

Besra Gold Inc
2022 CORPORATE GOVERNANCE STATEMENT
Pursuant to ASX Listing Rule 4.10.3

2022 Corporate Governance Statement

The Besra Gold Inc (**Besra**) vision is to continually find and apply the best practices in gold mining, achieve sustainable production but tread lightly in the environment and communities where Besra operates.

Achieving the “right” balance of exercise and control of authority is key to delivering on Besra’s vision and the Board believes an appropriate framework of systems, policies and procedures is fundamental to achieving the balance.

This framework is encapsulated in the Company’s corporate governance system which is designed to comply with the regulatory requirements applicable in jurisdictions in which Besra maintains public listings. The Board is committed to maintaining a framework which is appropriate for the size and scope of operations.

The Company maintains information about its Corporate Governance Policies on the Company’s website at <https://www.besra.com/corporate-governance/>

Corporate Governance Compliance

The Statement outlines the Company’s corporate governance practices that were in place from 6th October 2021, being the date of admission to the ASX Official List and unless otherwise stated, reports against the fourth edition of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (**Recommendations**), which the board supports the intent of and considers to be an appropriate benchmark for Besra.

The Statement is current on 30 September 2022 in accordance with ASX Listing Rule 4.10.3 and as this Statement is the responsibility of the Directors, has Board approval.

Principles and Recommendations	Description of the Company's Compliance	Compliant Yes / No
<p>Principle 1 – Lay solid foundations for management and oversight</p> <p><i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i></p>		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. 	<p>Besra has adopted a Board Charter. A copy of the Charter is available in the Corporate Governance section of the Company's website at https://www.besra.com/corporate-governance/</p> <p>Clause 2 of the Board Charter sets out the responsibilities and functions of the Board. The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose.</p> <p>Clauses 3, 8 and 9 of the Board Charter set out the responsibilities delegated to the CEO, management, Chairman, and the company secretary.</p> <p>Refer to Additional Corporate Governance Disclosure for more on this Recommendation.</p>	<p>Yes</p> <p>Yes</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	<p>Under the direction of the Executive Director and CEO appropriate checks (including checks in respect of character, experience, education, directorships or executive commitments and any conflicts of interest) are completed before appointing a person or putting forward for election.</p> <p>The Company ensures that all material information in its possession relevant to a decision on whether to elect or re-elect a director is provided to security holders in the notice of meeting containing the resolution to elect or re-elect a director.</p>	<p>Yes</p> <p>Yes</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Written agreements setting out the terms and conditions of appointment are in place for the Company executive and directors ensuring all have a clear understanding of their duties, roles, responsibilities, and expectations.</p> <p>Directors: Appointment letters establish the roles and responsibilities of each director, the time commitment required, confirmation of entitlements, remuneration details and the inclusion of the requirement ensuring each director is aware of and understands their obligation to provide the necessary information for Besra to prepare the notifiable interest documents under ASX Listing Rule 3.19A.</p> <p>Executive: Executive services agreement which sets out the terms of employment.</p>	<p>Yes</p>

Principles and Recommendations	Description of the Company's Compliance	Compliant Yes / No										
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Clause 9 of the Board Charter provides the company secretary is accountable to the Board through the chair, on all matters to do with the proper functioning of the Board.</p>	<p>Yes</p>										
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy.</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives, and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <ul style="list-style-type: none"> • the measurable objectives set for that period to achieve gender diversity. • the entity's progress towards achieving those objectives; and <p>(i) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under the Act.</p>	<p>The Company has a Diversity Policy which is disclosed on the Company's website at https://www.besra.com/corporate-governance/</p> <p>Under Clause 3 of the Diversity Policy, the Board is responsible for, among other things, annually setting measurable objectives to promote gender diversity in the composition of its Board, senior management, and workforce.</p> <p>The Board has not set measurable objectives for achieving gender diversity as outlined in Recommendation 1.5(a) for the 2022 financial year, given only an October 2021 listing and current scale of operations.</p> <p><u>Gender Diversity Disclosure</u></p> <p>There are currently no specific measurable objectives in the form of targets regarding the proportion of females to be employed at the Board or key management personnel level.</p> <p>Besra provides the following information regarding the proportion of gender diversity as of 30 June 2022:</p> <table border="1" data-bbox="801 1114 1944 1305"> <thead> <tr> <th data-bbox="801 1114 1160 1153">Representation</th> <th data-bbox="1160 1114 1944 1153">Portion of Females / Total Number</th> </tr> </thead> <tbody> <tr> <td data-bbox="801 1153 1160 1193"></td> <td data-bbox="1160 1153 1944 1193" style="text-align: center;">2022</td> </tr> <tr> <td data-bbox="801 1193 1160 1233">Board</td> <td data-bbox="1160 1193 1944 1233" style="text-align: center;">0/7 (0%)</td> </tr> <tr> <td data-bbox="801 1233 1160 1273">Key management personnel</td> <td data-bbox="1160 1233 1944 1273" style="text-align: center;">1/3 (33%)</td> </tr> <tr> <td data-bbox="801 1273 1160 1305">Contract service providers</td> <td data-bbox="1160 1273 1944 1305">The Office Manager and Administrator at Bau Malaysia office is a female</td> </tr> </tbody> </table>	Representation	Portion of Females / Total Number		2022	Board	0/7 (0%)	Key management personnel	1/3 (33%)	Contract service providers	The Office Manager and Administrator at Bau Malaysia office is a female	<p>Yes</p> <p>NO</p> <p>NO</p>
Representation	Portion of Females / Total Number											
	2022											
Board	0/7 (0%)											
Key management personnel	1/3 (33%)											
Contract service providers	The Office Manager and Administrator at Bau Malaysia office is a female											

Principles and Recommendations	Description of the Company's Compliance	Compliant Yes / No
	Besra is not a "relevant employer" under the Workplace Gender Equality Act 2012(Cth) because it is not a registered higher education provider or an employer of 100 or more employees in Australia. The Company is not part of the S&P/ASX 300 Index at the commencement of the reporting period.	
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Clause 7 of the Board Charter (available on the Company's website) contains the process for regular review of the performance of the Board, its committees, and each director.</p> <p>For the 2022 financial year, the evaluation and assessment process took the form of an (a) individual questionnaire to be completed by every board member relating to the role, composition, procedures, practices and behaviour of the board, executive director, CEO, chairman and the individual directors and (b) the results are considered and discussed by the directors at a board meeting, and follow-up actions will be determined.</p> <p>As at current date, the Company is still working with the directors through part (a).</p> <p>Refer to Additional Corporate Governance Disclosure for more on this Recommendation.</p>	<p>Yes</p> <p>Partially</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Clause 7 of the Board Charter requires the Board to annually review the performance of the CEO and other senior executives against guidelines approved by the Board.</p> <p>Due to the limited size of the Company and current scale of its operations, the Company has not established a formal process for evaluating the performance of its senior executives. The CEO performance for the 2022 financial year was evaluated as noted in section 1.6 above</p>	<p>Yes</p> <p>Partially</p>

Principles and Recommendations	Description of the Company's Compliance	Compliant Yes / No
Principle 2 – Structure the board to add value <i>A listed entity should have a board of an appropriate size, composition, skills, and commitment to enable it to discharge its duties effectively.</i>		
Recommendation 2.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director. and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee. (iv) the members of the committee. (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities effectively. 	<p>Besra does not have a separate nomination committee. The board carries out the duties that would otherwise be undertaken by the nomination committee, in accordance with the adopted Remuneration and Nomination Committee Charter.</p> <p>-</p> <p>-</p> <p>A copy of the Charter is available in the Corporate Governance section of the Company's website at https://www.besra.com/corporate-governance/</p> <p>There are no Nomination Committee members</p> <p>There were no Nomination Committee meetings.</p> <p>Given the Company's recent listing on the ASX and the management of operations during the first year of listing, Besra has for the moment postponed discussions on the processes to address board succession.</p>	<p>NO</p> <p>Yes</p> <p>NO</p> <p>NO</p> <p>NO</p>

Principles and Recommendations	Description of the Company's Compliance	Compliant Yes / No
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>The current board skills matrix adopted by the Company is set in Schedule 1 at the end of this Statement.</p>	<p>Yes</p>
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors.</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Company considers that each of Messrs Worland, Morda, Eaton, Ingram and Dunne are free from any interest, position, association, or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director judgement and that each of them is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.</p> <p>In accordance with the Company's Board Charter, directors must disclose their interests, positions, associations or relationships and the independence of the directors is regularly assessed by the Board in light of such disclosures. Details of the Directors' interests, positions, associations, and relationships from Listing are provided in Sections 8.1, 11.6 and 11.8 of the Prospectus.</p> <p>The Directors in office as at the date of this Corporate Governance Statement have served continuously since their respective dates of appointment which are as follows:</p> <ul style="list-style-type: none"> • John Seton — appointed as a director effective 2 March 2020; • Jon Morda — appointed as a director effective 16 August 2005; • Mark Eaton — appointed as a director effective 21 September 2020; • Paul Ingram — appointed as a director effective 10 September 2020; • Andrew Worland (Chair) — appointed as a director effective 4 August 2020; and. • Robert Dunne – appointed as a director effective 8 October 2021. 	<p>Yes</p> <p>Yes</p>
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>Of its six Directors, five Directors are considered independent.</p>	<p>Yes</p>

Principles and Recommendations	Description of the Company's Compliance	Compliant Yes / No
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Chairman is independent.</p>	<p>Yes</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>Under Clause 2 of the Board Charter, the Board is responsible for the Company's induction program for new directors and periodic review and facilitation of ongoing professional development for directors.</p> <p>Clause 9 of the Board Charter requires the company secretary, together with the assistance of the Board, to organise the induction of new directors and facilitate ongoing professional development training.</p> <p>Clause 10 of the Board Charter provides those new directors will be briefed on their roles and responsibilities and time will be allocated at Board and committee meetings for continuing education on significant issues facing the Company and changes to the regulatory environment.</p> <p>Refer to Additional Corporate Governance Disclosure for more on this Recommendation.</p>	<p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
<p>Principle 3 – Instill a culture of acting lawfully, ethically, and responsibly</p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	<p>The Company’s website includes a section dedicated to its culture, including its values. The Company’s values are:</p> <ul style="list-style-type: none"> • Vision – in everything we do, we take a strategic, long-term view, with clarity provided by evidence gained through exploration and industry insight; • Speed – we strive for efficiency and timely delivery; • Agility – we rapidly adapt to change, new markets and conditions; • Drive – we are tenacious in pursuit of our goals; and • Respect – we respect our peers, our colleagues, and our communities. 	<p>Yes</p>
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives, and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>The Company has a Code of Conduct which applies to, among others, its directors, senior executives, and employees.</p> <p>Clause 18(d) requires that, where appropriate, the Board will be informed of material breaches of the Code of Conduct.</p> <p>Refer to Additional Corporate Governance Disclosure for more on this Recommendation.</p>	<p>Yes</p> <p>Yes</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <p>have and disclose a whistleblower policy; and</p> <p>ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>The Company has a Whistleblower Protection Policy, which is disclosed on the Company’s website https://www.besra.com/corporate-governance/</p> <p>Clause 10 of the Whistleblower Protection Policy provides for at least semi-annually reporting to the Board, where appropriate, on all active whistleblower matters. The Board must also be kept informed of material incidents reported under the Whistleblower Protection Policy.</p>	<p>Yes</p> <p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
<p>Recommendation 3.4</p> <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure the board or a committee of the board is informed of any material breaches of that policy.</p>	<p>The Company has an anti-bribery and corruption policy (ABC Policy), which is disclosed on the Company's website https://www.besra.com/corporate-governance/</p> <p>Under Clause 5 of the ABC Policy, all material breaches of the ABC Policy must be reported to the Board.</p>	<p>Yes</p> <p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
Principle 4 – Safeguard integrity in corporate reporting <i>A listed entity should have appropriate processes to verify the integrity of its corporate reports</i>		
Recommendation 4.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: (iii) the charter of the committee. (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. 	<p>The Company has an Audit and Risk Management Committee. The Audit and Risk Management Committee Charter (ARC Charter) sets out the roles and responsibilities of this Committee.</p> <p>The Besra Audit and Risk Management Committee currently has two members Jon Morda (Independent Non-Executive Director and Chair of the Audit and Risk Management Committee) and Andrew Worland (Independent Non-Executive Director and Board Chair) who are best qualified with financial acumen to fulfil the role of members.</p> <p>The Chair of the Audit and Risk Management Committee has been appointed in accordance with the requirements of Recommendation 4.1(a)(ii).</p> <p>The ARC Charter is disclosed on the Company's website https://www.besra.com/corporate-governance/</p> <p>The relevant qualifications and experience of the Risk and Audit Committee members are set out in Section 8.1 of the Prospectus.</p> <p>Besra being a Foreign Entity prepares its Annual Report in accordance with section 601 of the Corporations Act 2001 which does not include the requirement of a Directors' Report; therefore, Besra advises as follows: there were four Audit and Risk Management Committee Meetings held between October 2021 and June 2022 with full attendance by Messrs Morda and Worland.</p> <p>Not Applicable</p>	<p>Yes</p> <p>Partially</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Clause 6 of the ARC Charter provides that the Audit and Risk Management Committee will review the Company's financial statements with management and its external auditor before recommending that the Board approve the statements.</p> <p>Clause 7 of the ARC Charter requires the CEO and the CFO to provide a sign off on these terms. The Company has obtained a sign off on these terms for each of its 2021 Interim Financial Statement and 2022 Annual Financial Statement.</p> <p>The Audit and Risk Management Committee is also responsible for ensuring that appropriate processes are in place to form the basis upon which the CEO and CFO provide the recommended declarations in relation to the Company's financial statements.</p>	<p>Yes</p>
<p>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>Clause 4 of the ARC Charter requires the Audit and Risk Management Committee to ensure that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.</p>	<p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
<p>Principle 5 – Make timely and balanced disclosure</p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>		
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Besra has a Disclosure Policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1, which is disclosed on the Company’s website at https://www.besra.com/corporate-governance/</p>	<p>Yes</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>Under Clause 4 of the Company’s Disclosure Policy, the Board are provided with copies of all material market announcements promptly after they have been made.</p>	<p>Yes</p>
<p>Recommendation 5.3</p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation material on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>Clause 9(b) of the Disclosure Policy requires that ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).</p>	<p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
Principle 6 – Respect the rights of security holders <i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i>		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Information about the Company and its governance can be found on the Company’s website - www.besra.com	Yes
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Besra’s Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication with investors: <ul style="list-style-type: none"> • through the Company’s AGM, where shareholder participation is actively encouraged and facilitated; and • by providing shareholders with information via the “Investors” section of the Company’s website and the option to receive email communications and send email communications directly to the Company and to the Company’s share registry. 	Yes
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Where practicable, the Company will consider the use of technological solutions for encouraging participation. The Company’s Shareholder Communication Policy is disclosed on its website at https://www.besra.com/corporate-governance/	Yes
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Clause 6(g) of the Shareholder Communication Policy provides that all substantive resolutions at a meeting of shareholders will be decided by a poll rather than a show of hands and the process required by ASX Guidance Note 35 that all Listing Rule resolutions must be decided by a poll have been adopted.	Yes
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Under Clause 2 of the Company’s Shareholder Communication Policy, security holders are encouraged to register with the Company’s share registry to receive company information electronically.	Yes

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
Principle 7 - Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i>		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors: and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee. (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	<p>The Company has an Audit and Risk Management Committee. The ARC Charter sets out the roles and responsibilities.</p> <p>The Besra Audit and Risk Management Committee currently has two members Jon Morda (Independent Non-Executive Director and Chair of the Audit and Risk Management Committee) and Andrew Worland (Independent Non-Executive Director and Board Chair).</p> <p>The Chair of the Audit and Risk Management Committee has been appointed in accordance with the requirements of Recommendation 4.1(a)(ii).</p> <p>The ARC Charter is disclosed on the Company's website https://www.besra.com/corporate-governance/</p> <p>The relevant qualifications and experience of the Risk and Audit Committee members are set out in Section 8.1 of the Prospectus.</p> <p>Besra being a Foreign Entity prepares its Annual Report in accordance with section 601 of the Corporations Act 2001 which does not include the requirement of a Directors' Report; therefore, Besra advises as follows: there were four Audit and Risk Management Committee meetings held between October 2021 and June 2022 with full attendance by Messrs Morda and Worland.</p>	<p>Yes</p> <p>Partially</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
	<ul style="list-style-type: none"> – conducting an annual review of the Risk and Audit Management Committee's work and reporting on outcomes to the Board. 	
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Clause 7 of the ARC Charter requires the Audit Management Committee to identify and appropriately manage the risks facing Besra's business including material exposure to environmental or social risks. Besra will disclose whether it has any material exposure to such risks and, if it does, how it manages or intends to manage them.</p>	<p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliance Yes / No
<p>Principle 8 – Remunerate fairly and responsibly</p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retrain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (i) the charter of the committee. (ii) the members of the committee; and (iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Besra does not have a separate remuneration committee. The board carries out the duties that would otherwise be undertaken by the remuneration committee, in accordance with the adopted Remuneration and Nomination Committee Charter.</p> <p>-</p> <p>-</p> <p>A copy of the Charter is available in the Corporate Governance section of the Company's website at https://www.besra.com/corporate-governance/</p> <p>There are no Remuneration Committee members.</p> <p>There were no Remuneration Committee meetings.</p> <p>The Company did not have a separate remuneration committee during the 2022 financial year as the Board did not consider the Company would benefit from the establishment of the committee. The Board currently carries out the duties that ordinarily be carried out by the remuneration committee. The Board undertakes this role with the assistance of any external advice which may be required from time to time. Having regard for current Company performance, remuneration levels are set accordingly.</p>	<p>NO</p> <p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliance Yes / No
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives is set out in the Nomination & Remuneration Committee Charter.</p> <p>Besra being a Foreign Entity prepares the Annual Report in accordance with section 601CK of the Corporations Act 2001 which does not include the requirement of a Remuneration Report. Information regarding the remuneration of the executive directors and senior executives is disclosed in the Notice of Annual General and Special Meeting of Shareholders located at https://www.besra.com</p> <p>The Notice of Meeting is prepared in accordance with the Canadian Business Corporations Act, which only requires disclosure of the remuneration paid to the Named Executive Officers, being the most highly paid executive officers of the company.</p>	<p>Partially</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Clause 4.2 of the Securities Trading Policy prohibits directors and senior management (and their associated investment vehicles) from trading securities that limit the economic risk of security holdings that are unvested, or which are subject to a holding lock (e.g., hedging arrangements).</p> <p>There is no prohibition on any other securities.</p>	<p>Yes</p>

Principles and Recommendations	Compliance by the Company	Compliant Yes / No
Principle 9 – Additional recommendation that apply only in certain cases		
<p>Recommendation 9.1</p> <p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussion at those meetings and understands and can discharge their obligations in relation to those documents.</p>	<p>This is not applicable.</p>	<p>Not Applicable</p>
<p>Recommendation 9.2</p> <p>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p>Clause 8.6 of the Company's By-Laws requires notices of meetings to be given to security holders at least 10 days in advance. Besra ensures that meetings of security holders are held at a reasonable place and time.</p> <p>Under Clauses 8.4 and 8.5 of the By-Laws, the Company may hold a meeting by electronic means provided all participants can communicate adequately with each other during the meeting.</p>	<p>Yes</p>
<p>Recommendation 9.3</p> <p>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Clause 8.6 of the Company's By-Laws requires notices of meeting to be given to the Company's auditors, with Clause 8.12 entitling the Company's auditors to attend them. Besra ensures its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Yes</p>

Schedule 1 Besra Gold Inc Board Skills Matrix.

The Board seeks to collectively represent a balance of skills.

Skill rating

- Essential – at least 2 Board members should have these skills
- Desirable – at least 1 Board member should have this skill
- Beneficial – the Board's performance would be enhanced however consultants can provide the skills as required.

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
Strategy and policy development	Ability to think strategically, identify and critically assess strategic opportunities and threats to the Company and develop strategies in response. Ability to identify key issues for the Company and develop appropriate policy parameters within which the Company should operate.	Essential The ability of the board to think and act strategically is essential. It is highly beneficial to have strategic and visioning input from directors with strong commercial experience.	Mark Eaton, Paul Ingram, Andrew Worland & John Seton • These directors have corporate finance/industry/executive and management skills. • Skill area to be enhanced with consultants as required.
Financial	Ability to analyse key financial statements, critically assess the Company's financial performance, and contribute to strategic financial planning.	Essential This is considered an essential skill for the board.	Jon Morda & Andrew Worland These directors have a proven financial record.

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
Corporate finance and capital investment	Experience in assessing capital projects, investments and merger and acquisition opportunities, and their financing and performance.	Desirable Given the importance of being able to raise capital to grow operations, it is important the board includes directors with corporate finance qualifications and experience.	Jon Morda, Mark Eaton, Andrew Worland, and John Seton <ul style="list-style-type: none"> • These directors have strong commercial experience working with projects involving medium scale capital input and long-term investment view. • Mr Paul Ingram has strong experience assessing the viability of tenement areas and new projects. • Skill area to be enhanced with consultants as required.
Risk management	Ability to identify key risks to the Company in a wide range of areas (including cash resources, exploration, governance, information technology, reputation, capital investment, OH&S), and monitor risk management frameworks and systems.	Essential The ability to identify and oversee risk management in the Company is essential. The board's skills in this regard should be augmented as a matter of priority.	Adequately covered by Mark Eaton, Andrew Worland, Jon Morda, John Seton, and Paul Ingram who: <ul style="list-style-type: none"> • Have a record in developing asset or business portfolio over the long term that remains resilient to systemic risk. • Can probe and challenge management on the delivery of agreed strategic planning objectives and assessing threats to the Company; and • Can identify key risks to the Company related to each key area of operations. Ability to monitor risk and compliance and knowledge of legal and regulatory requirements.

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
Legal compliance	Knowledge of relevant laws and regulatory frameworks, and an ability to identify and oversee the Company's management of its legal and contractual obligations and compliance management.	Beneficial Legal advice on specific issues and projects can be provided from within the board and from outside counsel.	John Seton <ul style="list-style-type: none"> • This director is legally qualified in New Zealand, England & Wales, and California, and maintains a practising certificate in New Zealand accordingly, so the Company has immediate access to legal knowledge. • Current relationships with Caravel Law and Gilbert + Tobin provide additional advice and counsel when required.
Corporate governance	Understanding and experience in best practice corporate governance particularly as it relates to an exploration and mining company and an ability to apply that to continually improve the Company's corporate governance.	Essential It is essential majority directors have a very sound understanding of governance and the role and responsibilities of the board collectively and directors individually.	Jon Morda, Andrew Worland, Mark Eaton, John Seton, and Paul Ingram <ul style="list-style-type: none"> • These directors have board and governance experience gained in small to medium corporate organisations. • Expertise in specialist areas is desirable – Mark Eaton and John Seton specialised areas are finance and legal and Paul Ingram has specialised industry experience in exploration, mining, and production. Jon Morda has specialised industry experience as CFO of a significant mining company. • Andrew Worland is a fellow of the Governance Institute of Australia & John Seton is a Chartered Fellow of the New Zealand Institute of Directors •

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
Executive management	Experience at an executive level including the ability to appoint and evaluate the CEO and oversee strategic human resource management and employee/industrial relations issues.	Desirable Experience in evaluating performance of senior management and oversee strategic human capital planning. Experience in industrial relations and organizational change management programs.	Mark Eaton, Andrew Worland, John Seton all have experience at senior executive level. <ul style="list-style-type: none">• Strategic human resource management experience including change management and corporate finance skills brings this skill set to the board.• A director with industry experience might also bring this skill set to the board. Paul Ingram also has this experience.
Exploration experience	Broad range of experience in exploration, mining, production, metallurgy, processing and environmental	Desirable Experience combined with an understanding of the corporate purpose to create long term, shareholder value through the discovery, acquisition, development, and marketing of natural resources.	Adequately covered by Paul Ingram with a wealth of exploration experience and knowledge.
Positioning and crisis management	Ability to contribute to the positioning of the Company to assist in high-level communications and crisis management.	Desirable It is advantageous for the board to be able to constructively manage crisis and provide leadership around solutions.	Adequately covered by Andrew Worland, Jon Morda
Representation and shareholder relations	Ability to effectively represent the Company and build constructive relationships with identified shareholders for the overall benefit of the Company.	Desirable It is highly desirable that all directors are apt at performing representative and shareholder liaison functions.	Adequately covered by Mark Eaton, Andrew Worland, John Seton, and Paul Ingram <ul style="list-style-type: none">• The Chairman has a strong understanding of the political environment and relevant shareholder networks.

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
			<ul style="list-style-type: none"> Succession needs to be considered when selecting new Board members.
Remuneration	Remuneration Committee membership or management experience in relation to remuneration, including incentive program, superannuation and the legislation and contractual framework governing remuneration	Desirable It is considered essential that the majority of directors understand the sensitivity of remuneration levels.	Adequately covered by Mark Eaton, Andrew Worland and John Seton who have had past experience in this area.