

**NOTICE OF SPECIAL MEETING OF HOLDERS OF
3% UNSECURED CONVERTIBLE REDEEMABLE
NOTES OF THE COMPANY TO BE HELD ON
NOVEMBER 16, 2020**

TAKE NOTICE that a special meeting (the "**Meeting**") of the holders ("**Noteholders**") of 3% unsecured convertible redeemable notes (the "**Notes**") of Besra Gold Inc (the "**Company**") will be held virtually via live audio webcast available online using the LUMI meeting platform at <https://web.lumiagm.com/255308598>, on November 16, 2020, at 2:00 p.m. (Toronto time), for the following purposes:

1. to consider and, if deemed appropriate, to adopt, with or without amendment, the Noteholder Resolution regarding approval of a reorganization of the Company and amendment to the terms of the Notes as more particularly described in the Information Circular accompanying this Notice of meeting; and
2. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Information relating to the matters to be brought before the Meeting is set forth in the Information Circular accompanying this Notice of Meeting.

DATED as of the 16th day of October, 2020.

**BY ORDER OF
THE BOARD OF DIRECTORS**

"John Seton"

John A. G. Seton
Chief Executive Officer & Director

IMPORTANT

The record date for the Meeting has been fixed at the close of business on October 16, 2020 (the "**Record Date**"). Only Noteholders of record as at the Record Date are entitled to receive notice of the Meeting. Noteholders of record will be entitled to vote those Notes included in the list of Noteholders, prepared as at the Record Date, unless any Noteholder transfers Notes after the Record Date and the transferee of those Notes, having produced properly endorsed certificates evidencing such Notes or having otherwise established that the transferee owns such Notes, demands, at least ten days before the Meeting, that the transferee's name be included in the list of Noteholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Notes at the Meeting.

If you are a registered holder of Notes and are unable to attend the Meeting or any adjournment thereof in person, If you are a Noteholder, whether or not you are able to be present at the Meeting, you are requested to vote following the instructions provided on the Proxy using one of the available methods. In order to be effective, proxies must be received by Computershare Investor Services Inc. prior to 2:00 p.m. (Toronto time) on November 12, 2020 (or, in the event that the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before the adjourned or postponed Meeting) at the following address:

By Hand, by Courier or by Registered Mail:

Computershare Investor Services Inc.
8th Floor,
100 University Avenue Proxy Department
Toronto, Ontario
M5J 2Y1

The time limit for deposit of proxies may be waived or extended by the Chair of the Noteholders' Meeting at his or her discretion, without notice.