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

For the 12 months ended 30 June 2022

MD&A

The following MD&A provides a narrative from management's perspective of how Besra Gold Inc ("the Group" or "Besra") has performed over the 12 months for the 2022 financial year, including its financial condition and future prospects.

This MD&A both supplements and complements the Group's financial statements. All amounts quoted are denominated in USD unless otherwise stated.

Forward Looking Information

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

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

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

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

Forward-looking statements are statements concerning the Group's current beliefs, plans and expectations about the future and are inherently uncertain, and actual achievements of the Group or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, the risks that:

(i) any of the assumptions in the resource estimates turn out to be incorrect, incomplete, or flawed in any respect;
(ii) the methodologies and models used to prepare the resource estimates either underestimate or overestimate the resources due to hidden or unknown conditions;

(iii) operations are disrupted or suspended due to acts of gods, pandemics, internal conflicts in the country of Malaysia, unforeseen government actions or other events;
(iv) the Group experiences the loss of key personnel;
(v) the Group's site operations are adversely affected by other political or military, or terrorist activities;
(vi) the Group becomes involved in any material disputes with any of its key business partners, lenders, suppliers or customers; or
(vii) the Group is subjected to any hostile takeover or other unsolicited attempts to acquire control of the Group.

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

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

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

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

Other Disclosure

The following discussion of performance, financial condition and future prospects should be read in conjunction with the consolidated audited financial statements for the year ended 30 June 2022 and notes thereto (the "Financial Statements"), that have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The information provided herein supplements, but does not form part of, the Financial Statements.

This discussion covers the financial year ended 30 June 2022 and the subsequent period up to the date of issue of this MD&A. Additional information relating to the Group is available at **www.sedar.com**.

The Group has prepared this MD&A in accordance with the 2012 edition of the Australasian Code for Reporting of Exploration, JORC Code ('JORC 2012') and the requirements of National Instrument 51-102 ("NI-51-102"), noting that there are some differences between both. These statements are filed with the relevant regulatory authorities in Canada.

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

Business and operating environment

Besra Gold Inc. is a Canadian incorporated public company, admitted to the official list of the Australian Securities Exchange ("ASX") on 6 October 2021, the common shares of which commenced trading on ASX on 8 October 2021 via its Chess Depository Interest arrangements for foreign registered companies.

Bau Gold Project

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').

The Bau Gold Project is located 30km - 40km from Kuching, the capital city of the State of Sarawak, Malaysia, on the island of Borneo (Figure 1). Besra controls, directly and indirectly, a 97.8% interest (92.8% on an equity adjusted basis) of the Bau Gold Project.

This project is geologically located at the western end of an arcuate metalliferous belt extending through the island of Borneo. In Kalimantan, the Indonesian jurisdiction portion of Borneo Island, this belt is associated with significant gold mining areas including Kelian (7 Moz) and Mt Muro (3 Moz). The Bau Gold Project is defined by a gold bearing mineralisation system covering approximately an 8 km x 15 km corridor, centred on the township of Bau. Within this corridor the Company has identified total Resources of 72.6Mt @ 1.4 g/t for 3.3Moz of gold, involving a number of discrete deposits together with an Exploration Target ranging between 4.9 Moz and 9.3 Moz, (on a 100% basis).

Key Personnel

As Besra transitioned toward the successful listing on ASX in October 2021 the senior management team and board of directors was further strengthened.

Mr Andrew Worland was appointed to the Board on 4 August 2020 as a non-executive director and became non-executive chairman of the Besra board on 1 July 2021.

On 1 October 2021 Dr. Ray Shaw commenced as Chief Executive Officer. Ray is a geoscientist with a B.Sc (Hon) and Ph.D. Besra's Project Manager for the Bau Gold Project, Mr Kevin Wright, who previously worked for the company on its former Vietnamese mines, and was for nine years General Manager for Monument Mining Ltd's Selinsing Gold Mine in Pahang, Malaysia. Mr Wright entered into a service agreement with Besra to continue as Project Manager on a full-time basis in October 2021. Ms Eryn Kestel has been appointed CFO and Company Secretary October 8, 2021. Ms Kestel has 28 years' corporate experience that includes over 13 years in the role of Company Secretary for ASX listed entities and has an established career in accounting and business.

Likewise, several changes to the composition of the Board occurred during the Reporting Period. Mr Robert Dunne became a non-executive director of the Company following its listing on 8 October 2021. Mr Dunne is a highly experienced metallurgist and process engineer having worked extensively with refractory ores and developing and operating gold processing facilities, including the globally significant Carlin mineralisation belt in Nevada USA. Earlier Messrs. Paul Ingram, and Mark Eaton both became non-executive directors on 10 September 2021. Mr Ingram is a geologist and experienced listed public company director who previously worked on the Bau Project during the 2000s. Mr Eaton is a highly accomplished capital markets specialist, previously Managing Director of Global Mining Sales and US Equity Sales for CIBC World Markets before managing a number of listed public companies in recent years.

Property Description & Location

The Bau Gold Project is centred around the township of Bau. Both concession Block C (Serian) and Rawan, in which Besra has interests, are located east of Bau nearer to the Sarawak/Kalimantan border.

As shown in Figure 1, Kuching the capital of Sarawak, is located to the north of the Company's mining concession interests[1]. Kuching is a sophisticated city of approximately 640,000 people with international airport and deep-water port facilities.

With a population of 6,000, Bau is the local service centre, being an important source for skilled labour, accommodation, general supplies, heavy and light industry services. The main industries in the Bau district are limestone quarrying, aquaculture, palm oil and rubber plantations as well as tourism. Bau's main population groupings are Bidayuh, from the Dyak ethnic group, and Chinese who are mainly descendants of early miners who exploited the gold and antimony deposits at Bau in the mid to late 19th Century.

The area around Bau township is dotted with kampung (village) style residential developments and domestic farming. Most of Bau's lowland areas have been subject to extensive clearing associated with agricultural and historical gold mining pursuits. Limestone quarrying is a major employer, and there is community support of mining operations as a source of employment, particularly since the closure of the last operating gold mine, at Tai Parit in 1996.

The State of Sarawak's environmental standards are consistent with those of most developing economies; their stated objectives aiming to seek to balance between competing land use and sustainable environmental practices. These objectives that are fully supported by Besra.

[1] Interests include existing concessions, renewals, and applications of concessions.

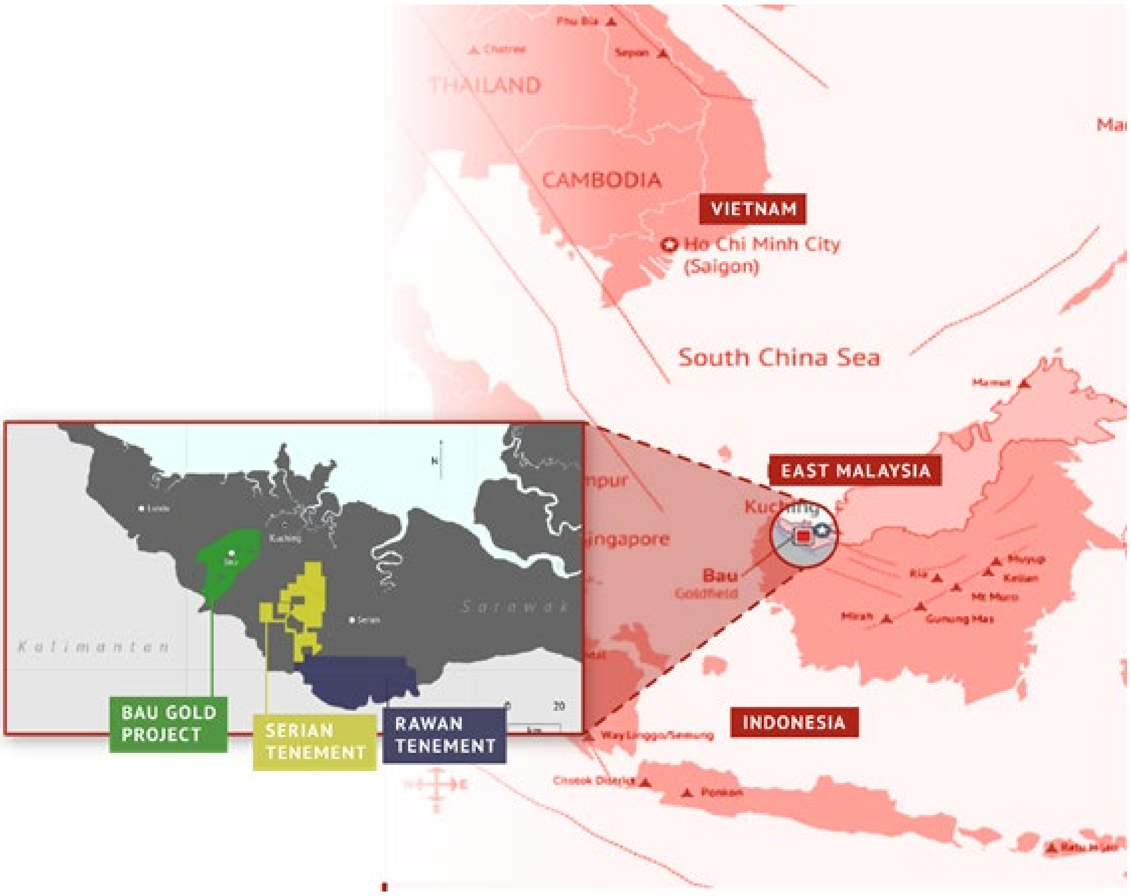

Figure 1 - Location of Besra's interests in mining concessions, Sarawak Malaysia.

With its proximity to Kuching, the Bau Gold Project enjoys many intrinsic benefits including:

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

Group corporate structure

Besra's interest in the Bau Gold Project is held through its direct and indirect interests in North Borneo Gold Sdn Bhd (NBG). Figure 2 shows the relative ownership interests in NBG. Besra was originally incorporated under the laws of the Province of Ontario, Canada on 4 July 1951.

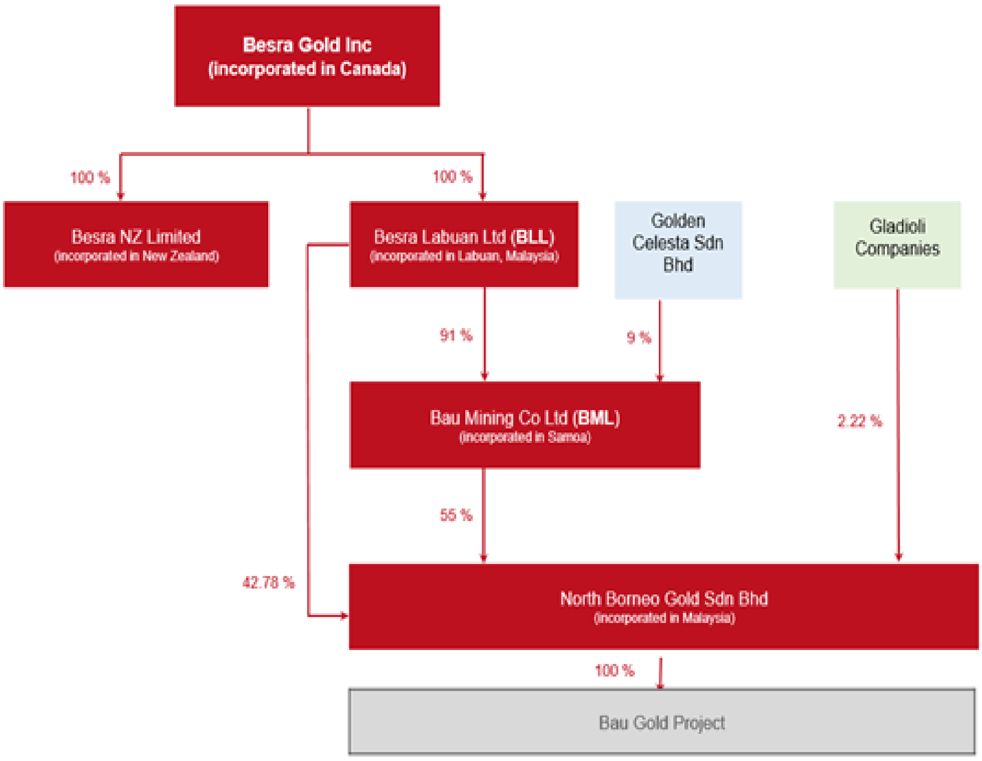

Figure 2 - Corporate Structure of Besra Gold Inc's Bau Gold Project.

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

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

Intercorporate Relationships

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

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

Overall Highlights

On 22 April 2021, during the preceding financial year reporting period, Besra had filed a prospectus ("Original Prospectus") with the Australian Securities and Investment Commission ("ASIC") involving the restructuring of the Group's financial position through an initial public offering ("IPO") of the Besra's common shares, in the form of Chess Depository Interests ("CDIs") on the Australian Securities Exchange ("ASX") – referred herein as the "Listing". Following the ASIC's statutory review of the Original Prospectus, Besra filed a replacement prospectus on 8 July 2021 and a supplementary Prospectus on 16 September 2021.

The Original Prospectus, replacement prospectus and supplementary prospectus are herein referred to as the "Prospectus". On the 24 September 2021 Besra received conditional admission approval from the ASX (**Conditional Admission**) and was subsequently admitted to the Official List of the ASX on 6 October 2021, with its securities trading as of 8 October 2021.

Besra issued the following CDIs on 29 September 2021.

- 83,942,611 to holders of secured notes in full satisfaction of all amounts outstanding under those notes.
- 52,274,000 to the holders of the Bridge Notes and Novus Advances in full satisfaction of all amounts outstanding under the respective financing agreements.
- 69,844,355 upon Conditional Admission to the holders of the Creditor Notes / New Notes in full satisfaction of all amounts outstanding under the Creditors Notes / New Notes.
- 532,457 to certain trade creditors.
- 12,500,000 to Gladioli Group.
- 20,000,000 to Pangaea Resources Limited ('Pangaea').
- 50,218,484 to IPO investors to raise $10,043,697.

The issuance of the CDIs upon completion of the IPO settled most of the Group's existing liabilities. The IPO raised A$10.043m with the proceeds applied towards exploration and development activities at the Bau Gold Project, general working capital, listing costs and other trade creditors of the Group.

Performance Highlights

The 30 June 2022 financial statements for Besra Gold Inc. are the consolidated operations of the Group.

During the year ending 30 June 2022, the Group made a loss of $3,984,227 (2021: loss of $13,314,669), including a fair value loss on settlement of loans of $3,721,283 and share based payments of $1,318,617 both of which are non-cash expenses.

Apart from corporate and administrative expenses in 2022 of $2,082,281 (2021: $2,209,854), the other significant items to the Consolidated Statement of Profit & Loss for the year were a gain on settlement of trade creditors of $2,807,597 (2021: $nil), losses on settlement of financial liabilities of $3,721,283 and share based payments of $1,318,617 (2021: respectively $nil & $nil) and a gain on derivative fair value revaluation of $593,230 (2021: loss of $10,322,324).

Q4 Performance Highlights

During the quarter ending 30 June 2022, the Group made a profit of $926,599 (2021: loss of $10,261,717). The derivative fair value revaluation was previously calculated on an annual basis and the revaluation was reflected in the profit or loss for the fourth quarter. For the year ending 30 June 2021 there was a negative revaluation of $10,322,324 resulting in a loss of $10,261,717 for that quarter.

The derivative liabilities were satisfied as part of the IPO in October 2021 and this resulted in a positive revaluation of $593,320 which was taken up in that quarter.

The cost of the share based payments were accrued in the second quarter of the current year at $2,707,000. As a result of a reduction in broker options issued this cost was recalculated to $1,318,617. The reduction of $1,388,383 was taken up in the fourth quarter resulting in a profit in the quarter of $926,599.

Other than the above items, the Company continued to focus on exploration activities at the Bau Gold Project, the costs associated were duly capitalised, and are reflected in Bau's increased carrying value.

Summary of assets held

As at June 30, 2022 total assets amounted to $19,802,152 including exploration and evaluation assets of $18,916,447. Total liabilities amounted to $744,356.

The Group's sole asset, the Bau Gold Project, refer above, consists of mining and exploration tenement interests (including renewals and applications) within the Bau Goldfield. Besra's 100% owned subsidiary Besra Labuan acquired its interest in North Borneo Gold (NBG), which owns rights to the mining tenements covering the area of Bau. Besra acquired its interests in Bau in accordance with the agreement for the sale of shares in NBG between Gladioli, Besra Labuan and Mr. Ling Lee Soon (guarantor of Gladioli) dated 1 October 2010, as amended and restated on 12 May 2013 and 17 November 2016 ("SPSA").

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

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

As at 30 June 2022, the Group's current assets exceeded its current liabilities by $190,210, surplus (at 30 June 2021 deficit of $31,066,489).

Combined cash and cash equivalents on hand at 30 June 2022 was $865,336 (30 June 2021: $11,146).

COVID-19

The COVID-19 situation in Malaysia continues to improve with the uptake and distribution of vaccines is ongoing. Although authorities relaxed outbound international and interstate travel for vaccinated citizens as from 11 October 2021 the spread of the Omicron variant of Covid-19 resulted in an effective closure of Malaysia's borders during November 2021 with restrictions on virtually all international incoming travel by foreigners remaining in place until 1 April 2022. During May and June 2022 restrictions were further eased for fully vaccinated foreign visitors, although mandatory mask wearing and social distancing continued to be practised in public places as well as a mandatory requirement to observe the Malaysian Federal Government "MySejahtera" mobile phone COVID-19 tracking application.

Corporate Strategy & Business Overview

Summary of Operations & Outlook

The review of the results of operations should be read in conjunction with the Group's audited consolidated statements and the related notes for the year to 30 June 2022.

Selected annual information for the fiscal years 2022, 2021 & 2020 is as follows:

For the Year ending	30 June 2022	30 June 2021	30 June 2020
Total Revenue	48	-	-
Net Loss	3,984,227	13,314,669	1,538,822
Basic and diluted loss per share	0.018	0.060	0.319
Weighted average number of common shares outstanding	221,802,552	221,802,552	1,204,892,898

As at	30 June 2022	30 June 2021	30 June 2020
Total Assets	**19,802,152**	**17,564,800**	**17,605,914**
Current Liabilities	694,856	32,110,632	19,088,669
Non-current Liabilities	49,500	251,592	-
Total Equity	19,057,796	(14,797,424)	(1,482,755)
Total Liabilities & Equity	**19,802,152**	**17,564,800**	**17,605,914**

Loan Liabilities valuation and analysis

The Secured Bridge Notes were settled by the issue of 40,206,349 CDIs upon the ASX listing, resulting in a fair value loss on settlement of $3,545,253 at June 30, 2022 (2021: $nil).

Other current and non-current indebtedness (unsecured)

Other current and non-current indebtedness (unsecured) was $231,469 as at 30 June 2022 (2021: $703,611). This outstanding amount relates to two settlement agreements with suppliers who provided drilling and assaying services for the Bau Gold Project to repay amounts due totalling $703,611 on deferred terms through to 2023.

Other financing arrangements entered into by the Company to meet its working capital needs were settled by the Company by the proceeds from the ASX Listing:

- Clients of Novus Capital had provided unsecured advances totalling approximately $986,197 (2021: $927,265) to the Company for working capital purposes ('Novus Advances') and were paid out upon issue of 12,067,651 CDIs upon the ASX listing. This resulted in a fair value loss on settlement of $1,064,075.
- The InCoR Services Loan was a fixed interest loan agreement of C$300,000, unsecured, with an interest rate of 12% per annum, payable at maturity. The balance owing, including accrued interest, as at 30 September 2021 was C$298,225 which was repaid from the proceeds from the ASX Listing.
- Other short-term financing obtained both from related entities and third parties prior to the ASX Listing totalling $603,334 (2020: $nil) were arranged prior to 30 September 2021 on terms similar to those under the InCoR Services Loan. The balance outstanding was repaid from the proceeds of the ASX Listing.

- North Borneo Gold Debt Notes of $441,842 (2021: $425,639), were repaid in full from the proceeds of the Listing.

Derivative liabilities

Derivative Liabilities of $21,778,785 were satisfied in full by the issue of 153,786,966 CDIs on 29 September 2021 which extinguished all obligations owed by the Company. The fair value for the derivative liabilities for the period 1 July 2021 to 29 September 2021 prior to settlement of the derivative liabilities by the above conversion to equity resulted in a gain of $593,230.

Results of Operations

	30 June 2022	30 June 2021	30 June 2020
Interest Received	(48)	-	-
Gain on settlement of trade creditors	(2,807,597)	-	-
Administration & Other Expenses:			
Professional & Consulting Fees	477,323	636,973	145,782
Management & Administration	406,262	781,475	218,078
Listing Costs	141,385	-	-
Fundraising Costs	462,780	-	-
Office & Facilities	383,761	490,971	247,822
Insurance	47,537	76,060	28,745
Directors Fees	163,233	224,375	140,000
Exploration Expense	30,076	63,719	237,604
Depreciation and amortization	13,596	18,364	14,605
Derivative Revaluation	(593,230)	10,322,324	442,278
Finance Charges	219,249	700,408	63,908
Loss on settlement of financial liabilities	3,721,283	-	-
Share based payments	1,318,617	-	-
Deficit from Operations	**3,984,227**	**13,314,669**	**1,538,822**
Summary - Exploration & Evaluation			
Expenditure	30,076	63,719	237,604
Asset Bau	18,916,447	17,506,422	17,506,422
Property, Plant & Equipment	639	14,235	32,599

Bau Gold Project Exploration and Evaluation Expenditure Detail*

	30 June 2022	30 June 2021	30 June 2020
General Equipment & Supplies	-	-	2,699
Permits and Fees	-	-	21,819
Contractors & Consultants	30,076*	63,719	45,175
Labour Expenses	-	-	159,909
Insurance	-	-	8,002
	30,076	**63,719**	**237,604**

*Note exploration and evaluation costs for the Bau Project, amounting to $1,410,025 were capitalised during the Reporting Period (Refer Note 6 of Financial Statements).

Report on Bau Gold Project

Summary of work completed on Bau Gold Project in 2021-2022

The Mineral Resource estimate, calculated in accordance with JORC 2012, for the Bau Gold Project is estimated in the table below (using a 0.5 g/t Au cut off):

Category	Tonnes	Grade (g/t)Au	oz Au
Measured	3,405,600	1.52	166,900
Indicated	17,879,700	1.67	958,000
M & I	21,285,300	1.64	1,124,900
Inferred	50,206,400	1.35	2,181,600
M & I & I	71,491,700	1.44	3,306,500

Exploration and Development Activities

Bau Drilling Program

During the twelve months ending 30 June 2022 Besra successfully negotiated drilling, technical and logistical support contracts as well as completed land access arrangements, prior to commencing drilling in November 2022 at its Bau Gold Project. Drillcorp Malaysia Sdn Bhd was contracted to provide two rigs to undertake the Company's diamond hole drilling. This 2021-2022 program is the first drilling conducted at the Bau Gold Project since 2017-2018.

Jugan Prospect Drilling

The Jugan component of Besra's 2021-2022 drilling program commenced in early November 2021. In April 2022 2,022m of fully cored drilling was undertaken to complete a total of 17 drill holes at the Jugan Prospect. Most drill holes were designed with dual objectives; provide additional infill drilling control at shallower depths and step-out or reconnaissance at depth or along strike to provide additional geological control beyond the existing Resource envelope.

The gold assay results for all holes, except JUDDH-95, and 98, were received during the Reporting Period.

Significant intercepts disclosed to the market are:

- JUDDH-83: 26m @ 2.23 g/t Au from surface (0m) to 26m;
- JUDDH-84: 58m @ 2.67 g/t Au from surface (0m) to 58m;
- JUDDH-85: 19m @ 2.21 g/t Au from 9m to 28m;
- JUDDH-86: 20m @ 1.25 g/t Au from surface (0m) to 20m;
- JUDDH-87: 47m @ 2.21 g/t Au from surface (0m) to 47m, and
  - 11m @1.56 g/t Au from 52m to 63m;
- JUDDH-88: 26m @ 1.79 g/t Au from surface (0m to 26m),
  - 10m @ 1.80 g/t Au from 29m to 75m, and
  - 10m @ 4.26 g/t Au from 79m to 89m.
- JUDDH-89: 64m @ 1.90 g/t Au from 145m to 209m, and
  - 19m @1.50 g/t Au from 72 to 91m;
- JUDDH-90: 67m @ 1.76 g/t Au from 64m to 131m, and
  - 17m @1.90 g/t Au from 133m to 150m;

- JUDDH-91: 63m @ 1.9 g/t Au from 19m to 82m, including
    - 11m @ 3.5 g/t from 41m to 52m;
- JUDDH-92: 36m @ 1.2 g/t Au from 33m to 69m, and
    - 7m @ 1.2 g/t Au from 15m to 22m;
- JUDDH-93: 26m @ 1.7 g/t Au from 4m to 30m;
- JUDDH-94: more than 66m of mineralisation including -
  6m @ 1.5 g/t Au from 0m to 6m,
  5m @ 1.9 g/t Au from 8m to 13 m,
  14m @ 1.1 g/t Au from 55m to 69m,
  21m @ 1.8 g/t Au from 72m to 93m,
  11m @ 2.3 g/t Au from 95m to 106m, and
  9m @ 1.7 g/t Au from 114 to 123m;
- JUDDH-96 - more than 45m of mineralisation including-
  6m @1.54 g/t Au from 3m to 9m,
  6m @1.14 g/t Au from 12.9m to 18.9m,
  15m @ 1.20 g/t Au from 22.9m to 38.0m,
  11m @ 0.95 g/t Au from 53m to 64m,
  2m @2.83 g/t Au from 81m to 83m, and
  7m @ 1.64 g/t Au from 89m to 96m;
- JUDDH-97 - more than 60m of mineralisation including -
  2m @ 1.03 g/t Au from 13m to 14.7m,
  8m @ 1.27 g/t Au from 16m to 24m,
  12m @ 1.16 g/t Au from 32m to 44m, and
  37m @ 1.80g/t Au from 66m to 103m.

These intercepts and the results, more generally, are substantially thicker and reveal more consistent mineralisation than otherwise reflected in the historical drilling results. These intercepts also have higher grades compared to the average global grades for Jugan based on those historical drilling results. The new drilling indicates a larger near surface mineralisation footprint across Jugan Hill, and its southwestern flank, than had previously been identified. In turn, this implies lower strip ratios, more favourable to future potential open-pit mining, in this vicinity. For example, JUDDH-84 intercepted a continuous interval of mineralisation (58 m @ 2.67 g/t), some 15 – 20 m thicker than that encountered in surrounding historical drill holes.

Intercepts in drill holes JUDDH-87 & -88 confirmed the continuity of mineralisation in the dip orientation, in the direction of the north-easterly plunging limb. The results of JUDDH-91 and -92, provide further control on the nature of mineralisation down dip in the direction of the north-easterly plunging mineralised limb.

Jugan Metallurgical Studies

During the Reporting Period ZJH Minerals Company Ltd of Xinyang China was mandated to undertake test work, including crushing, grinding, conditioning, reagent responses, flotation, dewatering and drying for selected representative bulk samples from the Jugan Prospect. These results will be used to prepare a test report and flow chart for designing a flotation plan currently under consideration to be sited at the Jugan Project. Bulk samples of Jugan mineralisation were shipped to ZJH Minerals Company Ltd of Zingzen China in May 2022 for the purposes of flotation scoping study. In conjunction with Dr Eric Devuyst, consultant metallurgist to Besra, processing stream, studies expected to be completed during Q4 2022.

Jugan Environmental Impact Assessment

The Environmental Impact Assessment ("**EIA**") is a process of evaluating the likely environmental impacts associated with a future proposed development proposal of the Jugan Project involving the construction of a pilot or test processing plant which is being designed in conjunction with ZJH Minerals. The EIA will be used for decision-making purposes by the Natural Resources and Environment Board of Sarawak and other relevant agencies.

The EIA is being undertaken by a Sarawak based firm, Chemsain Konsultant Sdn Bhd and involves an area covering portions of MLs 140 and 1/2013/1D. During the March 2022 Quarter the Company received the Terms of Reference from the Natural Resources and Environment Board of Sarawak following submission of its preliminary Report and had by the end of the Reporting Period commenced field work in order to satisfy the TORs which had been approved by the Sarawak National Resources and Environment Board This work included the drilling of several hydrological test holes for ground water surveys. In addition, a LIDAR survey was flown to record detailed topographic information across the Jugan Prospect area. Following completion of community consultation processes the draft EIA Final Report is anticipated to be completed during October 2022.

Bekajang Project

In April 2022 drilling commenced on the Bekajang Project, following completion of drilling at Jugan. Bekajang is located 5km south of Jugan, and approximately 1km from Bau township. The initial program involved the drilling of 12 shallow fully cored holes (BKDDH-12 to -23) targeting extensions of the Bekajang Resource envelope, focusing on an area north of the former tailings dam. As defined by previous drilling, this Bekajang Mineral Resource has been estimated as:

- An Indicated Resource of 120,400 oz @ 2.02 g/t Au[1];
- An Inferred Resource of 524,100 oz @ 1.53 g/t Au[1]; and
- An additional Exploration Target of 0.50 Moz – 0.80 Moz[2,3] at 2.0 - 3.0 g/t Au.

Subsequently, additional holes (BKDDH-24 to 34) were included to pursue deeper and higher-grade opportunities which were not targetted during historical, mainly RC, drilling.

The Bekajang Project lies in close proximity and along trend from two historical mines. The Bukit Young Gold Pit (BYG Pit) was mined until September 1992, prior to the redevelopment of the Tai Parit prospect, and according to Bukit Young mine records it had produced some 440,926 tonnes of ore at a recovered grade of 4.51 g/t Au. The nearby Tai Parit mine has a reported production of some 700,000 oz of gold, which included approximately 213,000 oz @ 7 g/t produced by Bukit Young Gold mine Sdn Bhd (BYG) between 1991 and 1997 (Besra Gold Inc., 2013).

Bekajang is associated mainly with pyrite and arsenopyrite sulphides, originating from hydrothermal alteration proximal to a shale-limestone contact. However, drilling with core, has enabled the current program to already identify two previously unpursued targets, one involving highly altered clay dominated lithologies potentially being associated with non-refractory gold. The other, a highly altered zone within the Bau Limestone, lying substantially deeper than the traditional shale-limestone boundary normally associated with gold mineralisation within this area.

During the Reporting Period, approximately 1,019m of fully cored drilling was completed at Bekajang.

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[2] The Bekajang Exploration Target ranges between 8 – 9 million tonnes based on a range of grades of 2 - 3 g/t Au.

[3] The potential quantity and grade of the Exploration Targets is conceptual in nature; there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration work will result in the estimation of a Mineral Resource.

Notice of intention to revoke certain Mining Licences

The Joint Venture had been advised by the Ministry of Urban Development and Natural Resources in 2018 of its intention to revoke four Mining Leases within the Bau Gold Project, totalling 252.4Ha. These four Mining Leases encroach upon the newly gazetted boundaries of the Dered Krian National Park (DKNP).

The Joint Venture submitted a proposal in August 2018 seeking to voluntarily surrender the portions of the Mining Leases which encroach upon DKNP in return for retaining the remaining portions of the Mining Leases or reapplying for new Mining Leases over those remaining portions. As at the date of this Report, the relevant authorities have not notified the registered title holders of any further developments. Should the land within the DKNP be surrendered, then the Bau Gold Project's global Resource would be reduced from 3.3Moz to approximately 3.02Moz. If the 4 relevant Mining Leases are forfeited in their entirety, the Project's global Resource would be reduced to approximately 2.6Moz. Besra believes this to be the more unlikely outcome as it would reapply for appropriate tenure over those lands within the four Mining Leases not lying within the DKNP.

As noted in previous Management's Discussion and Analysis as part of legal due diligence inspection of the Registry at the Land Office, as at 31 March 2021, did not reveal that any memorial of forfeiture had been registered in relation to any of these four Mining Leases (as specified in s.60 of the Minerals Ordinance). Nevertheless, should forfeiture be effected it will not impact upon the Group's current nor intended work programme because they do not involve any of these four Mining Leases.

Commitment to the Community

During the Reporting Period Besra has strengthened its engagement with local communities, State and district administrative and government bodies in order to be appropriately responsive and cognisant to social, governmental and stakeholder expectations of its in-country activities. Besra fully appreciates that success of its objectives must entail the overall support of local communities, regulatory authorities and stakeholders. Besra has embarked on a program of highlighting the potential benefits of future commercial mining operations and the capacity to co-exist with other community and sectional interests. Since listing in October 2021, the Company's representatives have held meetings with community leaders, landowners, stakeholders and Sarawak Government authorities through the District Office at Bau to discuss its activities, future plans, impacts and benefits.

Since listing Besra re-established its operational centre just outside the township of Bau in a complex that includes office and living quarters as well as storage and working facilities for the processing of drilling results, sampling and storage of drilling core under the overall supervision by Mr Kevin Wright, Project Manager. Practical demonstration of Besra's commitment to the local community is reflected by its contracting Bau-based Drillcorp drilling contractors, local earthmoving, surveying, providoring services as well as our team of professional geologists and field assistants, many of whom had previously worked with Besra and or its antecedents. When operating two rigs this involves more than 35 local personnel.

Summary of Quarterly results

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

	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Net Income	926,599	(503,392)	(8,379,845)	3,972,411	(10,261,717)	(717,815)	(1,277,304)	(1,057,833)
Income Loss per share)	0.004	(0.002)	(0.038)	0.018	(0.046)	(0.003)	(0.006)	(0.005)

There was interest received of $48 in Q4 2022. There was no Revenue received during any of the other quarters.

The variances in net income and comprehensive income and total assets and non-current liabilities are mainly due to re-valuing derivative liabilities and any other fair value adjustments and impairments. Also refer to the comments on the 2022 Q4 Performance Highlights on page 8.

Liquidity & Capital Resources

Working Capital:

	30 June 2022	30 June 2021	30 June 2020
Cash and Cash Equivalents	865,336	11,146	31,260
Tax and Other Receivables	19,727	25,511	28,147
Prepayments	3	7,486	7,486
Derivative Liability	-	(21,778,785)	(11,456,461)
Trade and Other Payables	(512,887)	(5,538,254)	(5,617,142)
Loans and Borrowings	(181,969)	(4,793,593)	(2,015,066)
Net working Capital	**190,210**	**(32,066,489)**	**(19,021,776)**

As at 30 June 2022 net working capital was $190,210 (2021: ($32,066,489). The change in working capital from 2021 is largely attributable to the impact of proceeds derived from the listing of the Company onto the ASX in October 2021 and the conversion of debt to equity.

During year the Group undertook several capital raisings and entered into deferred arrangements with some of its creditors to help fund Itself through to listing, summarised as below:

- The InCoR Services Loan was a fixed interest loan agreement of $C300,000, unsecured, with an interest rate of 12% per annum, payable at maturity. The balance owing, including accrued interest, as at 30 September 2021 was $C298,225 and was repaid from the proceeds from the ASX Listing.
- Other short-term financing obtained both from related entities and third parties prior to the ASX Listing totalling $603,334 (2020: $nil) were arranged prior to 30 September 2021 were on terms similar to those under the InCoR Services Loan. The balance outstanding was repaid from the proceeds of the ASX Listing.
- North Borneo Gold Debt Notes of $441,842 (2021: $425,639), were repaid in full from the proceeds of the ASX Listing.

Related Party Disclosure

Transactions with related parties are conducted on reasonable commercial terms and approved by non-conflicted members of Besra's board.

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

Name	% Equity Held as at:		
	30 June 2022	30 June 2021	30 June 2020
Besra Labuan Ltd	100.0	100.0	100.0
Bau Mining Co Ltd	91.0	91.0	91.0
North Borneo Gold Sdn Bhd	98.7	87.1	87.1
Fort Street Admin Ltd (formerly Besra NZ Ltd)	100.0	100.0	100.0
Besra Gold Australia Pty Ltd	100.0	-	-

During the year ended 30 June 2022, the Company increased its interest in NBG to 97.8%.

Related party balances

Key Management:

	30 June 2022	30 June 2021	30 June 2020
Directors fees and management fees	364,495	375,375	380,000
Working capital financing	-	100,619	-
Amounts payable	-	1,424,862	1,050,048

Jon Morda loan agreement

The Company entered into a loan agreement with Jon Morda, a Director of the Company whereby Mr Morda agreed to make available to Besra a $C75,000 cash advance facility to be used for the working capital of Besra or its related bodies. The loan together with interest at 12% per annum was repaid from the proceeds of the Initial Public Offer.

Mark Eaton loan agreement

The Company entered into a loan with Mark Eaton, a Director of the Company. The loan in the amount of C$40,000 was on the same terms as the loan agreement entered into with Jon Morda with the exception that Mr Eaton may, at his election, could direct any repayment of the loan to pay the subscription amount due under any subscription by Mark Eaton in the Initial Public Offer. The loan was settled by settlement of the subscription amount due in the Initial Public Offer.

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.

Companies Controlled by Management

Management compensation incurred on behalf of the Group were paid to certain companies controlled by officers of the Group, as follows:

Group name	*Name*	*Position*
Jura Trust Limited	John Seton	Executive Director

Management Services Agreements

The Group has entered into a management services agreement or employment agreement (each an "Executive Agreement"), as the case may be, with each of its senior executive officers (each, an "Executive") that provide for specific benefits in the event that executive's employment is terminated voluntarily by the Executive upon notice to the Group or a material change in the Executive's responsibilities or by the Group with cause or upon notice.

Termination

Pursuant to the Executive Agreements, the Group is required to make certain payments upon termination (whether voluntary, involuntary, or constructive), resignation or retirement or upon a change in the Executive's responsibilities, as applicable. An estimate of the amount of these payments assuming that the triggering event giving rise to such payments occurred on June 30, 2021, these figures are unchanged as of June 30, 2022 is set out in the table below and is described in the section that follows:

Triggering Event

On 9 April 2021, Jura Trust Limited entered into an amended management services agreement effective on Conditional Listing Approval, pursuant to which the termination payment due on certain events is A$165,000.

Contractual Commitments

Contractual Commitments: Acquisition of Interest in NBG

Under the terms of the SPSA Besra was required to pay a further $7.6 million consideration to Gladioli to acquire the remaining shares in NBG.

In March 2021, in consideration of the issue to Gladioli of 12.5 million Besra CDIs issued at A$0.20 per CDI upon completion of the Listing, Gladioli, Besra and Besra Labuan agreed to a further amendment of the SPSA and to release Besra and Besra Labuan of their obligations to complete the purchase of the remaining shares in NBG ("SPSA Variation"). In order to facilitate the Listing, Pangaea agreed to acquire 16,221 shares in NBG for cash consideration of A$4.0 million, and Besra agreed to acquire 14,419 shares in NBG from Pangaea by issuing 20.0 million 24-month restricted CDIs to Pangaea at A$0.20 per CDI upon completion of the Listing. Pangaea acquired the 14,419 NBG shares on 6 July 2021. On completion of the SPSA Variation, Besra's interests in NBG increased to 97.8% and its equity-adjusted interest increased to 92.8%. Besra has agreed to reimburse Pangaea for reasonable transaction costs associated with the financing of the acquisition of the 16,221 shares in NBG.

Refer to the Overall Highlights section for a summary of how the Besra met its commitments with respect to the Convertible Notes and Other Borrowings.

Events After the Reporting Period

During August 2022 Quantum Metal Recovery Inc. became a new substantial shareholder. This company is a US based corporation and part of a group whose principals are based in Malaysia, with strong relationships to Sarawak stakeholders, including within the district of Bau.

Date	Significant Event
24/08/2022	Change in Substantial Holding for Pangaea Resources Limited
24/08/2022	Quantum Metal Recovery Inc becomes a Substantial Holder
23/08/2022	Bekajang Drilling Confirms Two New Targets
16/08/2022	Thick Gold Intercepts in Deepest Jugan Drilling

No other matters or circumstances have arisen since 30 June 2022 which significantly affect or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future years.

Disclosure Controls & Procedures

Management is responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Group.

Based on an evaluation of the Group's disclosure controls and procedures as of the end period covered by this MD&A, management believes such controls and procedures are effective in providing reasonable assurance that material items requiring disclosure are identified and reported in a timely manner.

Readers are cautioned that the Group is not required to certify the design and evaluation of its disclosure controls and procedures and internal controls over financial reporting and has not completed such an evaluation.

The inherent limitations on the ability of the Group's certifying officers to design and implement on a cost-effective basis disclosure controls and procedures and internal controls over financial reporting for the Group may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risk Management and Disclosure

The nature of the Group's operations exposes the Group to credit risk, liquidity risk, market risk and geopolitical risk, which may have a material effect on cash flows, operations, and comprehensive income.

The Group's risk management policies and procedures are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and to monitor market conditions and the Group's activities. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework and policies.

Covid-19

The Covid-19 pandemic has impacted on the financial affairs of the Besra and is expected to have a short to medium term impact. The financial impact may

(a) result in logistical challenges in the impending capital raising that could cause delays in receiving the planned funding;

(b) result in uncertainties in the amount and timing of the capital raising as a result of the impact on investors and the stock market; and

(c) result in changes to the general economic outlook.

As noted above Besra continues to closely monitor developments around the COVID-19 pandemic and follow the measures recommended by public health and government authorities. Besra will continue to monitor the situation with the priority being the health and safety of its employees and surrounding communities.

Commercialisation

The industry in which the Company is involved is subject to domestic and global competition, business and commodity cycle volatility and de-risking as a project is advanced from exploration into studies and ultimately into production. Exploration success would lead to project studies that would need to support the continued systematic advancement towards production. While the Company will act with reasonable care and diligence in its business decisions and operations, exploration and predevelopment activities face inherent uncertainties and the Company may have no influence or control over the activities or actions which may, positively or negatively, affect the operating and financial performance of the Company's projects and business. The exploration, project studies and any future pre-development, development and production operations may not be successful.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Group to credit risk consist primarily of cash and accounts receivable.

The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Group reduces its credit risk by maintaining its bank accounts at large financial institutions. Accounts receivable consists largely of amounts receivable from the Canadian federal government for the refundable GST amounts. The Group assess the collectability and fair value of this receivable at each reporting period.

Liquidity risk

Liquidity risk is the risk that the Group is not able to meet its financial obligations as they fall due. As noted, the majority of the Group's financial liabilities converted during the Reporting Period to equity following listing. The Group's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Group is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on the Group's cash is minimal.

Foreign exchange risk

The Group currently has field operations in Malaysia and administrative operations in Australia. The Group could accordingly be at risk for foreign currency fluctuations.

Geopolitical risk

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

Industry risk

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

Gold and metal price risk

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

Trends

Continued strength in the US dollar, decreasing oil prices and the stable gold price increases demand, especially from Asia, and perception of increased risk in major financial markets has supported a discernible need for the development of commodity exploration projects. Companies, like Besra Gold Inc, are key participants in identifying properties of merit to explore and develop.

Mineral Resources Risk

The Group's mineral resource estimates are subject to uncertainty.

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Mineral resource estimates do not account for mineability, selectivity, mining loss, and dilution. These mineral resource estimates include inferred mineral resources that are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred resources will be converted to measured and indicated categories, through further drilling, or into mineral reserves once economic considerations are applied

The Group's mineral resources and mineral reserves are estimates based on a number of assumptions, any adverse changes in which could require the Group to lower its mineral resource and mineral reserve estimates.

There is no certainty that any of the mineral resources or mineral reserves disclosed by the Group will be realized or that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized, or that reserves can be mined or processed profitably. Until a deposit is actually mined and processed, the quantity and grades of mineral resources and mineral reserves must be considered as estimates only.

Valid estimates made at a given time may significantly change when new information becomes available. Any material changes in the quantity of mineral resources or mineral reserves, grade or stripping ratio may affect the economic viability of the Group's properties.

There can also be no assurance that any discoveries of new or additional reserves will be made. Any material reductions in estimates of mineral resources or mineral reserves could have a material adverse effect on the Group's results of operations and financial condition.

Funding Risk

Besra completed its IPO in October 2021 and has been able to undertake its planned exploration programme.

Future plans of the Group may also result in increases in capital expenditure and commitments that may require the Group to seek additional funding to expand its business for, among other things, the further development of the Bau Gold Project. No assurance can be given that such capital in future will be available, or if available on terms acceptable to the Group.

The success and the pricing of any such capital raising and/or debt financing will be dependent upon the prevailing market conditions, the availability of funds from lenders and/or investors, and other factors relating to the Group's properties and operations.

Stock & Shareholder Risk

The market price of the Group's common shares, like that of the common shares of many other natural resource companies could be volatile.

Results of exploration and mining activities, the price of precious metals, future operating results, changes in estimates of the Group's performance by securities' analysts, market conditions for natural resource shares in general, and other factors beyond the control of the Group, could cause a significant movement in the market price of the Group's common shares.

Future sales of common shares by existing shareholders could decrease the trading price of the common shares. Sales of large quantities of the common shares in the public markets, or the potential of such sales, could decrease the trading price of the common shares and could impair the Group's ability to raise capital through future sales of common shares.

The Group has not paid a dividend in the past and it is unlikely that the Group will declare or pay a dividend for the foreseeable future. The declaration, amount, and date of distribution of any dividends in the future will be decided by the Board of Directors from time-to-time, based upon, and subject to, the Group's earnings, financial requirements and other conditions prevailing at the time.

Shareholders could suffer dilution of the value of their investment if the Group issues additional shares.

There are a number of outstanding securities and agreements pursuant to which common shares may be issued in the future, including pursuant to the Convertible Notes, stock options and warrants. Under the IPO proposal these Instruments and loan convert to equity.

Other Financial Matters

Off-Balance Sheet Arrangements

The Group has no off-balance sheet arrangements.

Financial Instruments

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

Outstanding Shares

The Group had issued and outstanding 294,130,529 shares/CDIs at 30 June 2022 (30 June 2021 4,818,622).

Year ended 30 June 2022 and period to 3 October 2022.

in USD	Number of Common Shares and CDIs	Amount
Balance 30 June 2021	4,818,622	141,517,358
Issue of CDIs to holders of Derivative Liabilities	153,786,966	22,609,800
Issue of CDIs to Bridge Notes and Novus Advances holders	52,274,000	7,030,205
Issue of CDIs to trade creditors	532,457	78,282
Issue of CDIs in accordance with the SPSA	32,500,000	4,778,150
Issue of CDIs to IPO investors on ASX listing	50,218,484	7,383,122
Issue costs	-	(580,579)
Balance 30 June 2022 and 3 October 2022 of Shares and CDIs	**294,130,529**	**182,816,338**
Balance 30 June 2022 and 3 October 2022 of shares	4,818,622	
Balance 30 June 2022 and 3 October 2022 of CDIs	289,311,907	
Balance 30 June 2022 and 3 October 2022 of shares and CDIs	**294,130,529**	

Listing of the Group occurred on 8 October 2021 and 289,310,907 shares were issued under the IPO.

Critical Accounting Estimates

Information about significant areas of estimation and uncertainty considered by management in preparing the Audited Financial Statements is described in the Audited Financial Statements for the year ending 30 June 2022.

Accounting Policies

The accounting policies and methods of computation are described in the Audited Financial Statements for the year ended 30 June 2022.

Changes in Accounting Policies

The Group has reviewed new and revised accounting pronouncements that have been issued. The changes to accounting policies are described in the Audited Financial Statements for the year 30 June 2022.

Use of and reliance on experts

The resource figures for the Bau Gold Property have been prepared by Mr Kevin Wright who is a Fellow of the Institute of Materials, Minerals and Mining (FIMMM) and a "Qualified Person" as defined in NI 43-101 and is also a "Competent Person", as defined in the JORC Code).

Mr Wright was a full-time consultant to the Group and was not "independent" within the meaning of NI 43-101. Mr Wright consents to the inclusion in this report of the information that he has compiled in relation to the Bau Gold Property, in the form and context in which it appears.

The Group also used independent experts in the valuation and analysis the loan liabilities (i.e., the Convertible Notes). The methodology used by these independent experts is described above, 'Loan Liabilities valuation and analysis" under the section headed, Summary of Operations and Outlook. This is also dealt with in Note 3 of the Group's 2020 Consolidated Financial Statements

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements made and information contained herein is "Forward-looking information" within the meaning of applicable securities laws, including statements concerning our plans at exploration projects, which involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance or achievements of the Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.

Forward-looking information is subject to a variety of risks and uncertainties that could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, failure to establish estimated resources or to convert resources to mineable reserves; the grade and recovery of ore which is mined varying from estimates; capital and operating costs varying significantly from estimates; delays in obtaining or failure to obtain required governmental, environmental, or other project approvals; changes in national and local government legislation or regulations regarding environmental factors, royalties, taxation or foreign investment; political or economic instability; terrorism; inflation; changes in currency exchange rates; fluctuations in commodity prices; delays in the development of projects; shortage of personnel with the requisite knowledge and skills to design and execute exploration and development programs; difficulties in arranging contracts for drilling and other exploration and development services; dependency on equity market financings to fund programs and maintain and develop mineral properties; and risks associated with title to resource properties due to the difficulties of determining the validity of certain claims and other risks and uncertainties, including those described in each management's discussion and analysis released by the Group.

In addition, forward-looking information is based on various assumptions including, without limitation, the expectations, and beliefs of management; the assumed long-term price of gold; the availability of permits and surface rights; access to financing, equipment, and labour and that the political environment in the jurisdictions within which the Group operates will continue to support the development of environmentally safe mining projects. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements.

Cautionary note regarding preparation of Mineral Reserves and Resources

This MD&A uses the terms "reserves" and "resources" and derivations thereof.

These terms have the meanings set forth in NI 43-101 and the JORC Code. NI 43-101 and CIM Standards differ significantly from the requirements of the United States Securities and Exchange Commission (the SEC). Under SEC Industry Guide 7, mineralization may not be classified as a "reserve" unless the determination has been made that is part of a mineral deposit, which could be economically and legally extracted or produced at the time of the reserve determination".

In addition, the term "resource", which does not equate to the term "reserve", is not recognized by the SEC and the SEC's disclosure standards normally do not permit the inclusion of information concerning resources in documents filed with the SEC, unless such information is required to be disclosed by the law of the Group's jurisdiction of incorporation or of a jurisdiction in which its securities are traded. Accordingly, information concerning descriptions of mineralization and resources contained in this Management's Discussion and Analysis may not be comparable to information made public by US domestic companies subject to the reporting and disclosure requirements of the SEC.

Cautionary note regarding placing undue reliance

Readers are advised not to place undue reliance on forward-looking statements, which speak only as of the date they are made. Except as required under applicable securities legislation, the Group undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.

Oversight of the external auditor

Besra's Audit Committee has deemed the Group's external auditors to be appropriately experienced and qualified in the relevant jurisdictions, they have reported in line with the timetable. There has been no interference from Besra management that could affect their independence.

Informal discussions between the Audit Committee and the auditors are maintained.

Approval of the MD&A

This MD&A has been prepared by management with an effective date of 7 October 2022.
The MD&A and the Consolidated Financial Statements were approved by the Board of Directors of the Group

BESRA GOLD INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED 30 JUNE 2022 AND 30 JUNE 2021
(IN UNITED STATES DOLLARS)

BESRA GOLD INC.

CONTENTS

CORPORATE DIRECTORY

DIRECTORS

Mr. Andrew Worland, Non-Executive Chairman
Mr. Jon Morda, Non-Executive
Mr. Mark Eaton, Non-Executive
Mr. Paul Ingram, Non-Executive
Mr. Rob Dunne, Non-Executive, appointed 8 October 2021.
Mr. John Seton, Executive Director

COMPANY SECRETARY

Ms Eryn Kestel

REGISTERED OFFICE

67 Yonge St. Suite 701, Toronto
Ontario, Canada

PRINCIPAL PLACE OF BUSINESS

45 Ventnor Avenue, West Perth
Western Australia, Australia 6005
Email: info@besra.com
Web:
www.besra.com

AUDITOR

Grant Thornton Audit Pty Ltd
Level 43, Central Park 152-158 St Georges Terrace
Perth, WA 6000

SHARE REGISTRY

Computershare Share Registry
Level 11, 172 St Georges Terrace
Perth WA 6000, Australia

SECURITIES EXCHANGE LISTING

The Company is listed on the Australian Securities Exchange Ltd (“ASX”).

ASX Code: BEZ

CORPORATE STATEMENT

Substantial Share Holders

Rank	Name	CDIs	% Units
1	Colbern Fiduciary Nominees Pty Ltd	51,993,699	17.91
2	Pangaea Resources Limited	39,936,214	13.75
3	Quantum Metal Recovery Inc <E16858372021-3 A/c>	28,571,429	9.84

Place of Incorporation

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

Takeover Provisions

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

No Limitations

There are no limitations on the acquisition of securities imposed by Canadian laws or regulations.

There are no limitations on the acquisition of securities imposed under Besra Gold Inc's Articles of Association.

This statement is signed on behalf of the Directors by:

Andrew Worland
Non-Executive Chairman
30 September 2022

Grant Thornton Audit Pty Ltd
Level 43 Central Park
152-158 St Georges Terrace
Perth WA 6000
PO Box 7757
Cloisters Square
Perth WA 6850

T +61 8 9480 2000

Auditor's Independence Declaration

To the Directors of Besra Gold Inc

As lead auditor for the audit of Besra Gold Inc. for the year ended 30 June 2022 I declare that, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Australian Code of Ethics for Professional Accountants (including Independence Standards), issued by the Australian Professional and Ethical Standards Boards (APES) in relation to the audit

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

B P Steedman
Partner – Audit & Assurance

Perth, 30 September 2022

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BESRA GOLD INC.

Consolidated Statement of Financial Position

in USD	Notes	As at 30 June 2022	As at 30 June 2021
ASSETS			
Current			
Cash and cash equivalents	4	865,336	11,146
Trade and other receivables	5	19,727	25,511
Prepaid expenses		3	7,486
		885,066	**44,143**
Non-current			
Property plant and equipment		639	14,235
Exploration & evaluation	6	18,916,447	17,506,422
		18,917,086	**17,520,657**
TOTAL ASSETS		**19,802,152**	**17,564,800**
LIABILITIES			
Current			
Trade and other payables	7	512,887	5,538,254
Derivative liability	9	-	21,778,785
Loans and borrowings	8	181,969	4,793,593
		694,856	**32,110,632**
Non-current			
Loans and borrowings	8	49,500	251,592
TOTAL LIABILITIES		**744,356**	**32,362,224**
NET ASSETS		**19,057,796**	**(14,797,424)**
EQUITY			
Issued capital	11	182,816,338	141,517,358
Reserves	13	1,318,617	-
Accumulated losses	16	(164,145,312)	(154,874,482)
		19,989,643	(13,357,124)
Non-controlling interest		(931,847)	(1,440,300)
TOTAL EQUITY		**19,057,796**	**(14,797,424)**

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

BESRA GOLD INC.

Consolidated Statement of Profit and Loss and Comprehensive Profit and Loss

in USD	Notes	Year ended 30 June	
		2022	2021
Interest received		48	-
Gain of settlement of trade creditors	7	2,807,597	-
Corporate and administrative expense		(2,082,281)	(2,209,854)
Exploration		(30,076)	(63,719)
Depreciation and amortization		(13,596)	(18,364)
Finance costs	14	(219,249)	(700,408)
Derivative fair value revaluation	9	593,230	(10,322,324)
Loss on settlement of financial liabilities	8	(3,721,283)	-
Share based payments	13	(1,318,617)	-
LOSS BEFORE INCOME TAX		**(3,984,227)**	**(13,314,669)**
Income tax	10	-	-
LOSS FOR THE YEAR		**(3,984,227)**	**(13,314,669)**
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(3,984,227)**	**(13,314,669)**
Loss for the year attributable to:			
Shareholders of the parent		(3,922,478)	(13,299,477)
Non-controlling interests		(61,749)	(15,192)
Basic and diluted loss per share	15	(0.018)	(0.060)

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

BESRA GOLD INC.

Consolidated Statement of Cash Flows

in USD	Notes	Year Ended 30 June 2022	Year Ended 30 June 2021
OPERATING ACTIVITES			
Total Comprehensive Loss for the year		(3,984,227)	(13,314,669)
Items not affecting Cash			
Gain of settlement of trade creditors	7	(2,807,597)	-
Depreciation & amortization		13,596	18,364
Loss on settlement of financial liabilities	8	3,721,283	-
Finances costs		18,369	535,848
Foreign exchange adjustments		19,114	113,510
Derivative revaluation		(593,230)	10,322,324
Share based payments	13	1,318,617	-
Changes in non-cash working capital balances			
Trade and other receivables and other financial assets		13,267	2,635
Trade and other payables		(2,041,087)	(78,887)
Cash used in operating activities		**(4,321,895)**	**(2,400,875)**
INVESTING ACTIVITIES			
Exploration and evaluation costs		(1,249,713)	-
Cash used in investing activities		**(1,249,713)**	**-**
FINANCING ACTIVITIES			
Proceeds from issue of share capital	11	7,383,122	-
Proceeds from financing loan		398,948	2,430,761
Repayment of loans		(1,303,174)	(50,000)
Cash provided by financing activities		**6,478,896**	**2,380,761**
Increase in cash during the year		907,288	(20,114)
Cash - beginning of the year		**11,146**	**31,260**
Effect of exchange rate on cash		(53,098)	-
Cash - end of the year		**865,336**	**11,146**

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

BESRA GOLD INC.

Consolidated Statement of Changes in Equity

in USD	Issued Capital	Reserves	Accumulated Losses	Non-Controlling Interest	Total Equity
Balance at 1 July 2021	**141,517,358**	**-**	**(154,874,482)**	**(1,440,300)**	**(14,797,424)**
Contributions from owners					
Issue of share capital	41,879,559	-	-	-	41,879,559
Share issue costs	(580,579)	-	-	-	(580,579)
Total contributions from owners	182,816,338	-	(154,874,482)	(1,440,300)	26,501,556
Share based payments	-	1,318,617	-	-	1,318,617
Acquisition of Minority interest	-	-	(5,348,352)	570,202	(4,778,150)
Total comprehensive loss for the year			(3,922,478)	(61,749)	(3,984,227)
Balance at 30 June 2022	**182,816,338**	**1,318,617**	**(164,145,312)**	**(931,847)**	**19,057,796**

Balance at 1 July 2020	**141,517,358**	**-**	**(141,575,005)**	**(1,425,108)**	**(1,482,755)**
Loss for the year	-	-	(13,299,477)	(15,192)	(13,314,669)
Total comprehensive loss for the year	-	-	(13,299,477)	(15,192)	(13,314,669)
Balance at 30 June 2021	**141,517,358**	**-**	**(154,874,482)**	**(1,440,300)**	**(14,797,424)**

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

1. Background and Nature of Business

During the financial year ended 30 June 2022, the business of Besra Gold Inc. and subsidiaries ('Besra' or 'the Company') consisted of interests in mining tenements and applications within the Malaysian State of Sarawak and principally the Bau Gold Project ('Bau').

The 30 June 2022 financial statements for Besra Gold Inc. are the consolidated operations of Besra Gold Inc.

2. General Information

Besra Gold Inc is the ultimate parent company, and it is a limited liability company incorporated in Canada. Its registered office is 67 Yonge St, Suite 701, Toronto, Ontario, Canada and principal place of business for the period is located at 45 Ventnor Avenue, West Perth, WA, 6005, Australia.

3. Basis of Preparation & Significant Accounting Policies

Basis of Preparation
The consolidated financial statements are general purpose financial statements which have been prepared in accordance with International Financial Reporting Standards as adopted by the International Accounting Standards Board. These financial statements were authorized by the Directors of the Company on 30 September 2022.

Historical cost convention
The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value. The consolidated financial statements are presented in United States dollars (USD) which is also the functional currency of Besra Gold Inc. and its subsidiaries and are rounded to the nearest dollar unless otherwise stated.

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

New standards not yet adopted by the Group
The Group has adopted all of the new and revised standards and interpretations issued by the International Accounting Standards Board that are relevant to its operations and effective for the current reporting period.

There are no new standards and interpretations in issue which are mandatory for 30 June 2022 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.

Accounting Policies

Going Concern

These consolidated financial statements for the year ended 30 June 2022 have been prepared on a going concern basis which assumes that the Company and the entities it controls will be able to realize its assets and discharge its liabilities in the normal course of business.

During the year ended 30 June 2022, the Group made a loss of $3,984,227, had cash outflows from operating and investing activities of $5,571,608 and financing cash inflows of $6,478,896. At 30 June 2022, the Group's current assets exceeded its current liabilities by $190,210.

The Directors believe that it is reasonably foreseeable that the Company will continue as a going concern but acknowledge that additional capital will be required to fund the exploration program and therefore it is appropriate to adopt the going concern basis in preparation of the financial statements. The aforementioned factors indicate the existence of a material uncertainty which may cast doubt about the Company's ability to continue as a going concern.

If additional capital is not obtained as required, then the going concern basis may not be appropriate, with the result being that the Group may not realise its assets and extinguish its liabilities in the ordinary course of business, and at amounts different from those stated in the financial report.

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

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

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

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

The evaluation considers:

- the period of the right to explore, its expiry date and whether it is expected to be renewed;
- any substantive expenditure on further exploration or evaluation that is not budgeted or planned;
- whether any exploration has resulted in resources in a specific area not having commercially viable quantities of mineral resources and further activity will be discontinued in that area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

When facts and circumstances suggest that the carrying amount may exceed the recoverable amount, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash generating units ('CGUs')). The Group's CGU is the Bau Gold Project..

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

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

Share-based payments

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

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share

The Company provides benefits to employees of the Company in the form of Performance Rights. The Company values Performance Rights by reference to its best available estimate of the number of Performance Rights it expects to vest and revises that estimate, if necessary, if subsequent information indicates that the number of Performance Rights expected to vest differs from previous estimates. The Directors have determined that it is more likely than not that the milestones will be achieved.

The Company measures the cost of equity-settled transactions with employees and Directors by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by utilising a Black Scholes model, using the assumptions detailed in Note 12. The Company values Performance Rights by reference to its best available estimate of the number of Performance Rights it expects to vest and revises that estimate, if necessary, if subsequent information indicates that the number of Performance Rights expected to vest differs from previous estimates.

Goods and Services Tax (GST/VAT)

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

Cash and Cash Equivalents

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

Financial Instruments Recognition, Initial Measurement and Derecognition

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

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

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

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

• amortised cost;

• fair value through profit or loss ('FVTPL'); or

• fair value through other comprehensive income ('FVOCI').

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

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

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

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

Fair Values

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

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

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

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

If different levels of inputs are used to measure a financial instrument's fair value, the classification within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes to valuation methods may result in transfers into or out of an investment's assigned level.

Employee Entitlements

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

Termination Benefits

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

Current tax

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

Deferred tax

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

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

- where the deferred income tax liability arises from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the asset is realised or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the date of the Consolidated Statement of Financial Position.

Ordinary Share Capital

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

Earnings per share

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

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

Significant Judgements, Estimates & Assumptions

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if it affects both current and future periods.

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

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

- Determination of functional currency of entities within the Group. Determining the appropriate functional currencies for each entity in the Group requires analysis of various factors, including the currencies and country-specific factors that mainly influence sales prices, and the currencies that mainly influence financing, labour, materials, and other costs of providing goods or services.
- The convertible notes (refer note 7) issued by the Group are complex with varying features which could, depending on judgements applied, result in a number of possible accounting treatments based on the application of IFRS. The main judgement made in determining the accounting treatment for the convertible notes is whether the notes should be split into multiple elements (i.e. base loan, warrants or interest) with a different accounting treatment for each element or treated as a single instrument meeting the definition of a derivative.
- Determine whether the Company remains a going concern as set out in commentary on the Going Concern on page 21.

Estimates:

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

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

Basis of Consolidation

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

Company Name	Jurisdiction	Ownership % 30 June 2022	Ownership % 30 Jun 2021
Fort Street Admin Ltd (formerly Besra NZ Limited)	New Zealand	100.0	100.0
Bau Mining Co Ltd	Samoa	91.0	91.0
North Borneo Gold Sdn Bhd ('NBG")	Malaysia	97.8	87.1
Besra Labuan Ltd	Malaysia	100.0	100.0
Besra Gold Australia Pty Ltd	Australia	100.0	-

During the year ended 30 June 2022 the Company increased its interest in NBG to 97.8% - refer note 6.

4. Cash and Cash Equivalents

in USD	Year Ended 30 June 2022	Year Ended 30 June 2021
Cash at bank	**865,336**	**11,146**

Cash and cash equivalents include cash on hand, deposits held at call and other short term highly liquid investments with maturities of three months or less. The Group's exposure to interest rate risk is set out in Note 20. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents set out above.

5. Trade and Other Receivables

in USD	Year Ended 30 June 2022	Year Ended 30 June 2021
Deposit	-	23,992
Taxes	7,210	1,519
Other	12,517	-
	19,727	**25,511**

Trade and other receivables are due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after balance date.

The Group's financial risk management objectives are set out in Note 20.

Due to their short-term nature theses of these receivables their carrying value is assumed to approximate their fair value.

6. Exploration & Evaluation

in USD	Year Ended 30 June 2022	Year Ended 30 June 2021
Opening Balance	17,506,422	17,506,422
Additions	1,410,025	-
Closing Balance	**18,916,447**	**17,506,422**

The Group's major asset is the mining and exploration tenements within the Bau Goldfield. Besra's 100% owned subsidiary Besra Labuan acquired its interest in NBG, which owns rights to the mining tenements covering the area of Bau. The Company acquired its interest in Bau in accordance with the agreement for the sale of shares in NBG between Gladioli, Besra Labuan and Mr. Ling Lee Soon (guarantor of Gladioli) dated 1 October 2010, as amended and restated on 12 May 2013 and 17 November 2016 ("SPSA").

Under the terms of the SPSA Besra was required to pay a further $7.6 million consideration to Gladioli to acquire the remaining shares in NBG. In March 2021, in consideration of the issue to Gladioli of 12.5 million Besra Chess Depositary Interests ("CDIs") issued at $A0.20 per CDI upon completion of the ASX Listing, Gladioli, Besra and Besra Labuan agreed to a further amendment of the SPSA and to release Besra and Besra Labuan from their obligations to complete the purchase of the remaining shares in NBG ("SPSA Variation"). Pangaea agreed to acquire 16,221 shares in NBG for cash consideration of $A4.0 million and Besra agreed to acquire 14,419 shares in NBG from Pangaea by issuing 20.0 million CDIs to Pangaea at $A0.20 per CDI upon completion of the ASX Listing.

Pangaea acquired the 14,419 NBG shares on 7 July 2021. Upon the issue of the 12.5 million and 20 million CDIs to Gladioli and Pangaea respectively, Besra's interests in NBG increased to 97.8% and its equity-adjusted interest increased to 92.8%. NBG was a controlled entity of the Group at the date of acquisition of the additional 10.7% equity. The financial impact was an increase in share capital by $4,778,150, an increase in accumulated losses of $5,348,352 and a decrease in non controlling interest of $570,202. The fair value of the share capital issued was 14.7 cents (20 cents Australian) per share which was equivalent to the Initial Public Offering share price.

Exploration and evaluation assets include the costs of acquiring rights and licences, costs associated with exploration and evaluation activity (e.g. geological, geophysical studies, exploratory drilling and sampling), and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination or asset purchase.

The Group follows the practice of capitalizing all costs related to the acquisition of, exploration for and evaluation of mineral claims and charging all revenue received until production is achieved against the cost of related claims.

Costs incurred before Besra has obtained the legal rights to explore an area are recognized in the Consolidated Statements of Profit or Loss and Other Comprehensive Income.

Capitalized costs, including general and administrative costs, are only allocated to the extent that these costs can be related directly to operational activities in the relevant area of interest where it is considered likely to be recoverable by future exploitation or sale or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves.

The aggregate costs related to abandoned mineral claims are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to the area of interest are first tested for impairment and then reclassified to mining property and development assets.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on sale of the respective areas of interest, or alternatively successful development and commercial exploitation.

Where a decision has been made to develop an exploration and evaluation asset or assets into a mining operation, the accumulated exploration and evaluations costs for the project would be reclassified as mining properties. Mining properties would be tested for impairment and the accumulated costs, subject to any impairment or revaluation, would then be amortised over the proven and probable reserves, or measured and indicated resources where the criteria to establish proven and probable reserves have not been met.

One or more of the following facts and circumstances are tested for the exploration and evaluation assets for impairment : (a) the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed; (b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned; (c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; (d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Management have determined that upon completion of the above test for impairment that no impairment of exploration assets is required.

Significant estimate and Judgement
There is some subjectivity involved in the carry forward of capitalised exploration and evaluation expenditure or, where appropriate, the write off to the Statement of Profit or Loss and Other Comprehensive Income, however management give due consideration to areas of interest on a regular basis and are confident that decisions to either write off or carry forward such expenditure fairly reflect the prevailing situation in accordance with the criteria set out in IFRS 6.20 : Exploration for and Evaluation of Mineral Resources.

7. Trade & Other Payables

in USD	As at 30 June 2022	As at 30 June 2021
Trade payables	400,532	1,338,243
Taxes and government fees	45,612	12,934
Accruals and other payables	66,743	4,187,077
Total	**512,887**	**5,538,254**

Upon Conditional Admission to the Australian Stock Exchange (ASX) $2,807,597 of Trade and Other Payables at 30 June 2021 were forgiven pursuant to the terms of various settlement agreements between the Company and creditors and recorded as a gain on settlement in the profit and loss together with 532,457 CDIs issued in satisfaction of a further $1,740,000 of Trade and Other Payables at 30 June 2021.

The conversion of debt to equity was recognised at the fair value of CDI's issued by the company being the share price of the Initial Public Offering.

8. Loans and Borrowings

in USD	As at 30 June 2022	As at 30 June 2021
Current Liabilities		
Secured Bridge Notes	-	2,365,434
Other current indebtedness (unsecured)	181,969	2,428,159
	181,969	4,793,593
Non-current Liabilities		
Other current indebtedness (unsecured)	49,500	251,592
Total	**231,469**	**5,045,185**

Secured Bridge Notes

The Secured Bridge Notes with a value of $2,365,434 were converted to equity upon issue of 40,206,349 CDIs upon the ASX listing. The fair value of the equity issued was the share price on the Initial Public Offering. This resulted in a loss on settlement of financial liabilities of $3,545,253.

Other current and non-current indebtedness (unsecured)

Included in other current indebtedness (unsecured) are the following financing arrangements entered into by the Company to meet its working capital needs and have been repaid or settled during the current period:

- Clients of Novus Capital provided unsecured advances totalling approximately $986,197 to the Company for working capital purposes ('Novus Advances') and were converted to equity upon issue of 12,067,651 CDIs upon the ASX listing. The fair value of the equity issued was the share price on the Initial Public Offering. This resulted in a loss on settlement of financial liabilities of $1,064,075.
- The InCoR Services Loan was a fixed interest loan agreement of $C300,000, unsecured, with an interest rate of 12% per annum, payable at maturity. The balance owing, including accrued

interest, as at 30 September 2021 was $C298,225 and was repaid from the proceeds from the ASX Listing.

- Other short-term financing obtained both from related entities and third parties prior to the ASX Listing totalling $603,334 (2020: $nil) were arranged prior to 30 September 2021 were on terms similar to those under the InCoR Services Loan. The balance outstanding was repaid from the proceeds of the ASX Listing.
- North Borneo Gold Debt Notes of $441,842 (2021: $425,639), were repaid in full from the proceeds of the ASX Listing.
- Interest on borrowings accrued at 30 June 2021 of $888,045 on certain term debt instruments was not paid upon conversion of liabilities to CDIs at 29 September 2021. This arrangement was part of the debt settlement agreements and was netted against the loss on settlement of financial liabilities in the profit and loss.

9. Derivative Liabilities

in USD	As at 30 June 2022	As at 30 June 2021
Current Liability		
Convertible Note (secured)	-	1,981,356
Exit financing Note (secured)	-	9,905,972
Creditor convertible notes (unsecured)	-	9,891,457
Total	**-**	**21,778,785**

The fair value for the derivative liabilities for the period 1st July 2021 to 29th September 2021 prior to settlement of the derivative liabilities by conversion to equity resulted in a $593,230 gain for the period.

Convertible Notes and Derivative Liabilities were satisfied by a debt-to-equity conversion by the issue of 153,786,966 CDIs on 29 September 2021 which extinguished all obligations owed by the Company under those financing arrangements. The fair value of the equity issued was the share price on the Initial Public Offering.

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

10. Income Tax

in USD	As at 30 June 2022	As at 30 June 2021
Statement of Profit or Loss and Other comprehensive Income		
Current income tax		
Income tax expense	-	-
Income tax expense reported in the Statement of Profit or Loss and Other Comprehensive Income	-	-

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

Accounting profit/(Loss) before income tax	(3,984,227)	(13,314,669)
Tax at statutory tax rate of 26.5% (2021:26.5%)	(1,055,820)	(3,528,387)
Share based payments	349,434	-
Expenditure not allowed for income tax purposes	1,077,150	2,994,485
Capitalised expenditure deductible for tax purposes	(373,657)	-
Net deferred tax not recognised	(21,329)	533,902
Income Tax expense	**-**	**-**

Unrecognized Tax Losses/Unrecognised Deductible Temporary Differences

The Group has unrecognized deferred tax assets in relation to tax losses that are available to carry forward against future taxable income of the companies in which the losses arose. Deferred tax assets have not been recognized in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group and they have arisen in entities for which it is not probable that there will be taxable profits in the future. Tax losses available in Canada are $63,375,122 and will variously expire twenty years after the year in which the respective loss was incurred.

11. Issued Capital

Common Shares and Chess Depository Interest (CDIs)

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

Year ended 30 June 2022

in USD	Number of Common Shares and CDIs	Amount
Balance 30 June 2021	4,818,622	141,517,358
Issue of CDIs to holders of Derivative Liabilities	153,786,966	22,609,800
Issue of CDIs to Bridge Notes and Novus Advances holders	52,274,000	7,030,205
Issue of CDIs to trade creditors	532,457	78,282
Issue of CDIs in accordance with the SPSA (refer note 6)	32,500,000	4,778,150
Issue of CDIs to IPO investors on ASX listing	50,218,484	7,383,122
Issue costs	-	(580,579)
Balance 30 June 2022 of Shares and CDIs	**294,130,529**	**182,816,338**
Balance 30 June 2022 of shares	4,818,622	
Balance 30 June 2022 of CDIs	289,311,907	
Balance 30 June 2022 of shares and CDIs	**294,130,529**	

Year ended 30 June 2021

in USD	Number of Common Shares	Amount
Balance 30 June 2020 prior to consolidation	1,204,892,898	141,517,358
Consolidation of Shares	(1,200,074,276)	-
Balance 30 June 2021	**4,818,622**	**141,517,358**

12. Share based payments

The company issued Options and Performance Rights on listing on the ASX. They lapse if not exercised within the expiry date.

Each option or Performance Right converts into one ordinary share on exercise. No amounts are paid or payable by the recipient on receipt of the option or performance right. They carry neither rights to dividends or voting rights.

The Broker Options have an expiry date four years after issue and an exercise price of $A0.25. The Class B Incentive Options have an expiry date five years after the issue date and an exercise price of $A0.30. One-third of the Options vest on grant, one-third in twelve months and one-third in twenty-four months. The Bonus Options have an expiry date four years after issue and an exercise price of $A0.25. The Performance Rights have a $nil exercise price but only vest if certain resource targets are met within two years for the Class A and three years for the Class B Rights.

The Class A Performance Rights will vest upon 4 million ounces Resource being achieved at the Bau Gold Project within two years of listing, or if a sale of the project occurs or upon a change of control.

The Class B Performance Rights will vest upon 5 million ounces Resource being achieved at the Bau Gold Project within three years of listing, or upon completion of a feasibility study on the Bau Gold Project which evidences an IRR in excess of 30% using publicly available spot commodity pricing and verifiable industry assumptions, or if a sale of the project occurs or upon a change of control.

The following share-based payment arrangements were in existence during the reporting period including the model inputs for options granted during the year ended 30 June 2022

	Lead Manager Options	Broker Options	Bonus Options	Class A Options	Class B Options
Exercise price	$A0.25	$A0.25	$A0.25	$A0.30	$A0.40
Grant date	8 October 2021	8 October 2021	8 October 2021	8 October 2021	8 October 2021
Expiry date	7 October 2025	7 October 2025	7 October 2025	7 October 2026	7 October 2026
Life in years	4	4	4	5	5
Volatility	84.4%	84.4%	84.4%	78.7%	78.7%
Risk free rate	0.52%	0.52%	0.52%	0.78%	0.78%
Number	3,017,275	1,625,000	2,500,000	3,625,000	3,625,000
Value per option at grant date	$0.05	$0.05	$0.05	$0.05	$0.05

The following performance rights were in existence during the reporting period including the model inputs for options granted during the year ended 30 June 2022

	Class A Rights	**Class B Rights**
Exercise price	$nil	$nil
Grant date	8 October 2021	8 October 2021
Expiry date	7 October 2023	7 October 2024
Life in years	2	3
Volatility	82.5%	90.4%
Risk free rate	0.01%	0.27%
Number	2,600,000	3,650,000
Value per right at grant date	$0.10	$0.10

Fair value of share options and performance rights granted during the year

During the year the Company issued 33,062,609 options and performance rights. The fair value of the Share Options and Performance Rights is measured using the Black Scholes model. The value of the options and rights is based on a number of judgements and estimates including the share price, the timing of the exercise of the options and performance rights and that no dividends will be paid prior to their exercise.

The model inputs for the options and performance rights granted during then year ended 30 June 2022 are set out in the tables above. None of the options or performance rights issued had service conditions.

Movements in share options and performance rights

Movements in share options and performance rights held by directors and employees during the year ended 30 June 2022

in USD	No. of Options and Rights	Weighted average exercise price
Options and Performance Rights		
Balance at start of Year	-	-
Granted and vested during the year	4,797,425	$0.30
Granted and not vested during the year	15,844,850	$0.18
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at year end	**20,642,275**	**$0.21**
Exercisable at year end	**4,797,425**	**$0.30**

The weighted average remaining contractual life of the share options and performance rights at the end of the year was 3.2 years (2021: Nil)

There were no movements in options or performance rights during the year ended 30 June 2021.

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

Share options and performance rights outstanding at the end of the year

Share options and performance rights issued and outstanding at the end of the year

in AUD	30 June 2022		30 June 2021	
	Exercise Price	Number	Exercise Price	Number
Broker options	$A0.25	4,642,275	-	-
Class A Incentive options	$A0.30	3,625,000	-	-
Class B Incentive options	$A0.30	3,625,000	-	-
Bonus options	$A0.25	2,500,000	-	-
Class A Performance Rights	nil	2,600,000	-	-
Class B Performance Rights	nil	3,650,000	-	-
Totals		**20,642,275**	**-**	**-**

13. Share Based Payments Reserve

in USD	As at 30 June 2022	As at 30 June 2021
Balance as at 1 July 2021	-	-
Share options	687,070	-
Performance rights	631,547	
Balance as at 30 June 2022	**1,318,617**	**-**

The fair value of the Share Options is measured using the Black Scholes model. The value of the options is based on a number of judgements and estimates including the share price, the timing of the exercise of the options and performance rights and that no dividends will be paid prior to their exercise.

The Class A and Class B Performance Rights entitle the holder to subscribe to one CDI of the Company upon exercise of a performance right, without any further payment. The Company measures the Class A and Class B Performance Rights at fair value. As of the measurement date, the Company classified the Performance Rights within Level 2 of the fair value hierarchy because there was no active quoted price for Besra's CDIs. The seven-day volume weighted average price upon listing was used as a reasonable estimate for the value of Besra's CDIs as of the measurement date.

14. Finance costs

in USD	Year ended 30 June	
	2022	2021
Interest on borrowings and costs	211,249	700,408
	211,249	**700,408**

15. Earnings Per Share

	Year ended 30 June	
	2022	2021
Basic profit (loss) per share attributable to Equity Owners:		
Loss for the year	(3,984,227)	(13,314,669)
Weighted average number of common shares outstanding	221,802,552	221,802,552
Basic and Diluted Loss per Share	**(0.018)**	**(0.060)**

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

The comparative basic and diluted earnings per share for the prior year has been recalculated based on the current weighted average number of shares outstanding for consistency.

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

16. Accumulated Losses

in USD	As at 30 June 2022	As at 30 June 2021
Balance at start of Year	(154,874,482)	(141,575,005)
Net Loss attributable to shareholders of parent	(3,922,478)	(13,299,477)
Acquisition of Minority Interest	(5,348,352)	-
Balance at year end	**(164,145,312)**	**(154,874,482)**

17. Related Party Disclosure

Related parties of the Group are considered to be Key Management Personnel (J Seton, Dr R Shaw, E Kestel and K Wright) and the Directors.

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

Key Management and Directors

in USD	Year ended 30 June	
	2022	2021
Management fees and salary expense	364,495	374,375
Amount payable for the management fees and salary expense	-	1,424,243
Working capital financing from the directors during the year, also outstanding at year end	-	100,619

Executive service agreements
The Company has entered into executive services agreements with each of John Seton, Dr Ray Shaw, Kevin Wright and Eryn Kestel.

Indemnity Deeds
The Company has entered into Indemnity Deeds with all Officeholders.

Jon Morda loan agreement
The Company entered into a loan agreement with Jon Morda, a Director of the Company whereby Mr Morda agreed to make available to Besra a $C75,000 cash advance facility to be used for the working capital of Besra or its related bodies. The loan together with interest at 12% per annum was repaid from the proceeds of the Initial Public Offer.

Mark Eaton loan agreement
The Company entered into a loan agreement with Mark Eaton, a Director of the Company. The agreement is on the same terms as the loan agreement entered into with Jon Morda with the exception that Mark Eaton may, at his election, direct any repayment of the loan to pay the subscription amount due under any subscription by Mark Eaton in the Initial Public Offer. The loan was repaid by settlement of the subscription amount due in the Initial Public Offer.

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.

18. Auditors Remuneration

in USD	As at 30 June 2022	As at 30 June 2021
Grant Thornton Australia, NZ and Canada		
Audit and review of financial reports	138,541	205,702
Other Consulting work	10,302	135,370
Total remuneration	**148,843**	**341,072**

19. Commitments, Contingencies and Contractual Obligations

Commitments and Contractual Obligations
Pursuant to the terms of the SPSA Variation NGB entered into a Consultancy Agreement with Bukit Young Goldmine Sdn Bhd, ('Contractor') a member of the Gladioli group to provide to consultancy services to the Group.

A fee of $A250,000 per annum, is paid quarterly in arrears to the Contractor in consideration for the Services over the two-year term of the agreement to July 2023. The agreement may be extended on terms mutually agreed between the parties.

Contingencies
There are no contingencies (2021: $nil).

20. Financial Instruments & Risk Management

Risk Management

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

- liquidity risk;
- commodity price risk;
- foreign exchange risk;
- credit risk; and
- interest rate risk.
- Capital risk

The risks listed arise from exposures that occur in the normal course of business and are managed by the Officers of the Company. Material risks are monitored and discussed with the Audit Committee of the Board of Directors.

Liquidity Risk

Liquidity risk arises through excess financial obligations over available financial assets at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available cash reserves to meet its liquidity requirements at any point in time.

The tables below summarize the maturity profile of the Group's derivatives and financial liabilities including estimated interest.

As at 30 June 2022:

in USD	Within 1 Year	1-5 Years
Loans and other borrowings	181,969	49,500
Trade and other payables	512,886	-
	694,855	49,500
Financial derivatives	-	-
Total	694,855	49,500

As at 30 June 2021:

in USD	Within 1 Year	1-5 Years
Loans and other borrowings	4,793,593	251,592
Trade and other payables	5,538,254	-
	10,331,847	251,592
Financial derivatives	21,778,785	-
Total	**32,110,632**	**251,592**

Commodity Price Risk
The performance of the Group is partially related to the market commodity price of gold.

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

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

Foreign Exchange Risk
The Group operates in Canada, Malaysia, Australia and to limited extent in New Zealand.

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

The statement of financial position of the Group includes US and Canadian dollar cash and cash equivalents. The Group is required to revalue the US dollar equivalent of the Canadian dollar cash and cash equivalents and liability at each period end.

Foreign exchange gains and losses from these revaluations are recorded in the Consolidated Statement of Profit and Comprehensive Income.

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

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

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

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

in USD	Year ended 30 June	
	2022	2021
Trade and receivables	19,727	25,511

Interest rate risk

The interest rate risk is insignificant. There is no sensitivity to interest rates.

Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The management of the Group's capital is performed by the Board. The capital structure of the Company consists of net debt (trade and other payables and loans and borrowings as detailed in Notes 7 and 8 offset by cash and bank balances) and equity of the Company (comprising contributed equity and reserves, offset by accumulated losses detailed in Notes 11, 13 and 16). The Company is not subject to any externally imposed capital requirements

21. Events After the Reporting Date

During August 2022 Quantum Metal Recovery Inc. became a new substantial shareholder. This company is a US based corporation and part of a group whose principals are based in Malaysia, with strong relationships to Sarawak stakeholders, including within the district of Bau.

No other matters or circumstances have arisen since 30 June 2022 which significantly affect or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future years.

22. Segment reporting

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

23. Authorization of Consolidated Financial Statements

The consolidated financial statements for the year ended 30 June 2022 including comparatives were approved by the board of directors on 30 September 2022.

Signed:

Andrew Worland
Chairman
Date: 30 September 2022

Signed:

Jon Morda
Director & Audit Committee Chairman
Date: 30 September 2022

BESRA GOLD INC.

DIRECTORS' DECLARATION

Financial Report Year ended 30 June 2022

The Directors of Besra Gold Inc declare that:

1. the financial statements and notes of the Company:

   (a) comply with International Financial Reporting Standards; and

   (b) give a true and fair view of the financial position as at 30 June 2022 and of the performance for the year ended on that date of the Company;

2 There are reasonable grounds to believe that Besra Gold Inc will be able to pay its debts as and when they become due and payable.

On behalf of the Board:

Andrew Worland
Chairman
30 September 2022

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Independent Auditor's Report

To the Members of Besra Gold Inc

Report on the audit of the financial report

Opinion

We have audited the financial report of Besra Gold Inc (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the Directors' declaration.

In our opinion, the accompanying financial report of the Group gives a true and fair view, of the Groups financial position as at 30 June 2022 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for opinion

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

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

Material uncertainty related to going concern

We draw attention to Note 3 in the financial statements, which indicates that the Group incurred a net loss of $3,984,227 during the year ended 30 June 2022. As stated in Note 3 *Going Concern*, these events or conditions, along with other matters as set forth in Note 3 *Going Concern*, indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Key audit matters

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

In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Exploration and evaluation assets - Note 6	
At 30 June 2022, the carrying value of exploration and evaluation assets was $18,916,447. In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group is required to assess at each reporting date if there are any triggers for impairment that may suggest the carrying value is in excess of the recoverable value. The process undertaken by management to assess whether there are any impairment triggers in each area of interest involves an element of management judgement. This area is a key audit matter due to the significant judgement involved in determining the existence of impairment triggers.	Our procedures included, amongst others: • obtaining the management reconciliation of capitalised exploration and evaluation expenditure and agreeing to the general ledger; • reviewing management's area of interest considerations against AASB 6; • conducting a detailed review of management's assessment of trigger events prepared in accordance with AASB 6, including; – tracing projects to statutory registers, exploration licenses and third-party confirmations to determine whether a right of tenure existed; – enquiry of management regarding their intentions to carry out exploration and evaluation activity in the relevant exploration area, including review of management's budgeted expenditure; – understanding whether any data exists to suggest that the carrying value of these exploration and evaluation assets are unlikely to be recovered through development or sale; • testing a sample of additions during the year on a to supporting documentation; • evaluating the competence and capabilities of management in the evaluation of potential impairment triggers; and • assessing the appropriateness of the related financial statement disclosures.

Restructure and Initial Public Offering - Notes 7,8,9

During the year ended 30 June 2022, the Group completed a restructure of the Company's debt and an Initial Public Offering, and in its listing on the Australian Securities Exchange (ASX). A restructure of the Group and ASX listing resulted in various debt arrangements of the Group being converted into equity through the issue of new shares in the Company being Chess Deposit Interests (CDIs) with a resulting net loss on the restructure. In addition, the restructuring included in new capital raised upon ASX listing. The process undertaken by management to assess the accounting treatment involves an element of management judgement. This has been assessed as a key audit matter due to the material nature of these transactions and the judgement involved to ensure the appropriate accounting treatment has been applied.	Our procedures included, amongst others: • Obtaining contractual agreements for the conversion of convertible notes and derivative liabilities into CDIs; • Obtaining and inspecting the various creditor settlement agreements; • Verifying shares issued by the Company upon conversion of debt and creditors to equity and upon ASX listing; • Recalculating the fair value of the derivatives on settlement; • Review of independent experts' report on the fair value of the derivatives on settlement; • Obtaining a schedule of share issuance costs, testing a sample costs, and reviewing the allocation between expense and equity. • Conducting a review of management's assessment of the accounting treatment of the various contracts for converting debt and creditors to equity and issuing new shares. • Assessing the appropriateness of the related financial statement disclosures.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Responsibilities of the Directors' for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view and for such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf.This description forms part of our auditor's report.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

B P Steedman
Partner – Audit & Assurance

Perth, 30 September 2022