

# **Besra Gold Inc.**

ARBN 141 335 686

## **INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THREE AND SIX MONTHS ENDED 31 DECEMBER 2024** (in United States dollars) (Unaudited)

### Notice to the reader

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

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

**Besra Gold Inc.**  
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**31 December 2024**

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**Besra Gold Inc.**  
**Interim consolidated statements of profit or loss and other comprehensive income**  
**For the half-year ended 31 December 2024**

	Note	Three months ended		Six months ended	
		December 2024 US\$	December 2023 US\$	December 2024 US\$	December 2023 US\$
<b>Revenue</b>					
Interest revenue		21,090	26,529	54,429	28,450
<b>Expenses</b>					
Foreign exchange		(37,870)	48,620	(118,423)	(167,696)
Depreciation and amortisation expense		(40,088)	27	(69,676)	(96)
Impairment of assets	10	(14,805,681)	(2,967,582)	(14,805,681)	(2,967,582)
Gold purchase facility costs		-	(3,634,178)	-	(3,634,178)
Share based payments		-	(1,032,000)	-	(1,032,000)
Corporate and administrative expenses		(973,187)	(453,860)	(1,778,676)	(1,078,167)
Finance costs	13	(2,020,585)	(1,052,283)	(3,897,132)	(1,144,011)
<b>Loss for the half-year</b>		(17,856,321)	(9,064,727)	(20,615,159)	(9,995,280)
Other comprehensive income for the half-year		-	-	-	-
<b>Total comprehensive loss for the half-year</b>		<u>(17,856,321)</u>	<u>(9,064,727)</u>	<u>(20,615,159)</u>	<u>(9,995,280)</u>
Loss for the half-year is attributable to:					
Non-controlling interest		(833,014)	(193,721)	(1,028,633)	(195,619)
Owners of Besra Gold Inc.		<u>(17,023,307)</u>	<u>(8,871,006)</u>	<u>(19,586,526)</u>	<u>(9,799,661)</u>
		<u>(17,856,321)</u>	<u>(9,064,727)</u>	<u>(20,615,159)</u>	<u>(9,995,280)</u>
		<b>Cents</b>	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	23	(4.07)	(2.14)	(4.68)	(2.36)

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

**Besra Gold Inc.**  
**Interim consolidated statements of financial position**  
**As at 31 December 2024**

	<b>Note</b>	<b>December 2024 US\$</b>	<b>June 2024 US\$</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	14,365,325	18,170,800
Trade and other receivables	5	249,737	110,577
Right-of-use assets	6	108,304	116,863
Prepaid expenses	7	195,346	30,404
Total current assets		<u>14,918,712</u>	<u>18,428,644</u>
<b>Non-current assets</b>			
Property, plant and equipment	8	39,250	2,707
Right-of-use assets	9	342,958	438,235
Exploration and evaluation	10	9,306,544	22,691,290
Total non-current assets		<u>9,688,752</u>	<u>23,132,232</u>
<b>Total assets</b>		<u>24,607,464</u>	<u>41,560,876</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	11	486,141	626,599
Lease liabilities	12	96,910	99,085
Total current liabilities		<u>583,051</u>	<u>725,684</u>
<b>Non-current liabilities</b>			
Contract liabilities	13	34,170,155	30,274,460
Lease liabilities	14	370,168	461,483
Total non-current liabilities		<u>34,540,323</u>	<u>30,735,943</u>
<b>Total liabilities</b>		<u>35,123,374</u>	<u>31,461,627</u>
<b>Equity</b>			
Issued capital	15	188,486,494	188,486,494
Reserves	16	1,751,918	1,751,918
Accumulated losses	17	(199,010,923)	(179,046,123)
		(8,772,511)	11,192,289
Non-controlling interest		<u>(1,743,399)</u>	<u>(1,093,040)</u>
<b>Total equity/(deficiency)</b>		<u>(10,515,910)</u>	<u>10,099,249</u>
<b>Total liabilities and equity</b>		<u><u>24,607,464</u></u>	<u><u>41,560,876</u></u>

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

**Besra Gold Inc.**  
**Interim consolidated statements of changes in equity**  
**For the half-year ended 31 December 2024**

<b>Consolidated</b>	<b>Issued capital US\$</b>	<b>Reserves US\$</b>	<b>Accumulated Losses US\$</b>	<b>Non - Controlling Interest US\$</b>	<b>Total equity US\$</b>
Balance at 1 July 2023	186,382,450	719,918	(165,296,483)	(933,038)	20,872,847
Issue of share capital	2,104,044	-	-	-	2,104,044
Balance at 1 July 2023	188,486,494	719,918	(165,296,483)	(933,038)	22,976,891
Loss for the half-year	-	-	(9,799,661)	(195,619)	(9,995,280)
Total comprehensive loss for the half-year	-	-	(9,799,661)	(195,619)	(9,995,280)
Acquisition of minority interest	-	-	(355,948)	-	(355,948)
Share based payments	-	1,032,000	-	-	1,032,000
Balance at 31 December 2023	<u>188,486,494</u>	<u>1,751,918</u>	<u>(175,432,092)</u>	<u>(1,128,657)</u>	<u>13,677,663</u>

	<b>Issued capital US\$</b>	<b>Reserves US\$</b>	<b>Accumulated Losses US\$</b>	<b>Non - Controlling Interest US\$</b>	<b>Total deficiency in equity US\$</b>
Balance at 1 July 2024	188,486,494	1,751,918	(179,046,123)	(1,093,040)	10,099,249
Loss for the half-year	-	-	(19,586,526)	(1,028,633)	(20,615,159)
Total comprehensive loss for the half-year	-	-	(19,586,526)	(1,028,633)	(20,615,159)
Prior year non-controlling interest adjustment	-	-	(378,274)	378,274	-
Balance at 31 December 2024	<u>188,486,494</u>	<u>1,751,918</u>	<u>(199,010,923)</u>	<u>(1,743,399)</u>	<u>(10,515,910)</u>

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

**Besra Gold Inc.**  
**Interim consolidated statements of cash flows**  
**For the half-year ended 31 December 2024**

	<b>Note</b>	<b>December 2024 US\$</b>	<b>December 2023 US\$</b>
<b>Cash flows from operating activities</b>			
Loss for the half-year		(20,615,159)	(9,995,280)
Adjustments for:			
Depreciation and amortisation		69,677	96
Impairment charges		14,805,681	2,967,582
Finance costs		3,895,695	1,144,239
Unrealised foreign exchange adjustments		63,191	(40,842)
Gold purchase facility costs		-	2,104,044
Share based payments		-	1,032,000
		(1,780,915)	(2,788,161)
Change in operating assets and liabilities:			
Increase in trade and other receivables		(139,235)	(37,415)
Increase in prepayments		(164,942)	-
Decrease in trade and other payables		(140,382)	(168,078)
Net cash used in operating activities		(2,225,474)	(2,993,654)
<b>Cash flows from investing activities</b>			
Plant and equipment	8	(36,544)	-
Exploration and evaluation	10	(1,420,935)	(1,637,221)
Acquisition of minority interest		-	(335,948)
Net cash used in investing activities		(1,457,479)	(1,973,169)
<b>Cash flows from financing activities</b>			
Proceeds from contract liability		-	25,646,326
Repayment of lease liabilities		(73,618)	-
Net cash from/(used in) financing activities		(73,618)	25,646,326
Net increase/(decrease) in cash and cash equivalents during the period		(3,756,571)	20,679,503
Cash and cash equivalents at the beginning of the half-year		18,170,800	757,208
Effects of exchange rate changes on cash and cash equivalents		(48,904)	3,564
Cash and cash equivalents at the end of the half-year		<u>14,365,325</u>	<u>21,440,275</u>

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

**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
**31 December 2024**

**Note 1. Background and nature of business**

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

The 31 December 2024 financial statements for Besra include the consolidated operations of the group.

**Note 2. General information**

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

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

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

**Note 3. Basis of preparation & significant accounting policies**

*Basis of preparation*

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

*Accounting policies*

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

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

*Contract liabilities*

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

*Historical cost convention*

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

*Accounting estimates and judgements*

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

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

**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
**31 December 2024**

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

*New standards not yet adopted by the group*

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

There are no new standards and interpretations in issue which are mandatory for 31 December 2024 reporting periods that would be expected to have a material impact on the group in the current or future reporting periods and on foreseeable future transactions.

*Going concern*

The consolidated financial statements for the half-year ended 31 December 2024 have been prepared on a going concern basis which assumes that the company and the entities that it controls will be able to release its assets and discharge liabilities in the normal course of business.

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

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

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

*Basis of consolidation*

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

Company name	Jurisdiction	Ownership % December 2024	Ownership % December 2023
Fort Street Admin Ltd	New Zealand	100%	100%
Bau Mining Ltd	Samoa	91.0%	91.0%
North Borneo Gold Sdn Bhd	Malaysia	98.5%	98.5%
Besra Labuan Ltd	Malaysia	100%	100%
Besra Gold Australia Pty Ltd	Australia	100%	100%

**Note 4. Cash and cash equivalents**

	December 2024 US\$	June 2024 US\$
Cash at bank	1,759,543	1,241,301
Interest bearing deposits	12,605,782	16,929,499
	<u>14,365,325</u>	<u>18,170,800</u>



**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
**31 December 2024**

**Note 5. Trade and other receivables**

	<b>December 2024 US\$</b>	<b>June 2024 US\$</b>
Other receivables	93,203	19,406
Tax refunds due	112,395	43,585
Bank Guarantee	44,139	47,586
	<u>249,737</u>	<u>110,577</u>

**Note 6. Right-of-use assets**

	<b>December 2024 US\$</b>	<b>June 2024 US\$</b>
Land and buildings - right-of-use	198,554	116,863
Less: Accumulated depreciation	(90,250)	-
	<u>108,304</u>	<u>116,863</u>

**Note 7. Other**

	<b>December 2024 US\$</b>	<b>June 2024 US\$</b>
Prepayments	<u>195,346</u>	<u>30,404</u>

**Note 8. Property, plant and equipment**

	<b>December 2024 US\$</b>	<b>June 2024 US\$</b>
Plant and equipment - at cost	36,453	-
Less: Accumulated depreciation	(1,823)	-
	<u>34,630</u>	<u>-</u>
Fixtures and fittings - at cost	491	-
Less: Accumulated depreciation	(491)	-
	<u>-</u>	<u>-</u>
Computer equipment - at cost	5,489	2,707
Less: Accumulated depreciation	(869)	-
	<u>4,620</u>	<u>2,707</u>
Office equipment - at cost	271	-
Less: Accumulated depreciation	(271)	-
	<u>-</u>	<u>-</u>
	<u>39,250</u>	<u>2,707</u>

**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
**31 December 2024**

**Note 9. Right-of-use assets**

	<b>December 2024 US\$</b>	<b>June 2024 US\$</b>
Land and buildings - right-of-use	<u>342,958</u>	<u>438,235</u>

**Note 10. Exploration and evaluation**

	<b>December 2024 US\$</b>	<b>June 2024 US\$</b>
Opening Balance	22,691,290	21,063,866
Additions	1,420,935	5,121,370
Impairment	<u>(14,805,681)</u>	<u>(3,493,946)</u>
	<u>9,306,544</u>	<u>22,691,290</u>

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

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

**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
**31 December 2024**

**Note 10. Exploration and evaluation (continued)**

During the 6 months to 31 December 2024 the company recognised an impairment of \$14,805,681 to the following mining licenses:

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

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

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

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

**Note 11. Trade and other payables**

	December 2024 US\$	June 2024 US\$
Trade payables	393,436	443,338
Taxes and government fees	28,526	31,673
Accruals and other payables	64,179	151,588
	<u>486,141</u>	<u>626,599</u>

Refer to note 18 for further information on financial instruments.

**Note 12. Current lease liabilities**

	December 2024 US\$	June 2024 US\$
Within one year	<u>96,910</u>	<u>99,085</u>

Refer to note 18 for further information on financial instruments.

Lease liability at reporting date is the principal place of business located at Suite 4, Level 35, Melbourne Central Tower, 360 Elizabeth Street, Melbourne, Victoria, Australia 3000. The property lease is payable monthly in advance.

**Note 13. Contract liabilities**

	December 2024 US\$	June 2024 US\$
Contract liabilities	30,274,464	25,646,326
Accretion of finance costs	3,895,691	4,628,134
	<u>34,170,155</u>	<u>30,274,460</u>

**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
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**Note 13. Contract liabilities (continued)**

The first four instalments of the GPA totalling \$25,646,326 (outlined in note 20) have been received. The contract liabilities expense of \$34,170,155 will only be satisfied by Besra in gold delivered pursuant to the GPA (i.e. not in cash) and such settlement to occur concurrently with the delivery to Besra in cash of the remaining 85% of the Reference Price, being \$434,906,097 (for further details, refer note 20).

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

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

**Note 14. Non - current lease liabilities**

	December 2024 US\$	June 2024 US\$
Lease liability	370,168	461,483

Refer to note 18 for further information on financial instruments.

**Note 15. Issued capital**

*Common shares and Chess Depository Interest (CDIs)*

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

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

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

*Common shares*

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

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

**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
**31 December 2024**

**Note 16. Reserves**

	December 2024 US\$	June 2024 US\$
Opening balance	1,751,918	719,918
Value of share options issued	-	1,032,000
Closing balance for end of period	<u>1,751,918</u>	<u>1,751,918</u>

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

**Note 17. Accumulated losses**

	December 2024 US\$	June 2024 US\$
Accumulated losses at the beginning of the financial half-year	(179,046,123)	(165,296,483)
Loss for the half-year	(19,586,526)	-
Loss after income tax expense for the year	-	(13,413,691)
Acquisition of minority interest	-	(335,949)
Prior year non-controlling interest adjustments	(378,274)	-
Accumulated losses at the end of the financial half-year	<u>(199,010,923)</u>	<u>(179,046,123)</u>

**Note 18. Financial instruments**

***Financial risk management objectives***

***Risk management***

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

- liquidity risk
- commodity price risk
- foreign exchange risk
- credit risk
- interest rate risk
- capital risk

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

***Foreign exchange risk***

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

**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
**31 December 2024**

**Note 18. Financial instruments (continued)**

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

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

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

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

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

*Credit risk*

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

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

	Within 1 Year US\$	1-3 Years US\$	4-5 Years US\$	More than 5 Years US\$	Total US\$
<b>December 2024</b>					
Trade and other payables	486,141	-	-	-	486,141
Lease liabilities	96,910	370,168	-	-	467,078
Contract liabilities	-	34,170,155	-	-	34,170,155
	<u>583,051</u>	<u>34,540,323</u>	<u>-</u>	<u>-</u>	<u>35,123,374</u>
	Within 1 Year US\$	1-3 Years US\$	4-5 Years US\$	More than 5 Years US\$	Total US\$
<b>June 2024</b>					
Trade and other payables	626,599	-	-	-	626,599
Lease liabilities	99,085	461,483	-	-	560,568
Contract liabilities	-	30,274,460	-	-	30,274,460
	<u>725,684</u>	<u>30,735,943</u>	<u>-</u>	<u>-</u>	<u>31,461,627</u>

**Besra Gold Inc.**  
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**Note 19. Key management personnel disclosures**

*Executive service agreements*

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

*For period ended December 2024;*

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

*For period ended 31 December 2023;*

- John Seton
- Kevin Wright
- Dr Raymond Shaw.

*Directors*

The following persons were directors of Besra Gold Inc. during the financial half-year:

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

*Other key management personnel*

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

Dr Raymond Shaw  
Matthew Antill

*Compensation*

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

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>December</b>	<b>December</b>	<b>December</b>	<b>December</b>
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>
Short-term employee benefits	228,143	239,424	375,074	573,144
Long-term benefits	9,838	4,974	14,887	9,948
Share-based payments	-	174,951	-	174,951
	<u>237,981</u>	<u>419,349</u>	<u>389,961</u>	<u>758,043</u>

**Note 19. Key management personnel disclosures (continued)**

*Indemnity deeds*

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

*Receivable from and payable to related parties*

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

There are trade payables due to related parties of \$32,674.

*Other*

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

As per note 13 and note 20, the company has received deposits of \$25,646,326 in relation to the GPA with Quantum, a related party of Dato' Lim Khong Soon.

**Note 20. Commitments, contingencies and contractual obligations**

*Gold purchase agreement*

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

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



**Besra Gold Inc.**  
**Notes to the interim consolidated financial statements**  
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**Note 20. Commitments, contingencies and contractual obligations (continued)**

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

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

Based on gold price of \$2,629.20 as at 31 December 2024, the market value of the contracts, before contract discounts or commissions, on an undiscounted basis, is \$209,902,391.

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

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

**Note 21. Related party transactions**

*Key management personnel*

Disclosures relating to key management personnel are set out in note 19.

*Transactions with related parties*

As per note 13 and note 20, the company has received deposits of \$25,646,326 in relation to the GPA with Quantum, a related party of Dato' Lim Khong Soon.

**Note 22. Events after the reporting period**

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Note 23. Loss per share**

	<b>Three months ended December 2024</b>	<b>December 2023</b>	<b>Six months ended December 2024</b>	<b>December 2023</b>
Basic (loss) per share attributable to equity owners	(17,023,307)	(8,871,006)	(19,586,526)	(9,799,661)
Weighted average number of common shares outstanding	418,100,906	414,397,202	418,100,906	414,397,202
	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>
Loss per share	(4.07)	(2.14)	(4.68)	(2.36)

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

**Note 24. Share-based payments**

No share based payments were recorded for the 3 months or the 6 months ended 31 December 2024.

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

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

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

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

**Options**

There were no option issued during the 3 months or the 6 months ended 31 December 2024.

**Performance rights**

The 6,250,000 performance rights expired during the financial year ended 30 June 2024. No performance rights were granted during the year ended 30 June 2024 or during the six month ended 31 December 2024.

**Movements in share options and performance rights**

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

<b>In AUD</b>	<b>No. of Options</b>	<b>Weighted average exercise price</b>
<b>Options</b>		
Balance 1 July 2024	39,392,275	A\$0.34
<b>Outstanding at end of period 31 December 2024</b>	<b>39,392,275</b>	<b>A\$0.34</b>
<b>Exercisable at end of period 31 December 2024</b>	<b>39,392,275</b>	<b>A\$0.34</b>

  

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

**Besra Gold Inc.**  
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**Note 24. Share-based payments (continued)**

**Share options outstanding**

Share options issued and outstanding at 31 December 2024 and 30 June 2024.

in AUD	December 2024 Exercise Price	December 2024 Number	30 June 2024 Exercise Price	30 June 2024 Number
Broker options	A\$0.25	1,625,000	\$A0.25	1,625,000
Lead Manager options	A\$0.25	3,017,275	\$A0.25	3,017,275
Class A incentive options	A\$0.30	3,625,000	\$A0.30	3,625,000
Class B incentive options	A\$0.40	3,625,000	\$A0.40	3,625,000
Bonus options	A\$0.25	2,500,000	\$A0.25	2,500,000
Noblemen A options	A\$0.25	10,000,000	A\$0.25	10,000,000
Noblemen B options	A\$0.45	10,000,000	A\$0.45	10,000,000
Higginson options	A\$0.45	5,000,000	A\$0.45	5,000,000
Totals		39,392,275		39,392,275

**Note 25. Segment reporting**

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