



**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR**

**Meeting to be Held on
May 23, 2017**

BESRA GOLD INC.
366 Adelaide Street West, LL01
Toronto, ON M5V 1R9

Besra Gold Inc.
366 Adelaide Street West, LL01
Toronto, ON M5V 1R9

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a Special Meeting of the shareholders (the “**Shareholders**”) of Besra Gold Inc. (hereinafter called the “**Company**”) will be held at the New Zealand offices of Besra Gold Inc., Level 1, 63 Fort St, Auckland, New Zealand, on Tuesday, the 23rd day of May 2017 at the hour of 9:00 in the morning (Auckland time), for the following purposes:

Sale of the Company’s Interests in the Phuoc Son Gold Project and Bong Mieu Gold Project

1. To consider and, if deemed fit, to approve an ordinary resolution approving the sale of the Company’s interests in the Phuoc Son Gold Project and the Bong Mieu Gold Project, all as more particularly described in the accompanying management information circular (the “Information Circular”); and

Any other business

2. To transact such further or other business including, without limitation, such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting and any adjournments thereof.

Accompanying this Notice are a Management Information Circular and a form of Proxy. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the meeting either in person or by proxy. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

DATED at Toronto, Ontario, this 18th day of April, 2017

BY ORDER OF THE BOARD OF DIRECTORS

“John A. G. Seton”

John A. G. Seton
Chief Executive Officer & Director

**Besra Gold Inc.
366 Adelaide St. West
Toronto, ON
M5R 1V9**

MANAGEMENT INFORMATION CIRCULAR
(Containing information as at March 31, 2017 unless indicated otherwise)

SOLICITATION OF PROXIES

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Besra Gold Inc. (the “**Company**”) for use at the Special Meeting of holders (the “**Shareholders**”) of common shares (the “**Shares**”) of the Company (and any adjournment thereof) to be held on Tuesday, May 23, 2017 (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Management Information Circular have been approved by the directors of the Company.

APPOINTMENT OF PROXYHOLDER

The individuals named in the accompanying form of proxy are directors and/or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by COMPUTERSHARE INVESTOR SERVICES INC. (the “Transfer Agent”), Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof. Proxies delivered after that time will not be accepted.**

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the form of proxy.

REVOCAION OF PROXIES

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, at 366 Adelaide Street West, LL01, Toronto, Ontario, M5V 1R9, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are “non-registered” Shareholders because the shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered Shareholders may vote at the Meeting. If Shares are listed in an account statement provided

to a Shareholder by a broker, then in almost all cases those Shares will not be registered in such Shareholder's name on the records of the Company. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of a clearing agency such as CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms) or CHESSE Depository Nominees Pty. Ltd. ("**CDN**"). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Beneficial Shareholders (Other than Holders of CHESSE Depository Interests)

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Shares voted.**

This Management Information Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* – of the Canadian Securities Administrators ("**NI 54-101**"), issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Shares on your behalf.

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of the Beneficial Shareholder's broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to Shareholders in this Management Information Circular and the accompanying form of Proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

CHESSE Depository Interest Holders

A Chess Depository Interest (“**CDI**”) is evidence of an indirect ownership in Shares. Holders of CDIs are non-registered or beneficial owners of the underlying Shares. The underlying Shares are registered in the name of CDN. As holders of CDIs are not the legal owners of the underlying Shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDIs.

As a result, registered holders of CDIs can expect to receive a voting information form (a “**VIF**”), together with the Meeting materials from Computershare Limited (“**Computershare**”), the CDI Registry in Australia. These VIFs are to be completed by holders of CDIs who wish to vote at the Meeting and returned to Computershare in accordance with the instructions contained therein. CDN is required to follow the voting instructions properly received from registered holders of CDIs. If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary.

A registered holder of a CDI can request CDN to appoint the holder (or a person nominated by the registered holder) as proxy to exercise the votes attaching to the underlying Shares represented by the holders of CDIs. In such case, a holder of a CDI may, as proxy, attend and vote in person at the Meeting.

If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary and request a form of legal proxy which will grant you the right to attend the Meeting and vote in person.

Registered holders of CDIs that wish to change their vote must in sufficient time in advance of the Meeting contact Computershare to arrange to change their vote. If you hold your interest in CDIs through a broker, dealer or other intermediary, you must in sufficient time in advance of the Meeting, arrange for your intermediary to change its vote through Computershare in accordance with the procedure set out above.

VOTING OF PROXIES

The shares represented by a properly executed proxy in favour of persons proposed by Management as proxyholders in the accompanying form of proxy will:

- (a) be voted for or against or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL SUCH SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDER.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Management Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Authorized Capital: unlimited common shares without par value
Issued and Outstanding: 2,618,450,593 common shares without par value

Only Shareholders of record at the close of business on April 18, 2017, (the “**Record Date**”) who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders, or who is holding a proxy on behalf of a Shareholder who is not present at the Meeting, will have one vote, and on a poll every Shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate Shareholders, will have one vote for each Share registered in his or her name on the list of Shareholders, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting.

To the knowledge of the directors and senior officers of the Company, the only persons or companies who beneficially own, directly or indirectly or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company are:

Name	No. of Shares	Percentage
Pangaea Holdings Limited Labuan, Malaysia	1,412,806,900 ⁽¹⁾	50.1%

Notes:

- (1) According to filings effected at www.sedi.ca. These common shares are held by Pangaea Holdings Limited (“**Pangaea**”) subject to a common share escrow agreement dated November 17, 2016 pursuant to which Pangaea has the voting rights in respect of such shares but not economic or other rights in respect thereof, pending conversion into common shares of a convertible note issued to Pangaea in the principal amount of \$10,000,000. Pangaea Holdings Limited is a private investment group formed for the purpose of holding an investment in the Company.

NOTICE TO HOLDERS OF CHESSE DEPOSITORY INTERESTS

The Company was originally incorporated in the Province of Ontario on July 4, 1951 under the name of “Meta Uranium Mines Limited”. The Company’s name was changed to “Metina Developments Inc.” on August 24, 1978. The Company was then continued from the jurisdiction of Ontario into the province of British Columbia under the *Company Act* (British Columbia) under the name “Olympus Holdings Ltd.” on November 5, 1992. The name of the Company was changed to “Olympus Pacific Minerals Inc.” on November 29, 1996 and was continued from the jurisdiction of British Columbia into the Yukon Territory under the *Business Corporations Act* (Yukon) on November 17, 1997. It was then continued from the Yukon Territory on July 13, 2006 and currently exists under and is governed by the laws of Canada, including the *Canada Business Corporations Act* (the “**CBCA**”). The Company filed articles of amendment on November 16, 2012 changing the name of the Company to “Besra Gold Inc.” The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act 2001 (Cth) dealing with the acquisition of shares. These chapters deal with substantial holdings, takeover bids, compulsory acquisitions, as well as certain rules on continuous disclosure. The Company is governed by applicable Canadian securities laws and the CBCA with respect to these matters. There are no limitations on the acquisition of securities of the Company under the CBCA. The Company is subject to rules applicable to takeover bid regulation under applicable Canadian securities laws, as well as rules relating to reporting requirements for shareholders holding 10% or more of the securities of the Company, under applicable Canadian securities laws.

PARTICULARS OF MATTERS TO BE ACTED UPON

Sale of the Company's interests in the Phuoc Son Gold Project and the Bong Mieu Gold Project

Background to the Transaction

The Company has been actively engaged in Vietnam since its inception with the Company's interests in the Phuoc Son Gold Project and the Bong Mieu Gold Project (collectively, the "**Projects**") being, for much of the Company's existence, the Company's principal properties and the exclusive source of its gold production.

However, the Company faced insurmountable challenges with its Vietnamese operations commencing in November 2013 when typhoons caused significant damage to the Projects, namely the Bong Mieu Gold Project where road access was wiped out triggering a suspension to production. Recovery from the damage caused by the typhoons was exacerbated when the Company's insurers failed to honour its commitments under the insurance policies, all of which resulted in significant financial loss.

The Company has also had to operate within a highly punitive fiscal environment. The most significant manifestation of this was a spurious reassessment by the General Department of Customs of Vietnam in respect of export taxes on refined gold. Though the Company was ultimately successful in having the reassessment overturned, it required the expenditure of significant resources. The Company has also had to lobby against the imposition of a substantial increase to gold royalty rates which were already among the highest in the world and otherwise operate in the face of coercive measures applied by Vietnamese governmental authorities.

The challenges experienced in Vietnam, in addition to the sharp drop in gold prices, led to the Board of Directors determining to effect a filing of a notice of intention to make a proposal to its creditors. Such notice was filed on October 19, 2015 thus commencing restructuring proceedings under the *Bankruptcy and Insolvency Act* (Canada) pursuant to which the Company presented a restructuring proposal to its creditors. The proposal was approved by creditors at a meeting of creditors held on April 7, 2016.

One of the conditions to the proposal was the closing of a financing resulting in gross proceeds to the Company of at least \$10,000,000 (the "**Exit Financing**"). In the pursuit of financing, both prior to the Company's restructuring proceedings and again in respect of the Exit Financing, it became apparent to the Company that potential investors were not interested in taking on the Vietnamese assets with associated creditor and tax liabilities, risks, and the clear market antipathy to Vietnam.

During the negotiations with Pangaea regarding the terms of the Exit Financing which was concluded on November 17, 2016, Pangaea required as a condition subsequent that the Company dispose of its Vietnamese assets. The terms of the Exit Financing are described in the Company's press release announcing same on November 18, 2016.

As Vietnam is likely to continue to present ongoing challenges to regular production under a sensible and predictable fiscal regime, in approving the Exit Financing, the Board of Directors of the Company accepted the condition subsequent to divest the Vietnamese assets.

Rationale for the Transaction

In light of the Company's obligation to divest its Vietnamese assets as a condition to the Exit Financing, the Board of Directors appointed a special committee chaired by Jon Morda and also consisting of Jocelyn Bennett to undertake a strategic review of divestment options. The special committee also appointed Saigon Asset Management to undertake a valuation of the Vietnamese assets, and to assist the special committee in their deliberations and if thought appropriate with the divestment options.

The special committee concluded that despite:

- effective reduction of royalties in Vietnam;

- sporadic recommencement of operations at Bong Mieu;
- a restructuring of Phuoc Son's ownership providing potentially improved access to capital and greater political protection; and
- planned recommencement of operations at Phuoc Son;

continued ownership of the Vietnam operations would be an ongoing reputational and economic risk, with no sign of the political environment improvement. Factors identified by the Special Committee included:

- neither plant is currently in production;
- the Investment Certificate for the Bong Mieu Gold Project has expired and renewal thereof is being opposed by the Quang Nam People's Committee;
- the State Bank of Vietnam is refusing to grant Phuoc Son a gold export permit until tax arrears are paid;
- given the creditor position free cash flow is least three years away; and
- external liabilities associated with the Vietnamese operations of approximately USD\$25 million would drag on the Company's balance sheet.

Furthermore, the same risk factors associated with the Vietnamese assets that were causing concern to potential investors equally, were causing concern to potential purchasers and the Company only received one offer. Such offer was made by a corporation to be incorporated (the "**Purchaser**"), the principals of which are Mr. David A. Seton, former Executive Chairman and Director of the Company and Mr. Paul F. Seton, former Chief Commercial Officer of the Company, both of whom are brothers of Mr. John A. G. Seton, the current Chief Executive Officer and a Director of the Company.

Divestment of the Vietnamese assets will leave Besra as a gold exploration and development company with a focus on the highly prospective gold field situated at Bau in East Malaysia which benefits from:

- 3.3 million oz measured, indicated and inferred resources consisting of:
 - 1,124,900 ounces (measured + indicated) and;
 - 2,181,600 ounces (inferred);
- completed feasibility study on Stage I production;
- considerable ounce and grade upside;
- zero royalty on gold;
- favourable taxation rates; and
- within a jurisdiction with a robust legal system and bureaucracy.

Operations have recommenced at Bau with a new metallurgy laboratory being installed and a met-focussed drilling programme underway which will also provide resource and geological information, in advance of a more substantial resource drilling and development planning programme later in the year.

In view of the above, the special committee concluded that the divestment of its Vietnamese assets on the terms described below (the "**Transaction**") was in the best interests of the Company and its stakeholders and unanimously resolved to approve the transaction.

Specifics of the Transaction

In order to effect the divestment of the Vietnamese assets, the Company and Besra Labuan Limited (“**Besra Labuan**”) will enter into a share purchase agreement pursuant to which Besra Labuan will sell to the Purchaser all of the issued and outstanding shares held by Besra Labuan Limited in Formwell Holdings Limited, a subsidiary of Besra Labuan and the entity in the Company’s structure that holds its interests in the Phuoc Son Gold Project, the Bong Mieu Project and any other Vietnamese early stage grass roots exploration projects in which the Company holds an interest. The Company will also sell all of the issued and outstanding shares of Besra Vietnam Ltd., a company which provides shared management services to the Company’s Vietnamese projects.

The consideration to be received by the Company shall consist of the following:

- USD\$1;
- Payment of 50% of any proceeds from the sale of one or more of the Projects in excess of USD\$5 million received in the first 18 months after the closing date of the Transaction;
- Payment of 25% of any proceeds from the sale of one or more of the Projects in excess of USD\$5 million received in months 19 to 36 after the closing date of the Transaction;
- Payment of 50% of any proceeds (net of expenses incurred by the Purchaser in connection with the proceedings) from a claim or claims (including, without limitation claims in respect of the insurance policies maintained in respect of one or more of the Projects or claims for recourse under Vietnamese or International law for expropriation or similar claims) in excess of USD\$5 million received in the first 18 months after the closing date of the Transaction; and
- Payment of 25% of any proceeds (net of expenses incurred by the Purchaser in connection with the proceedings) from a claim or claims (including, without limitation claims in respect of the insurance policies maintained in respect of one or more of the Projects or claims for recourse under Vietnamese or International law for expropriation or similar claims) in excess of USD\$5 million received in months 19 to 48 after the closing date of the Transaction.

The definitive share purchase agreement is expected to provide representations of the Company only as to environmental matters with respect to the Projects and to otherwise include such terms and conditions as are customary for transactions similar to the Transaction.

The Transaction is expected to close on the fifth business day following the receipt by the Company of shareholder approval therefor.

Approval Required

The Company is not required by law to obtain shareholder approval for the Transaction. Nevertheless, in light of the Purchaser being controlled by former directors and executive officers of the Company, the special committee resolved to put the matter to shareholder approval. Shareholders are being asked to consider, and if thought advisable, to approve an ordinary resolution approving the Transaction. Any Shares held, registered or beneficially, directly or indirectly or controlled or directed by Mr. David A. Seton, Mr. Paul F. Seton and Mr. John A. G. Seton, will be withheld from voting.

THE BOARD OF DIRECTORS OF THE COMPANY (JOHN A. G. SETON ABSTAINING) HAVE UNANIMOUSLY RESOLVED TO RECOMMEND THAT SHAREHOLDERS APPROVE THE TRANSACTION. UNLESS SUCH AUTHORITY IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING PROXY WILL VOTE TO APPROVE THE TRANSACTION UNLESS THE SHAREHOLDER OF THE COMPANY WHO HAS GIVEN SUCH PROXY HAS DIRECTED THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY BE VOTED AGAINST THE APPROVAL OF THE TRANSACTION.

ANY OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Management Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Management Information Circular to vote the same in accordance with their best judgment of such matters.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth above or elsewhere in this Management Information Circular and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, nor any Shareholder beneficially owning, directly or indirectly, Shares, or exercising control or direction over Shares, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Shares nor an associate or affiliate of any of the foregoing persons has since July 1, 2015 (being the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Management Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors.

ADDITIONAL INFORMATION

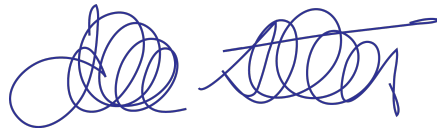
Additional information regarding the Company and its business activities is available on the SEDAR website located at www.sedar.com under "Company Profiles – Besra Gold Inc.". The Company's financial information is provided in the Company's audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting Steve Wilson, Corporate Communications Director, at Level 1, 63 Fort St, Auckland, New Zealand (Phone: +64 9222 2618).

APPROVAL

The contents and sending of this Circular have been approved by the directors of the Company.

DATED April 18, 2017

BY ORDER OF THE BOARD OF DIRECTORS



John A. G. Seton
Chief Executive Officer and Director