

Besra Gold Announces Adoption of Advance Notice By-Law

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Melbourne, March 27, 2025 - [Besra Gold Inc.](#) (ASX: BEZ) (Besra or the Company) is pleased to announce that its board of directors (the Board) has approved the adoption of an advance notice by-law (the By-Law) establishing a process for advance nominations of directors by shareholders of Besra (Shareholders).

The purpose of the By-Law is to provide Shareholders, directors and management of the Company with a clear framework for nominating directors, and to help ensure that all Shareholders receive adequate notice and information about director nominees in order to exercise their voting rights in an informed manner. The By-Law is similar to the advance notice by-laws adopted by many other Canadian public companies.

Among other things, the By-Law fixes a deadline by which Shareholders must submit nominations to the Company before any annual or special meeting of Shareholders and sets forth the minimum information that a Shareholder must include in the notice to the Company for the notice to be valid.

In the case of an annual meeting of Shareholders (including an annual and special meeting), notice of director nominations must be given not less than 30 days (or 40 days where notice and access is to be used) prior to the date of the meeting. In the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice must be given not later than the close of business on the tenth day following the date of such public announcement.

In the case of a special meeting of Shareholders that is not also an annual meeting of Shareholders, notice of director nominations must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

In accordance with the Canada Business Corporations Act (the Act), the By-Law is effective until it is confirmed, confirmed as amended, or rejected by Shareholders and will be placed before Shareholders for approval, confirmation and ratification at the upcoming special meeting of the Company (the Special Meeting). The Board has resolved to postpone the Special Meeting that was originally scheduled to be held on May 8, 2025 (May 9, 2025 in Australia) until May 26, 2025 (May 27, 2025 in Australia). The record date for determining Shareholders entitled to receive notice of and to vote at the Special Meeting will be 5:00 p.m. (Melbourne time) on April 1, 2025. Pursuant to the provisions of the Act, the By-Law will cease to be effective unless it is approved, ratified and confirmed by a resolution adopted by a majority of the votes cast by the Shareholders at the Special Meeting.

In order to ensure that any Shareholders wishing to make director nominations at the Special Meeting are not prejudiced by the adoption of the By-Law, the Board will waive the deadline for nominations under the By-Law to permit director nominations to be made otherwise in accordance with the By-Law until 5:00 p.m. (Melbourne time) on April 11, 2025.

A copy of the By-Law has been filed under the Company's profile on SEDAR+ at www.sedarplus.ca and is also available for review on Besra's website at www.besra.com.

Advisors

Norton Rose Fulbright Canada LLP is acting as legal counsel to Besra in connection with the Special Meeting.

This announcement was authorised for release by the Board of Besra Gold Inc. For further information,

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Forward-Looking Statements:

This news release contains "forward-looking information" or "forward-looking statements" within the meaning of applicable securities laws (collectively, "forward-looking statements"). In some cases, forward-looking statements are identifiable by the terminology used, such as "may," "expect," "believe," "plan," "anticipate," "intend," "could," "estimate," "continue," or similar expressions or the negative of such expressions. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances are considered forward-looking statements. Forward-looking statements in this news release include, among other things, references, expressed or implied, to the date of the Special Meeting, the approval by Shareholders of the By-Law, and the waiver of the deadline for nominations under the By-Law with respect to director nominations received for consideration at the Special Meeting.

Forward-looking statements are subject to known and unknown risks and uncertainties and other factors, some of which are beyond the control of Besra, which could cause actual events, results, expectations, achievements or performance to differ materially. These risks and uncertainties include, but are not limited to, the possibility that the Special Meeting will be further postponed or adjourned, the possibility that one or more Shareholders may attempt to nominate directors without complying with the By-Law, the risk that Shareholders will not approve the By-Law at the Special Meeting or that the By-Law will not be accepted by applicable regulatory authorities, and other risks and uncertainties. The foregoing list of risks and uncertainties is not exhaustive.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. No forward-looking statement is a guarantee of future results. Accordingly, you should not place undue reliance on forward-looking statements, which speak only as of the date made. The forward-looking statements contained in this news release represent the Company's expectations as of the date of this news release (or as of the date they are otherwise stated to be made) and are subject to change after such date. However, the Company disclaims any intention or obligation or undertaking to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable laws. All of the forward-looking statements contained in this news release are expressly qualified by the foregoing cautionary statements.

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