

Besra Gold Inc.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THREE AND NINE MONTHS ENDED 31 MARCH 2025

(in United States dollars)
(Unaudited)

Notice to the reader

The accompanying unaudited interim consolidated financial statements of the company have been prepared by and are the responsibility of management.

The unaudited interim consolidated financial statements have not been reviewed by the company's auditors.

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**Besra Gold Inc.
Directors' report
31 March 2025**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Besra Gold Inc. (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the period ended 31 March 2025.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial period.

Review of operations

The loss for the consolidated entity after providing for non-controlling interest amounted to US\$23,368,939 (31 March 2024: US\$11,749,870).

During the 9 months to 31 March 2025 the company recognised an impairment of \$15,656,487, to the following mining licenses (note 5):

- ML 04/2012/1D - Expired without renewal being sought
- ML KD/01/1994 - Despite renewal applications being sought, lease has expired*
- ML/01/2012/1D - Despite renewal applications being sought, lease has expired*
- ML/02/2012/1D - Despite renewal applications being sought, lease has expired*
- ML/05/2012/1D - Despite renewal applications being sought, lease has expired*.

Further to this, the company recognised finance accretion costs of \$6,001,743 (note 13).

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial period.

Matters subsequent to the end of the financial period

No matter or circumstance has arisen since 31 March 2025 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation.

Indemnity and insurance of officers

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability.

Indemnity and insurance of auditor

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

**Besra Gold Inc.
Directors' report
31 March 2025**

This report is made in accordance with a resolution of directors.

On behalf of the directors

Michael Higginson

15 May 2025

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Besra Gold Inc.
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Besra Gold Inc.
Interim consolidated statements of profit or loss and other comprehensive income
For the period ended 31 March 2025

	Note	Three months ended		Nine months ended	
		March 2025 US\$	March 2024 US\$	March 2025 US\$	March 2024 US\$
Revenue					
Interest revenue		16,550	37,632	70,979	66,082
Expenses					
Foreign exchange		(21,217)	(55,958)	(139,640)	(223,654)
Depreciation and amortisation expense		(29,657)	(63)	(99,333)	(159)
Impairment of assets		(850,806)	-	(15,656,487)	(2,967,582)
Gold purchase facility expenses		-	(9,446)	-	(3,643,624)
Share based payments		(71,833)	-	(71,833)	(1,032,000)
Accretion expenses		(2,106,052)	(1,496,162)	(6,001,743)	(2,640,401)
Corporate and administrative expenses		(763,373)	(431,378)	(2,542,049)	(1,509,545)
Finance expenses		(27)	4,001	(1,468)	4,229
Loss for the period		(3,826,415)	(1,951,374)	(24,441,574)	(11,946,654)
Other comprehensive income for the period		-	-	-	-
Total comprehensive loss for the period		(3,826,415)	(1,951,374)	(24,441,574)	(11,946,654)
Loss for the period is attributable to:					
Non-controlling interest		(44,002)	(1,165)	(1,072,635)	(196,784)
Owners of Besra Gold Inc.	10	(3,782,413)	(1,950,209)	(23,368,939)	(11,749,870)
		(3,826,415)	(1,951,374)	(24,441,574)	(11,946,654)
		Cents	Cents	Cents	Cents
Basic earnings per share	16	(0.90)	(0.47)	(5.59)	(2.83)
Diluted earnings per share	16	(0.90)	(0.47)	(5.59)	(2.83)

The above interim consolidated statements of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

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Besra Gold Inc.
Interim consolidated statements of financial position
As at 31 March 2025

	Note	March 2025 US\$	June 2024 US\$
Assets			
Current assets			
Cash and cash equivalents	4	12,841,952	18,170,800
Trade and other receivables		259,135	110,577
Right-of-use assets		109,263	116,863
Prepaid expenses		174,779	30,404
Total current assets		<u>13,385,129</u>	<u>18,428,644</u>
Non-current assets			
Property, plant and equipment		38,106	2,707
Right-of-use assets		318,683	438,235
Exploration and evaluation	5	9,306,544	22,691,290
Total non-current assets		<u>9,663,333</u>	<u>23,132,232</u>
Total assets		<u>23,048,462</u>	<u>41,560,876</u>
Liabilities			
Current liabilities			
Trade and other payables	6	595,015	626,599
Lease liabilities		100,024	99,085
Total current liabilities		<u>695,039</u>	<u>725,684</u>
Non-current liabilities			
Contract liabilities	7	36,276,203	30,274,460
Lease liabilities		347,712	461,483
Total non-current liabilities		<u>36,623,915</u>	<u>30,735,943</u>
Total liabilities		<u>37,318,954</u>	<u>31,461,627</u>
Net assets/(liabilities)		<u>(14,270,492)</u>	<u>10,099,249</u>
Equity			
Issued capital	8	188,486,494	188,486,494
Reserves	9	1,823,751	1,751,918
Accumulated losses	10	(202,793,336)	(179,046,123)
		(12,483,091)	11,192,289
Non-controlling interest		(1,787,401)	(1,093,040)
Total equity/(deficiency)		<u>(14,270,492)</u>	<u>10,099,249</u>
Total liabilities and equity		<u>23,048,462</u>	<u>41,560,876</u>

The above interim consolidated statements of financial position should be read in conjunction with the accompanying notes

Besra Gold Inc.
Interim consolidated statements of changes in equity
For the period ended 31 March 2025

	Issued capital US\$	Reserves US\$	Accumulated Losses US\$	Non - Controlling Interest US\$	Total deficiency in equity US\$
Balance at 1 July 2024	188,486,494	1,751,918	(179,046,123)	(1,093,040)	10,099,249
Loss for the period	-	-	(23,368,939)	(1,072,635)	(24,441,574)
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive loss for the period	-	-	(23,368,939)	(1,072,635)	(24,441,574)
Prior year non-controlling interest adjustment	-	-	(378,274)	378,274	-
Share-based payments (note 17)	-	71,833	-	-	71,833
Balance at 31 March 2025	<u>188,486,494</u>	<u>1,823,751</u>	<u>(202,793,336)</u>	<u>(1,787,401)</u>	<u>(14,270,492)</u>

Consolidated	Issued capital US\$	Reserves US\$	Accumulated Losses profits US\$	Non- controlling interest US\$	Total equity US\$
Balance at 1 July 2023	186,382,450	719,918	(165,296,483)	(933,038)	20,872,847
Issue of share capital	2,104,044	-	-	-	2,104,044
Total Contributions from owners	188,486,494	719,918	(165,296,483)	(933,038)	22,976,891
Loss for the period	-	-	(13,413,691)	(160,002)	(13,573,693)
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive loss for the period	-	-	(13,413,691)	(160,002)	(13,573,693)
Acquisition of minority interest	-	-	(335,949)	-	(335,949)
Share-based payments	-	1,032,000	-	-	1,032,000
Balance at 30 June 2024	<u>188,486,494</u>	<u>1,751,918</u>	<u>(179,046,123)</u>	<u>(1,093,040)</u>	<u>10,099,249</u>

The above interim consolidated statements of changes in equity should be read in conjunction with the accompanying notes

Besra Gold Inc.
Interim consolidated statements of cash flows
For the period ended 31 March 2025

	Note	Nine months ended March 2025 US\$	March 2024 US\$
Cash flows from operating activities			
Loss for the period		(24,441,574)	(11,946,654)
Adjustments for:			
Depreciation and amortisation		99,333	159
Impairment charges		15,656,487	2,967,582
Finance costs		6,001,743	2,636,172
Unrealised foreign exchange adjustments		50,362	(6,734)
Gold purchase facility costs		-	2,104,044
Share-based payments		71,833	1,032,000
		<u>(2,561,816)</u>	<u>(3,213,431)</u>
Change in operating assets and liabilities:			
Increase in trade and other receivables		(140,962)	(121,869)
Increase in prepayments		(144,375)	-
Increase/(decrease) in trade and other payables		<u>(30,645)</u>	<u>17,124</u>
Net cash used in operating activities		<u>(2,877,798)</u>	<u>(3,318,176)</u>
Cash flows from investing activities			
Plant and equipment		(40,171)	-
Exploration and evaluation	5	(2,271,741)	(2,955,501)
Acquisition of minority interest		-	(335,948)
Net cash used in investing activities		<u>(2,311,912)</u>	<u>(3,291,449)</u>
Cash flows from financing activities			
Proceeds from contract liability		-	25,646,326
Repayment of lease liabilities		<u>(102,961)</u>	<u>-</u>
Net cash from/(used in) financing activities		<u>(102,961)</u>	<u>25,646,326</u>
Net increase/(decrease) in cash and cash equivalents during the period		(5,292,671)	19,036,701
Cash and cash equivalents at the beginning of the period		18,170,800	757,208
Effects of exchange rate changes on cash and cash equivalents		<u>(36,177)</u>	<u>(23,284)</u>
Cash and cash equivalents at the end of the period		<u><u>12,841,952</u></u>	<u><u>19,770,625</u></u>

The above interim consolidated statements of cash flows should be read in conjunction with the accompanying notes

Besra Gold Inc.
Notes to the interim consolidated financial statements
31 March 2025

Note 1. Background and nature of business

During the period ended 31 March 2025 and the financial year ended 30 June 2024, the business of Besra Gold Inc. ('Besra' or 'the company') and its subsidiaries (collectively 'the group') consisted of interests in mining tenements and applications within the Malaysian State of Sarawak and principally the Bau Gold Project ('Bau').

The 31 March 2025 financial statements for Besra include the consolidated operations of the group.

Note 2. General information

Besra Gold Inc is the ultimate parent company, and it is a limited liability company incorporated in Canada.

Registered office:
67 Yonge St, Suite 701, Toronto, Ontario, Canada.

Principal place of business:
Suite 4, Level 35, Melbourne Central Tower, 360 Elizabeth Street, Melbourne, Victoria, Australia 3000.

Note 3. Basis of preparation & significant accounting policies

Basis of preparation

The interim consolidated financial statements have been prepared in accordance with International Accounting Standards '34', Interim Financial Reporting. They do not include all the information required in annual financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and should be read in conjunction with the Consolidated financial statements for the year ended 30 June 2024, the half year ended 31 December 2024 and any public announcements made during the interim reporting period.

Accounting policies

The interim financial statements have been prepared in accordance with the same accounting policies adopted in the Group's latest annual financial statements for the year ended 30 June 2024.

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

Contract liability

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

Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value. The consolidated financial statements are presented in United States dollars ('US\$') which is also the functional currency of the group and are rounded to the nearest dollar, unless otherwise stated.

Accounting estimates and judgements

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

The accounting estimates, judgements and assumptions applied in these interim financial statements are in accordance with those that were applied and disclosed in the annual financial statements for the year ended 30 June 2024, unless otherwise stated.

Besra Gold Inc.
Notes to the interim consolidated financial statements
31 March 2025

Note 3. Basis of preparation & significant accounting policies (continued)

New standards not yet adopted by the Group

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

There are no new standards and interpretations in issue which are mandatory for 31 March 2025 reporting periods that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

Going concern

These interim consolidated financial statements for the 9 months to 31 March 2025 have been prepared on a going concern basis which assumes that the company and the entities it controls will be able to realise its assets and discharge its liabilities in the normal course of business.

The GPA has the potential to provide the company with the required cash flows to develop the Bau Gold Project. Under the terms of the GPA, Quantum Metal Recovery Inc ('Quantum'), may (at its election) provide funding, through contract notes, to develop the Bau Gold Project, and the group will have obligations to provide gold bullion at future dates to repay the contract note liabilities. The directors believe that the company has sufficient cash to enable the group to continue as a going concern.

The directors acknowledge that if the group is unable to complete development of the Bau Gold Project for any reason, which may include quality of resources, capability to design and build the gold processing plant to meet technical processing requirements within available funding, or the Quantum funding is not advanced to the group, then the group may be unable to fulfil its obligations to deliver gold or cash into the contract note liabilities, without raising additional funding or capital. The foregoing indicates uncertainty about the ability of the group to continue as a going concern.

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

Basis of consolidation

The interim consolidated financial statements comprise the financial statements of Besra Gold Inc. and the material subsidiaries it controls (collectively the "group") as listed below:

Company name	Jurisdiction	Ownership % March 2025	Ownership % March 2024
Fort Street Admin Ltd	New Zealand	100%	100%
Bau Mining Ltd	Samoa	91.0%	91.0%
North Borneo Gold Sdn Bhd	Malaysia	98.5%	98.5%
Besra Labuan Ltd	Malaysia	100%	100%
Besra Gold Australia Pty Ltd	Australia	100%	100%

Note 4. Cash and cash equivalents

	March 2025 US\$	June 2024 US\$
Cash at bank	2,115,186	1,241,301
Interest bearing deposits	10,726,766	16,929,499
	<u>12,841,952</u>	<u>18,170,800</u>

Cash is held in various currencies in which the Company may have payment obligations, but predominantly held in United States dollars.

Besra Gold Inc.
Notes to the interim consolidated financial statements
31 March 2025

Note 5. Exploration and evaluation

	March 2025	June 2024
	US\$	US\$
Opening Balance	22,691,290	21,063,866
Additions	2,271,741	5,121,370
Impairment	<u>(15,656,487)</u>	<u>(3,493,946)</u>
	<u><u>9,306,544</u></u>	<u><u>22,691,290</u></u>

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

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

During the 9 months to 31 March 2025 the company recognised an impairment of \$15,656,487 to the following mining licenses:

- ML 04/2012/1D - Expired without renewal being sought
- ML KD/01/1994 - Despite renewal applications being sought, lease has expired*
- ML/01/2012/1D - Despite renewal applications being sought, lease has expired*
- ML/02/2012/1D - Despite renewal applications being sought, lease has expired*
- ML/05/2012/1D - Despite renewal applications being sought, lease has expired*

* The directors will reassess the provision of impairment made to the above mining licenses when the impairment indicator is no longer present. Accordingly, should any of these mining licenses be renewed, the impairment charges may be reversed.

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

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

Note 6. Trade and other payables

	March 2025	June 2024
	US\$	US\$
Trade payables	366,071	443,338
Taxes and government fees	10,523	31,673
Accruals and other payables	<u>218,421</u>	<u>151,588</u>
	<u><u>595,015</u></u>	<u><u>626,599</u></u>

Refer to note 11 for further information on financial instruments.

Note 7. Contract liabilities

	March 2025	June 2024
	US\$	US\$
Contract liabilities opening balance	30,274,460	25,646,326
Accretion of finance costs	<u>6,001,743</u>	<u>4,628,134</u>
Contract liabilities closing balance	<u><u>36,276,203</u></u>	<u><u>30,274,460</u></u>

Besra Gold Inc.
Notes to the interim consolidated financial statements
31 March 2025

Note 7. Contract liabilities (continued)

The first four instalments of the GPA totalling \$25,646,326 (outlined in note 13) have been received. The contract liabilities of \$36,276,203 will only be satisfied by Besra when future gold is delivered pursuant to the GPA (i.e. not in cash) and such settlement to occur concurrently with the delivery to Besra in cash of the remaining 85% of the Reference Price, being \$434,906,097 (for further details refer note 13).

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

The carrying value of contract liabilities and the accretion of financing component will be deferred until such time when the company delivers the committed gold to Quantum. The amount will be recognised as gold sales in the statement of profit or loss in accordance with the Reference Price contracted with Quantum on delivery of gold.

Note 8. Issued capital

Common shares and Chess Depository Interest (CDIs)

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

	Number of common shares and CDIs	Amount US\$
Balance 1 July 2024	418,100,906	188,486,494
Balance 31 March 2025 of common shares and CDIs	418,100,906	188,486,494
Balance 31 March 2025 of common shares	2,611,955	
Balance 31 March 2025 of CDIs	415,488,951	
Balance 31 March 2025 of common shares and CDIs	418,100,906	

	Number of common shares and CDIs	Amount US\$
Balance 1 July 2023	406,989,795	186,382,450
Issue of CDIs for share placement	11,111,111	2,104,044
Balance 30 June 2024 of common shares and CDIs	418,100,906	188,486,494
Balance 30 June 2024 of common shares	2,611,955	
Balance 30 June 2024 of CDIs	415,488,951	
Balance 30 June 2024 of common shares and CDIs	418,100,906	

Common shares

Common shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the common shares held. The common shares have no par value and the company does not have a limited amount of authorised capital.

No common shares have been issued during the reporting period.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each common share shall have one vote.

Besra Gold Inc.
Notes to the interim consolidated financial statements
31 March 2025

Note 9. Reserves

	March 2025 US\$	June 2024 US\$
Opening balance	1,751,918	719,918
Value of share options issued	71,833	1,032,000
	<u>1,823,751</u>	<u>1,751,918</u>
Closing balance for end of period	<u>1,823,751</u>	<u>1,751,918</u>

On the 3 January 2025, the company issued 7,000,000 options each exercisable at A\$0.45 and expiring 31 December 2026 to the nominee of Mr Chang Loong Lee, resulting in the recording of a share-based payment of \$71,833.

The fair value of the options issued during the 3 months ended 31 March 2025 and financial year ended 30 June 2024 was measured using the Monte Carlo simulation and the Black Scholes model. The value of the options is based on a number of judgements and estimates including the share price, the timing of the exercise of the options and that no dividends will be paid prior to their expiry date.

Note 10. Accumulated losses

	March 2025 US\$	June 2024 US\$
Accumulated losses at the beginning of the 1 July 2024	(179,046,123)	(165,296,483)
Loss for the period	(23,368,939)	-
Loss after income tax expense for the year	-	(13,413,691)
Prior year non-controlling interest adjustment	(378,274)	-
Acquisition of minority interest	-	(335,949)
	<u>(202,793,336)</u>	<u>(179,046,123)</u>
Accumulated losses at the end of the financial period	<u>(202,793,336)</u>	<u>(179,046,123)</u>

Note 11. Financial instruments

Financial risk management objectives

Risk management

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

- liquidity risk;
- commodity price risk;
- foreign exchange risk;
- credit risk;
- interest rate risk, and
- capital risk

The risks listed arise from exposures that occur in the normal course of business and are managed by the Officers of the company. Material risks are monitored and discussed with the audit committee of the board of directors.

Foreign exchange risk

The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Besra Gold Inc.
Notes to the interim consolidated financial statements
31 March 2025

Note 11. Financial instruments (continued)

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

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

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

Foreign exchange gains and losses from these revaluations are recorded in the consolidated statement of profit and comprehensive income.

At present, the group does not hedge foreign currency transaction or translation exposures, but the board will consider this when appropriate.

Credit risk

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

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

	Within 1 Year US\$	1-3 Years US\$	4-5 Years US\$	More than 5 Years US\$	Total US\$
March 2025					
Trade and other payables	595,015	-	-	-	595,015
Lease liability	100,024	347,712	-	-	447,736
Contract liability	-	36,276,203	-	-	36,276,203
	<u>695,039</u>	<u>36,623,915</u>	<u>-</u>	<u>-</u>	<u>37,318,954</u>
June 2024					
Trade and other payables	626,599	-	-	-	626,599
Lease liability	99,085	461,483	-	-	560,568
Contract liability	-	30,274,460	-	-	30,274,460
	<u>725,684</u>	<u>30,735,943</u>	<u>-</u>	<u>-</u>	<u>31,461,627</u>

Besra Gold Inc.
Notes to the interim consolidated financial statements
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Note 12. Key management personnel disclosures

Executive service agreements

The company had entered into executive services agreements with the following executives:

For period ended March 2025;

- Dato' Lim Khong Soon,
- Chang Loong Lee
- Michael Higginson
- Dr Raymond Shaw
- Matthew Antill

For period ended March 2024;

- John Seton
- Kevin Wright and;
- Dr Raymond Shaw.

Directors

The following persons were directors of Besra Gold Inc. during the 9 months ended 31 March 2025:

Jon Morda	Appointed interim Chair 14 February 2025
Dato' Lim Khong Soon	Resigned as Chair 14 February 2025
Chang Loong Lee	
Michael Higginson	Appointed 6 September 2024

Other key management personnel

The following person also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year:

Dr Raymond Shaw
Matthew Antill

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	March 2025	March 2024
	US\$	US\$
Short-term employee benefits	566,599	744,961
Long-term benefits	24,228	14,825
Share-based payments	71,833	174,951
	<u>662,660</u>	<u>934,737</u>

Indemnity deeds

The company has entered into indemnity deeds with some of its officeholders.

Receivable from and payable to related parties

There were no trade receivables from related parties at the current and previous reporting date.

There are trade payables due to related parties of \$35,293.

Other

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

As per note 7 and note 13, the company has received deposits of \$25,646,326 in relation to the GPA with Quantum, a related party of Dato' Lim Khong Soon.

Note 12. Key management personnel disclosures (continued)

Following the receipt of shareholder approval on 20 December 2024, on 3 January 2025 the company issued 7,000,000 options each exercisable at A\$0.45 and expiring 31 December 2026 to the nominee of Mr Chang Loong Lee.

Note 13. Commitments, contingencies and contractual obligations

Gold purchase agreement

On 9 May 2023, the company announced that it and its wholly owned Malaysian subsidiary, North Borneo Gold Sdn Bhd ('NBG'), had entered into a legally binding agreement, named the Gold Purchase Agreement ('GPA and/or the Facility') with the company's major shareholder, Quantum Metal Recovery Inc ("Quantum"), giving effect to the non-binding term sheet announced on 21 March 2023. Following the satisfaction of the GPA's conditions precedent, Besra accessed funding to allow it to advance the Bau Gold Project. The key terms under the GPA include:

- Up to 3m ounce gold offtake purchase facility to acquire gold from Besra at the Reference Price, less 10%;
- The Reference Price is set at the time of each drawdown and is the 5-day average of the London Metal Exchange gold price in US\$ per troy ounce and is subject to a floor price of 115% of All in Sustaining Costs (being the all-in sustaining cost to produce an ounce of gold, including general and overhead administration, depreciation and amortisation of capital, the cost of exploration to replace mined ounces as more particularly described in the World Gold Council Guidance Note on Non-GAAP Metrics) at the time of delivery ('Floor Price');
- Up to \$300m could be made available to Besra by way of Quantum paying Besra a 5% deposit of the Reference Price on future gold production of up to 3m ounces;
- Subject to drawdowns under the Facility occurring, at the rate of up to \$10m per month such drawdowns 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;
- A 'Delivery payment' to Besra of the remaining 85% of the Reference Price (being the discount of 10% and less the 5% prepaid deposit) at the time of delivery to Quantum of allocated ounces covered by the prior deposit payment;
- Deliveries to Quantum are to be made from all gold produced up to 25,000 ounces, 80% of all gold produced from 25,001 to 120,000 ounces and thereafter 65% of all gold produced (collectively 'Delivery Ounces'), leaving 35% of gold production unassigned;
- Deliveries to Quantum will only happen if they meet the price as referred to in the GPA being 115% of the all-in sustain cost to produce the gold. In the event the delivery price to Quantum does not meet the floor price, Besra will sell the gold at market price;
- Any funds raised under the Facility are to be used for construction, commissioning and operation of mine site plant and associated infrastructure, renewal of mining leases, feasibility studies, exploration and mining activities, M&A, gold treasury activities, Besra corporate and working capital purposes;
- A commission of 5% of each drawdown received is payable to Nobleman Ventures Pty Limited;
- Besra has agreed to grant in favour of Quantum a first ranking charge over the Drawdown Account and the Delivery Ounces and certain other pieces of security in relation to NBG (the 'Security'),
- No recourse to Besra should the Bau Project fail; and
- There are various remedies to each counterparty where an event to default has been determined.

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

5% Deposit amount	Number of ozs	US\$ price per oz
US\$2,000,000	20,331.51	1,967.39
US\$3,000,000	30,035.29	1,997.66
US\$10,000,000	109,639.81	1,824.00
US\$10,646,326	114,433	1,849.73
Total US\$25,646,326	Total ozs 274,439.61	Weighted average US\$1,864.36

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Note 13. Commitments, contingencies and contractual obligations (continued)

Based on gold price of \$3,123.98 as at 31 March 2025 the market value of the contracts, before contract discounts or commissions, on an undiscounted basis, is \$345,689,621.

In the event that the 274,439.61 ounces are delivered, Besra would receive the balance of the 85% of the sale price for 274,439.61 ounces at weighted average gold price, being a total amount of \$434,906,097.

Upon renewal of the company's mining licences, Besra plans to undertake a bankable feasibility study on the Jugan Project and to commence construction of the Jugan Pilot Plant. On the exploration front, it will focus on upgrading the quality of the JORC Resource inventory by converting a portion of its Inferred ounces into the Measured & Indicated categories.

Litigation

On 27 September 2024, the Company announced that it had received a Statement of Claim initiating legal proceedings in the Superior Court of Justice (Ontario) against the Company and several other defendants, including its directors. On 27 December 2024, it was announced that the plaintiffs had wholly discontinued the action against two of the defendants. Subsequently, on 28 January 2025, the Company clarified that the discontinuance applied only to those two parties and those proceedings remained ongoing against the Company and the remaining defendants.

At this stage, the Company is unable to assess any potential impact on its financial position resulting from the legal proceedings.

Note 14. Related party transactions

Key management personnel

Disclosures relating to key management personnel are set out in note 12.

Transactions with related parties

As per note 7 and note 13, the company has received deposits of \$25,646,326 in relation to the GPA with Quantum, a related party of Dato' Lim Khong Soon.

As per note 12, following the receipt of shareholder approval on 20 December 2024 on 3 January 2025 the company issued 7,000,000 options each exercisable at A\$0.45 and expiring 31 December 2026 to the nominee of Mr Chang Loong Lee.

Note 15. Events after the reporting period

No matter or circumstance has arisen since 31 March 2025 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 16. Loss per share

	Three months to 31 March		Nine months to 31 March	
	2025	2024	2025	2024
Basic (loss) per share attributable to equity owners	(3,782,413)	(1,950,209)	(23,368,939)	(11,749,870)
Weighted average number of common shares outstanding	418,100,906	415,631,770	418,100,906	415,631,770
	Cents	Cents	Cents	Cents
Loss per share	(0.90)	(0.47)	(5.59)	(2.83)

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Note 16. Loss per share (continued)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	418,100,906	415,631,770
Weighted average number of ordinary shares used in calculating diluted earnings per share	418,100,906	415,631,770
	Cents	Cents
Basic earnings per share	(5.59)	(2.83)
Diluted earnings per share	(5.59)	(2.83)

Diluted loss per share is based on basic loss per share adjusted for the potential dilution that may occur if options to acquire common shares or CDIs are exercised. For a loss, the increase in the number of shares from conversion of convertible securities is anti-dilutive as they would decrease the loss per share attributable to equity owners.

Note 17. Share-based payments

Following the receipt of shareholder approval on 20 December 2024, on 3 January 2025 the company issued 7,000,000 options each exercisable at A\$0.45 and expiring 31 December 2026 to the nominee of Mr Chang Loong Lee, resulting in the recording of a share-based payment of \$71,833 (A\$115,544).

The share-based payment of \$71,833 (A\$115,544) is calculated using the Black-Scholes model with the following inputs and then converted to US\$:

Issue date	3/1/2025
Expiry date	31/12/2026
CDI price at date of issue (\$)	A \$0.09
Risk free rate	3.82%
Dividend yield	0.00%
Expiry date (yrs)	2.00
Exercise price	A\$0.45
Volatility (%)	100.00%
Option value	A\$0.01651

No other share-based payments were recorded for the nine months ended 31 March 2025.

Options

There were no other options issued during the 9 months ended 31 March 2025, except the 7,000,000 issued to the nominee of Mr Chang Loong Lee.

The company has issued options which expire if not exercised by the relevant expiry date.

Each option converts into one CDI on exercise. No amounts were paid or payable by the recipient on receipt of an option and they carry no rights to dividends voting rights.

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Note 17. Share-based payments (continued)

During the financial year ended 30 June 2024, the company issued the following options:

- 10,000,000 options (each exercisable at A\$0.25 and expiring 1 December 2026) which can only be exercised if the CDI price exceeds during the term of the option a volume-weighted average price above A\$0.35 for at least 30 trading days;
- 10,000,000 options (each exercisable at A\$0.45 and expiring 1 December 2026) which can only be exercised if the CDI price exceeds during the term of the option a volume-weighted average price above A\$0.55 for at least 30 trading days; and
- 5,000,000 options each exercisable at A\$0.45 and expiring 31 December 2026.

Performance rights

6,250,000 performance rights expired during the financial year ended 30 June 2024. No performance rights were granted during the year ended 30 June 2024 or during the nine months ended 31 March 2025.

Movements in share options and performance rights

Movements in share options and performance rights during the period ended March 2025 and year ended 30 June 2024.

In AUD	No. of Options	Weighted average exercise price
Options		
Balance 1 July 2024	39,392,275	A\$0.34
Granted and vested during the 9 months ended 31 March 2025	7,000,000	A\$0.45
Outstanding at end of period 31 March 2025	46,392,275	A\$0.36
Exercisable at end of period 31 March 2025	46,392,275	A\$0.36

In AUD	No. of Options and Rights	Weighted average exercise price
Options and Performance Rights		
Balance 1 July 2023	20,642,275	A\$0.27
Granted and vested during the year	25,000,000	A\$0.37
Lapsed performance rights during the year	(6,250,000)	-
Outstanding at 30 June 2024	39,392,275	A\$0.34
Exercisable 30 June 2024	39,392,275	A\$0.34

Share options outstanding

Share options issued and outstanding at 31 March 2025 and 30 June 2024.

in AUD	March 2025 Exercise Price	March 2025 Number	30 June 2024 Exercise Price	30 June 2024 Number	Expiry Date
Broker options	A\$0.25	1,625,000	\$A0.25	1,625,000	8/10/2025
Lead Manager options	A\$0.25	3,017,275	\$A0.25	3,017,275	8/10/2025
Class A incentive options	A\$0.30	3,625,000	\$A0.30	3,625,000	8/10/2026
Class B incentive options	A\$0.30	3,625,000	\$A0.40	3,625,000	8/10/2026
Bonus options	A\$0.25	2,500,000	\$A0.25	2,500,000	29/09/2025
Noblemen A options	A\$0.25	10,000,000	A\$0.25	10,000,000	1/12/2026
Noblemen B options	A\$0.45	10,000,000	A\$0.45	10,000,000	1/12/2026
Higginson options	A\$0.45	5,000,000	A\$0.45	5,000,000	31/12/2026
Lee options	A\$0.45	7,000,000	-	-	31/12/2026
Total		46,392,275		39,392,275	

Note 18. Segment reporting

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