and RC holes were examined, especially below the water table – refer to Cube Consulting Independent Technical Assessment Bau</td></tr>
</table>

	Attribute	Summary
		Gold Project, Sarawak East Malaysia, 20 April 2021 – Attachment H Replacement Prospectus Besra Gold Inc ASX Disclosure 6 October 2021 (ASX: BEZ) TCMSA[4] reported that the issue of smearing in RC results remains unresolved and was one reason why the resources at Pejiru have been categorised as Inferred.
5.4(10) to (14) inclusive are not applicable given that Jugan has no planned mining operations, mine design, scoping, or feasibility studies for mining and is therefore not an advanced property.		

Jugan

	Attribute	Summary
5.4(2)	**Project Description, Location Access**	
5.4(2)(a)	Location- Jugan	Located approximately 8 km northeast of Bau township and approximately 20 km west-southwest of Kuching, capital of the State of Sarawak.
	Access	All weather sealed road (Jalan Bau – Kuching) then via Jalan Buso.
5.4(2)(b)	Title	ML 05/2012/1D was issued, originally as ML 140 under the Mining Ordinance (Cap. 83 1958 Ed. (Amendment), over an area of 5.281 ha by the Department of Land and Survey Kuching Division, Sarawak to Gladioli Enterprises Sdn. Bhd., for 20 years. Following the repeal of the Sarawak Mining Ordinance, it was reaffirmed in accordance with the replacement Minerals Ordinance as ML 05/2012/1D for the remainder of its period, commencing from 18 June 2012. A renewal application was lodged in May 2024 and remains pending. ML 01/2013/1D, issued by the Land & Survey Kuching Division, Sarawak to Gladioli, on 22 June 2012 for the period 23 January 2013 to 22 January 2033. The ML consists of several discontiguous parcels and only one portion is relevant to Jugan. Besra's interests in both ML 01/2013/1D and ML 05/2012/1D has increased by 0.72% to 98.5% as disclosed to the ASX on 24 January 2024. On an equity adjusted basis, Besra's interest in Bau Goldfield is 93.55%.
5.4(2)(c)	Royalties	Royalty and free carry interests as per described for Sirenggok Project.
5.4(2)(d)	Significant factors	The current ML 05/2012/1D is currently subject to renewal (Refer 5.4(2)(b)) in accordance with the Sarawak Government's Minerals Ordinance or its antecedent the Mining Ordinance. Land access arrangements generally negotiated via private treaty. Environmental approvals required in accordance with the NREB protocols which are unremarkable. Joint venture activities have been stable and long standing since 2006 and currently in accordance with the 2016 SPSA.
5.4(3)	**History**	
		There has been no historical production reported in the Jugan area.
5.4(4)	**Geological Setting Mineralisation and Deposit Types**	
5.4(4)(a)	Geology	The exposed rocks in the Bau district are dominated by a sequence of late Jurassic to early Cretaceous aged marine sediments. These comprise a lower limestone formation, the Bau Limestone, estimated to be up to 500 m thick, unconformably overlain by a 1,500 m thick flysch sequence, known as the Pedawan Formation. The Bau Limestone Formation includes a lowermost arenaceous unit known as the Krian Member, which is approximately 100 m thick

	Attribute	Summary
		and contains basal conglomerate beds. The Krian sandstones rest unconformably on the Serian Volcanics. The Pedawan Formation is dominated by shale but more arenaceous and conglomeratic units are reasonably widespread through the sequence. Local geology - the Jugan Hill locale is hosted in the Pedawan Formation, comprising carbonaceous shales and interbedded sandstones. Shale is the dominant rock type, possessing well-developed bedding parallel cleavage. Sandstones are immature, poorly sorted, and calcareous in part. Jugan Hill is crosscut by two sub-vertical porphyry dacite dykes, both unmineralized and intensely altered. The deposit has also undergone intense deformation, with the shale and sandstones tightly folded and intensely sheared.
5.4(4)(b)	Mineralisation	Jugan is the only known deposit to be hosted solely in the Pedawan Formation. It comprises highly disseminated sulphides, dominated by pyrite (~80%) and arsenopyrite (~20%). Refractory gold is primarily associated with arseno-sulphides, and there are no reported occurrences of visible gold or of base metals, including lead, zinc and silver. Vertically, gold mineralisation is confined to a 30 m zone constrained by an upper bounding hanging wall thrust and lower bounding footwall thrust. These can be readily correlated and show the deposit to be steeply plunging to the northwest (55° to 75°), shallowing into a roll-over and surface outcrop in the southeast, coincident with the Jugan Hill topographic high. The currently defined resource is largely constrained between hanging wall and footwall shears that strike northeast-southwest and dip between 55° and 75° to the northwest. The shearing and fold axes are dominantly northeast trending with the gold mineralisation forming within acicular arsenopyrite and arsenian pyrite disseminated throughout the sediments and within carbonate (ankeritic) veinlet stockworks. The deposit has been drilled to approximately 350 m vertically without the base of the Pedawan Formation being intersected.
5.4(4)(c)	Deposit types	Mineralisation is disseminated through the shale and sandstone country rocks, typically making up between 1% and 2% of the rock mass. Typically, the arsenopyrite content ranges between 1% and 5% and arsenian pyrite from trace to 5%. Overall sulphide content in the ore zone can be in the 5% to 7% range. Sulphide content and gold grade have a close correlation.
5.4(5)	**Exploration**	
	Exploration	Exploration has been carried out numerous companies since 1984, including BYG, RGC, Minsaco, Gencor, Menzies Gold, Olympus Pacific/Zedex, and Besra. A trenching program was completed in 2011 with the objective to confirm historic trench sample results, and to delineate the extension and limits of mineralisation. A total of eight trenches were completed for a total distance of approximately 746 m, with 756 samples collected. Over the period from June to September 2012 a detailed geological mapping program was completed across the Jugan Hill mineralisation. During June 2013, an induced polarization (IP) survey was completed across the Jugan Hill area following engagement of geophysical contractors Planetary Geophysics. Following post-processing, inversion, and block modelling procedures applied to the three-dimensional dataset, nine induced polarisation or chargeability anomalies, generally with coincident resistivity anomalies, were identified.

	Attribute	Summary
5.4(6)	**Drilling**	
	Drilling	Drilling history is contained in Cube Consulting Independent Technical Assessment Bau Gold Project, Sarawak East Malaysia, 20 April 2021 – Attachment H Replacement Prospectus Besra Gold Inc ASX Disclosure 6 October 2021 (ASX: BEZ). Revision of MRE estimates (to JORC (2012) compliance) in 2025 were based on a total of 169 diamond drill holes and 62 RC holes, for a total of 33,492 m, up to a cut-off date of February 2025. Subsequent geotechnical and metallurgical drilling results have not been included in any subsequent revised MRE estimates.
5.4(7)	**Sampling, Analysis, and Data Verification**	
5.4(7)(a)	Sample preparation methods & QC employed	Besra acquired half core samples have been analysed by SGS an accredited lab situated in Kuala Lumpur. All samples are crushed to 90% passing 2 mm then a 250 g split pulverized to 85% passing -75 microns (PRP87). Samples are analysed for gold by 50 g charge fire assay (FAA505) and subject to 4 acid (total) digest followed by ICP-OES (ICP40Q) analysis for 24 trace elements. Historical details of sampling procedures are outlined in Bau Project 2018, and for 2025 MRE estimates in Widenbar 2025.
5.4(7)(b)	Sample security & chain of custody	Besra procedures are to transport drill core trays to the Besra Bau office where logging and sampling takes place. Core samples are shipped by express courier with shipment tracking and chain of custody to the SGS lab in Kuala Lumpur. All drill core and RC chips were stored at the core shed in Bau, along with sample pulps and coarse rejects. Only authorized personnel were allowed access to the sample preparation and laboratory areas and release of data could only come from the authorized laboratory manager. For “off-shore” analysis, the split samples for fire assay were retained at SGS, while the splits for ICP were sealed in plastic bags, received in Kuching by NBG staff accompanied with sample dispatch sheets and bills of lading, and copies retained with the sample ledger following a chain of custody protocol.
5.4(7)(c)	Assaying & analytical procedures	Historical details of procedures are outlined in Bau Project 2018[5], and for 2025 MRE estimates in Widenbar 2025.
5.4(7)(d)	QA/QC measures & data verification	Besra/NBG has a comprehensive QA/QC control program in place for its sampling procedures. Certified standards and blanks have been inserted into the sample stream at a ratio of 1 in 8 samples. One in 15 samples is a field duplicate and 1 in 15 samples is a lab duplicate (pulp or coarse crush material). All batches of samples for the 2021-2024 campaigns have passed QA/QC checks which have considered, blanks, CRM standards, Field Duplicates, Lab Pulp Reject and Lab Coarse Rejects using industry accepted methods. Lab QA/QC data was also reviewed. Drill core samples were analysed at SGS ISO certified geochemical lab in Kuala Lumpur, Malaysia. SGS insert their own CRM standards, blanks and run lab duplicates for their own internal quality controls. Historical details of procedures are outlined in Bau Project 2018[5], and for 2025 MRE estimates in Widenbar 2025.

<table>
<tr><th></th><th>Attribute</th><th>Summary</th></tr>
<tr><td>5.4(8)</td><td colspan="2">Mineral Processing and Metallurgical Testing</td></tr>
<tr><td></td><td>Mineral Processing and metallurgical testing</td><td>Detailed Mineral Processing and Metallurgical Testing for the Jugan area is contained in Besra Bau Project Stage 1 Feasibility Study (2013) prepared by Fulton, G.W. and compliant with NI 43-101. Further historical metallurgical and processing testwork is outlined in Cube Consulting - Independent Technical Assessment Bau Gold Project, Sarawak East Malaysia, 20 April 2021 – Attachment H Replacement Prospectus Besra Gold Inc pp. 171-176 ASX Disclosure 6 October 2021 (ASX: BEZ).</td></tr>
<tr><td>5.4(9)</td><td colspan="2">Mineral Resource and Mineral Reserve Estimates</td></tr>
<tr><td>5.4(9)(a)</td><td>Effective Date</td><td>March 2025.</td></tr>
<tr><td>5.4(9)(b)</td><td>Quantity and Grade of Each Resource</td><td>Measured, Indicated and Inferred categories, in accordance with the 2012 Edition of the JORC Code and constrained by Reasonable Prospects for Eventual Economic Extraction, through open pit and under Jugan Project Mineral Resource Update dated 31 March, 2025. The revised Jugan Project MRE was independently undertaken by Widenbar and Associates Pty Ltd ground optimisations.

Jugan Hill MRE Resource Classification

<table>
<tr><td colspan="4">Optimised Pit, Underground and Crown Pillar</td></tr>
<tr><td></td><td>Tonnes (t)</td><td>Au</td><td>Au Ounces</td></tr>
<tr><td>Class</td><td>Millions</td><td>g/t</td><td>x 1000</td></tr>
<tr><td>Measured</td><td>3.87</td><td>1.68</td><td>209</td></tr>
<tr><td>Indicated</td><td>8.32</td><td>1.62</td><td>434</td></tr>
<tr><td>Inferred</td><td>1.28</td><td>1.90</td><td>78</td></tr>
<tr><td>Total</td><td>13.46</td><td>1.67</td><td>721</td></tr>
</table>

This MRE is based on drill 231 holes, totaling 33,492.2 m, and incorporates updated interpretations of mineralisation, oxidation surfaces, faults, and lithology up until February 2025.</td></tr>
<tr><td>5.4(9)(c)</td><td>Key Assumptions</td><td>Refer to JORC Table 1 contained in Widenbar.</td></tr>
<tr><td>5.4(9)(d)</td><td>Modifying Factors</td><td>Refer to JORC Table 1 contained in Widenbar.</td></tr>
<tr><td colspan="3">5.4(10) to (14) inclusive are not applicable given that Jugan has no planned mining operations, mine design, scoping, or feasibility studies for mining and is therefore not an advanced property.</td></tr>
</table>

DIVIDENDS AND DISTRIBUTIONS

The Company has not paid dividends or other distributions. At present, the Company does not intend to pay dividends to security holders, as it anticipates that all available funds will be invested to finance the exploration and/or development of the Bau Gold Project.

CAPITAL STRUCTURE

General Description

Outstanding Securities

As at 30 June 2025, we had the following securities outstanding:

Quoted Securities	Number
CDIs 1:1	415,496,965
Unquoted Securities	**Number**
Common Shares	2,603,941
Options exercisable at A$0.30 expiring 8 October 2026	3,625,000
Options exercisable at A$0.25 expiring 8 October 2025	4,642,275
Options exercisable at A$0.40 expiring 8 October 2026	3,625,000
Options exercisable at A$0.25 expiring 29 September 2025	2,500,000
Options exercisable at A$0.45 expiring 31 December 2026	12,000,000
Options exercisable at A$0.25 expiring 1 December 2026	10,000,000
Options exercisable at A$0.45 expiring 1 December 2026	10,000,000

Common Shares

Besra's authorised share capital consists of an unlimited number of common shares without nominal or par value (**Common Shares**). As of 30 June 2025, we had 2,603,941 Common Shares outstanding that have not been converted to Common Shares, and as of the date of this AIF, we have 2,596,929 Common Shares outstanding that have not been converted to Common Shares. All of Besra's outstanding Common Shares are fully paid and non-assessable.

All of the authorised Common Shares are of the same class and, once issued, rank equally as to voting powers, dividends and participation in assets. Holders of Common Shares are entitled to receive notice of and to attend all meetings of the shareholders of the Company. Each Common Share carries the right to one (1) vote. The holders of Common Shares are entitled to (a) receive any dividends as and when declared by the Board, out of the assets of the Company properly applicable to the payment of dividends; and (b) receive the remaining property of the Company in the event of any liquidation.

CHESS Depositary Interests (CDIs)

The Company is incorporated under the CBCA. To enable companies such as the Company to have their securities cleared and settled through CHESS, instruments called CDIs are issued. Each CDI represents one underlying Common Share. The main difference between holding CDIs and Common Shares is that CDI holders hold beneficial ownership of the Common Shares instead of legal title. CHESS Depositary Nominees Pty Ltd (**CDN**), a subsidiary of ASX, holds the legal title to the underlying Common Shares.

Pursuant to the ASX Settlement Operating Rules, CDI holders receive all of the economic benefits of actual ownership of the underlying Common Shares. CDIs are traded in a manner similar to shares of Australian companies listed on the ASX.

CDIs will be held in uncertificated form and settled/transferred through CHESS. No share certificates will be issued to CDI holders.

If holders of CDIs wish to attend the Company's shareholder meetings, they will be able to do so, but they are unable to vote in person at meetings. Under the ASX Listing Rules and the ASX Settlement Operating Rules, the Company as an issuer of CDIs must allow CDI holders to attend any meeting of the holders of Common Shares unless relevant Canadian law at the time of the meeting prevents CDI holders from attending the meetings. In order to vote at meetings, CDI holders have the following options: (a) instructing CDN, as the legal owner, to vote the Common Shares underlying their CDIs in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting or management information circular for the meeting and this must be completed and returned to the Company's share registry prior to the meeting; (b) nominating themselves or another person to be appointed as CDN's proxy with respect to the Common Shares underlying their CDIs for the purposes of attending and voting at the meeting; or (c) converting their CDIs into a holding of Common Shares and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Common Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the record date for the meeting.

As holders of CDIs will not appear on the Company's share register as legal holders of Common Shares, they will not be entitled to vote at shareholder meetings unless one of the above steps is undertaken.

MARKETS FOR SECURITIES

Trading Price and Volumes

Besra CDIs are listed for trading on the ASX under the symbol BEZ. The following table sets forth the price ranges (monthly high and low prices) and monthly trading volumes of Besra CDIs traded on the ASX for each month of the fiscal year ended 30 June 2025 during which Besra CDIs were traded.

	Price per Besra CDI		Aggregate Monthly
Month	**High (in A$)**	**Low (in A$)**	**Trading Volume**
July 2024	0.0990	0.0500	20,207,256
August 2024	0.1200	0.0650	29,230,220
September 2024	0.1000	0.0740	9,090,526
October 2024	0.0950	0.0760	4,648,204
November 2024	0.0850	0.0620	6,450,317
December 2024	0.0940	0.0620	4,170,128
January 2025	0.0930	0.0720	2,082,800
February 2025	0.0780	0.0400	21,253,674
March 2025	0.0730	0.0240	34,679,534
April 2025	0.0500	0.0370	10,471,558
May 2025	0.0480	0.0310	18,766,059
June 2025	0.0650	0.0340	18,341,928

Prior Sales

No CDIs or Common Shares were issued during the fiscal year ended 30 June 2025.

On 3 January 2025, following the receipt of shareholder approval obtained on 20 December 2024, 7,000,000 options each exercisable at A$0.45 and expiring 31 December 2026 were issued for no cash consideration to former director Chang Loong Lee.

DIRECTORS AND OFFICERS

Name, Occupation, and Security Holding[1]

The following tables set out, for each of our directors and executive officers, the person's name, province or state and country of residence, position with us, principal occupation, and, if a director, the date on which the person became a director. Our directors are elected annually and, unless re-elected, retire from office at the end of the next annual meeting of shareholders. As a group, the directors and executive officers of the Company beneficially own, or control or direct, directly or indirectly, a total of 350,000 CDIs, representing 0.08% of the CDIs outstanding as of the date hereof.

Directors

Name, Position, Province or City, Country of Residence	Principal Occupation(s)	Date of Appointment	Security holding
David Izzard Non-Executive Chair and Member of Audit & Risk Management Committee Perth, Western Australia	Corporate director and Certified Practicing Accountant No other public company directorships	24 June 2025 No expiry of term date	Nil
Dr Matthew Greentree Non-Executive Director and Member of Audit & Risk Management Committee Perth, Western Australia	Corporate director and Geologist No other public company directorships	24 June 2025 No expiry of term date	Nil
Dr John Blake Non-Executive Director and Chair of the Audit & Risk Management Committee British Columbia, Canada	Corporate director, Surveyor and Mining Engineer No other public company directorships	24 June 2025 No expiry of term date	Nil

Executive Officers

Name, Position, Province or City Country of Residence	Principal Occupation(s)	Date of Appointment	Security holding
Michael Higginson Company Secretary and Chief Corporate Officer Queensland, Australia	Corporate director and company secretary No other public company directorships	3 April 2023 No expiry of term date	5,000,000 options to acquire CDIs
Dr Raymond Shaw Chief Technology Officer New South Wales, Australia	Geologist Director of Redcastle Resources Ltd	8 October 2021 No expiry of term date	350,000 CDIs

	(ASX: RC1)		500,000 options to acquire CDIs
Renee Minchin Chief Financial Officer Victoria, Australia	Chartered Global Management Accountant No other public company directorships	15 August 2024 No expiry of term date	Nil
Matthew Antill Mining & Development Perth, Western Australia	Mining Engineer No other public company directorships	1 August 2024 No expiry of term date	Nil

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the Company's knowledge, other than as disclosed herein:

1 no director or executive officer of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company) that:

(a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days (an **Order**) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

2 no director or executive officer of the Company or shareholder holding a sufficient number of securities of Besra to affect materially the control of the Company:

(a) is, as at the date of this AIF, or has been within ten (10) years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within ten (10) years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold any of their respective assets.

On 21 February 2025, a cease trade order was issued by the OSC against the Company for failure to file its interim financial statements and related management's discussion and analysis for the period ended 31

December 2024. At the time the cease trade order was issued, Mr Michael Higginson was Besra's Company Secretary and Ms Renee Minchin was the Company's Chief Financial Officer.

On 24 March 2024, the Securities Commission of Malaysia (the "**SCM**") directed Quantum Metal Exchange Inc ("**QMEI**"), the parent company of Quantum, to immediately cease and desist the offering of securities of QMEI to the Malaysian public, following the determination by the SCM that QMEI was offering its securities to the public in contravention of Malaysian securities laws. QMEI was consequently placed on the SCM's Investor Alert List.

Conflicts of Interest

There is currently no existing or potential material conflict of interest between the Company (or a subsidiary of the Company) and any director or officer of the Company or of a subsidiary of the Company.

PROMOTERS

Dato' Lim Khong Soon (Dato Lim) was a Director of the Company during the period commencing 27 September 2023 and ending 24 June 2025. Dato Lim remains a director of subsidiary entity North Borneo Gold Sdn Bhd and is the controller of Besra's largest shareholder (Quantum). Dato Lim is considered by the Board to hold an interest, position and relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board.

LEGAL PROCEEDINGS

Legal Proceedings

On 27 September 2024, the Board of Besra advised that the Company has received a Statement of Claim in respect of the commencement of legal proceedings in the Superior Court of Justice (Commercial List) (Ontario) against Besra along with other defendants (including former directors, Dato Lim, Chang Loong Lee, Jon Morda and Michael Higginson) by the plaintiffs set out below:

- Prana GP Limited (incorporated in Jersey) having its registered office at 26 New Street, St Helier, Jersey, JE2 3RA;
- Talisman 37 Limited (incorporated in Jersey) having its registered office at 26 New Street, St Helier, Jersey, JE2 3RA; and
- Concept Capital Management Ltd (incorporated in the Marshall Islands) having its registered office at Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Republic of the Marshall Islands, MH 96960, (collectively the "**Plaintiffs**").

The claims made by the Plaintiffs relate to the affairs of Besra with respect to its dealings with Quantum. The Plaintiffs claim that Besra and the other defendants have behaved in a manner that is oppressive to the Plaintiffs, and that the former members of the Board have breached their fiduciary duties.

The proceedings seek, inter alia, to obtain the following orders:

- for investigation under section 229 of the CBCA;
- that the Board members be removed and that interim directors be appointed in their place;
- that Mr Lim and Mr Lee are disqualified from standing for re-election;
- damages in accordance with section 248 of the CBCA in the amount of C$3,000,000;

- damages for fraud, fraudulent misrepresentation, negligent misrepresentation and negligence in the amount of C$2,000,000; and

- costs of the proceeding, plus applicable taxes.

The proceedings are being contested and the examinations for discovery in this matter took place between 17 June and 20 June 2025.

Quantum Legal Proceedings

On 16 May 2025, the Company became aware that Quantum had initiated legal proceedings in the Superior Court of Justice (Commercial List) (Ontario) against Besra, and three former directors, namely Jon Morda, Michael Higginson and Chang Loong Lee (collectively the "**Respondents**").

The proceedings seek, inter alia, to obtain the following orders:

- an order directing the Board to take all steps necessary to facilitate the special meeting of the shareholders of the Company announced for 8 May 2025, then adjourned to 26 May 2025 and again to 23 June 2025 and to ensure that it proceeds without further adjournment or delay;

- an order directing the Company to include in the management proxy circular for the above meeting the nominations of Matthew Greentree, David Izzard, and William John Blake as prospective directors of the Company, to be put to a vote of the shareholders;

- an order directing the Company to include in the management proxy circular for the above meeting a vote by the shareholders on a resolution in respect of the removal of each of Michael Higginson, Chang Loong Lee, and Jon Morda, as directors of the Company;

- in the alternative, an order directing that the Company take all necessary steps to facilitate a special meeting of the shareholders of the Company as requisitioned by Quantum on 5 March 2025 for the purpose of removing Michael Higginson, Chang Loong Lee, and Jon Morda, as directors of the Company and electing Matthew Greentree, David Izzard and William John Blake as directors of the Company in their place;

- an order directing the Company to count each vote cast by or on behalf of a shareholder of the Company at any general or special meeting of the shareholders of the Company absent an order of the Superior Court of Justice specifically enjoining such shareholder's right to exercise its vote;

- a declaration that Quantum is a complainant within the meaning of section 241 of the CBCA;

- a declaration that the Respondents have acted in a manner that oppressed, unfairly prejudiced or unfairly disregarded the interests of Quantum within the meaning of section 241 of the CBCA;

- a declaration that, in exercising their power and discharging their duties during their tenure as directors of the Company, the Respondents failed to act honestly and in good faith with a view to the best interests of the Company, and failed to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, contrary to section 122 of the CBCA, the common law and in equity;

- a declaration that Quantum's requisition to call a special meeting of the shareholders of the Company was compliant with section 143 of the CBCA and with the constating documents of the Company then in effect;

- a declaration that Quantum was the beneficial owner of 124,938,256 Besra CDIs as of 4 May 2025, the date on which the matter is heard on its merits, or any such record date as may apply at that time to the relief sought; and

- the costs of the proceeding.

Other than the filing of the Notice of Application in the Supreme Court of Justice (Ontario), the proceeding has not progressed and Besra is currently not contesting the proceeding.

John Seton/Jura Trust Limited Proceeding

On 1 July 2025, Besra announced that it had received and an Originating Writ and Statement of Claim in respect of the commencement of legal proceedings in the Supreme Court of Victoria (Australia). The proceedings have been initiated by Jura Trust Limited ("**Jura**"), an entity controlled by former Company director, John Seton. In its filings with the Supreme Court of Victoria, Jura alleges that Besra was required to, but did not, provide Jura with 12 months' notice of the termination of Jura's services agreement with the Company, and that Besra also owes Jura approximately $25,000 in unpaid invoices.

The Company disputed these claims and on 8 August 2025 filed its defence with the Supreme Court of Victoria.

On 3 September 2025, Besra announced that the Company has resolved the proceedings on mutually agreeable confidential terms.

Regulatory Actions

On 21 February 2025, a cease trade order was issued by the OSC against the Company as a result of the late filing of its interim financial statements for the period ended 31 December 2024. The late filing arose from a classification change under Canadian law, where Besra, following its ASX listing in 2021, became subject to stricter reporting obligations as a non-venture issuer. This requires shorter filing deadlines, additional internal audit requirements and enhanced disclosures.

While the cease trade order remains in effect as at the date of this AIF, Besra is actively addressing these compliance issues with its auditors, aligning its reporting with non-venture issuer standards. Despite the CTO, Besra maintains compliance with ASX listing rules and confirms that its financial reporting aligns with ASX-listed exploration company standards.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

On 9 May 2023, the Company announced that it and its wholly owned Malaysian subsidiary, NBG, had entered into the Facility with Quantum, the Company's largest shareholder. Under the terms of the Facility, the Company has agreed to sell to Quantum a quantity of refined gold from the Bau Gold Project (or any other gold project owned by the Company or its subsidiaries at any time) until:

(i) 3,000,000 ounces of refined gold has been received by Quantum; or

(ii) aggregate deposits in an amount equivalent to $300,000,000 have been received by the Company from Quantum.

Pursuant to the Facility, Besra has received from Quantum a total of $25,646,325.65 in consideration for Besra agreeing to deliver to Quantum a total of 274,440 ounces of gold at a weighted average price of $1,864.36 per ounce.

Except as otherwise disclosed herein, to the knowledge of the Company, no director, executive officer, or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding voting securities of the Company, or any of their respective associates or affiliates, has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

TRANSFER AGENTS AND REGISTRARS

Australia

Computershare Investor Services Pty Limited
Level 17, 221 Georges Terrace
Perth, Western Australia 6000 Australia

Canada

Computershare Investor Services Inc
8th Floor, 100 University Avenue
Toronto, Ontario
Canada M5J 2Y

MATERIAL CONTRACTS

Gold Purchase Agreement

On 25 July 2023, Besra's share holders approved the establishment of drawdown facility in accordance with the GPA in which Quantum is to provide Besra with up to US$300,000,000 via the Facility.

The key terms of the GPA include the following:

- Up to 3m ounce gold offtake purchase facility for JORC-2012 gold mineral resources at the Reference Price (as defined below), 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 AISC (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;

- 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, and Besra's 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 Gold 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 oz	$ price per oz
$2,000,000	20,332	1,967.39
$3,000,000	30,035	1,997.66
$10,000,000	109,640	1,824.00
$10,646,325.65	114,433	1,849.73
Total: $25,646,326	Total oz: 274,440	Weighted average price: $1,864.36

Based on the gold price of as at 30 June 2025 of $3,290, the fair market value of the contracts to Quantum referred to in the above table, before contract discounts or commissions, on an undiscounted basis, is $391,339,906. The fair value of the contracts has increased above the June 2024 value, as gold has recently traded above $3,290 and continues to be volatile.

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 to be received being $434,906,097.

A copy of the GPA is available on the Company's SEDAR+ profile at www.sedarplus.ca.

INTERESTS OF EXPERTS

Hall Chadwick, Chartered Professional Accountants, reported on the Company's financial statements for the year ended 30 June 2025. Hall Chadwick have confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

The Company relies on its Qualified Persons to prepare and validate various drill results and resource estimates. To the best of our knowledge, no Qualified Person has any registered or beneficial interest, direct or indirect, in any of our outstanding securities or other property.

MRE Reports by Widenbar & Assoc utilising the services of Mr Lynn Widenbar as a Competent Person are based on standard commercial arrangements for the provision of such services.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on Besra's profile on SEDAR+ at www.sedarplus.ca. Additional information, including with respect to directors' and officers' remuneration, indebtedness, and principal holders of the Company's securities is contained in the Company's management information circular for its most recent annual meeting of securityholders which was held on 19 December 2024. A copy thereof may be obtained through Besra's profile on SEDAR+. Additional financial information regarding the Company is also available in the Company's financial statements and accompanying MD&A for the financial year ended 30 June 2025, copies of which are also available through Besra's profile on SEDAR+.

AUDIT COMMITTEE INFORMATION

The Company has established an audit & risk management committee (the "**Audit & Risk Management Committee**") which is responsible for monitoring the Company's systems and procedures for financial reporting and internal control, reviewing certain public disclosure documents, including the Company's annual audited financial statements and unaudited quarterly financial statements, and monitoring the performance and independence of the Company's external auditors. The Audit & Risk Management Committee is also responsible for reviewing the Company's risk management policies with management of the Company, the timeliness and accuracy of the Company's regulatory filings, and all related party transactions as well as the development of policies and procedures related to such transactions.

Audit & Risk Management Committee Charter

On 12 April 2021, the Company adopted a charter for the Audit & Risk Management Committee. A copy of the Audit and Risk Committee's Charter is set out in the attached Annexure 1 to this AIF.

Composition of the Audit & Risk Management Committee

The following table sets forth the members of the Audit & Risk Management Committee as of the date of this AIF, their independence or non-independence and the basis for that determination, and whether or not they are financially literate:

Name of Director	Independence	Financially Literate(1)
David Izzard	Independent	Financially Literate
William John Blake(2)	Independent	Financially Literate
Matthew Greentree	Independent	Financially Literate

Notes:

(1) Individuals are considered financially literate if they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(2) William John Blake is the Chair of the Audit & Risk Management Committee.

Relevant Education and Experience

In addition to each member of the Audit & Risk Management Committee's general business experience, the education and experience of each member that is relevant to the performance of their responsibilities as an Audit & Risk Management Committee member is as follows:

David Izzard

Qualifications

Mr David Izzard is a Certified Practicing Accountant and received a Master of Business Administration and Master of Science in Mineral Economics from Curtin University and a Bachelor of Business Administration from Edith Cowan University.

Experience and Expertise

Mr Izzard is an experienced Managing Director, Non-Executive Director and Chairman with extensive skills in all aspects of strategy, financial and commercial management in both ASX listed and unlisted companies. A founding director and shareholder of a number of successful businesses and instrumental in formation of joint ventures, distribution agreements, commercial contracts and steering companies through successful capital raisings, IPO's, M&A, and trade sale. He is a highly commercial, multi-disciplinary professional with strategic planning, ESG, project evaluation, financial analysis, and asset management experience. He holds technical and operational experience across multiple industry sectors including mining, technology, manufacturing, and services.

William John Blake

Qualifications

Dr William John Blake is a Canadian citizen and qualified Surveyor and Mining Engineer, with Certificates of Competency in Mine Management for open pit and underground mines. He has a Masters in Engineering Science (Mining Engineering) from the University of New South Wales, a Masters in Business Administration (Technology Management) from Deakin University in Victoria, and he has a Doctorate in Business Administration (Gold Hedging) from University of South Australia.

Experience and Expertise

Dr Blake has over 35 years of international mining industry experience in Australia, Canada, Thailand, Malaysia, Indonesia, South Pacific, and Brazil. His most recent roles have been President and CEO of Luna Gold Corp (TSX-LGC) and CEO of Australian Solomon's Gold (TSX-ASG). In executive management, Dr Blake has worked in Mining Engineering and Mine Management for over 18 years in South East Asia. Dr Blake was General Manager and Operations Director for PT Nusa Halmahera Minerals, (a joint venture between Newcrest Mining Ltd (ASX-NCM) and Aneka Tambang Tbk), responsible for the Gosowong, Toguraci and Kenacana Gold mines. He was also President Director of PT Agincourt Resources Indonesia, managing the Martabe Gold Project in Sumatra.

Matthew Greentree

Qualifications

Dr Matthew Greentree received a PhD from the University of Western Australia and a Bachelor of Science in Geology from Macquarie University.

Experience and Expertise

Dr Greentree is a highly experienced mining executive and geologist with over 25 years of minerals industry experience and proven track record of discovery. He holds extensive experience across commodities including gold, copper, base metals, and iron ore, working on sites in Australia, Asia, Africa and South America.

Dr Greentree was formerly the Managing Director and CEO of Ausgold Limited between 2017 to 2024, during which time he led the company's strategy through a highly successful exploration campaign increasing the resource of the flagship Katanning Gold Project by over 480% and delivering a large 3.04 million-ounces and a 1.28-million-ounce Maiden Ore Reserve delivering strong financial metrics during prefeasibility studies..

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit & Risk Management Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemptions in sections 2.4 (*De Minimis Non-audit Services*), 3.2 (*Initial Public Offerings*), 3.4 (*Events Outside Control of Member*), or 3.5 (*Death, Disability or Resignation of Audit Committee Member*) of National Instrument 52-110 - *Audit Committees* ("**NI 52-110**"), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

External Auditor Service Fees

Hall Chadwick, Chartered Professional Accountants (the "**Auditor**") was appointed as the Company's auditor by the Board on 17 May 2024, which appointment was approved by Shareholders at the annual general and special meeting held on 20 December 2024.

The following table sets forth the fees billed or accrued for various services provided by the Company's external auditors during the financial years ended 30 June 2024 and 2025.

	Year ended 30 June 2024	Year ended 30 June 2025
Audit Fees(1)	97,200	**76,500**
Audit-Related Fees(2)	-	-
Tax Fees(3)	-	-
All Other Fees(4)	35,443	27,500

Notes:

(1) "**Audit Fees**" include, where applicable, fees necessary to perform the annual audit and the quarterly review of the Company's consolidated financial statements. Audit Fees include fees for the review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees include audit and other attest services required by legislation or regulation, such as consents, reviews of securities filings and statutory audits.

(2) "**Audit-Related Fees**" include, where applicable, services that are traditionally performed by the auditor. These audit-related services include, where applicable, employee benefits audits, due diligence assistance, accounting consultants on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "**Tax Fees**" include, where applicable, fees for all tax services other than those included in "Audit Fees" and "Audit Related-Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes,

where applicable, assistance with tax audits and appeals, tax advice related to proposed transactions, and requests for rulings or technical advice from tax authorities.

(4) “**All Other Fees**” includes, where applicable, all other non-audit services provided by the Auditor.

ANNEXURE 1

AUDIT AND RISK COMMITTEE CHARTER

1. Role of the Audit and Risk Management Committee and its Authority

(a) The Audit and Risk Management Committee (Committee) assists the board of directors (Board) of Besra Gold Inc. (Besra) in fulfilling its responsibilities for corporate governance and oversight of Besra's financial reporting, internal control structure, risk management systems and internal and external audit functions. In doing so, the Committee has the responsibility to maintain free and open communication with the external auditor and Besra's management.

(b) The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of Besra and the authority to engage independent accounting, legal, compliance, risk management or other professional advisers as it determines necessary to carry out its duties.

(c) The Committee is a committee of the Board established in accordance with Besra's Articles and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2. Membership

(a) The Committee should to the extent practicable given the size and composition of the Board and nature and scope of the operations of the Company from time to time, comprise of:

(i) at least three members;

(ii) non-executive directors; and

(iii) a majority of directors who are independent (and it must satisfy this description if required by statute or regulation).

(b) All Committee members should be financially literate (that is, able to read and understand financial statements).

(c) All Committee members should have a reasonable understanding of Besra's business and the industry in which it participates.

(d) The Board will appoint the chair of the Committee (Committee Chair). The Committee Chair should be an appropriately qualified independent non-executive director who does not chair the Board (and must satisfy this description if required by statute or regulation).

(e) Committee members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria.

(f) The appointment and removal of Committee members is the responsibility of the Board.

(g) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.

(h) If a Committee member ceases to be a director of the Board, their appointment as a member of the Committee is automatically terminated with immediate effect.

(i) The Company Secretary of Besra is secretary to the Committee.

3. Meetings

(a) The Committee will meet at least two times annually or as frequently as is required to undertake its role effectively.

(b) The Committee may meet in private with either or both of Besra's Chief Financial Officer and external auditor.

(c) Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

(d) The Committee may invite any executive, other staff member or external auditor to attend all or part of a meeting of the Committee.

(e) The proceedings of all meetings will be minuted by the Company Secretary.

(f) A quorum for any meeting will be at least two Committee members.

4. Duties and Responsibilities

(a) The Committee's key responsibilities and functions are to discharge its responsibilities:

(i) to oversee the establishment of and approving Besra's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems;

(ii) to review at least annually and monitor the effectiveness of Besra's risk management framework to satisfy itself that it continues to be sound and Besra is operating with due regard to the risk appetite set by the Board;

(iii) to review and monitor the effectiveness of Besra's risk management strategy, policies, procedures and systems;

(iv) to review and approve Besra's financial statements and reports;

(v) in relation to Besra's financial reporting, which, without limitation, includes:

(A) reviewing the suitability of Besra's accounting policies and principles, how they are applied and ensuring they are used in accordance with the statutory financial reporting framework;

(B) assessing significant estimates and judgements in financial reports;

(C) assessing information from the external auditor to ensure the quality of financial reports; and

(D) recommending to the Board whether the financial and associated nonfinancial statements should be signed based on the Committee's assessment of them;

(vi) in relation to the entry into, approval or disclosure of related party transactions (if any);

(vii) in overseeing Besra's financial controls and systems;

(viii) to manage audit arrangements and auditor independence, including considering whether an internal audit function is required and, if not, ensuring that Besra discloses the processes it employs to evaluate and improve its risk management and internal control processes; and

(ix) ensuring that any periodic corporate report Besra released to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.

(b) If Besra has an internal audit function, the Committee is responsible for:

(i) the appointment and removal of the head of the internal audit function;

(ii) the scope and adequacy of the internal audit work plan; and

(iii) the independence, objectivity and performance of the internal audit function.

5. Reporting

(a) The Committee will:

(i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;

(ii) advise the Board in a timely manner of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon Besra;

(iii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and

(iv) as and when appropriate, seek direction and guidance from the Board on audit, risk management and compliance matters.

(b) Minutes of Committee meetings will be included in the papers for the next full Board meeting.

6. Preparation and Presentation of Financial Statements and Reports

The Committee will:

(a) after review with management and the external auditor, recommend to the Board the half year and full year financial statements, the preliminary financial reports to be lodged with ASX and all related financial reports and statements;

(b) review representation letters to be signed by management to ensure that all relevant matters are addressed;

(c) discuss matters raised by the external auditor as a result of their work;

(d) assess the impact of changes in accounting standards and review recommendations for adoption of such changes in the financial accounts; and

(e) ensure that appropriate processes are in place to form the basis upon which the Chief Executive Officer and Chief Financial Officer execute their certifications under section 295A of the Corporations Act 2001 (Cth) (Corporations Act) to the Board at financial year end in relation to the systems of internal controls, and that that system is operating effectively in all material respects in relation to financial reporting risks.

7. Financial Controls and Systems, Risk Management Policy, Procedures and Systems

(a) The Committee will oversee the effectiveness of Besra's financial controls and systems, oversee the risk management function (as detailed below) and evaluate the structure and adequacy of the group's insurance coverage periodically.

(b) The risks faced by Besra may include regulatory and compliance risk, investment risk, legal risk, economic risk, environmental risk, social sustainability risk, occupational health and safety risk, financial risk, reputation risk, operational and execution risk and strategic risk.

(c) Responsibility for risk management is shared across the organisation. Key responsibilities include:

(i) the Board is responsible for overseeing the:

(A) establishment of and approving Besra's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems; and

(B) disclosure of any material exposure that Besra has to environmental or social risks and how Besra intends to manage those risks;

(ii) Besra management is responsible for establishing Besra's risk management framework, including identifying major or potentially major risk areas and developing Besra's policies and procedures, which are designed effectively to identify, treat, monitor, report and manage key business risks;

(iii) the Board has delegated to the Committee responsibility for:

(A) identifying major or potentially major risk areas;

(B) reviewing and monitoring Besra's risk management framework to provide assurance that major business risks are (including contemporary and emerging risks) identified, consistently assessed and appropriately addressed. In addition, the Committee should undertake a review of Besra's risk management framework with management (at least once annually) to satisfy itself that Besra's risk management framework continues to be sound including whether there have been any changes in the material business risks and whether it is operating within the risk appetite set by the Board. The Committee should ensure that the Board discloses whether such a review has taken place in Besra's annual report;

(C) considering Besra's approach to occupational health and safety, economic, environmental and social sustainability risks, including the benchmarks Besra uses to measure performance on issues of sustainability and their achievements against those benchmarks;

(D) ensuring that risk considerations are incorporated into strategic and business planning;

(E) providing risk management updates to the Board and any supplementary information required to provide the Board with confidence that key risks are being appropriately managed;

(F) reviewing any material incident involving fraud or a break-down of the risk management framework and identifying "lessons learned";

(G) providing risk management updates to the Board and any supplementary information required to provide the Board with confidence that key risks are being appropriately managed;

(H) reviewing reports from management concerning compliance with key laws, regulations, licences and standards which Besra is required to satisfy to operate;

(I) overseeing tax compliance and tax risk management; and

(J) reviewing any significant findings of any examinations by regulatory agencies.

(iv) the Chief Executive Officer and Chief Financial Officer are to provide to the Board declarations in accordance with section 295A of the Corporations Act; and

(v) each employee and contractor is expected to understand and manage the risks within their responsibility and boundaries of authority when making decisions and undertaking day to day activities.

(d) It is the responsibility of the Committee to report to the Board about Besra's adherence to policies and guidelines approved by the Board for the management of risks. This includes bringing to the Board's attention any instances where Besra either has or may need to operate outside the current risk appetite set by the Board or where disclosure to the market might be required.

(e) The Chief Executive Officer and Chief Financial Officer are each responsible for reporting to the Committee on:

(i) any proposed changes to the risk management framework and to that committee and to the Board any exposures or breaches of key policies, procedures or systems, or incidence of risks, where significant (including any material incidents reported under Besra's Code of Conduct, Anti-Bribery and Corruption Policy and Whistleblower Protection Policy);

(ii) new and emerging sources of risks (including the risk controls and mitigation measures that have been or are being put in place by management to deal with those risks);

(iii) any disclosure-related considerations; and

(iv) proposed changes to Besra's risk management framework.

8. External Audit

The Committee:

(a) is responsible for making recommendations to the Board on the appointment, reappointment or replacement (subject to shareholder ratification, as required), remuneration, monitoring of the effectiveness, and independence of the external auditor;

(b) will discuss annually with the external auditor the overall scope of the external audit and ensure the external auditor attends Besra's AGM and is available to answer questions from security holders relevant to the audit;

(c) must pre-approve all audit and non-audit services provided by the external auditor (other than taxation services) and will not engage the external auditor to perform any non-audit or assurance services that may impair or appear to impair the external auditor's judgment or independence in respect of Besra. The Committee may delegate a pre-approval dollar limit to the Chief Financial Officer and authority to a member of the Committee to pre-approve amounts in excess of this between Committee meetings;

(d) will advise the Board on statements to be made in the directors' report regarding non-audit services in accordance with the Corporations Act;

(e) will annually request from the external auditor a report which sets out all relationships that may affect its independence; and

(f) will review the procedures for selection and appointment of the external auditors and rotation of external audit engagement partner.

9. Access to information and independent advice

(a) The Committee may seek any information or advice it considers necessary to fulfil its responsibilities.

(b) The Committee has access to:

(i) Besra's management, to seek explanations and information from them; and

(ii) external and internal auditors to seek explanations and information, without Besra's management being present.

(c) The Chief Financial Officer and Company Secretary shall have free and unfettered access to the Committee.

(d) The Committee may seek professional advice from appropriate external advisers, at Besra's cost. The Committee may meet with these external advisers without Besra's management being present.

10. Reviews and changes to this Charter

(a) The Committee will review this charter annually or as often as it considers necessary.

(b) The Committee will make recommendations to the Board on changes to Besra's risk management framework or the risk appetite set by the Board.

(c) The Board may change this charter (including the responsibilities of the Committee) from time to time by resolution.

11. Committee Performance

(a) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

(b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.