



Offer Booklet – Entitlement Offer

Besra Gold Inc. ARBN 141 335 686

Details of a 1 for 3 non-renounceable entitlement offer of fully paid CHESS depositary interests (**CDIs**) over equivalent common shares in Besra Gold Inc. (**Besra** or the **Company**), a company incorporated in Canada, at an offer price of \$0.05 per CDI (**New CDIs**), to raise approximately \$5.1 million (before costs) (**Entitlement Offer**).

The Entitlement Offer closes at 5.00pm (AWST) on Tuesday, 20 December 2022 (unless otherwise extended).

The Entitlement Offer is fully underwritten by Quantum Metal Recovery Inc. (**Quantum**). Refer to Section 2.6 of this Offer Booklet for further details.

This Offer Booklet requires your immediate attention. It is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both should be read in their entirety. The New CDIs offered by this Offer Booklet should be considered speculative.

This Offer Booklet is **not** a prospectus under the *Corporations Act 2001* (Cth) (**Corporations Act**) and has not been lodged with the Australian Securities and Investments Commission (**ASIC**). Please consult your stockbroker, accountant or other professional adviser if you have any questions.

This Offer Booklet may not be released to US wire services or distributed in the United States except by the Company to Accredited Investors.

This Offer Booklet may not be furnished in Canada except by the Company to Accredited Investors.

Important Notices

Defined terms used in these important notices have the meaning given in this Offer Booklet unless otherwise defined.

CDIs

Each CDI will represent one underlying Common Share. The New CDIs offered under this Offer Booklet will be issued to investors in the form of CDIs so that those investors may trade the CDIs on ASX and settle transactions through CHESS. Note that in this Offer Booklet, the terms “Common Shares” and “CDIs” may be used interchangeably, except where the context requires otherwise.

Future performance and forward-looking statements

This Offer Booklet contains certain “forward-looking statements” and comments about future matters. Forward-looking statements can generally be identified by the use of forward looking words such as “expect”, “anticipate”, “likely”, “intend”, “propose”, “should”, “could”, “may”, “predict”, “plan”, “will”, “believe”, “forecast”, “estimate”, “target”, “outlook”, “guidance”, and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Entitlement Offer and the use of proceeds. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. You are cautioned not to place undue reliance on forward-looking statements. Any such statements, opinions and estimates in this Offer Booklet speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward-looking statements are provided as a general guide only. The forward-looking statements contained in this Offer Booklet are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Besra Gold Inc. ARBN 141 335 686, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the “Key Risks” included in Section 6 of

this Offer Booklet for a non-exhaustive summary of certain general and specific risk factors that may affect the Company. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements, including the risk factors included in Section 6 of this Offer Booklet. Investors should consider the forward-looking statements contained in this Offer Booklet in light of those risks and disclosures.

The forward-looking statements are based on information available to the Company as at the date of this Offer Booklet. Except as required by law or regulation (including the ASX Listing Rules), the Company undertakes no obligation to supplement, revise or update or otherwise forward-looking statements, regardless of whether new information, future events or results or other factors affect the information contained in this Offer Booklet.

Past performance

Investors should note that past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future Company performance including future share price performance.

Jurisdictions

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the New CDIs, or otherwise permit a public offering of the New CDIs, in any jurisdiction outside of Australia. This Offer Booklet and accompanying Entitlement and Acceptance Form may not be distributed outside Australia except as may be permitted under Section 7.17 of this Offer Booklet.

References to “you” and “your Entitlement”

In this Offer Booklet, references to “you” are references to Eligible Securityholders and references to “your Entitlement” (or “your Entitlement and Acceptance Form”) are references to the Entitlement (or Entitlement and

Acceptance Form) of Eligible Securityholders (as defined in Section 7.2).

Times and dates

Times and dates in this Offer Booklet are indicative only and subject to change. All times and dates refer to AWST. Refer to the “Indicative Timetable” section of this Offer Booklet for more details.

Currency

Unless otherwise stated, all dollar values in this Offer Booklet are in Australian dollars (\$).

Trading New CDIs

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New CDIs they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by the Company, CDN or the Registry or otherwise, or who otherwise trade or purport to trade New CDIs in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters you should first consult with your stockbroker, accountant or other professional adviser.

Refer to Section 6 for more detail.

Indicative Timetable

Event	Date
Announcement of the Entitlement Offer and lodgement of Appendix 3B and Cleansing Notice with ASX	Friday, 25 November 2022
CDIs quoted on an 'ex' Entitlement basis	Wednesday, 30 November 2022
Record Date for Entitlement Offer (5:00pm AWST)	Thursday, 1 December 2022
Entitlement Offer opens, dispatch and release of Offer Booklet to ASX	Tuesday, 6 December 2022
Entitlement Offer Closing Date (5:00pm AWST) Applications under Shortfall Facility also due	Tuesday, 20 December 2022
New CDIs quoted on a deferred settlement basis	Wednesday, 21 December 2022
Results of Entitlement Offer announced to the ASX	Thursday, 29 December 2022
Issue of New CDIs under the Entitlement Offer Deferred settlement trading ends	Thursday, 29 December 2022
Trading of New CDIs issued under the Entitlement Offer on a normal settlement basis	Friday, 30 December 2022

The timetable above is indicative only and may be subject to change. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws (including withdrawing the Entitlement Offer without prior notice). The Company reserves the right to extend the Closing Date, to accept late Applications under the Entitlement Offer (either generally or in particular cases) and to withdraw the Entitlement Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the issue date of New CDIs.

The Company's decision on the number of New CDIs to be issued to you will be final.

The commencement of quotation of New CDIs is subject to confirmation from ASX.

Cooling off rights do not apply to an investment in New CDIs. You cannot withdraw your Application once it has been accepted. Eligible Securityholders wishing to participate in the Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Entitlement Offer opens.

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Letter from the chairman

Dear Eligible Securityholder,

Besra Gold Inc. – Non-Renounceable Entitlement Offer

On behalf of the Board of the Company, we are pleased to invite you to participate in a 1 for 3 pro-rata non-renounceable Entitlement Offer of New CDIs at an offer price of \$0.05 per New CDI (**Offer Price**) to raise approximately \$5.1 million (before costs).

The Company's substantial Securityholder, Quantum Metal Recovery Inc. has agreed to take up its full entitlement under the Entitlement Offer and underwrite the Entitlement Offer. See Section 2.6 of this Offer Booklet for further information.

Additionally, all of the Company's Directors who are entitled to participate in the Entitlement Offer intend to participate in the Entitlement Offer

Use of Funds

Proceeds of the Entitlement Offer are proposed to be used towards accelerating Besra's growth strategy for its Jugan Prospect following the outstanding results of the 2021-2022 diamond core drilling and further exploration at the Bau Gold Field including following up the recent exceptional high grade drilling results from the Bekajang Prospect. In particular, proceeds of the Entitlement Offer are intended to be applied towards:

- Jugan Resource review and feasibility studies
- Jugan test processing plant and open-pit¹
- Resource exploration and drilling
- costs of the Entitlement Offer
- in-country administration and overheads
- general working capital and administration expenses.

The Company reserves the right to change the proposed use of funds from the Entitlement Offer at its absolute discretion.

Eligible Securityholders

Under the Entitlement Offer, Eligible Securityholders are entitled to subscribe for 1 New CDI at the Offer Price for every 3 CDIs or 3 Common Shares they hold at 5:00pm (AWST) on the Record Date of Thursday, 1 December 2022 (**Entitlement**).

The Offer Price of \$0.05 per New CDI represents:

- a discount of 10.71% to the closing price of \$0.056 on 24 November 2022; and
- a discount of 33.33% to the 15-day volume-weighted average price of \$0.075 per CDI up to and including 24 November 2022.

¹ Prior EIA approval is required before commencement of activities.

Application for Additional CDIs under the Shortfall Facility

Eligible Securityholders who have applied for their full Entitlement may, in addition to their Entitlement, apply for Additional CDIs under the Shortfall Facility. Successful applications for Additional CDIs will be satisfied out of any New CDIs for which Applications have not been received from Eligible Securityholders before the Closing Date. Further information regarding the Application process and allocation policy for Additional CDIs is provided in Sections 2.5 and 3.4 of this Offer Booklet.

General information

The Entitlement Offer to which this Offer Booklet relates closes at 5.00pm (AWST) on Tuesday, 20 December 2022 (unless extended).

This Offer Booklet contains important information about the Entitlement Offer. Accompanying this Offer Booklet is the Eligible Securityholders' personalised entitlement and acceptance form (**Entitlement and Acceptance Form**). It includes their Entitlement and the ability to subscribe for Additional CDIs through the Shortfall Facility and is to be completed in accordance with the instructions provided on the form and the instructions in this Offer Booklet under "Offer Details & How to Apply".

To participate, Eligible Securityholders must ensure that they have completed their Application by paying Application monies for the relevant number of New CDIs they are subscribing for (**Application Monies**) by BPAY® or Electronic Funds Transfer (non-Australian resident holders only) so that it is received by the Company's registry (**Registry**) by 5:00pm (AWST) on Tuesday, 20 December 2022 (unless the Closing Date is extended by the Company) or by lodging your completed Entitlement and Acceptance Form with Application Monies paid by cheque or bank draft, so that they are received by the Registry by the Closing Date and time.

If Eligible Securityholders do not wish to take up any of their Entitlement, those Entitlements will lapse and you will not receive any payment or value for those Entitlements that they did not take up (refer to Section 3.6).

Further information and Application instructions

Further details of the Entitlement Offer, as well as the risks associated with investing in the Entitlement Offer are set out in this Offer Booklet (including the "Key Risks" section) which you should read carefully and in its entirety.

On behalf of the Company, we invite you to consider this investment opportunity and thank you for your continued support.

We look forward to your participation in the Entitlement Offer.

Yours sincerely,

Besra Gold Inc.



Andrew Worland

Non-Executive Chairman

1 Summary of options available to you

If you are an Eligible Securityholder (as defined in Section 7.2) you may take any of the following steps:

- 1 take up all of your Entitlement and apply for Additional CDIs under the Shortfall Facility (see Section 3.4);
- 2 take up all of your Entitlement and do not apply for Additional CDIs under the Shortfall Facility (see Section 3.4);
- 3 take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value for those lapsed Entitlements (see Section 3.5); or
- 4 do nothing, in which case all of your Entitlements will lapse and you will receive no value for those lapsed Entitlements (see Section 3.6).

The above options are available to you if you are an Eligible Securityholder who holds CDIs which are freely tradeable, or which are restricted securities (within the meaning given in the ASX Listing Rules).

Further information is provided below.

Options available to you	Key considerations
Option 1: Take up all of your Entitlement and apply for Additional CDIs under the Shortfall Facility	<ul style="list-style-type: none">• You may elect to subscribe for New CDIs at the Offer Price (see Section 3 – How to Apply for instructions on how to take up your Entitlement and apply for Additional CDIs under the Shortfall Facility).• The Entitlement Offer closes at 5.00pm (AWST) on Tuesday, 20 December 2022 (unless extended).• New CDIs issued under the Entitlement Offer will be fully paid and rank equally with existing quoted CDIs.
Option 2: Take up all of your Entitlement and not apply for Additional CDIs under the Shortfall Facility	<ul style="list-style-type: none">• You may elect to subscribe for a number of New CDIs representing your full Entitlement at the Offer Price and not apply for Additional CDIs under the Shortfall Facility (see Section 3 – How to Apply for instructions on how to take up your Entitlement).• The Entitlement Offer closes at 5.00pm (AWST) on Tuesday, 20 December 2022 (unless extended).• New CDIs issued under the Entitlement Offer will be fully paid and rank equally with existing quoted CDIs.
Option 3: Take up part of your Entitlement	<ul style="list-style-type: none">• You may elect to subscribe for a number of New CDIs which is less than your full Entitlement at the Offer Price (see Section 3 – How to Apply for instructions on how to take up your Entitlement).

Options available to you	Key considerations
	<ul style="list-style-type: none"> If you only take up part of your Entitlement: <ul style="list-style-type: none"> the part not taken up will lapse; you will not receive any payment or value for those Entitlements not taken up; you will not be able to subscribe for any Additional CDIs under the Shortfall Facility; and you will have your percentage holding in the Company reduced as a result of dilution by the New CDIs issued under the Entitlement Offer.
Option 4: Do nothing, in which case your Entitlement will lapse, and you will receive no value for those lapsed Entitlements	<ul style="list-style-type: none"> If you do not take up your Entitlement, you will not be allocated New CDIs and your Entitlements will lapse. Your Entitlement to participate in the Entitlement Offer is non-renounceable and cannot be sold, traded on ASX or any other exchange, nor can it be privately transferred.

You should also carefully read the “Key Risks” section included in Section 6 of this Offer Booklet.

2 Overview of the entitlement offer

2.1 Overview of the Entitlement Offer

The Entitlement Offer is made on the basis of 1 New CDI for every 3 CDIs or Common Shares on issue to raise approximately \$5.1 million (before costs). The Entitlement Offer provides Eligible Shareholders with the opportunity to subscribe for 1 New CDI for every 3 CDIs or Common Shares they hold as at the Record Date of 5.00pm (AWST) on Thursday, 1 December 2022, at the Offer Price of \$0.05 per New CDI. This is referred to as your Entitlement.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements will not trade on the ASX, nor can they be sold, transferred or otherwise disposed of.

The Entitlement Offer is fully underwritten by Quantum on the terms set out in Section 2.6 of this Offer Booklet.

Quantum, and each of the Directors who are entitled to participate in the Entitlement Offer, intend to participate in the Entitlement Offer.

Under the Entitlement Offer, Eligible Securityholders are being sent this Offer Booklet, together with a personalised Entitlement and Acceptance Form, and are being invited to take up some, all or none of their Entitlement. Furthermore, Eligible Securityholders taking up all of their Entitlement are eligible to apply for Additional CDIs under the Shortfall Facility (see Section 2.5 below for further details).

You have a number of decisions to make in respect of your Entitlement. You should read this Offer Booklet carefully before making any decisions in relation to your Entitlement.

Further details on the Entitlement Offer are set out below.

Details on how to take up your Entitlement are contained in Section 3 and the enclosed personalised Entitlement and Acceptance Form. You may take up some, all or none of your Entitlement. If you take up your Entitlement in full, you may also apply for Additional CDIs not taken up by other Eligible Securityholders under the Shortfall Facility.

The Entitlement Offer is only open to Eligible Securityholders (see Section 7.2 for the definition of an Eligible Securityholder) and the Company reserves the right to reject any Application that it believes comes from a person that is not an Eligible Securityholder.

2.2 Closing Date

The Entitlement Offer closes at 5.00pm (AWST) on Tuesday, 20 December 2022 (unless extended). The New CDIs issued under the Entitlement Offer are expected to be allotted on Thursday, 29 December 2022 and commence trading on ASX on a normal settlement basis on Friday, 30 December 2022. The Company's decision on the number of New CDIs to be issued to you under this Entitlement Offer will be final.

2.3 Use of funds

The Company is seeking to raise approximately \$5.1 million (before costs). The Company intends to apply the money raised from the Entitlement Offer under this Offer Booklet as

outlined below, and reserves the right to change the use of funds at its absolute discretion.

Use of funds	Amount (A\$)
Jugan Resource Review & Feasibility Studies	\$475,000
Jugan Test Processing Plant*	\$1,500,000
Resource exploration and drilling	\$1,250,000
In-country administration and overheads	\$700,000
General working capital and administration expenses	\$687,000
Costs of the Entitlement Offer	\$475,000
Total	\$5,087,000

*Prior EIA approval is required before commencement of activities.

If the Company does not raise the above total amount through the Entitlement Offer, then the funds received are intended to be applied first towards the costs of the Entitlement Offer, and then in the order of priority of the balance of items set out in the use of funds table above.

2.4 Minimum subscription

There is no minimum subscription with respect to the Entitlement Offer.

2.5 Shortfall Facility

A Shortfall will arise at the Closing Date if valid Applications received for New CDIs under the Entitlement Offer by the Closing Date are less than the number of New CDIs offered under the Entitlement Offer (which includes any New CDIs which would have been offered to Ineligible Securityholders had they been eligible to participate in the Entitlement Offer).

The New CDIs comprising the Shortfall will be available for Eligible Securityholders (other than Quantum) who subscribe for their full Entitlement to apply for under the Shortfall Facility (**Shortfall Facility**), in addition to those New CDIs under their Entitlement (such additional New CDIs being **Additional CDIs**). Eligible Securityholders who do not subscribe for their full Entitlement and Ineligible Securityholders will not be able to apply for Additional CDIs under the Shortfall Facility.

There is no guarantee regarding the number of Additional CDIs (if any) that will be available under the Shortfall Facility. This will depend on the extent to which Eligible Securityholders (other than Quantum) have taken up their Entitlement. If all Entitlements are taken up then there will be no Additional CDIs available under the Shortfall Facility.

The Additional CDIs will be allocated to Eligible Securityholders who have subscribed with valid Applications for their full Entitlements under the Entitlement Offer, and who subscribe with valid Applications for Additional CDIs in excess of their Entitlements with such Additional CDIs subject to scale back on a pro rata basis (if required) in accordance with their Entitlements.

Additional CDIs offered pursuant to the Shortfall Facility will be issued at the Offer Price as part of this Entitlement Offer.

It is an express term of the Entitlement Offer that Eligible Securityholders who apply for Additional CDIs are bound to accept a lesser number of Additional CDIs than they applied for or may be allocated no Additional CDIs at all. In both cases, excess Application Monies will be refunded without interest.

If any Shortfall remains after applications for Additional CDIs under the Shortfall Facility are considered, the balance for which valid applications have not been received shall be subscribed for by Quantum as set out in Section 2.6 of this Offer Booklet.

If the Company does not raise approximately \$5.1 million under the Entitlement Offer (including by way of subscription by Quantum), the Directors reserve the right, subject to the Corporations Act and the ASX Listing Rules, to place any further shortfall at their discretion (other than to Directors and related parties of the Company) within three months after the close of the Entitlement Offer (at a price not less than the Offer Price of \$0.05 per New CDI).

2.6 Underwriting

The Entitlement Offer is fully underwritten by Quantum.

Quantum will subscribe for any Shortfall in New CDIs which remains after Additional CDIs are subscribed for and allotted to Eligible Securityholders under the Shortfall Facility.

Pursuant to the Underwriting Agreement, the Company has agreed to pay Quantum an underwriting fee representing 3% (excluding GST) of the underwritten amount of approximately \$5.1 million, as consideration for Quantum's underwriting obligation in connection with the Entitlement Offer.

Refer to Section 7.3 of this Offer Booklet for a description of the potential impact of the Offer on control of the Company and to Section 7.8 for a summary of the material terms of the Underwriting Agreement.

3 How to apply

3.1 Choices available to Eligible Securityholders

If you are an Eligible Securityholder you may do any one of the following:

- take up all of your Entitlement and also apply for Additional CDIs under the Shortfall Facility (refer to Section 3.4) by the Closing Date;
- take up your full Entitlement and not apply for Additional CDIs under the Shortfall Facility (refer to Section 3.4);
- take up part of your Entitlements (refer to Section 3.5); or
- do nothing (refer to Section 3.6).

The Entitlement Offer is an offer to Eligible Securityholders only.

If you do nothing, or accept only part of your Entitlement, you will not receive any payment or value for those Entitlements that you do not take up.

Eligible Securityholders who do not subscribe for their full Entitlement under the Entitlement Offer will have their percentage holding in the Company reduced by virtue of dilution following the close of the Entitlement Offer. An Eligible Securityholder who participates in the Entitlement Offer by taking up their full Entitlement will retain their existing percentage holding in the Company. The percentage holdings of Eligible Securityholders will reduce if they take up none or only part of their Entitlement, and increase where they take up their full Entitlement and are also issued Additional CDIs which they applied for under the Shortfall Facility.

3.2 Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and calculated on the basis of 1 New CDI for every 3 CDIs or Common Shares you held as at the Record Date. Where your Entitlement would otherwise not be a whole number, it has been rounded up to the nearest whole number of New CDIs.

If you have more than one registered holding of CDIs or Common Shares as at the Record Date, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each separate holding.

Your Entitlements are non-renounceable and cannot be traded on the ASX, nor can they be sold, transferred or otherwise disposed of.

See Section 7.2 for information on restrictions on participation.

3.3 Consider the Entitlement Offer carefully in light of your particular investment objectives and circumstances

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow entitlement offers to be made without a prospectus. This Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an Application for New CDIs offered under the Entitlement Offer.

As a result, it is important for you to read carefully and understand the information on the Company and the Entitlement Offer made publicly available, prior to deciding whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement. In particular, please refer to this Offer Booklet and other announcements made available on the ASX website relating to the Company.

Please consult with your stockbroker, accountant or other professional adviser if you have any queries or are uncertain about any aspect of the Entitlement Offer. You should also refer to the “Key Risks” included in Section 6 of this Offer Booklet.

3.4 If you wish to take up all of your Entitlement

You may elect to take up all of your Entitlements to subscribe for New CDIs at the Offer Price.

You must submit your Application via BPAY® or Electronic Funds Transfer (**EFT**) (non-Australian resident holders only) so that payment is received before 5.00pm (AWST) on Tuesday, 20 December 2022 (unless the Closing Date is extended by the Company). Alternatively, you may submit your payment via cheque or bank draft.

You should instruct payment well before 5.00pm (AWST) on Tuesday, 20 December 2022.

The Company will treat you as applying for as many New CDIs up to your Entitlement and then under the Shortfall Facility as your payment will pay for in full. The Company's decision on the number of New CDIs to be issued to you will be final.

No interest will be paid to applicants on any Application Monies received or refunded wholly or partially.

The New CDIs (including those allocated as Additional CDIs) issued under the Entitlement Offer are expected to be allotted on Thursday, 29 December 2022 and commence trading on ASX on a normal settlement basis on Friday, 30 December 2022.

Eligible Securityholders who have subscribed for their Entitlement in full may apply for Additional CDIs under the Shortfall Facility by either:

- completing the Entitlement and Acceptance Form for your full Entitlement and inserting the Additional CDIs you wish to apply for in accordance with the instructions on that form. Return your completed form together with the prescribed remittance of Application Monies for your full Entitlement and the Additional CDIs you are applying for by following the instructions set out in Section 3.9 and on the personalised Entitlement and Acceptance Form. This must be received by the Registry by no later than 5:00pm (AWST) on Tuesday, 20 December 2022; or
- make a payment of Application Monies in the amount representing the full number of New CDIs under your Entitlement plus the number of Additional CDIs you wish to apply for, multiplied by the Offer Price of \$0.05 per New CDI, by BPAY or EFT in accordance with the instructions in Section 3.9 and on your personalised Entitlement and Acceptance Form by no later than 5.00pm (AWST) on Tuesday, 20 December 2022.

In addition, Eligible Securityholders in the United States must sign and return a US investor certificate that is available from the Company Secretary. Eligible Securityholders in Canada must sign and return a Canadian investor certificate that is available from the Company Secretary.

It is possible that there will be few Additional CDIs available through the Shortfall Facility, depending on the level of take up by Eligible Securityholders of their Entitlements. In such circumstances there is no guarantee that if Additional CDIs are available for issue, they will be allocated to all or any of the Eligible Securityholders who have applied for them.

The Company may issue to an Eligible Securityholder a lesser number of Additional CDIs than the number applied for, reject an Application for Additional CDIs or not proceed with the issuing of all or part of the Additional CDIs. If the number of Additional CDIs allocated and issued is less than the number applied for, surplus Application Monies will be refunded without interest. The Company's allocation policy with respect to Additional CDIs is set out in Section 2.5.

Eligible Securityholders who have subscribed for their full Entitlement are not obligated to apply for Additional CDIs under the Shortfall Facility.

3.5 If you wish to take up part of your Entitlement

If you wish to take up part of your Entitlement, payment must be made by following the instructions set out below and on the personalised Entitlement and Acceptance Form. If the Company receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment will be treated as an Application for such lesser number of New CDIs that your payment will pay for in full.

Eligible Securityholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up. Eligible Securityholders who do not participate fully in the Entitlement Offer will have their percentage holding in the Company reduced by virtue of natural dilution following the close of the Entitlement Offer. Eligible Securityholders who do not take up their Entitlement in full will not be eligible to apply for Additional CDIs under the Shortfall Facility.

3.6 Do nothing and allow your Entitlements to lapse

If you take no action you will not be allocated New CDIs and your Entitlement will lapse. Your Entitlement to participate in the Entitlement Offer is non-renounceable and cannot be sold, traded or otherwise disposed of.

Eligible Securityholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Securityholders who do not participate fully in the Entitlement Offer will have their percentage holding in the Company reduced by virtue of natural dilution following the close of the Entitlement Offer. If you have any doubt about how you should deal with your Entitlements, you should seek professional advice from an adviser who is licensed by ASIC to give that advice before making any investment decision.

3.7 Ineligible Securityholders

All Securityholders who are not Eligible Securityholders are ineligible Securityholders (**Ineligible Securityholders**). Ineligible Securityholders will not be entitled to participate in the Entitlement Offer.

The Company has determined pursuant to ASX Listing Rule 7.7.1 that it would be unreasonable on this occasion to extend the Entitlement Offer to Ineligible Securityholders, having regard to the number of Ineligible Securityholders, the number and value of Securities held by Ineligible Securityholders and the costs of complying with the legal and regulatory requirements which would apply to an offer of securities to Ineligible Securityholders in various jurisdictions.

Any New CDIs which would have been offered to Ineligible Securityholders had they been eligible to participate in the Entitlement Offer form part of the Shortfall, which may be applied for under the Shortfall Facility or which will otherwise be subscribed for by Quantum pursuant to the Underwriting Agreement.

3.8 Payment

You can pay in the following ways:

- by BPAY®;
- by EFT; or
- by cheque or bank draft.

Cash payments will not be accepted. Receipts for payment will not be issued.

The Company will treat you as applying for as many New CDIs as your payment will pay for in full up to your Entitlement.

Any Application Monies received for more than your Entitlement to New CDIs will be applied by the Company as an application for Additional CDIs under the Shortfall Facility.

Any Additional CDIs under the Shortfall Facility will be allotted by the Company in accordance with the allocation policy set out in Section 2.5. To the extent the Company allots to you a lesser number of Additional CDIs than the amount which could be paid for with the Application Monies you have provided, you will be refunded that excess portion of Application Monies as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

Payment by BPAY® or EFT

For payment by BPAY® or EFT, please follow the instructions on your personalised Entitlement and Acceptance Form. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by EFT, please make sure you quote the unique reference number on your personalised Entitlement and Acceptance Form. Failure to do so may result in your funds not being allocated to your Application and New CDIs and Additional CDIs (if any) subsequently not issued.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.

Please note that should you choose to pay by BPAY® or EFT:

- you do not need to submit your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties on that Entitlement and Acceptance Form and in Section 3.10; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New CDIs which is covered in full by your Application Monies, and you will not be allotted any Additional CDIs under the Shortfall Facility.

It is your responsibility to ensure that your BPAY® or EFT payment is received by the Registry by no later than 5.00pm (AWST) on Tuesday, 20 December 2022 (unless the Closing Date is extended by the Company). You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

Payment by cheque or bank draft

For payment by cheque or bank draft, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque or bank draft in Australian currency for the amount of the Application Monies, payable to “**Besra Gold Inc.**” and crossed “**Not Negotiable**”.

Your cheque or bank draft must be:

- for an amount equal to the Offer Price of \$0.05 multiplied by the number of New CDIs that you are applying for (or if you are applying for your Entitlement as well as Additional CDIs under the Shortfall Facility, for an amount equal to the Offer Price

of \$0.05 multiplied by the number of New CDIs under your Entitlement and such number of Additional CDIs you wish to apply for); and

- in Australian currency drawn on an Australian branch of a financial institution.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies as your cheque will be processed on the day of receipt. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New CDIs you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower whole number of New CDIs as your cleared Application Monies will pay for (and to have specified that number of New CDIs on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted.

3.9 Mail

If you wish to respond by mail and participate in the Entitlement Offer, your payment must be received no later than the Closing Date of the Entitlement Offer, being 5.00pm (AWST) on Tuesday, 20 December 2022 (unless extended). All payments made by cheque must be drawn on an Australian Bank, made payable in Australian currency to “**Besra Gold Inc.**” and crossed “**Not Negotiable**”. If you make payment via cheque, or bank draft, you should mail your completed personalised Entitlement and Acceptance Form together with Application Monies to:

Mailing Address

Computershare Investor Services
GPO Box 505, Melbourne, VIC 3001, Australia

Personalised Entitlement and Acceptance Forms and Application Monies will not be accepted at other offices of the Registry.

3.10 Representations by acceptance

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY® or EFT, you will be deemed to have represented to the Company that you are an Eligible Securityholder and:

- acknowledge that you have read and understand this Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet (including Section 7.2), and the Company’s Articles and By-laws;
- authorise the Company to register you as the holder(s) of New CDIs allotted to you;
- declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- acknowledge that once the Company receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY® or EFT, you may not withdraw your Application or funds provided except as allowed by law;

- agree to apply for and be issued up to the number of New CDIs specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY® or EFT, at the Offer Price per New CDI;
- authorise the Company, the Registry and their respective officers or agents to do anything on your behalf necessary for New CDIs to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- declare that you were the registered holder(s) at the Record Date of the CDIs or Common Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- acknowledge and agree that:
 - the determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company;
 - that it is your responsibility to ensure that funds are submitted correctly and received by the Registry by the closing date and time; and
 - the Company's advisors and its respective affiliates, officers, employees, agents and advisers disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- acknowledge that the information contained in this Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New CDIs are suitable for you given your investment objectives, financial situation or particular needs;
- acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- acknowledge the statement of risks in the "Key Risks" included in Section 6 of this Offer Booklet, and that investments in the Company are subject to risk;
- acknowledge that none of the Company or its respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of CDIs or Common Shares (as applicable) on the Record Date;
- authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- represent and warrant (for the benefit of the Company and its respective related bodies corporate and affiliates) that you are not an Ineligible Securityholder and are otherwise eligible to participate in the Entitlement Offer;

- represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New CDIs and that you are otherwise eligible to participate in the Entitlement Offer;
- if you are outside Australia, you represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States;
- if you are in the United States, you represent that you are an accredited investor and have signed and delivered to the Company a US investor certificate;
- if you are in Canada, you represent that you are an accredited investor and have signed and delivered to the Company a Canadian investor certificate;
- acknowledge that the New CDIs have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States and accordingly, that the New CDIs may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable US state securities laws;
- you agree not to send this Offer Booklet, the Entitlement and Acceptance Form or any other material relating to the Entitlement Offer to any person in the United States or elsewhere outside Australia, Malaysia, New Zealand or Belize;
- you agree that if in the future you decide to sell or otherwise transfer the New CDIs you will only do so in "regular way" transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States;
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are making an application is
 - resident in Australia, Malaysia, New Zealand or Belize and is not in the United States, and
 - you have not sent and will not send, this Offer Booklet, the Entitlement and Acceptance Form or any information related to the Entitlement Offer to any person outside Australia, Malaysia, New Zealand or Belize; and
- acknowledge and agree that the information in this Offer Booklet remains subject to change without notice.

3.11 ASX announcements

There may be additional announcements made by the Company after the date of this Offer Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration of whether to take up or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by the Company (by visiting the ASX website at www2.asx.com.au) before submitting your Application to take up your Entitlement.

3.12 Enquiries

If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

4 Taxation considerations

You should be aware that there may be taxation implications associated with participating in the Entitlement Offer and receiving New CDIs (including Additional CDIs).

The Company does not consider it appropriate to give Securityholders advice regarding the taxation consequences of subscribing for New CDIs (including Additional CDIs) under the Entitlement Offer. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to New CDIs.

Securityholders should consult their professional tax adviser in connection with subscribing for New CDIs (including Additional CDIs) under this Offer Booklet.

5 Rights and liabilities attaching to CDIs

A summary of the key rights attaching to CDIs (including New CDIs) is set out below. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of CDI holders. To obtain such a statement, Eligible Securityholders should seek independent legal advice.

The ASX Settlement Operating Rules contain provisions designed to ensure that holders of CDIs have all the direct economic benefits of holding the underlying securities (in the case of the Company, these are Common Shares). CDI holders have all the same rights as holders of Common Shares registered in their name.

The rights and liabilities attaching to the Common Shares (being the underlying securities to the CDIs) in the Company are set out in the Articles and By-Laws of the Company (a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours, www2.asx.com.au or the Company's website at www.besra.com) and in certain circumstances, regulated by the CBCA, other applicable Canadian laws, the ASX Listing Rules, the ASX Settlement Operating Rules and the general law.

The following is a broad summary of the more significant rights, privileges and restrictions attaching to the New CDIs. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders and CDI holders in the Company. To obtain such a statement, persons should seek independent legal advice.

5.1 Voting

Because holders of CDIs do not appear on the Company's securities register, they are not entitled to vote at Securityholder meetings. However, the ASX Settlement Operating Rules require the Company to send notices of Securityholder meetings to each CDI holder at the address recorded on the CDI register if any Securityholder meeting is convened.

In order to vote at such meetings, CDI holders have the following options:

- instructing CDN, as the legal owner, to vote the Common Shares underlying their CDIs in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting or proxy statement for the meeting and this must be completed and returned to the Registry prior to the meeting; or

- informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their Common Shares underlying the CDIs for the purposes of attending and voting at the general meeting; or
- converting their CDIs into a holding of Common Shares and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Common Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the record date for the meeting.

As each CDI represents one Common Share, a CDI holder will be entitled to one vote for every CDI they hold.

Proxy forms, CDI voting instruction forms and details of these alternatives will be included in each notice of meeting sent to CDI holders by the Company. The notice will provide the CDI holder with information on how to direct CDN to cast proxy votes according to the wishes of the CDI holder for whom it holds the CDIs. The Company is obliged to collect and process these directions. CDN is required to vote in accordance with the instructions it receives from CDI holders.

These voting rights exist under the ASX Settlement Operating Rules. Since CDN is the legal holder of the applicable Common Shares and the holders of CDIs are not themselves the legal holder of their applicable Common Shares, the holders of CDIs do not have any directly enforceable rights under the Company's Articles and By-Laws.

5.2 Dividend rights and other entitlements

Subject to the CBCA (including a statutorily prescribed test as to insolvency), the ASX Listing Rules, the Articles and the By-Laws, holders of Common Shares are entitled to receive dividends on a per Common Share basis as and when declared by the Directors on the Shares as a class, subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Company.

Despite legal title to the Common Shares being vested in CDN, the ASX Settlement Operating Rules provide that CDI holders are to receive all direct economic benefits and other entitlements in relation to the underlying Common Shares. These include dividends and other entitlements which attach to the underlying Common Shares. These rights exist only under the ASX Settlement Operating Rules (which have the force of law by virtue of the Corporations Act).

Where a dividend or cash distribution is made in a currency other than Australian dollars, it will be converted into Australian dollars. The payment will then be made to CDI holders in Australian dollars in accordance with each CDI holder's entitlement.

5.3 Winding Up

In the event of a winding up, once all the liabilities of the Company have been met subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Company, shareholders shall receive the remaining property of the Company in equal rank with the holders of all other Shares in the Company.

5.4 Takeovers

If any takeover bid is made in respect of any of the Common Shares, it is expected that corresponding bids are made directly to the CDI holders to acquire their CDIs. CDN is prohibited from accepting the offer made under the takeover bid except to the extent that acceptance is authorised by the CDI holders in accordance with the ASX Settlement

Operating Rules. CDN must accept a takeover offer if a holder of CDIs instructs it to do so in respect of the Common Shares underlying those CDIs. These rights exist only under the ASX Settlement Operating Rules.

5.5 Notices and announcements that CDI holders receive

CDI holders will receive all notices and company announcements (such as annual reports) that Securityholders are entitled to receive from the Company. These rights exist only under the ASX Settlement Operating Rules.

6 Key risks

6.1 Overview

This Section details important factors and risks that could affect the financial and operating performance of the Company. You should consider these factors in light of your personal circumstances, including financial and taxation issues, before making a decision in relation to your Entitlement.

Prior to deciding whether to apply for New CDIs under the Entitlement Offer, Eligible Securityholders should read this Offer Booklet in its entirety and review all announcements made to the ASX in order to gain an understanding of the Company, its activities, operations, financial position and prospects.

The risks included in this Section are specific to the Company and could have a material adverse effect on the Company. The risks included in this Section should not be considered an exhaustive list.

6.2 Risks relating to the Entitlement Offer

(a) Underwriting risk

The Company has entered into an Underwriting Agreement with Quantum, subject to certain terms and conditions. If certain conditions are not satisfied or certain events occur, Quantum may terminate the Underwriting Agreement. Refer to Section 7.8 for details of those termination events.

If the Underwriting Agreement is terminated (or the Entitlement Offer does not proceed for any reason) there is a possibility or that the Company does may not raise the funds required for the Company to meet its stated objectives, in which case the Company would be required to find alternative financing. In those circumstances, there is no guarantee that alternative funding could be sourced in the time required, on terms acceptable to the Company or at all, in which case the Company may be unable to continue as a going concern. As such, termination of the Underwriting Agreement could materially adversely affect the Company's business, cash flow and financial position.

If the Underwriting Agreement is terminated (or the Entitlement Offer does not proceed for any reason), the Company may need to renegotiate the terms of its debt arrangements. There is no guarantee the Company would be able to successfully renegotiate the terms of those arrangements in those circumstances.

(b) Share market risk

The market price of the CDIs may rise or fall and may be influenced by the varied and unpredictable movements in the equity markets. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the

Company. The last trading price of CDIs on ASX prior to the date of this Offer Booklet is not a reliable indicator as to the potential trading price of CDIs following completion of the Entitlement Offer.

(c) Dilution and control risk

Upon completion of the Entitlement Offer, the number of Common Shares in the Company will increase from 305,241,640 to approximately 406,988,853. This equates to approximately 25% of all the issued Common Shares in the Company immediately following completion of the Entitlement Offer. This means that to the extent Eligible Securityholders do not participate at all in the Entitlement Offer, their holdings are likely to be diluted by approximately 25% (assuming the Underwriting Agreement remains on foot and the Entitlement Offer is underwritten as proposed).

Given Quantum, which has agreed to subscribe for its full Entitlement and underwrite the Entitlement Offer, is a substantial Securityholder of the Company, the Entitlement Offer may have an effect on the control of the Company. The potential effect on control is described further in section 7.3.

6.3 Specific risks

(a) Reliance on Joint Venture partner

The Company does not hold legal title to the permits which form the Bau Gold Project. These permits are held by Gladioli (the Sarawak-based joint venture operator of the Bau Gold Project) or certain companies related to Gladioli.

In 2006, Besra and its part-owned subsidiaries, BML and NBG, entered into an exploration and shareholders' agreement with the Gladioli entities, which was later amended and restated in 2010 (**Amended and Restated ESA**).

Pursuant to the Amended and Restated ESA, the Gladioli entities provided NBG the right to explore, develop and mine the permits. Further, the Gladioli entities covenant that they shall procure that all beneficial interest in the permits remains vested with NBG at all times, and they shall not do anything with or in relation to the permits without the prior written consent of NBG.

As a result of these arrangements, the Company therefore has an indirect beneficial interest in the permits through its part-owned subsidiary, NBG. As at the date of this Offer Booklet, the Company has a 92.8% interest in NBG (on an equity-adjusted basis) through its other subsidiaries, BML (part-owned, with the Company having a 91% interest) and BLL (wholly-owned by the Company). The remainder of the shares in NBG are currently held by Gladioli.

The Company is therefore reliant upon its relationship with its joint venture partner, Gladioli, with respect to both the enforcement of Besra's indirect interest in the permits through the Amended and Restated ESA and the control of NBG. Accordingly, there is a risk that, if the relationship between the Company and Gladioli breaks down, the Company will be unable to achieve its business objectives, and will be left with only its contractual rights against Gladioli through agreements as outlined above.

The Company has a long-standing working relationship with Gladioli, and has entered into a consultancy agreement with Gladioli, through Gladioli's affiliated company, Bukit Young Goldmine Sdn Bhd, pursuant to which it will provide in-country services to Besra for a period of two years following the Company's listing in October 2021, including liaising with community, local and state stakeholders.

Additionally, the ability of the Company to acquire legal title to the permits through NBG is dependent on the ability of the relevant Gladioli entities to transfer the permits to NBG. This transfer process includes the requirement to obtain consent from the relevant regulator or government. Therefore, operations or prospects of the Bau Gold Project could be materially adversely affected and the Company may incur significant costs in resolving issues to ensure it can transfer the permits to it and/or continue with its planned exploration and drilling activities. It is noted that there has been no correspondence with the relevant authorities in this regard and the situation remains as outlined in the Company's IPO Prospectus (including the Solicitor's Report attached to that IPO Prospectus).

(b) Retaining title to permits

For the permits to be held and renewed, the relevant permit holder must comply with the relevant legislation, conditions imposed on the permits and environmental standards to the satisfaction of the relevant authorities. The Company could lose its interest in, or beneficial title to, the permits if these conditions are not met, or if the permits expire and are not renewed.

The Company currently has interests in various permits, including those involving applications for renewal. The circumstances surrounding the status of these interests remains as outlined in the IPO Prospectus (including the Solicitor's Report attached to that IPO Prospectus). All permits, including those in which Besra intends to conduct its business strategy, will be subject to renewal at some stage in their term or will otherwise expire in due course and it is the Besra's intention to apply for renewals of these in the normal course. As at the date of this Offer Booklet, the Company has no reason to believe its current renewal applications, or any future renewal applications, will not be granted.

However, there is no guarantee that the current or successor governments will not make material changes to the mineral legislation or that permit approvals or renewals will be given as a matter of course or on similar economic terms, nor is there any guarantee that the Government of Sarawak will approve the granting and/or renewal of any permits as a matter of course. Therefore, there is a risk that the Company may lose its interest in, or its beneficial title to, these permits if the term of each such permit is not renewed.

Additionally, there is a possibility that the relevant holders for 11 permits have not complied with requirements to commence development works, which may render those permits liable to forfeiture in the future (however, neither the Company nor the relevant permit holder has received any notification of forfeiture with respect to these permits nor have the relevant authorities in the past adhered to a policy of strict compliance). If the permits are forfeited, they will revert with the Government and the Company will lose its interest in, and beneficial title to, those permits. It is noted that this situation has not altered and the circumstances remain as stated in the IPO Prospectus.

The joint venture has been advised by the regulator of its intention to revoke four mining leases within the Bau Gold Project, which encroach upon the boundaries of the Dered Krian National Park (**DKNP**). The joint venture submitted a proposal in August 2018 seeking to voluntarily surrender those 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.

If discussions are unsuccessful, the Company may not have an interest in, or beneficial title to, the necessary permits to fully exploit the intellectual and geological knowledge of previous exploration results. Should the land within the DKNP be surrendered, the Bau Gold Project's global Resource would be reduced from 3.3Moz to approximately 3.02Moz of Mineral Resources. Alternatively, if the four mining leases are revoked in their entirety,

the Project's global Resource will be reduced to approximately 2.6Moz. The Company believes this to be the more unlikely outcome because it would reapply for appropriate tenure over those lands within the four mining leases not lying within the DKNP. As at the date of this Offer Booklet, the Company has no reason to believe that any forfeiture has been registered in relation to those mining leases. Nevertheless, should forfeiture be effected it will not impact upon the Company's business strategy.

(c) Grant of future tenure

Gladioli and its related entities currently have pending applications for permits within the Bau Gold Project with respect to which NBG will hold beneficial title pursuant to the Amended and Restated ESA. It is not guaranteed that these applications, or any other future applications, will be granted on satisfactory terms, or at all. If future required tenure is not secured, the Company may not have beneficial title to, or an interest in, the necessary permits to fully exploit the intellectual and geological knowledge of previous exploration results from within the areas they encompass.

(d) Grant of Environmental Impact Assessment

In order to undertake mining activities within ML 1/2013/1D, including the construction and operation of a test processing plant there is a requirement that an Environmental Impact Assessment (**EIA**) be completed and approved by the Sarawak National Resources and Environment Board (**NREB**). This EIA is being prepared by independent consultants and will be lodged in response to the terms of reference previously approved by the NREB.

Should the NREB not approve the EIA, it would delay the timing schedule for the pilot plant and potentially also delay the completion timing of the proposed Feasibility Study, until either an amended proposal or alternate arrangements to undertake the processing test work off-site could be arranged.

(e) Access issues

Whilst the relevant permit holders have been successful in obtaining agreements with some of the owners and occupiers of land on which the permits are located, there is no guarantee they will obtain the necessary consents in respect of future permits granted on terms acceptable to the Company or at all. Therefore, while not anticipated at this stage, there is a risk of access and compensation agreements becoming an issue in the future, particularly as the Company and/or the joint venture expands operations.

Additionally, there may also be some permits which are subject to environmental restrictions with respect to access. There is a protected species of tree and a protected species of reptile near the Bau Gold Project site although the surrounding foliage is second or third generation re-growth and not pristine rainforest with respect to which further reclamation might be a risk.

(f) Key personnel

The future success of the Company depends, to a significant extent, upon the continued services of the management team of the Company. The loss of services from any of the key personnel may have a material adverse effect on the Company's business and operations. There can be no assurance that the Company will be able to retain or hire all appropriate personnel necessary for the development and operation of its business.

(g) Uncertainty of future profitability

The Company has incurred losses in the past and it is therefore not possible to evaluate the Company's future prospects based on past performance. Given the Company's stated business strategy and focus on exploration activities, it also expects to make losses in the foreseeable future. Factors that will determine the Company's future profitability include its ability to delineate further JORC Code compliant Mineral Resources, the success of metallurgical and processing studies, the success of feasibility studies, the prevailing market price of gold, the actions of competitors and regulatory approvals. As a result, the extent of future profits, if any, and the time required to achieve sustainable profitability, is uncertain. In addition, the level of any such profitability (or loss) cannot be predicted and may vary significantly from period to period.

(h) Gold price volatility

Commodity prices, including those for gold, fluctuate and are affected by many factors beyond the control of the Company, including international supply and demand, the level of consumer product demand, technological advancements, forward selling activities, global political uncertainties, the outbreak of warfare, global catastrophes including pandemics, actions taken by governments and global economic and political developments. Gold prices have fluctuated in recent years and may continue to fluctuate significantly in the future. Fluctuations in gold prices, and, in particular, a material decline in the gold price, may have a corresponding material adverse effect on the Company's business, financial condition and results of operations.

(i) Geopolitical

The Company's principal mining assets are located in Malaysia. As such, the Company 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 Company'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 Company's property interests, the Company cannot rely on Australian legal standards in defending or advancing its interests.

(j) Equipment

The Company's ability to undertake mining and exploration activities is dependent upon its ability to source and acquire appropriate mining equipment. Equipment is not always available and the market for mining equipment experiences fluctuations in supply and demand. If the Company is unable to source appropriate equipment economically or at all this would have a material adverse effect on the operating and financial performance of the Company.

(k) Counterparty risks

The current and planned operations of the Company require involvement of a number of third parties including distributors, customers and suppliers. In particular, Besra does not have any material plant on site at the Bau Gold Project, so further exploration may be undertaken under contract mining with all plant and equipment to be provided by contractors under contractual arrangements which mandate compliance with Malaysian mining legislation.

The ability of the Company to achieve its stated objectives will depend on the continued creditworthiness of and contractual performance by such counterparties. If deterioration

of the creditworthiness of these counterparties occurs, or if they otherwise fail to adhere to or terminate arrangements, the Company's business may be adversely affected (including, for example, a delay to or termination of services or costly legal disputes).

(l) Litigation

Legal claims or proceedings may arise from time to time in the course of the business of the Company. Defence and settlement costs of legal claims can be substantial, even where claims have no merit. Additionally, there is a risk that the Company may be subject to legal and/or regulatory action in any of the jurisdictions in which the Company operates, including fines or other adverse consequences as a result of administrative errors during historical periods where the Company was under-resourced and underfunded.

So far as the Directors are aware, as at the date of this Offer Booklet, there is no current or threatened civil litigation, arbitration, proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned or which is likely to have a material adverse impact on the business or financial position of the Company.

(m) Insurance

The Company faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. Although insurance is maintained in line with industry practice, no assurance can be given that such insurance will be available in the future on commercially reasonable terms or that any cover will be adequate and available to cover any or all claims.

6.4 Mining industry risks

(a) Inherent industry risks

The Company is engaged in the acquisition and exploration of and investment in resource properties, which is 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 Company is on areas in which the geological setting is well understood by management.

(b) Safety and industrial accidents

The exploration for and extraction of gold involves the operation of heavy machinery. This carries with it an increased safety related risk. The Company has policies and procedures in place in relation to safe work practices. Despite the relevant safeguards, there is no guarantee that a serious accident will not occur in the future. A serious accident may negatively impact the financial performance and/or financial position of the Company.

(c) Development and operational

By its very nature, the development of a mining facility contains significant risks with no guarantee of success. The ultimate economic development of a mineral deposit is dependent on many factors, including the ability to access adequate capital for project development, obtaining regulatory consents and approvals necessary for the conduct of development and production, securing access to equipment, materials and infrastructure, securing access to competent operation management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Various regulatory and related approvals are required for the Company to develop the Bau Gold Project. For instance, the proposed development of the pilot plant for the Jugan prospect is conditional on the Company obtaining approval from the relevant regulators, submitting an EIA for approval, having that EIA approved and engaging with the local community and other stakeholders. There is no guarantee that the Company will be able to obtain any such approvals and proceed with development as planned.

Further, once established, mining operations can be impacted by a number of factors, including geological and weather conditions causing delays and interference to operations, access to necessary funding, metallurgical issues, mechanical failure of plant and equipment, shortages or increases in price of consumables and plant and equipment, environmental hazards, fires, explosions and other accidents.

Similarly, increases in all production costs, particularly labour, fuel and power, are a key risk and have the potential to adversely affect the Company's profitability. If the Company develops mining operations and these are subject to cost over-runs and/or higher than anticipated operating costs, this would adversely affect the Company's profitability, the value of the Company's projects and in turn, the value of its shares.

(d) Resource estimation

Besra's JORC Code compliant Mineral Resource is an estimate only. Mineral Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly as new information becomes available.

In addition, Mineral Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, the estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

The Mineral Resource estimates for the Bau Gold Project includes permits which are subject to renewal. In addition, should the joint venture surrender those portions of the four mining leases within the DKNP which are currently subject to forfeiture (as discussed above), the Bau Gold Project's global Mineral Resource will be reduced from 3.3Moz to approximately 3.02Moz, and if the Company were to forfeit those four mining leases in their entirety, the Project's global Resource will be reduced to 2.6Moz.

(e) Future capital requirements

The Company's ability to carry out its business, including the advancement of the Bau Gold Project, is dependent upon its ability to raise funds in an orderly fashion and on reasonable terms. Exploration and development involve significant financial risk and capital investment.

The Company believes that the funds raised under the Entitlement Offer will be sufficient to fund its activities. However, notwithstanding this, the Company will require additional capital in order to pursue its ultimate strategy of advancing the Bau Gold Project towards production. Also, it is possible further capital may be required at an earlier stage if, for example, any of the other risks in this Section 6 materialise, or equally new and superior opportunities materialise.

Future equity financing may dilute shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional funding as needed, it may be required to reduce the scope of its

activities. There is no guarantee that the Company will be able to secure any additional financing or be able to secure financing on terms favourable to it.

(f) Environmental

The Company's operations are subject to environmental regulations. As with most mining related activities, these are expected to have an impact on the environment, particularly if mine development proceeds. Currently the draft EIA for ML 1/2013/1D has been completed, including base-line environmental and community dialogue studies. Previously, environmental base line studies had been undertaken in a number of other mining leases but these will need to be updated and/or expanded to address specific development plans in due course.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incidents could delay production or increase production costs. Events beyond the Company's control may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) may not be available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company.

Laws and regulations intended to ensure the protection of the environment are constantly changing, and are generally becoming more restrictive. There is a risk that environmental laws and regulations could become more onerous making the Company's operations more expensive and less commercial. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits may be required in connection with the Company's operations. To the extent such approvals are required and not obtained or maintained on acceptable conditions, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral assets.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions (including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed) and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

(g) Government regulation

In addition to environmental regulation, the activities of the Company are subject to various laws and regulations including in those governing exploration and mining, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, indigenous heritage and native title and other matters. Any material adverse changes in government policies or legislation that affect the Company's activities may affect the viability and profitability of the Company's current and future projects.

Furthermore, no assurance can be given that new laws or regulations will not be enacted or that existing laws and regulations will not be applied in a manner which could limit or curtail the Company's activities and ultimate development or operation of its projects.

Amendments to current laws and regulations governing operations and activities of mining or more stringent implementation of them could have a substantial adverse impact on the current and any future project and therefore the Company.

Government regulations may impose costs on Besra's mining operations, and future regulations could increase those costs or limit Besra's ability to explore for and ultimately produce gold. The mining industry is subject to increasingly strict regulation with respect to matters such as limitations on land use, employee health and safety, mine permitting and licensing requirements, reclamation and restoration of mining properties, air quality standards, water pollution, protection of human health, plant life and wildlife, discharge of materials into the environment, surface subsidence from above and underground mining sites and the effects of mining on groundwater quality and availability. The possibility exists that new legislation and/or regulations and orders may be adopted that may materially adversely affect Besra's mining operations, cost structure and/or the ability of Besra to undertake its proposed activities.

New legislation or administrative regulations (or new judicial interpretations or administrative enforcement of existing laws and regulations), including proposals related to the protection of the environment that would further regulate and tax the industry, may also require Besra or its customers to change operations significantly or incur increased costs.

Other changes in government regulation may impact on Besra's business. These include changes to taxation laws, fiscal, monetary and regulatory policy changes and changes to export regulation in countries which the Company holds assets.

(h) Land rehabilitation requirements

Although variable, depending on location and the governing authority, land rehabilitation requirements are generally imposed on mineral exploration companies, as well as companies with mining operations, in order to minimise long term effects of land disturbance. Rehabilitation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out rehabilitation obligations imposed on the Company in connection with its mineral exploration, the Company must allocate financial resources that might otherwise be spent on further exploration programs.

At present, there is an existing tailings dam from historical production at Bau which will need to be managed as part of any recommencement of operations.

(i) Unforeseen expenses

The Company may be subject to significant unforeseen expenses or actions. This may include unplanned operating expenses, increases in the costs of services, future legal actions or expenses in relation to future unforeseen events. If risks and uncertainties prove to be greater than expected, or if new currently unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

6.5 General investment risks

(a) Economic

General economic conditions and movements in interest, inflation and currency exchange rates (particularly with the Company's operations being based in Malaysia) may have an adverse effect on the Company's mineral development and production activities, its ability to fund those activities and its financial performance more broadly.

Other contributing factors to the general economic climate include tax reform, new legislation, changes in investor sentiment, the demand for and supply of capital and terrorism or other hostilities.

(b) Infectious disease

Outbreaks of pandemics or diseases, including, for example, the coronavirus disease (**COVID-19**), may have a material adverse effect on Besra's business. Examples of possible implications include delays to regulatory mining-related approvals, site access restrictions, limited or no access to funding on commercially acceptable terms, termination of third party contracts and loss of revenue. As with many countries, Malaysia's government policies since 1 April 2022 have supported enhanced free movement of both nationals and foreigners and currently there are no restrictions on cross border movements, nor any anticipated material impacts on the Company's activities going forward.

(c) Climate change

There has been increasing concern by the public and regulators globally on climate change issues. As a mining company, Besra is exposed to both transition risks and physical risks associated with climate change. Transitioning to a lower-carbon economy may entail extensive policy, legal, technology and market changes that may impact negatively on the mining industry (such as by increasing the cost of diesel or other consumables with a carbon footprint). Physical risks resulting from climate change can be acute or chronic. Acute physical risks refer to those that are event-driven, including increased severity of extreme weather events, such as cyclones or floods. Chronic physical risks refer to longer term shifts in climate patterns (for example, sustained higher temperatures) that may cause sea level rises or chronic heat waves. The transition and physical risks associated with climate change (including also regulatory responses to such issues and associated costs) may significantly affect Besra's operating and financial performance.

(d) Taxation

The acquisition and disposal of Securities (including the New CDIs) will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Offer Booklet.

7 Important information

7.1 General

This Offer Booklet and enclosed personalised Entitlement and Acceptance Form have been prepared by the Company.

This Offer Booklet was despatched to Eligible Securityholders and released to ASX on Tuesday, 6 December 2022, when the Entitlement Offer opens. This Offer Booklet remains subject to change without notice and the Company is not responsible for updating this Offer Booklet.

There may be additional announcements made by the Company after the date of this Offer Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration of whether to take up or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by the Company (by visiting the ASX website at www2.asx.com.au) before submitting your Application to take up your Entitlement.

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

This Offer Booklet is important and requires your immediate attention.

You should read this Offer Booklet carefully and in its entirety before deciding how to deal with your Entitlement if you are an Eligible Securityholder. In particular, you should consider the risk factors outlined in the “Key Risks” section included in Section 6 of this Offer Booklet, any of which could affect the operating and financial performance of the Company or the value of an investment in the Company.

You should consult your stockbroker, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

To the maximum extent permitted by law, the Company and its related bodies corporate, directors, officers, employees and agents disclaim and do not assume any obligation or undertaking to release any updates or revisions to the information in this Offer Booklet to reflect any change in expectation or assumptions, and disclaim all responsibility and liability for any loss arising from use or reliance on this Offer Booklet or its content (including, without limitation, liability for fault or negligence).

7.2 Eligible Securityholders

This information contains an offer of New CDIs to Eligible Securityholders and has been prepared in accordance with section 708AA of the Corporations Act (as modified as by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, ASIC Corporations (Disregarding Technical Relief) Instrument 016/73 and ASIC Class Order 14/827).

Eligible Securityholders are those persons who:

- are registered as a holder of CDIs (including those CDIs which are restricted securities, within the meaning given to that term by the ASX Listing Rules) or Common Shares as at 5.00pm (AWST) on Thursday, 1 December 2022;
- have a registered address on the Company's share register that is in a Permitted Jurisdiction except, if those persons are in the United States or Canada, such persons are Accredited Investors; and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document or any lodgement, filing, registration or qualification.

Securityholders who are not Eligible Securityholders are Ineligible Securityholders.

The Company reserves the right to determine whether a Securityholder is an Eligible Securityholder or an Ineligible Securityholder.

By returning a completed personalised Entitlement and Acceptance Form or making a payment by BPAY® or EFT, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Securityholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

The Company has decided that it is unreasonable to make offers under the Entitlement Offer to Securityholders who have registered addresses outside the Permitted Jurisdictions having regard to the number of such holders in those places and the number and value of the New CDIs that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places.

7.3 Potential effect on control

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

As at the date of this Offer Booklet and based on information made available to the Company, the following Securityholders of the Company have a relevant interest in 5% or more of the total Common Shares on issue:

Substantial Securityholder	CDI holdings as at date of this Offer Booklet	Voting power as at the date of this Offer Booklet (%)
Quantum	53,673,533	17.58%
Pangaea Resources Limited	55,339,602	18.13%

There are certain Securityholders who hold Common Shares directly rather than holding an interest in CDIs over those Common Shares via CDN. However, as noted above the underlying Common Shares are the relevant Securities in the Company which provide Securityholders with the right to vote.

Quantum is the underwriter of the Entitlement Offer.

The table below sets out the voting power of Quantum, assuming that it subscribes for its full Entitlement, no Securityholder (other than Quantum) subscribes for their Entitlement (and therefore, does not subscribe for any Additional CDIs under the Shortfall Facility), and Quantum subscribes for the Shortfall under the Underwriting Agreement.

Quantum holding	Number of CDIs	Voting power (%)
As at the date of this Offer Booklet	53,673,533	17.58%
After completion of the Entitlement Offer	155,420,746	38.19%

The table below sets out the voting power of Quantum, assuming that it subscribes for its full Entitlement, Securityholders (other than Quantum) subscribe for 100%, 75%, 50%

and 25% of their Entitlements and Quantum subscribes for the Shortfall under the Underwriting Agreement.

Subscription by Securityholders other than Quantum	Quantum holding	
	Number of CDIs	Voting power (%)
100%	71,564,711	17.58%
75%	92,528,720	22.73%
50%	113,492,729	27.89%
25%	134,456,738	33.04%

You should note that if you do not participate in the Entitlement Offer, your holdings may be diluted by up to approximately 25%.

The following are examples of how any dilution may impact you if you do not participate in the Entitlement Offer.

% of Common Shares as at Record Date	Entitlement ¹	Holding if Entitlement not taken up	Voting power following Entitlement Offer (%)
10.0%	10,174,722	30,524,164	7.5%
5.0%	5,087,361	15,262,082	3.75%
2.5%	2,543,681	7,631,041	1.88%
0.5%	508,737	1,526,208	0.38%

Notes:

1 Assuming no Shortfall Facility application.

7.4 Ranking of New CDIs

New CDIs issued under the Entitlement Offer will be fully paid and rank equally with existing CDIs on issue as at the date of this Offer Booklet.

The rights attaching to the New CDIs are regulated by the Corporations Act, ASX Listing Rules and general law. The rights attaching to the underlying Common Shares are regulated by the CBCA and other applicable Canadian laws, as set out in Section 5.

7.5 No cooling off rights

Cooling off rights do not apply to an investment in New CDIs. You cannot withdraw your Application once it has been accepted.

7.6 Rounding of Entitlements

Where fractions arise in the calculation of an Entitlement, they have been rounded up to the nearest whole number of New CDIs.

7.7 Capital structure

After the issue of New CDIs under the Entitlement Offer, the capital structure of the Company is expected to be as follows (subject to rounding of fractional Entitlements):

	Number of Common Shares
Existing Common Shares currently on issue	305,241,640 ¹
Number of New CDIs to be issued under the Entitlement Offer	101,747,213
Maximum number of Common Shares on issue on completion of the Entitlement Offer	406,988,853

Notes

1. 53,127,907 of these CDIs are restricted securities for the purposes of the ASX Listing Rules and are therefore unquoted at this time.

In addition to the Common Shares and CDIs on issue as at the date of this Offer Booklet, the Company has various unquoted securities as follows.

Type	Number	Exercise price \$	Expiry
BEZAF: Class A Performance Rights ¹	2,600,000	Nil	8 October 2023
BEZAG: Class B Performance Rights ¹	3,650,000	Nil	8 October 2024
BEZAD: Class A Incentive Options ¹	3,625,000	\$0.30	8 October 2026
BEZAC: Lead Manager, Broker and Bonus Options ¹	7,142,275	\$0.25	8 October 2025
BEZAE: Class B Incentive Options ¹	3,625,000	\$0.40	8 October 2026

Notes:

1. The Options and Performance Rights are restricted securities for the purposes of the ASX Listing Rules and therefore those Options and Performance Rights (or any CDIs issued on their conversion) cannot be transferred.

7.8 Key terms of Underwriting Agreement

Quantum has agreed to underwrite the Entitlement Offer on the terms and conditions of the Underwriting Agreement.

Pursuant to the Underwriting Agreement, the Company agrees to pay to Quantum an underwriting fee representing 3% of the underwritten amount.

Quantum may terminate the Underwriting Agreement and its obligations thereunder at any time on or before settlement of the Entitlement Offer if certain events occur (which in some cases will depend on whether the event has, or is likely to have, a material adverse effect on the success or settlement of the Entitlement Offer). Those events include where:

- a statement contained in the Offer Documents is or becomes, in a material particular, misleading or deceptive or is likely to mislead or deceive in a material particular;
- the Company withdraws the Entitlement Offer (or any part of the Entitlement Offer) or the Offer will not otherwise proceed in accordance with the Underwriting Agreement;
- the New CDIs are unable to be Officially Quoted;
- there are certain delays in the timetable for the Entitlement Offer without Quantum's consent;
- ASX makes a statement to the Company or Quantum that the Company's CDIs or common stock will be delisted or suspended from quotation or Besra will be removed from the official list of ASX;
- certain information supplied by or on behalf of Besra to Quantum is or becomes false, misleading or deceptive or likely to mislead or deceive (including by omission);
- a material adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of Besra.

In accordance with the Underwriting Agreement, as is customary with these types of underwriting arrangements:

- Besra has (subject to certain limitations) agreed to indemnify Quantum against losses incurred directly or indirectly in relation to the Entitlement Offer; and
- Besra and Quantum have given certain representations, warranties and undertakings in connection with (among other things) the conduct of the Entitlement Offer.

Besra must also reimburse the Quantum for its reasonably incurred costs in connection with the Entitlement Offer, including legal fees and disbursements subject to a limit of \$15,000 (plus any taxes) payable in respect of the Underwriting Agreement.

The Company will give a number of transaction specific (including, in relation to the U.S Securities Act) and standard representations and warranties under the Underwriting Agreement, which will be taken to be given (ie. true and correct and, not misleading) at all times from the date of the Underwriting Agreement until Completion.

7.9 Securityholders who hold securities other than CDIs or Common Shares

Only holders of CDIs (including those CDIs which are restricted securities, within the meaning given to that term under the ASX Listing Rules) and Common Shares who are Eligible Securityholders as at the Record Date are entitled to participate in the Entitlement Offer.

This means that existing Performance Right holders and existing Option holders will not be entitled to participate in the Entitlement Offer unless they have become entitled to

exercise their existing Performance Rights or Options (as applicable) under the terms of their issue and do so, such that they are registered holders of CDIs prior to the Record Date.

The Options and Performance Rights on issue as at the date of this Offer Booklet are restricted securities for the purposes of the ASX Listing Rules and therefore those Options and Performance Rights (or any CDIs issued on their conversion) cannot be transferred. However, if the Options or Performance Rights are exercised and CDIs are issued on their conversion prior to the Record Date and the holder is an Eligible Securityholder, then that holder will have an Entitlement with respect to those CDIs under the Entitlement Offer.

7.10 Notice to nominees and custodians

The Company is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of CDIs, Common Shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether the distribution of any documents relating to the Entitlement Offer (including this Offer Booklet) or the indirect participation in the Entitlement Offer by the beneficiary, including following acquisition of Entitlements on ASX or otherwise, complies with applicable foreign laws.

Nominees and custodians may not distribute this Offer Booklet, and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia, Malaysia, New Zealand, the United Kingdom and Belize except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Offer.

7.11 Not investment advice

This Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. It also is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to provide financial product advice in respect of the New CDIs. This Offer Booklet does not purport to contain all the information that you may require to evaluate a possible Application for New CDIs, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with the Company's other periodic statements and continuous disclosure announcements lodged with ASX, which are available on the ASX website.

The New CDIs offered under this Entitlement Offer should be considered speculative. Before deciding whether to apply for New CDIs, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant or other professional adviser.

7.12 Past performance

Past performance referred to in this Offer Booklet is provided for illustrative purposes only and is not, and should not be relied upon as, an indication of future performance. The historical information in this Offer Booklet is, or is based upon, information that has been released to the market. For further information, please see past announcements released

to ASX which can be accessed at www2.asx.com.au or the Company's website at www.besra.com.

7.13 Quotation and trading

The Company has applied to the ASX for official quotation of the New CDIs in accordance with the ASX Listing Rule requirements. If ASX does not grant quotation of the New CDIs, the Company will repay all Application Monies (without interest).

The fact that ASX may grant official quotation to the New CDIs is not to be taken in any way as an indication of the merits of the Company or the New CDIs. Neither ASX nor any of its officers accepts takes any responsibility for the contents of this Offer Booklet.

It is expected that normal trading on ASX will commence in relation to the New CDIs on Friday, 30 December 2022.

7.14 CHESS

The New CDIs will participate from the date of commencement of quotation in the Clearing House Electronic Sub-register System (**CHESS**), operated by ASX Settlement Pty Limited. These securities must be held in uncertificated form (i.e. no certificate will be issued) on the CHESS sub-register under sponsorship of a sponsoring participant (usually a broker) or on the issuer-sponsored sub-register. Arrangements can be made at any subsequent time following quotation to convert your holdings from the issuer-sponsored sub-register to the CHESS sub-register under sponsorship of a sponsoring participant or vice versa, by contacting your sponsoring participant.

7.15 Disclosure

The Company is a "disclosing entity" under the Corporations Act and is subject to certain reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules.

The Company is required to notify the ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the stock markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX once it has, or becomes aware, of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of its securities. That information is or will be made available to the public from the ASX and accessible at www2.asx.com.au and the Company's website at www.besra.com.

Some documents are required to be lodged with ASIC in relation to the Company. These documents may be obtained from, or inspected at, an ASIC office.

7.16 Information availability

You can obtain a copy of this Offer Booklet on the Company's website at www.besra.com.

A replacement Entitlement and Acceptance Form can also be requested by calling the Registry.

If you access the electronic version of this Offer Booklet, you should ensure that you download and read the entire Offer Booklet. The electronic version of this Offer Booklet on the Company's website will not include an Entitlement and Acceptance Form.

7.17 Foreign jurisdictions

This Offer Booklet does not constitute an offer of New CDIs in any jurisdiction in which it would be unlawful. In particular, this Offer Booklet may not be distributed to any person, and the New CDIs may not be offered, in any country outside Australia except to the extent permitted below.

New Zealand

The New CDIs are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New CDIs have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New CDIs may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The New CDIs will only be offered and sold in the United States to existing shareholders of the Company who are Accredited Investors and have signed and returned a US investor certificate that is available from the Company Secretary of the Company.

Canada

This Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any of the provinces or territories of Canada. The New CDIs may not be offered or sold in any province or territory of Canada except in transactions exempt from, or not subject to, the prospectus requirements of applicable securities legislation of the Canadian Securities Administrators.

The New CDIs will only be offered and sold in a province or territory of Canada to existing shareholders of the Company who are Accredited Investors and have signed and returned a Canadian investor certificate that is available from the Company Secretary of the Company.

Belize

The issuance or transfer of the New CDIs, respectively, by the Company, by the transferor or to a transferee who is resident in Belize is subject to the exchange control laws of Belize. It is unlawful to make or cause such issuance or transfer to be made without the requisite approval from the Central Bank of Belize.

United Kingdom

Neither this Offer Booklet nor any other document relating to the offer of New CDIs has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New CDIs.

The New CDIs may not be offered or sold in the United Kingdom by means of this Offer Booklet or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Offer Booklet is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This Offer Booklet may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New CDIs has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Offer Booklet is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together, **relevant persons**). The investment to which this Offer Booklet relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Offer Booklet.

Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of New CDIs. The New CDIs may not be offered, sold or issued in Malaysia except to existing shareholders of the Company. Any New CDIs not taken up under the entitlement offer may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, pursuant to Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

7.18 Governing law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in Western Australia. Each Securityholder who applies for New CDIs submits to the non-exclusive jurisdiction of the courts of Western Australia.

7.19 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate, in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of the Company, nor any other person, warrants or guarantees the future

performance of the Company or any return on any investment made pursuant to this Offer Booklet or its content.

7.20 Withdrawal of the Entitlement Offer

The Company reserves the right to withdraw all or part of the Entitlement Offer and this Offer Booklet at any time, subject to applicable laws, in which case the Company will refund Application Monies in relation to New CDIs not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to the Company.

7.21 Privacy

As a Securityholder, the Company and the Registry have already collected certain personal information from you. If you apply for New CDIs, the Company and the Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New CDIs, service your needs as a Securityholder, provide facilities and services that you request and carry out appropriate administration.

To do that, the Company and the Registry may disclose your personal information for purposes related to your Security holdings to their agents, contractors or third party service providers to whom they outsource services, in order to assess your Application for New CDIs, the Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation of the distribution of Securityholder information and for handing of mail, or as otherwise under the *Privacy Act 1988* (Cth).

If you do not provide us with your personal information we may not be able to process your Application. In most cases you can gain access to your personal information held by (or on behalf of) the Company or the Registry. We aim to ensure that the personal information we retain about you is accurate, complete and up to date. To assist us with this please contact us if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information we have about you, we will take steps to correct it. You can request access to your personal information by writing to the Company through the Registry as follows:

Computershare Investor Services
Email: privacy@computershare.com.au

7.22 Further information

This ASX release was authorised by the Board of Besra Gold Inc.

For further information contact:

Telephone: 08 6102 7133

Email: info@besra.com

Glossary

Term	Definition
\$ or dollars	means Australian dollars
Accredited Investor	means an existing Securityholder of the Company that is an “accredited investor” (as defined in Rule 501(a) under the US Securities Act), or in the case of an existing Securityholder of the Company that is resident in a province or territory of Canada, an “accredited investor” (as defined in the securities legislation of such province or territory)
Additional CDIs	has the meaning given in Section 2.5
Amended and Restated ESA	has the meaning given in Section 6.3(a)
Application	means an application to subscribe for New CDIs (including any Additional CDIs) under the Entitlement Offer
Application Monies	means monies received from applicants in respect of their Applications
Articles	means the articles of the Company
ASIC	means Australian Securities and Investments Commission
ASX	means ASX Limited (ABN 98 008 624 691) or the financial products market operated by that entity known as the Australian Securities Exchange
ASX Listing Rules	means the official listing rules of ASX, as amended or replaced from time to time and as waived in respect of the Company by ASX
Bau Gold Project	means the Company’s gold project located in the Bau Goldfield in Sarawak, Malaysia
Besra or the Company	means Besra Gold Inc. ARBN 141 335 686
BLL	means Bau Labuan Ltd (Company Number LL0843), a company incorporated in Malaysia
BML	means Bau Mining Co Ltd (Company Number 28544), a company incorporated in Samoa
By-laws	means the by-laws of the Company
CDIs	means CHESS depositary interests in the Company
CDN	means CHESS Depositary Nominees Pty Ltd
CHESS	means Clearing House Electronic Sub-register System
Closing Date	means 5.00pm (AWST) on Tuesday, 20 December 2022 (unless extended). This is the final date that Eligible Securityholders can take up some or all of their Entitlement
Common Shares	means common stock shares in the Company
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
DKNP	means the Dered Krian National Park
Eligible Securityholder	is defined in Section 7.2

Term	Definition
Entitlement	the entitlement to subscribe for 1 New CDI for every 3 CDIs or 3 Common Shares held on the Record Date by Eligible Securityholders
Entitlement and Acceptance Form	means the Entitlement and Acceptance Form accompanying this Offer Booklet upon which an Application can be made
Entitlement Offer	means the offer of up to approximately 101,747,213 New CDIs in the proportion of 1 New CDI for every 3 CDIs or 3 Common Shares on issue on the Record Date
Gladioli	means Gladioli Enterprises Sdn Bhd (Company Number 89270-K), a company incorporated in Malaysia
Ineligible Securityholder	means a Securityholder that is not an Eligible Securityholder
Investor Presentation	means the investor presentation relating to the Offer dated Friday, 25 November 2022 and reproduced in Attachment A to this Offer Booklet
IPO Prospectus	means the prospectus dated 8 July 2021, which replaced the Company's prospectus dated 22 April 2021, lodged in connection with the Company's initial public offering on the ASX
NBG	means North Borneo Gold Sdn Bhd (Company Number 666174-A), a company incorporated in Malaysia
New CDIs	means the CDIs offered under the Entitlement Offer (including any Additional CDIs under the Shortfall Facility)
Offer Booklet	means this booklet dated 6 December 2022, including the Investor Presentation reproduced in Attachment A to this booklet and the personalised Entitlement and Acceptance Form accompanying this booklet
Offer Price	means \$0.05 per New CDI
Options	means an option to acquire CDIs
Performance Right	means a performance right granted by the Company whereby the holder may be granted CDIs on their vesting and conversion
Permitted Jurisdiction	means each of Australia, New Zealand, the United States (in the states of Connecticut, Florida, Minnesota, New York and Texas only), Belize, Malaysia, Canada (accredited investors only) and the United Kingdom
Quantum	means Quantum Metal Recovery Inc.
Record Date	means the time and date for determining Entitlement under the Entitlement Offer, being 5.00pm (AWST) on Thursday, 1 December 2022
Registry	means the Company security registry, being Computershare Investor Services Pty Limited
Section	means a section of this Offer Booklet
Security	means a Common Share, CDI, Option or Performance Right in the Company
Securityholder	means the registered holder of a Security

Term	Definition
Shortfall	means the maximum number of New CDIs under the Entitlement Offer (including New CDIs which would have been offered to Ineligible Securityholders had they been eligible to participate in the Entitlement Offer) for which valid Applications are not received before the Closing Date
Shortfall Facility	has the meaning given in Section 2.5
Underwriting Agreement	means the underwriting agreement between the Company and Quantum dated 25 November 2022
US Securities Act	means the US Securities Act of 1933, as amended



BESRA GOLD INC. NON-RENOUNCEABLE RIGHTS ENTITLEMENT OFFER* 25 November, 2022

**Not for release to US wire services or distribution within the United States.*

IMPORTANT NOTICES

This Presentation and the upcoming offer

This presentation (Presentation) has been prepared by Besra Gold Inc (ARBN 141 335 686) (Company or Besra) in relation to non-renounceable entitlement offer of fully paid CHESS depositary interests (CDIs) over equivalent common shares in the Company (Common Shares), at an offer price of \$0.05 per CDI (New CDIs), to raise approximately AUD\$5.1 million (before costs) (Entitlement Offer). The Entitlement Offer is made to eligible securityholders in Australia, Canada, New Zealand, Malaysia, Belize, the United Kingdom and the United States (Connecticut, Florida, Minnesota, New York and Texas only) on the basis of 1 New CDI for every 3 CDIs or 3 Common Shares held as at the record date of 5:00pm (AWST) on Thursday, 1 December 2022 (Eligible Securityholders).

The Entitlement Offer closes at 5:00pm (AWST) on Tuesday, 20 December 2022 (unless otherwise extended). The Entitlement Offer is underwritten by Quantum Metal Recovery Inc. (Quantum).

Neither the Australian Securities and Investments Commission (ASIC) nor the ASX (or their respective officers) take any responsibility for the contents of this Presentation, or the merits of the investment to which this Presentation relates.

Summary information only

This Presentation contains summary information only about the Company and its associated entities and their activities. The information is only current as at the date of this Presentation. The information contained in this Presentation is of a general nature and does not purport to include or summarise all information that an investor should consider when making an investment decision.

The Presentation does not contain all the information which would be required in a product disclosure statement, prospectus or other disclosure document prepared in accordance with the requirements of the *Corporations Act 2001* (Cth) (Corporations Act).

The information contained in this Presentation should, where possible, be read in conjunction including the "Offer Booklet – Entitlement Offer" expected to be released on 6 December 2022 (Offer Booklet), and other publicly available information which has been endorsed and approved by the Company. Where you are unable to obtain this other publicly available information, you should contact the Company.

References to "you" and "your Entitlement"

In this Presentation, references to "you" are references to Eligible Securityholders and references to "your Entitlement" (or "your Entitlement and Acceptance Form") are references to the Entitlement (or Entitlement and Acceptance Form) of Eligible Securityholders (as defined in Section 7.2 of the Offer Booklet).

CDIs

Each CDI will represent one underlying Common Share. The New CDIs offered under the Offer Booklet will be issued to investors in the form of CDIs so that those investors may trade the CDIs on ASX and settle transactions through CHESS. Note that in this Presentation, the terms "Common Shares" and "CDIs" may be used interchangeably, except where the context requires otherwise.

Presentation is not an offer

This Presentation is for information purposes only and is not a prospectus, product disclosure statement or other disclosure or offering document under Australian law or any other law and will not be lodged with ASIC. This Presentation is not and should not be considered an offer or an invitation to acquire New CDIs or any other financial product and neither this Presentation nor its contents will form the basis of any such contract or commitment. This Presentation may not be released to US wire services or distributed in the United States. The New CDIs have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. The distribution of this presentation in the United States and elsewhere outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. See Appendix 2 "Offer Restrictions" for more information.

Not investment advice

Each recipient of this Presentation should make its own enquiries and investigations regarding all information in this Presentation, including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of the Company. This Presentation does not constitute investment or financial product advice (nor tax, accounting or legal advice) or any recommendation to acquire New CDIs. Information in this Presentation is not intended to be relied upon as advice to investors or potential investors and has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, potential investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and seek legal, accounting and tax advice appropriate to their jurisdiction. Cooling off rights do not apply to applications for New CDIs.

Investment risk

There are a number of risks specific to the Entitlement Offer, the Company and of a general nature which may affect the future operating and financial performance of the Company and the value of an investment in the Company, including but not limited to the risks identified in the "Key Risks" section of this Presentation. Potential investors should have regard to those risks when making their investment decision.



IMPORTANT NOTICES (Cont'd)

Trading New CDIs

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New CDIs they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by the Company, CDN or the Registry or otherwise, or who otherwise trade or purport to trade New CDIs in error or which they do not hold or are not entitled to. If you are in any doubt as to these matters you should first consult with your stockbroker, accountant or other professional adviser.

Jurisdictions

This Presentation does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the New CDIs, or otherwise permit a public offering of the New CDIs, in any jurisdiction outside of Australia. This Presentation may not be distributed outside Australia except as may be permitted as outlined in Appendix 2 to this Presentation.

JORC

It is a requirement of the ASX Listing Rules that the reporting of ore reserves and mineral resources in Australia comply with the Joint Ore Reserves Committee's Australasian Code for Reporting of Mineral Resources and Ore Reserves ("JORC Code"). Investors outside Australia should note that while ore reserve and mineral resource estimates of the Company in this document comply with the JORC Code (such JORC Code-compliant ore reserves and mineral resources being "Ore Reserves" and "Mineral Resources" respectively), they may not comply with the relevant guidelines in other countries and, in particular, do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators (the "Canadian NI 43-101 Standards"); or (ii) Item 1300 of Regulation S-K, which governs disclosures of mineral reserves in registration statements filed with the SEC. Information contained in this document describing mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements of Canadian or US securities laws.

Competent Person's statement

The information in this Presentation that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr. Kevin J. Wright, a Competent Person who is a Fellow of the Institute of Materials, Minerals and Mining (FIMMM), a Chartered Engineer (CEng), a Chartered Environmentalist (CEnv), and registered Environmental Consultant in the State of Sarawak Malaysia. Mr. Wright is a consultant to Besra. Mr. Wright has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the JORC Code (2012 Edition) of the Australasian Code for Reporting of Exploration Results, and a Qualified Person as defined in National Instrument 43-101 Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators. Kevin J. Wright consents to the inclusion in this Presentation of the matters based on his information in the form and context that it appears.

Future performance and forward-looking statements

This Presentation contains certain "forward-looking statements" and comments about future matters. Forward-looking statements can generally be identified by the use of forward looking words such as "expect", "anticipate", "likely", "intend", "propose", "should", "could", "may", "predict", "plan", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance", and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Entitlement Offer and the use of proceeds..

Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. You are cautioned not to place undue reliance on forward-looking statements. Any such statements, opinions and estimates in this Presentation speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Forward-looking statements are provided as a general guide only. The forward-looking statements contained in this Presentation are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Besra, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the "Key Risks" included in Appendix 2 of this Presentation for a non-exhaustive summary of certain general and specific risk factors that may affect the Company. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements, including the risk factors. Investors should consider the forward-looking statements contained in this Presentation in light of those risks and disclosures.

The forward-looking statements are based on information available to the Company as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), the Company undertakes no obligation to supplement, revise or update or otherwise forward-looking statements, regardless of whether new information, future events or results or other actors affect the information contained in this Presentation.

Past Performance

Investors should note that past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future Company performance including future share price performance.

Currency

Unless otherwise stated, all dollar values in this Presentation are in Australian dollars.

Times and dates

Times and dates in this Presentation are indicative only and subject to change. All times and dates refer to AWST. Refer to the "Indicative Timetable" section of the Offer Booklet for more details.





Besra Gold Inc “Besra”, an ASX public listed company (ASX:BEZ), holds a 92.8% interest in North Borneo Gold Sdn Bhd, through its 100% owned subsidiary, and in turn in the highly prospective Bau Gold Field corridor in Sarawak State, Federation of Malaysia.

Besra’s interest comprises:

- Over 3Mil Oz Au Mineral Resource inventory in 5 key projects, hosted within 8km x15km mineralised corridor, subject to >250,000m of drilling, extensive geological, geochemical and geophysical survey coverages.
- Jugan Project 2021-2022 DDH results confirmed stand-alone potential for shallow open-pit development of 960koz Au Mineral Resource. Draft EIA completed for on-site processing pilot plant and pit construction - part of metallurgical review, Mineral Resource update and commencement of Definitive Feasibility Study.
- Multi-prospect delineation drilling to target under-explored mineralised hydrothermal feeder systems - 80% of Bau Gold Field Corridor Resource inventory is identified by historical shallow drilling within 90m of surface .
- Strategically located, 30km to major infrastructure & administration centres of Sarawak’s capital , Kuching; ready access to international airport, deep water ports, reticulated water and power, and heavy industry services.
- Experienced locally sourced professional and skilled workforce many with a long history of direct involvement with Bau Gold Field mining activities.
- Long connection and growing ties with the Bau district community, most recently culminating with Quantum becoming a substantial shareholder and underwriter to this Entitlement Offer.





COMPANY SNAPSHOT

Board of Directors	Position
Andrew Worland	Non-Exec Chairman
John Seton	Exec Director
Jon Morda	Non-Exec Director
Paul Ingram	Non-Exec Director

Type	Number	Exercise price \$	Expiry
Existing Common Shares currently on issue*	305,241,640	N/A	N/A
Number of New CDIs to be issued under the Entitlement Offer (including Shortfall)	101,747,213	N/A	N/A
Number of Common Shares on issue on completion of the Entitlement Offer	406,988,853	N/A	N/A
BEZAF: Class A Performance Rights*	2,600,000	Nil	8 October 2023
BEZAG: Class B Performance Rights*	3,650,000	Nil	8 October 2024
BEZAD: Class A Incentive Options*	3,625,000	\$0.30	8 October 2026
BEZAC: Lead Manager, Broker and Bonus Options*	7,142,275	\$0.25	8 October 2025
BEZAE: Class B Incentive Options*	3,625,000	\$0.40	8 October 2026

* The number of Common Shares on issue includes 53,127,907 CDIs which are restricted securities and therefore, cannot be traded on the ASX until the end of their escrow period and Common Shares with respect to which no CDIs have been issued over. The performance rights and options are all restricted securities and therefore, any CDIs issued on their exercise cannot be traded on the ASX until the end of their escrow period.



INDICATIVE TIMETABLE OF IMPORTANT DATES*

Announcement of the Entitlement Offer	Friday, 25 November 2022
CDIs quoted on an 'ex' Entitlement basis	Wednesday, 30 November 2022
Record Date for Entitlement Offer (5:00pm AWST)	Thursday, 1 December 2022
Entitlement Offer opens and dispatch of Offer Booklet	Tuesday, 6 December 2022
Entitlement Offer Closing Date (5:00pm AWST) Applications under Shortfall Facility also due	Tuesday, 20 December 2022
New CDIs quoted on a deferred settlement basis	Wednesday, 21 December 2022
Results of Entitlement Offer announced to the ASX	Thursday, 29 December 2022
Issue of New CDIs under the Entitlement Offer Deferred settlement trading ends	Thursday, 29 December 2022
Expected trading of New CDIs issued under the Entitlement Offer on a normal settlement basis	Wednesday, 30 December 2022

** Timetable is indicative only and subject to change. The Company reserves the right to amend any or all of these dates and times subject to applicable laws. Quotation of the New CDIs is subject to confirmation from ASX.*





Entitlement Offer	Entitlement for CDI and Common Share Securityholders to subscribe for 1 New CDI for every 3 CDIs or 3 Common Shares held to raise approximately AUD\$5.1 million, before costs.
Eligibility	Securityholders with a registered address in Australia, New Zealand, Belize, Canada (accredited investors only) Malaysia, United Kingdom and the United States (Connecticut, Florida, Minnesota, New York and Texas only) on the Company's register at the record date of 5:00pm (AWST) on Thursday, 1 December 2022.
Offer Price	\$0.05 per New CDI which represents a discount of 10.71% to the closing price of \$0.056 on 24 November 2022, and a 33.52% discount to the 15 day VWAP of \$0.075 up to and including 24 November 2022.
Shortfall Facility	There is a Shortfall Facility for Eligible Securityholders who subscribe in full for their Entitlement Offer, pursuant to which they may also apply for additional New CDIs.
Underwriter	The Offer is fully underwritten by Quantum Recovery Metal Inc, and Quantum agrees to subscribe for its full entitlement.*

*The underwriting is subject to Quantum's right to terminate the Underwriting Agreement in the circumstances summarised in Appendix 3 of this Presentation.





QUANTUM UNDERWRITING

- The Entitlement Offer is fully underwritten by Quantum.
- Quantum 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.
- Quantum is a major securityholder of the Company, holding 53,673,533 CDIs as at the date of this Presentation (representing approximately 17.58% of the total number of Common Shares on issue).
- As announced on 25 November 2022, the Company is in advanced discussions with Quantum pursuant to which it is proposed that Quantum may provide up to US\$300m in financial support by way of a gold offtake purchase facility. Further details are in the Company's announcement dated 25 November 2022
- The underwriting agreement is subject to Quantum's right to terminate in certain circumstances. A summary of the termination events is set out in Appendix 3 of this Presentation.

Quantum CDI holding	Number of CDIs	% of total Common Shares on issue**
As at the date of this Presentation	53,673,533	17.58
Quantum's entitlement under the Entitlement Offer	17,891,178	-
Maximum number of CDIs to be issued to Quantum pursuant to its underwriting of the Entitlement Offer*	101,747,213	-
Maximum total after completion of the Entitlement Offer*	155,420,746	38.19

* Assuming that Quantum subscribes for its full entitlement under the Entitlement Offer, no other securityholders subscribe for their entitlements and Quantum subscribes for the full underwritten amount, its securityholding in the Company will increase to 155,420,746 CDIs (representing approximately 38.19% of the total number of CDIs on issue).

** Including CDIs which are restricted securities.



Use of Funds

Item	Amount
Jugan Resource Review & Feasibility Studies	\$475,000
Jugan Test Processing Plant*	\$1,500,000
Resource exploration and drilling	\$1,250,000
In-country administration and overheads	\$700,000
General working capital and administration expenses	\$687,000
Costs of the Entitlement Offer	\$475,000
Total	\$5,087,000



* Prior EIA approval is required before commencement of activities.
The Company reserves the right to change the use of funds at its absolute discretion.



LARGE GOLD PRODUCING CORRIDOR

Widespread, + 3Moz gold endowment across historical mining corridor underpinned by extensive regional hydrothermal system.

Entitlement Offer to provide funding:

- Fast tracking 960koz Jugan as a stand-alone shallow open-pit opportunity.
- Pursuing deeper, higher grade “feeder” systems beneath existing shallow Resources.



MATURE PROJECT

Jugan Mature Exploration Project with historical Pre-feasibility study.

2021-2022 DDH program confirms stand-alone potential.

Entitlement Offer to provide funding:

- Fast tracking on-site establishment of pilot plant processing & open pit for metallurgical studies.
- Resource update and commencement of DFS.



ESTABLISHED INFRASTRUCTURE

Strategically located close to Kuching's infrastructure precinct. Ready access to international airport, deep water port facilities, power, water, heavy industry service providers.

Bau township has highly skilled mining sector work-force as well as drilling and earthmoving contractors.



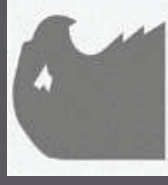
STRONG LOCAL INVESTOR SUPPORT

The long history of Bau district mining involvement, provides very experienced JV partnership and significant in-country profile.

Recently strengthened with Quantum Recovery Metal Inc. becoming a substantial securityholder of Besra & underwriter to this Entitlement Offer.



Pro-forma Balance Sheet	Audited, USD\$ June 30, 2022	Pro-Forma, USD\$ June 30, 2022
Current Assets	885,066	3,775,000
Non-current Assets	18,916,447	18,296,447
<u>TOTAL ASSETS</u>	19,802,152	22,296,447
Current Liabilities	694,856	620,719
Non-Current Liabilities	49,500	49,500
<u>TOTAL LIABILITIES</u>	744,356	670,219
NET ASSETS AND SECURITY HOLDERS EQUITY	19,057,796	22,021,228





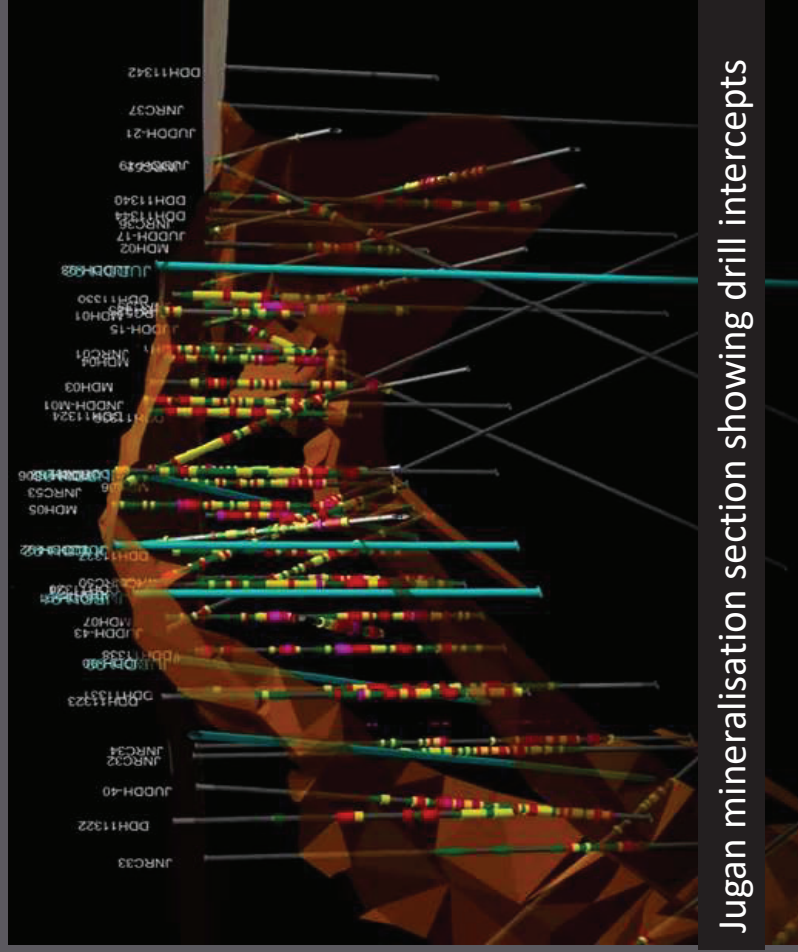
BESRA'S GROWTH STORY





JUGAN PROJECT

Besra's foundation project for our 2023-2024 growth plan.



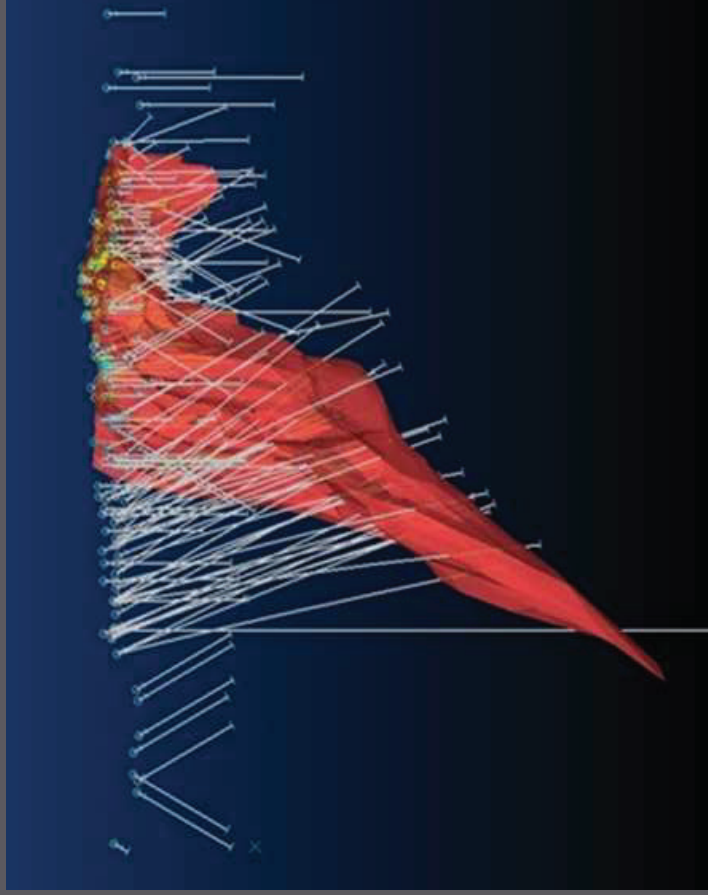
Jugan mineralisation section showing drill intercepts

- +60,000m Jugan Resource drilling.
- JORC Resource 870,000koz @ 1.5 g/t (Measured & Indicated) and 90koz @ 1.6 g/t (Inferred).
- 2021-2022 drilling confirmed stand-alone development potential.
- Mineralisation from surface; low strip ratio.
- Well defined , predictable, mineralised body bounded by upper & lower thrust faults.
- Resource revision in progress & Definitive Feasibility Study to commence in 2023 for export quality gold concentrate.
- ELA to be lodged for test processing plant and test pit construction for scaled metallurgical studies.



JUGAN PROJECT

Besra's foundation project for our 2023-2024 growth plan.



Jugan Resource envelope showing drill intercepts

Updated Resource Estimations

- Comprehensive assay results from +60,000m of drilling.
- Currently refining geological models incorporating 2021-2022 DDH results, including structural controls, for Au, As & S compositional variations within the main body of mineralisation.
- Deliverables to include updated JORC 2012 compliant Au Resource estimates hosted within potential future open-pit envelopes.



JUGAN PROJECT

Besra's foundation project for our 2023-2024 growth plan.

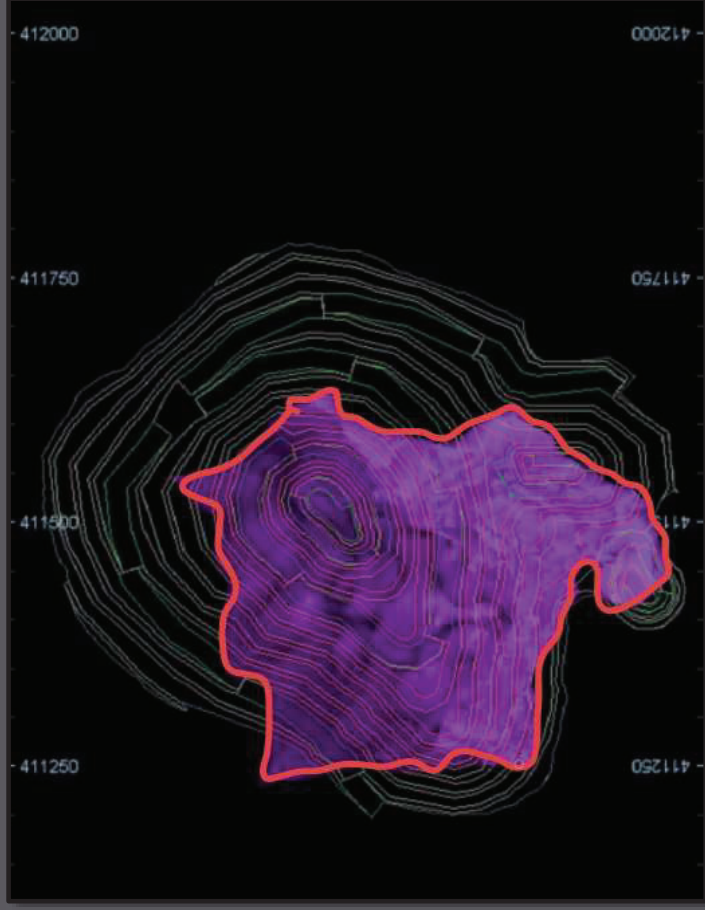
On-site Pilot Processing Plant

- On-site pilot plant and test open-pit construction to commence in 2023, subject to approvals.
- EIA lodgement imminent.
- On site pilot scale operations to provide reliable up-scalable metallurgical results for process stream design and DFS input for future commercialisation of Jugan's refractory gold feedstock.
- Pilot plant will provide reputational kudos and support licence requirements.



JUGAN PROJECT

Besra's foundation project for our 2023-2024 growth plan.



Notional Jugan open-pit plan & mineralisation footprint.

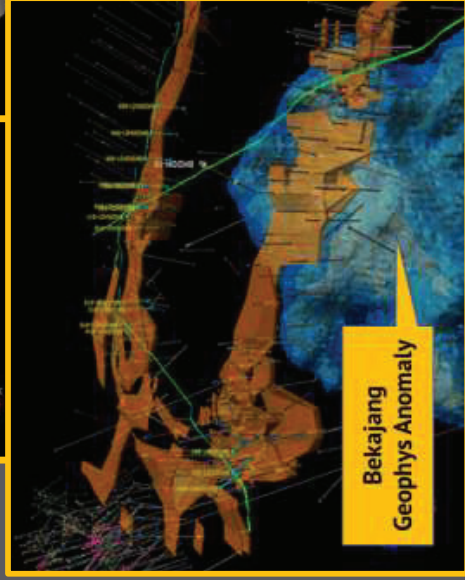
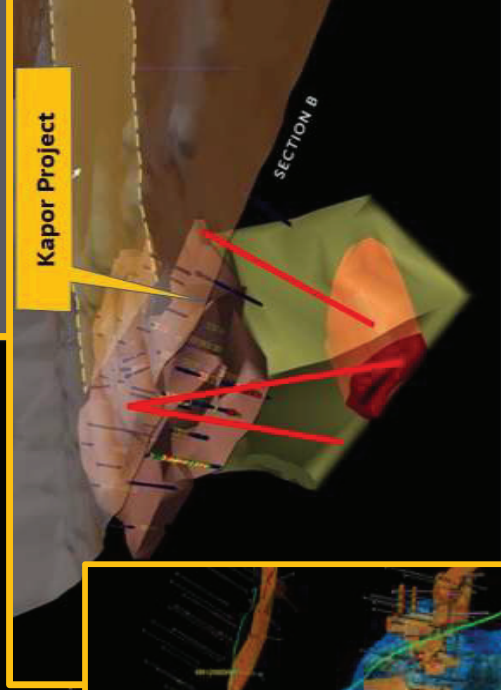
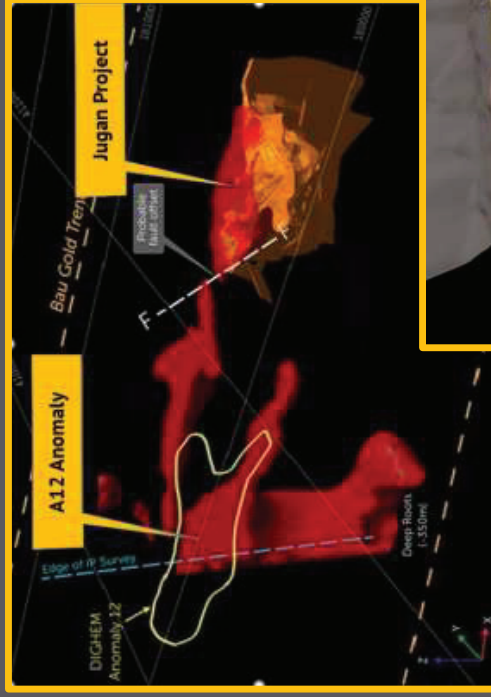
Definitive Feasibility Studies

- Leveraging previous pre-feasibility study completed in 2013.
- Incorporating updated Resources estimations.
- Incorporating On-site Pilot Processing Plant metallurgical studies.
- Based on an open-pit, stand-alone project, initially delivering export quality gold concentrate to third-party smelters.



RESOURCE DRILLING

Unlocking higher grade gold potential.



2023 RESOURCE DRILLING PROGRAM

- Focusing on depth extensions below existing shallow mineralised footprints at Bekajang, Kapor & Sirenggok prospects.
- Underlying hydrothermal “feeder” systems in Carlin-like deposits typically associated with higher gold grades.
- ~80% of Bau Gold Field Resources defined by shallow (~90m depth) drilling.
- A12 target represents a potential offset of the main Jugan mineralisation.



ENVIRONMENT, SOCIAL & GOVERNANCE

Besra's commitment to a social licence & co-existence

- Majority of professional and skilled work force sourced from Bau District.
- Drilling, earthworks and logistical services all sourced from Bau District suppliers.
- Re-establish mining activities with significant local stakeholder participation to maximise community benefits based on co-existence with other community activities.
- Directly supporting local community activities, and infrastructure including schools and community infrastructure.
- Strengthening in-country direct participation through Joint Venture and new shareholder relationships.





APPENDIX 1 – KEY RISKS



KEY RISKS

General Overview

There are certain general risks and certain specific risks which relate directly to the Company's business and are largely beyond the control of the Company and the Directors because of the nature of the business of the Company. The key risks which are set out in this Appendix, are not to be taken as exhaustive. The specific risks considered herein and other risks and uncertainties not currently known to the Company, or that are currently considered immaterial, may materially and adversely affect the Company's business operations, the financial performance of the Company and the value and market price of the Company's Securities. The Directors and management of the Company will, to the best of their knowledge, experience and ability endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its business operations. The ability of the Directors and management to do so may be affected by matters outside their control and no assurance can be given that the Directors and management of the Company will be successful in these endeavours.

The list of key risk factors ought not to be taken as exhaustive of the risks faced by the Company or investors. The above factors, and others not specified, may in the future materially affect the financial performance of the Company and the value of CDIs.

Underwriting Risk

The Company has entered into an Underwriting Agreement with Quantum which has agreed to underwrite the Entitlement Offer, subject to certain terms and conditions. If certain conditions are not satisfied or certain events occur, then Quantum may terminate the Underwriting Agreement, as set out in Section 7.8 of the Offer Booklet. If any the Underwriting Agreement is terminated (or the Entitlement Offer does not proceed for any reason) there is a possibility or does that the Company may not raise the funds required for the Company to meet its stated objectives, in which case the Company would be required to find alternative financing. In those circumstances, there is no guarantee that alternative funding could be sourced in the time required, on terms acceptable to the Company or at all, in which case the Company may be unable to continue as a going concern.

As such, termination of the Underwriting Agreement could materially adversely affect the Company's business, cash flow and financial position if the Underwriting Agreement is terminated (or the Entitlement Offer does not proceed for any reason), the Company may need to renegotiate the terms of its debt arrangements. There is no guarantee the Company would be able to successfully renegotiate the terms of those arrangements in those circumstances.

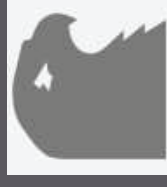
Share market risk

The market price of the Shares may rise or fall and may be influenced by the varied and unpredictable movements in the equity markets. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. The last trading price of CDIs on ASX prior to the date of this Presentation is not a reliable indicator as to the potential trading price of CDIs following completion of the Entitlement Offer.

Dilution and control risk

Upon completion of the Entitlement Offer, the number of Common Shares in the Company will increase from 305,241,640 to approximately 406,988,853. This equates to approximately 25% of all the issued Common Shares in the Company immediately following completion of the Entitlement Offer. This means that to the extent Eligible Securityholders do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 25% (assuming the Underwriting Agreement remains on foot).

Given Quantum, which has agreed to underwrite the Entitlement Offer, is a substantial Securityholder of the Company, the Entitlement Offer may have an effect on the control of the Company. The potential effect on control is described further in section 7.3 of the Offer Booklet.



KEY RISKS (Cont'd)

Reliance on Joint Venture partner

The Company does not hold legal title to the permits which form the Bau Gold Project. These permits are held by Gladioli (the Sarawak-based joint venture operator of the Bau Gold Project) or certain companies related to Gladioli.

In 2006, Besra and its part-owned subsidiaries, BML and NBG, entered into an exploration and shareholders' agreement with the Gladioli entities, which was later amended and restated in 2010 (Amended and Restated ESA).

Pursuant to the Amended and Restated ESA, the Gladioli entities provided NBG the right to explore, develop and mine the permits. Further, the Gladioli entities covenant that they shall procure that all beneficial interest in the permits remains vested with NBG at all times, and they shall not do anything with or in relation to the permits without the prior written consent of NBG.

As a result of these arrangements, the Company therefore has an indirect beneficial interest in the permits through its part-owned subsidiary, NBG. As at the date of this Presentation, the Company has a 92.8% interest in NBG (on an equity-adjusted basis) through its other subsidiaries, BML (part-owned, with the Company having a 91% interest) and BLL (wholly-owned by the Company). The remainder of the shares in NBG are currently held by Gladioli.

The Company is therefore reliant upon its relationship with its joint venture partner, Gladioli, with respect to both the enforcement of Besra's indirect interest in the permits through the Amended and Restated ESA and the control of NBG. There is therefore a risk that, if the relationship between the Company and Gladioli breaks down, the Company will be unable to achieve its business objectives, and will be left with only its contractual rights against Gladioli as outlined above.

The Company has a long-standing working relationship with Gladioli, and has entered into a consultancy agreement with Gladioli, through Gladioli's affiliated company, Bukit Young Goldmine Sdn Bhd, pursuant to which it will provide in-country services to Besra for a period of two years following the Company's listing in October 2021, including liaising with community, local and state stakeholders.

Additionally, the ability of the Company to acquire legal title to the permits through NBG is dependent on the ability of the relevant Gladioli entities to transfer the permits to NBG. This transfer process includes the requirement to obtain consent from the relevant regulator or government. Therefore, operations or prospects of the Bau Gold Project could be materially adversely affected, and the Company may incur significant costs in resolving issues to ensure it can transfer the permits to its name or continue with its planned exploration and drilling activities. It is noted that there has been no correspondence with the relevant authorities in this regard and the situation remains as outlined in the Company's IPO Prospectus (including the Solicitor's Report attached to that IPO Prospectus).

Retaining Title to Permits

For the permits to be held and renewed, the relevant permit holder must comply with the relevant legislation, conditions imposed on the permits and environmental standard to the satisfaction of the relevant authorities. The Company could lose its interest in, or beneficial title to, the permits if these conditions are not met, or if the permits expire and are not renewed.

The Company currently has interests in various permits, including those involving applications for renewal. The circumstances surrounding the status of these interests remains as outlined in the IPO Prospectus (including the Solicitor's Report attached to that IPO Prospectus). All permits, including those in which Besra intends to conduct its business strategy, will be subject to renewal at some stage in their term or will otherwise expire in due course and it is the Besra's intention to apply for renewals of these in the normal course.

As at the date of this Presentation, the Company has no reason to believe its current renewal applications, or future renewal applications, will not be granted.

However, there is no guarantee that the current or successor governments will not make material changes to the mineral legislation or that permit approvals or renewals will be given as a matter of course or on similar economic terms, nor is there any guarantee that the Government of Sarawak will approve the granting and/or renewal of any permits as a matter of course. Therefore, there is a risk that the Company may lose its interest in, or its beneficial title to, these permits if the term of each such permit is not renewed.



KEY RISKS (Cont'd)

Additionally, there is a possibility that the relevant holders for 11 permits have not complied with requirements to commence development works, which may render those permits liable to forfeiture in the future (however, neither the Company nor the relevant permit holder has received any notification of forfeiture with respect to these permits nor have the relevant authorities in the past adhered to a policy of strict compliance). If the permits are forfeited, they will revert with the Government and the Company will lose its interest in, and beneficial title to, those permits. It is noted that this situation has not altered and the circumstances remain as stated in the IPO Prospectus.

The joint venture has been advised by the regulator of its intention to revoke four mining leases within the Bau Gold Project, which encroach upon the boundaries of the Dered Krian National Park (DKNP). The joint venture submitted a proposal in August 2018 seeking to voluntarily surrender those 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.

If discussions are unsuccessful, the Company may not have an interest in, or beneficial title to, the necessary permits to fully exploit the intellectual and geological knowledge of previous exploration results. Should the land within the DKNP be surrendered, the Bau Gold Project's global Resource would only be reduced from 3.3Moz to approximately 3.02Moz of Mineral Resources. Alternatively, if the four mining leases are revoked in their entirety, the Project's global Resource will be reduced to approximately 2.6Moz. The Company believes this to be the more unlikely outcome because it would reapply for appropriate tenure over those lands within the four mining leases not lying within the DKNP. As at the date of this Presentation, the Company has no reason to believe that any forfeiture has been registered in relation to those mining leases. Nevertheless, should forfeiture be effected it will not impact upon the Company's business strategy.

Grant of future tenure

Gladioli and its related entities currently have pending applications for permits within the Bau Gold Project with respect to which NBG will hold beneficial title pursuant to the Amended and Restated ESA. It is not guaranteed that these applications, or any other future applications, will be granted

on satisfactory terms, or at all. If future required tenure is not secured, the Company may not have beneficial title to, or an interest in, the necessary permits to fully exploit the intellectual and geological knowledge of previous exploration results from within the areas they encompass.

Grant of Environmental Impact Assessment

In order to undertake mining activities within ML 1/2013/1D, including the construction and operation of a test processing plant there is a requirement that an Environmental Impact Assessment (EIA) be completed and approved by the Sarawak National Resources and Environment Board (NREB). This EIA is being prepared by independent consultants and will be lodged in response to the terms of reference previously approved by the NREB.

Should the NREB not approve the EIA, it would delay the timing schedule for the pilot plant and potentially also delay the completion timing of the proposed Feasibility Study, until either an amended proposal or alternate arrangements to undertake the processing test work off-site could be arranged.

Access issues

Whilst the relevant permit holders have been successful in obtaining agreements with some of the owners and occupiers of land on which the permits are located, there is no guarantee they will obtain the necessary consents in respect of future permits granted on terms acceptable to the Company or at all. Therefore, while not anticipated at this stage, there is a risk of access and compensation agreements becoming an issue in the future, particularly as the Company and/or the joint venture expands operations.

Additionally, there may also be some permits which are subject to environmental restrictions with respect to access. There is a protected species of tree and a protected species of reptile near the Bau Gold Project site although generally the surrounding foliage is second or third generation re-growth and not pristine rainforest with respect to which further reclamation might be a risk.

Key personnel

The future success of the Company depends, to a significant extent, upon the continued services of the management team of the Company. The loss of services from any of the key personnel may have a material adverse effect on the Company's business and operations. There can be no assurance that the Company will be able to retain or hire all appropriate personnel necessary for the development and operation of its business.



KEY RISKS (Cont'd)

Uncertainty of future profitability

The Company has incurred losses in the past and it is therefore not possible to evaluate the Company's future prospects based on past performance. Given the Company's stated business strategy and focus on exploration activities, it also expects to make losses in the foreseeable future. Factors that will determine the Company's future profitability include its ability to delineate further JORC Code compliant Mineral Resources, the success of metallurgical and processing studies, the success of feasibility studies, the prevailing market price of gold, the actions of competitors and regulatory approvals. As a result, the extent of future profits, if any, and the time required to achieve sustainable profitability, is uncertain. In addition, the level of any such profitability (or loss) cannot be predicted and may vary significantly from period to period.

Gold price volatility

Commodity prices, including those for gold, fluctuate and are affected by many factors beyond the control of the Company, including international supply and demand, the level of consumer product demand, technological advancements, forward selling activities, global political uncertainties, the outbreak of warfare, global catastrophes including pandemics, actions taken by governments and global economic and political developments. Gold prices have fluctuated in recent years and may continue to fluctuate significantly in the future. Fluctuations in gold prices, and, in particular, a material decline in the gold price, may have a material adverse effect on the Company's business, financial condition and results of operations.

Geopolitical

The Company's principal assets are located in Malaysia. As such, the Company 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 Company'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 Company's property interests, the Company cannot rely on Australian legal standards in defending or advancing its interests.

Equipment

The Company's ability to undertake mining and exploration activities is dependent upon its ability to source and acquire appropriate mining equipment. Equipment is not always available and the

market for mining equipment experiences fluctuations in supply and demand. If the Company is unable to source appropriate equipment economically or at all this would have a material adverse effect on the operating and financial performance of the Company.

Counterparty risks

The current and planned operations of the Company require involvement of a number of third parties including distributors, customers and suppliers. In particular, Besra does not have any material plant on site at the Bau Gold Project, so further exploration may be undertaken under contract mining with all plant and equipment to be provided by contractors under contractual arrangements which mandate compliance with limited Malaysian mining legislation.

The ability of the Company to achieve its stated objectives will depend on the continued creditworthiness of and contractual performance by such counterparties. If deterioration of the creditworthiness of these counterparties occurs, or if they otherwise fail to adhere to or terminate arrangements, the Company's business may be adversely affected (including, for example, a delay to or termination of services or costly legal disputes).

Litigation

Legal claims or proceedings may arise from time to time in the course of the business of the Company. Defence and settlement costs of legal claims can be substantial, even where claims have no merit. Additionally, there is a risk that the Company may be subject to legal and/or regulatory action in any of the jurisdictions in which the Company operates, including fines or other adverse consequences as a result of administrative errors during historical periods where the Company was under-resourced and underfunded.

So far as the Directors are aware, as at the date of this Presentation, there is no current or threatened civil litigation, arbitration, proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned or which is likely to have a material adverse impact on the business or financial position of the Company.

Insurance

The Company faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. Although insurance is maintained in line with industry practice, no assurance can be given that such insurance will be available in the future on commercially reasonable terms or that any cover will be adequate and available to cover any or all claims.



KEY RISKS (Cont'd)

Mining industry risks

Inherent industry risks

The Company is engaged in the acquisition and exploration of and investment in resource properties, which is 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 Company is on areas in which the geological setting is well understood by management.

Safety and industrial accidents

The exploration for and extraction of gold involves the operation of heavy machinery. This carries with it an increased safety related risk. The Company has policies and procedures in place in relation to safe work practices. Despite the relevant safeguards, there is no guarantee that a serious accident will not occur in the future. A serious accident may negatively impact the financial performance and/or financial position of the Company.

Development and operational

By its very nature, the development of a mining facility contains significant risks with no guarantee of success. The ultimate economic development of a mineral deposit is dependent on many factors, including the ability to access adequate capital for project development, obtaining regulatory consents and approvals necessary for the conduct of development and production, securing access to equipment, materials and infrastructure, securing access to competent operation management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Various regulatory and related approvals are required for the Company to develop the Bau Gold Project. For instance, the proposed development of the pilot plant for the Jugan prospect is conditional on the Company obtaining approval from the relevant regulators, submitting an EIA for approval, having that EIA approved and engaging with the local community and other stakeholders. There is no guarantee that the Company will be able to obtain any such approvals and proceed with development as planned.

Further, once established, mining operations can be impacted by a number of factors, including geological and weather conditions causing delays and interference to operations, access to necessary funding, metallurgical issues, mechanical failure of plant and equipment, shortages or increases in price of consumables and plant and equipment, environmental hazards, fires, explosions and other accidents.

Similarly, all production costs, particularly labour, fuel and power, are a key risk and have the potential to adversely affect the Company's profitability. If the Company develops mining

operations and these are subject to cost over-runs and/or higher than anticipated operating costs, this would adversely affect the Company's profitability, the value of the Company's projects and in turn, the value of its shares.

Resource estimation

Besra's JORC Code compliant Mineral Resource is an estimate only. Mineral Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly as new information becomes available.

In addition, Mineral Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, the estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

The Mineral Resource estimates for the Bau Gold Project includes permits which are subject to renewal. In addition, should the joint venture surrender those portions of the four mining leases within the DKNP which are currently subject to forfeiture (as discussed above), the Bau Gold Project's global Mineral Resource will be reduced from 3.3Moz to approximately 3.02Moz, and if the Company were to forfeit those four mining leases in their entirety, the Project's global Resource will be reduced to 2.6Moz.

Future capital requirements

The Company's ability to carry out its business, including the advancement of the Bau Gold Project, is dependent upon its ability to raise funds in an orderly fashion and on reasonable terms. Exploration and development involve significant financial risk and capital investment.

The Company believes that the funds raised under the Entitlement Offer will be sufficient to fund its activities. However, notwithstanding this, the Company will require additional capital in order to pursue its ultimate strategy of advancing the Bau Gold Project towards production. Also, it is possible further capital may be required at an earlier stage if, for example, any of the other risks in this 6 materialise, or equally new and superior opportunities materialise.

Future equity financing may dilute shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional funding as needed, it may be required to reduce the scope of its activities. There is no guarantee that the Company will be able to secure any additional financing or be able to secure financing on terms favourable to it.



KEY RISKS (Cont'd)

Environmental

The Company's operations are subject to environmental regulations. As with most mining related activities, these are expected to have an impact on the environment, particularly if mine development proceeds. Currently the draft EIA for ML 1/2013/1D has been completed, including base-line environmental and community dialogue studies. Previously, environmental base line studies had been undertaken in a number of mining leases but these will need to be updated and/or expanded to address specific development plans in due course.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events beyond the Company's control may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) may not be available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing, and are generally becoming more restrictive. There is a risk that environmental laws and regulations could become more onerous making the Company's operations more expensive. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits will be required in connection with the Company's operations. To the extent such approvals are required and not obtained or maintained on acceptable conditions, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral assets.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions (including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed) and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Government regulation

In addition to environmental regulation, the activities of the Company are subject to various laws and regulations including in those governing exploration and mining, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, indigenous heritage and native title and other matters. Any material adverse changes in government policies or legislation that affect the Company's activities may affect the viability and profitability of the Company's current and future projects.

Furthermore, no assurance can be given that new laws or regulations will not be enacted or that existing laws and regulations will not be applied in a manner which could limit or curtail the Company's activities and ultimate development or operation of its projects. Amendments to current laws and regulations governing operations and activities of mining or more stringent implementation of them could have a substantial adverse impact on the current and any future project and therefore the Company.

Government regulations may impose costs on Besra's mining operations, and future regulations could increase those costs or limit Besra's ability to explore for and ultimately produce gold. The mining industry is subject to increasingly strict regulation with respect to matters such as limitations on land use, employee health and safety, mine permitting and licensing requirements, reclamation and restoration of mining properties, air quality standards, water pollution, protection of human health, plant life and wildlife, discharge of materials into the environment, surface subsidence from above and underground mining sites and the effects of mining on groundwater quality and availability. The possibility exists that new legislation and/or regulations and orders may be adopted that may materially adversely affect Besra's mining operations, cost structure and/or the ability of Besra to undertake its proposed activities.

New legislation or administrative regulations (or new judicial interpretations or administrative enforcement of existing laws and regulations), including proposals related to the protection of the environment that would further regulate and tax the industry, may also require Besra or its customers to change operations significantly or incur increased costs.

Other changes in government regulation may impact on Besra's business. These include changes to taxation laws, fiscal, monetary and regulatory policy changes and changes to export regulation in countries which the Company holds assets.



KEY RISKS (Cont'd)

Land rehabilitation requirements

Although variable, depending on location and the governing authority, land rehabilitation requirements are generally imposed on mineral exploration companies, as well as companies with mining operations, in order to minimise long term effects of land disturbance. Rehabilitation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out rehabilitation obligations imposed on the Company in connection with its mineral exploration, the Company must allocate financial resources that might otherwise be spent on further exploration programs.

At present, there is an existing tailings dam from historical production at Bau which will need to be managed as part of any recommencement of operations.

Unforeseen expenses

The Company may be subject to significant unforeseen expenses or actions. This may include unplanned operating expenses, increases in the costs of services, future legal actions or expenses in relation to future unforeseen events. If risks and uncertainties prove to be greater than expected, or if new currently unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

General investment risks

Economic

General economic conditions and movements in interest, inflation and currency exchange rates (particularly with the Company's operations being based in Malaysia) may have an adverse effect on the Company's mineral development and production activities, its ability to fund those activities and its financial performance more broadly.

Other contributing factors to the general economic climate include tax reform, new legislation, changes in investor sentiment, the demand for and supply of capital and terrorism or other hostilities.

Infectious disease

Outbreaks of pandemics or diseases, including, for example, the coronavirus disease (COVID-19), may have a material adverse effect on Besra's business. Examples of possible implications include delays to regulatory mining-related approvals, site access restrictions, limited or no access to funding on commercially acceptable terms, termination of third party contracts and loss of revenue. As with many countries, Malaysia's government policies since 1 April 2022 have supported enhanced free movement of both nationals and foreigners and currently there are no restrictions on cross border movements, nor any anticipated material impacts on the Company's activities going forward.

Climate change

There has been increasing concern by the public and regulators globally on climate change issues. As a mining company, Besra is exposed to both transition risks and physical risks associated with climate change. Transitioning to a lower-carbon economy may entail extensive policy, legal, technology and market changes that may impact negatively on the mining industry (such as by increasing the cost of diesel or other consumables with a carbon footprint). Physical risks resulting from climate change can be acute or chronic. Acute physical risks refer to those that are event-driven, including increased severity of extreme weather events, such as cyclones or floods. Chronic physical risks refer to longer term shifts in climate patterns (for example, sustained higher temperatures) that may cause sea level rises or chronic heat waves. The transition and physical risks associated with climate change (including also regulatory responses to such issues and associated costs) may significantly affect Besra's operating and financial performance.

Taxation

The acquisition and disposal of Securities (including the New CDIs) will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under the Offer Booklet.





APPENDIX 2 – OFFER RESTRICTIONS



INTERNATIONAL OFFER RESTRICTIONS

This presentation or any other document relating to the offer of New CDIs does not constitute an offer of New CDIs in any jurisdiction in which it would be unlawful. In particular, this presentation may not be distributed to any person, and the New CDIs may not be offered, in any country outside Australia except to the extent permitted below.

New Zealand

The New CDIs are not being offered to the public within New Zealand other than to existing Securityholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document relating to the offer of New CDIs Offer has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Presentation and the Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Canada

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any of the provinces or territories of Canada. The New CDIs may not be offered or sold in any province or territory of Canada except in transactions exempt from, or not subject to, the prospectus requirements of applicable securities legislation of the Canadian Securities Administrators. The New CDIs will only be offered and sold in a province or territory of Canada to existing shareholders of the Company who are Accredited Investors and have signed and returned a Canadian investor certificate that is available from the Company Secretary of the Company.

United States of America

This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New CDIs have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New CDIs may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. The New CDIs will only be offered and sold in the United States to existing shareholders of the Company who are Accredited Investors and have signed and returned a US investor certificate that is available from the Company Secretary of the Company.

Belize

The issuance or transfer of the New CDIs, respectively, by the Company, by the transferor or to a transferee who is resident in Belize is subject to the exchange control laws of Belize. It is unlawful to make or cause such issuance or transfer to be made without the requisite approval from the Central Bank of Belize.

United Kingdom

Neither this Presentation nor any other document relating to the offer of New CDIs has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (FSMA)) has been published or is intended to be published in respect of the New CDIs.

The New CDIs may not be offered or sold in the United Kingdom by means of this Presentation or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Presentation is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This Presentation may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New CDIs has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Presentation is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together, relevant persons). The investment to which this Presentation relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Presentation.

Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of New CDIs. The New CDIs may not be offered, sold or issued in Malaysia except to existing shareholders of the Company. Any New CDIs not taken up under the entitlement offer may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, pursuant to Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.





APPENDIX 3 – QUANTUM TERMINATION EVENTS



QUANTUM UNDERWRITING TERMINATION EVENTS

This appendix sets out a non-exhaustive list of the termination events pursuant to which Quantum may terminate the underwriting agreement.

- **(Offer documents)** Any adverse new material circumstance arises or becomes known which, if known at the time of the Offer Booklet, this Presentation, the cleansing statement or Appendix 3B in connection with the Entitlement Offer (Offer Documents), would have been included in the Offer Documents; any Offer Document becomes false, misleading or deceptive; or the Offer Documents do not include all material information required to comply with applicable laws.
- **(ASIC action)** ASIC applies for an order under Pt 9.5 of the Corporations Act in relation to the Entitlement Offer or any Offer Document (subject to exceptions); prosecutes or gives notice of intention to prosecute, commences proceedings or gives notice of intention to commence proceedings against the Company or its officers in relation to the Entitlement Offer or any Offer Document; or makes a determination under s708AA(3) of the Corporations Act.
- **(Withdrawal)** The Company withdraws the Entitlement Offer or it fails to proceed.
- **(Non-compliance with disclosure requirements)** The Offer Documents do not contain information reasonable for investors and their professional advisers to expect to find in a disclosure document.
- **(Restriction on allotment)** The Company is prevented from allotting the New CDIs within the timetable.
- **(Authorisation)** Any authorisation which is material to anything material referred to in the Offer Documents is repealed, revoked or terminated or expires; or is modified or amended in a manner unacceptable to Quantum.
- **(Indictable offence)** A director or senior manager of the Company is charged with an indictable offence.
- **(Removal or suspension)** The Company is removed from the ASX official list or CDIs become suspended from official quotation and are not reinstated within 5 business days.
- **(Hostilities)** There is an outbreak of hostilities or a major escalation of hostilities involving one or more of Australia, China, the United States or any member of the EU.
- **(Default)** The Company defaults or breaches the underwriting agreement.
- **(Incorrect or untrue representation or warranty)** Any representation, warranty or undertaking given by the Company in the underwriting agreement is or becomes untrue or incorrect.
- **(Adverse change)** An event occurs which give rise to a material adverse effect on the outcome of the Entitlement Offer, the subsequent market for New CDIs or the Company's assets, condition, trading, financial position, performance, profits, losses, results, prospects, business or operations either individually or taken as a whole.
- **(Public statements)** The Company makes a public statement about the Entitlement Offer or Offer Documents without the prior approval of Quantum.
- **(Change in law)** There is introduced, or there is public announcement of a proposal to introduce, any new or major change in, existing monetary, exchange or fiscal policy in Australia.
- **(Prescribed occurrences)** Other than as disclosed in the Offer Documents, the Company (or any subsidiary) converts any or all of its securities into larger or smaller number; resolves to reduce its share capital; makes an issue of or grants an option to subscribe for any of its securities (other than under the Entitlement Offer or the Company's incentive plan or pursuant to existing obligations); issues or agrees to issue convertible notes; changing or agreeing to change the whole or a substantial part of its business or property; resolves that it be wound up; appoints a liquidator; or any administrator, receiver or manager is appointed.
- **(Suspension of debt payments)** The Company suspends its debt payments.
- **(Judgement)** A judgement in an amount exceeding \$50,000 is obtained against the Company or a subsidiary and it not set aside or satisfied within 7 days.
- **(Litigation)** Litigation, arbitration or industrial proceedings are commenced or threatened.
- **(Board and senior management)** There is a change in composition of the Company's Board or senior management from the date of the agreement without prior written consent of Quantum.
- **(Timetable)** There is a timetable delay of more than 5 business days.
- **(Force majeure)** There is a force majeure event affecting the Company in excess of 7 days.
- **(Breach of material contracts)** Any material contract is terminated or substantially modified.
- **(Market conditions)** Suspension or material limitation in trading on ASX occurs or disruption occurs in existing financial markets, political or economic conditions of any one or more of Australia, China, the United States or the EU.



Corporate Directory

Besra Gold Inc.

ARBN 63 078 510 988

Registered Office

67 Yonge St. Suite 701, Toronto
Ontario, Canada

Principal Place of Business

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West Perth, WA 6005

Telephone: 08 6102 7133

Website: www.besra.com

Email: info@besra.com

Postal Address

45 Ventnor Street
West Perth, WA 6005

Directors

John Seton (Executive Director)
Andrew Worland (Chairman and Non-Executive Director)
Nathaniel Morda (Non-Executive Director)
Paul Ingram (Non-Executive Director)

Registry

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
Perth WA 6000

Telephone: 1300 850 505 (within Australia)

Telephone: +61 (03) 9415 4000 (outside Australia)

Email: web.queries@computershare.com.au

Website: www.computershare.com

Legal Advisers

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Perth WA 6000

Underwriter

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New York NY 10007 USA

Auditor

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Level 43, Central Park 152-158 St Georges Terrace
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