TSODILO RESOURCES LIMITED
Management's Discussion and Analysis

FOR THE THREE AND SIX MONTH PERIOD ENDED JUNE 30, 2023

The Management's Discussion and Analysis has been authorized for release by the Company's Board of Directors on August 28, 2023

Management's Discussion and Analysis

This management's discussion and analysis ("MD&A") should be read in conjunction with the condensed interim consolidated financial statements of the Company and the notes thereto for the periods ended June 30, 2023 and 2022. The Company's condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS). The Company's functional and reporting currency is United States dollars and all amounts stated are in United States dollar unless otherwise noted. In addition, the Company has three Botswana operating subsidiaries, Newdico (Pty) Ltd., Gcwihaba Resources (Pty) Ltd. and Bosoto (Pty) Ltd. which have a functional currency of the Botswana Pula. This management's discussion and analysis has been prepared as at August 28, 2023.

Disclosure of a scientific or technical nature in the MD&A was prepared under the supervision of Mr. Macdonald Kahari, the Company's Qualified Person, as that term is defined in National Instrument 43-101.

Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein. Additional information about the Company and its business activities is available on SEDAR at www.sedar.com.

OVERVIEW

Tsodilo Resources Limited ("Tsodilo" or the "Company") was organized under the laws of the Province of Ontario in 1996 and continued under the laws of the Yukon in 2002. It is incorporated under laws of the Yukon Territory, Canada, under the Business Corporations Act of Yukon and the address of the Company's registered office is 1 King Street West, 48th Floor, Toronto ON M5H 1A1 - Canada. The Company currently exists under the Business Corporations Act of Yukon and its common shares are listed on the Canadian TSX Venture Stock Exchange ("TSXV") under the symbol TSD.

Tsodilo is an exploration stage company which is engaged principally in the acquisition, exploration and development of mineral properties in the Republic of Botswana. The Company is considered to be in the exploration and development stage given that none of its properties are in production and, to date, has not earned any significant revenues. The recoverability of amounts shown for exploration and evaluation assets is dependent on the existence of economically recoverable reserves, the renewal of exploration licenses, obtaining the necessary permits to operate a mine, obtaining the financing to complete exploration and development, and future profitable production.

Outstanding Share Data

As of August 28, 2023, 52,338,022 common shares of the Company were outstanding. Of the options to purchase common shares issued to eligible persons under the stock option plan of the Company, 4,656,250 options are outstanding of which 3,368,2507 are exercisable at exercise prices ranging from CAD $0.07 - $0.75.

Grant Date	Expiry Date	Grant Price (CAD)	Granted	Outstanding	Exercisable
June 12, 2023	June 12, 2028	$0.21	950,000	950,000	237,500
January 1, 2023	January 1, 2028	$0.20	650,000	650,000	325,000
July 1, 2022	July 1, 2027	$0.29	1,000,000	1,000,000	750,000
January 1, 2022	January 1, 2027	$0.64	425,000	425,000	425,000
May 21, 2021	May 1, 2026	$0.75	650,000	550,000	550,000
January 1, 2021	January 1, 2026	$0.47	275,000	275,000	275,000
September 21, 2020	September 21, 2025	$0.09	425,000	118,750	118,750
January 2, 2020	January 2, 2025	$0.07	275,000	162,500	162,500
June 6, 2019	June 6, 2024	$0.17	925,000	375,000	375,000
January 2, 2019	January 2, 2024	$0 28	260,000	50,000	50,000

As of August 28, 2023, 2,500,941 warrants are outstanding and exercisable as follows:

Grant Date	Expiry Date	Grant Price (USD)	Granted	Outstanding	Exercisable
January 25, 2023	January 25, 2025	$0.20	2,500,941	2,500,941	2,500,941

Principal Shareholders of the Company

To the best of the Company's knowledge, the principal shareholders (greater than 5%) of the Company as of August 28, 2023, are as follows:

Name	Description	Shares Owns, Controls or Directs	% of the Issued and Outstanding Shares
Azur LLC	Investment Trust	4,996,065	8.59%
Lucara Diamond Corporation	Diamond Mining Co.	4,476,773	8.55%
David J. Cushing	Investor	4,327,579	8.26%
Karsten Busche	Investor	3,785,625	7.23%
James M. Bruchs	Chairman and CEO	2,888,119	5.51%

Exploration Activities as at June 30, 2023

Subsidiaries

- ◊ The Company holds a 100% interest in its Botswana subsidiary, Gcwihaba (Pty) Limited ("Gcwihaba") which holds four (4) metal (base, precious, platinum group, and rare earth) prospecting licenses and a 5th license is currently under litigation for renewal.
- ◊ The Company holds a 100% interest in its Botswana subsidiary, Bosoto (Pty) Limited ("Bosoto"), which holds one (1) precious stone prospecting license; PL369/2014 for the area which contains the BK16 kimberlite.
- ◊ The Company holds a 100% interest in Newdico (Pty) Limited ("Newdico"), which provides administrative, operational, exploration, geophysical, and drilling services to the Company's other subsidiaries.
- ◊ The Company holds a 100% interest in Tsodilo Resources Bermuda Limited to which the shares of its operating subsidiaries are registered.

1. DIAMOND PROJECTS

The Company holds one prospecting license for precious stones, registered to Bosoto. This license is summarized in Table 1.

Table 1

Precious Stone Prospecting Licenses as at June 30, 2023

Prospecting License Number	Km^2	Grant Date	Expiry or Renewal Date	Current Stage	Expenditure[1] Per Annum (BWP)		Total Expenditure from Grant Date and if held to Full License Term	
					Rental Fee	Work Program	BWP[1]	USD as at 6/30/2023
369/2014	1.02	10/01/21	9/30/23	2nd two-year renewal	1,000	20,000,000	40,002,000	2,946,967

[1] Amounts include services accounted for at market value provided by Tsodilo and its subsidiaries and all expenditure amounts are incremental in nature and qualified by positive results in the evaluation process throughout the license term.

1.1 PL369/2014 (BK 16)
Bosoto was granted a prospecting license (PL) (PL369/2014) over the BK16 kimberlite pipe effective October 1, 2014. The prospecting license was renewed for an additional two-year period commencing October 1, 2017, and a second two-year renewal application was granted effective October 1, 2019. Bosoto received a second two-year renewal of the license due to Covid-19 relief from the Ministry of Mines and Energy ("MME") for PL369/2014 commencing October 1, 2021. An application for a three-year extension in order to complete the work program delayed by the pandemic was filed during the quarter and is pending.

The diamondiferous BK16 kimberlite pipe is located within the Orapa Kimberlite Field (" OKF") in Botswana and is covered by ~25 meters (m) of Kalahari Group sediments. BK16 is located 37 kilometers (km) east-southeast of the Orapa Diamond Mine AK01, 25 km southeast of the Damtshaa Diamond Mine, and 13 km north-northeast of the Letlhakane Diamond Mine, all operated by Debswana and 28 km east-northeast from Lucara Diamond Corporation's Karowe Mine (AK6).

The OKF contains at least 83 kimberlite bodies, varying in size from insignificant dykes to the 110 hectares (ha) AK01 kimberlite pipe. Ages of emplacement are Cretaceous and range from 111 Ma for Lethlakane-DK01 (Letlhakane Mine) to 85 Ma for Orapa-AK01, representing a protracted period of kimberlite magmatism lasting approximately 20 million years. Of the 83 known kimberlite bodies, eleven (11), AK01, AK02, AK07 (Orapa, Debswana); AK06 (Karowe, Lucara Diamond Corporation); BK01, BK09, BK12, and BK15 (Damtshaa, Debswana); DK01 and DK02 (Letlhakane, Debswana); and BK11 (Firestone Diamonds) are currently being or have been mined.

In July 2016, Tsodilo Resources Bermuda Limited ("TRBL") completed a share repurchase and royalty fee agreement with Bosoto's minority shareholders. The minority shareholders' 25% equity interest was purchased for a 2% gross proceeds royalty derived from the sale of diamonds mined from Bosoto's BK16 kimberlite project. The result of this transaction resulted in Tsodilo having a 100% interest in Bosoto and its BK16 exploration project.

Summary of Work Performed as at June 30, 2023
The diamondiferous BK16 kimberlite pipe is approximately six (6) hectares in size at the surface and is known to contain rare and valuable Type IIa diamonds. A mini-bulk sampling program was undertaken to obtain an initial determination of the quality and value of the BK16 diamonds. This was successfully undertaken via fourteen (14) 24-inch Large Diameter Drilling (LDD) totaling 3,121 meters. 2,077 tonnes (caliper) of kimberlite were extracted. From this extraction, 243 individual bulk samples were processed at the Company's dense media separation (DMS) plant ahead of X-Ray diamond separation and final hand sorting at the Company's secure recovery unit. The diamond recovery resulted in 509 diamonds weighing 78.403 carats which were studied for value and size frequency distribution (SFD) modelling to model the SFD of the BK16 kimberlite which showed the following:

◊ successfully demonstrated the potential of the BK16 kimberlite to host high value diamonds between US$ 281 to US$ 792 per carat, see Table 2;
◊ successfully confirmed the presence of Type IIa diamonds where 3.8% of the diamonds were identified as high-quality Type IIa diamonds consisting predominantly of D color stones;
◊ a Size Frequency Distribution study (SFD) of the diamonds recovered from the LDD samples indicates that the size distribution of BK16 could be coarser than several producers in southern Africa. There are indications that BK16 could have a broadly similarly coarse-shaped size distribution to that of the Lucara's Karowe Mine (Botswana), Petra Diamonds' Premier Mine (South Africa), and Lucapa Diamond's Mothae Mine (Lesotho); and,
◊ successfully confirmed the potential of BK16 to host large special stones of +10.8 carats where size frequency distribution analysis indicates that 2% to 5% of the total carats may be greater than 10.8 carats (specials) (which compares favorably with Lucara Diamond Corp.'s Karowe Mine (AK6) production of specials).

This SFD modeling led to a scoping level range analysis techno-economic modelling of the deposit using some defined variables and options for developing the project. This range analysis suggests that a positive Net

Present Value (NPV) project is possible. The range analysis suggests that at diamond values around $350/ct the target could support a well-managed toll treatment operation. As the value increases to $500-550 it would be viable to contemplate a variety of low-capital intensity operations. At values above $600-650/ct, the strategy of developing a stand-alone full-size operation should be pursued. Still, further alternatives involved the utilization of other processing plants in the OKF that are operating beneath their capacity.

These encouraging results suggest that BK16 has the potential to become a mineable asset and suggest that the BK16 project employ a surface bulk sample method to augment the Phase 1 LDD sampling for its next Phase II stage of evaluation.

Table 2

Phase I SFD modelled grade, diamond value, and kimberlite value.

Variable	Unit of Measure	BK16 Sample	Current BK16 SFD Study			
			Min	P20	P80	Max
Grade	cpht	3.8	4	5	7	8
Diamond Value	US$/carat	177	281	290	600	792
Kimberlite Value	US$/tonne	6.6	11	15	38	67

Heavy Mineral Analysis

Botswana International University of Science and Technology (BIUST) performed a heavy mineral chemistry analysis on the VK3 phase from BK16 LDD samples. The study found that:

- ◊ The heavy minerals are composed of garnets (mostly eclogitic and pyroxenitic garnets), ilmenite (Mg-ilmenite), Phlogopite (Al-rich kimberlitic Phlogopite), olivine (forsterite and pyroxenes (diopside and enstatite), accompanied by inclusions of Cr-magnetite and trace amounts of omphacite, augite, chromite, barite, and calcite.
- ◊ The xenocrysts provide evidence that the BK16 kimberlite pipe is a Group 1 kimberlite with xenocrysts of eclogitic, pyroxenitic, and ultramafic/mafic MARID suite provenance.

Future Plans and Outlook for BK16

The encouraging results from the Phase I program justify moving on to Phase II which is to increase the number of carats recovered significantly by processing a far larger sample which will lead to an increase in the certainty of the grade and diamond value. Phase IIa will consist of the following:

Phase IIa Surface Bulk Sampling:

- ◊ Extract ~20,000 metric tonnes of kimberlite to obtain 800 to 1,600 carats of diamonds;
- ◊ Significantly improve the understanding of the grade of the deposit in cpht;
- ◊ Solidify further the accuracy of the high diamond value in US$ per carat;
- ◊ Further confirm the presence and quality of the Type IIa diamond population;
- ◊ Confirm the presence of larger stones and demonstrate that BK16 will be a significant producer of special stones above 10.8 carats and >100 carat stones;
- ◊ Carry out hydrogeological, further independent Economic Modelling, an Environmental Impact Assessment, and Feasibility level engineering studies;
- ◊ Define an inferred resource consisting of the development of geological and domain models, and geo-statistical analyses of grade ;
- ◊ Further refine the accuracy of the economic fundamentals of the project to move towards detailed feasibility studies and ultimately mining;
- ◊ Determine Grade, Value per Size Fraction, and Size Fraction Distribution;
- ◊ Utilize dry XRT and XRT sorting technologies to recover large and small diamond stones, and reduce the risk of diamond damage from crushing; and
- ◊ Understand mining constraints and the Life of the Mine to select an appropriate plant throughput.

The envisioned Phase IIa surface bulk sampling of this type constitutes standard industry practice for diamond exploration of kimberlites like BK16 to gain enough carats for an effective economic analysis. The Phase IIa bulk sample design will be a basic small and shallow box-cut style sample. Twenty-five (25) meters of overburden will be stripped to expose the kimberlite below resulting in a depth of the box-cut design of 30 - 35 meters. Engineering studies undertaken into this surface bulk sample were comprised of a geotechnical characteristic study; a sample location optimization study to maximize the number of diamonds; and, a final optimized pit design optimization which constructs a box-cut design specification optimized pit shell that takes into account geotechnical parameters and grade and tonnage considerations. This final design was signed off by independent engineers. In addition, a detailed rehabilitation plan was created that meets statutory requirements and will ensure the workings and facilities are safe and restore the environment to as close as possible to its natural state.

Considering that the BK16 project is at an advanced exploration stage of development the potential for future expansion and growth opportunities, a techno-economic model was undertaken by an independent contractor to provide sound financial evaluation information.

If results are positive from this Phase IIa then a further phase of bulk sampling will be undertaken (Phase IIb) for a 5,000 tonnes LDD program plus another 20,000 tonnes of surface bulk sample in Phase IIb. Phase IIa and Phase IIb should provide a total of 1,800 to 3,600 carats and provide a solid foundation for advancing the BK16 project, where it is envisaged that this will lead to mining of the BK16 kimberlite.

A technical review of the infrastructure, engineering, project management, environmental, and human resource studies were undertaken by an independent contractor.

An application for a three-year extension license was filed during the Quarter and is currently pending.

1.2 PL217/2016

PL217/2016 was acquired in the second quarter of 2017. The license has an effective date of January 1, 2017, for an initial period of three (3) years followed by two 2-year renewals. The first renewal was granted on June 29, 2020 and the second renewal on July 1, 2022.

A novel mix of remote sensing strategies which involved studying in combination air magnetic surveys; Aster LT1; Aster GED Emissivity; Landsat ETM 7+; Landsat LC08, Landsat 8 False Color, Shuttle Radar Topography Mission (SRTM) digital elevation models (DEM); and regional digitized geology, helped identify several potential alluvial and kimberlite targets for further exploration.

Following this study, follow-up magnetometry and gravimetric surveys were undertaken. Detailed ground magnetics surveys over selected targets were conducted in several stages, and totaled 612 survey line kilometers. This further refined the understanding of the area and identified 12 kimberlite targets of which five were a high priority. Additional high-resolution ground gravity surveys followed and were conducted along lines perpendicular to the previously identified paleo-channels and downstream of AK6 and BK11. Modelling of the ground magnetic and ground gravity data led to the identification of several paleo-channels. Where alluvial gravel paleo-channels have characteristically lower densities, and as such can be identified as having a lower gravity value than the surrounding areas. This modelling indicated significant overlaps between these ground geophysical surveys and the remote sensing interpretations for the locations of subsurface paleo-channel alluvial targets. Several prospective paleo-channel targets close to present-day drainages at 15 to 40m below the surface had been noted.

A review of the Company's extensive exploration work was performed in the fourth quarter 2022 and it was determined that the gravity data revealed depths to interpreted gravel channels as too deep (up to 30m) and therefore not likely to be channels but caused by sandstones. The Company also believes that there are not enough gravel tonnages to make an economic project. Accordingly, the license was relinquished in its entirety in the 4th quarter. The Company has written off the capitalized cost of $584,643 as impaired as at the year-ended December 31, 2022.

2. METALS (BASE & PRECIOUS, PLATINUM GROUP METALS, AND RARE EARTH ELEMENTS) PROJECTS

Seven (7) PLs were reissued as initial grants effective October 1, 2018, for a period of three (3) years. Two-year renewal applications were filed in the second quarter of 2021 reducing the overall license package from 4,921 km^2 to 2,462 km^2 consisting of five (5) prospecting licenses. The reduction in the license area package had no impact on the prospectively of the remaining project area. Four licenses were renewed effective January 1, 2022, while the fifth remains in the renewal process. The details of the Company's prospecting licences are outlined in Table 3.

Table 3: Gcwihaba Metal Licenses as at June 30, 2023

Prospecting license Number	Km^2	Grant Date	Expiry or Renewal Date	Current Stage	Expenditure* Per Annum (BWP)		Total Expenditure from Grant Date and if held to Full License Term	
					Rental Fee	Work Program	BWP[1]	USD as at 6/30/23
020/2018	454	NA	NA	In Renewal	NA	NA	NA	NA
021/2018	573	1/01/22	12/31/23	1st Renewal	2,865	1,000,000	2,005,730	147,763
022/2018	161	1/01/22	12/31/23	1st Renewal	805	1,000,000	2,001,610	143,460
023/2018	492	1/01/22	12/31/23	1st Renewal	2,460	1,000,000	2,004,920	147,730
024/2018	782	1/01/22	12/31/23	1st Renewal	3,910	1,000,000	2,007,820	147,917
								586,870

[1] Amounts include services accounted for at market value provided by Tsodilo and its subsidiaries and all expenditure amounts are incremental in nature and qualified by positive results in the evaluation process throughout the license term.

The exploration work conducted on the Gcwihaba licenses has developed over time and the following targets are currently being explored within Neoproterozoic rocks within the licenses which are comprised of Copper Belt (Lufilian Arc) equivalent meta-sediments (including graphitic phyllites, schists, marbles (carbonates), diamictites, and iron formation), metabasites and gabbros (535 Ma):

1. **Xaudum Iron Formation Deposi**t: Comprised of a magnetite-banded iron formation deposit and iron-rich schists that are contained within the Grand Conglomerate Formation (linked to the Chuos in Namibia);
2. **Copper and Cobalt Exploration:** Sedimentary Cu/Co (Katanga type sediments) within the entire Neoproterozoic package;
3. **Xaudum Gold Exploration**: Gold mineralisation linked to the Xaudum Iron Formation; and
4. **Rare Earth Element Exploration**: Skarn REE and Cu targets. These are secondary targets hosted within marbles (carbonate) rich lithologies and include significant enrichment in REE and Cu.

Summary of Work Performed as at June 30, 2023

Exploration for these metals is driven by geophysics as there is no outcrop and there is significant Kalahari cover overburden of sands and calcrete. To this end, the Company has completed:

Geophysics: Over 1,800 km^2 (~20,000-line km) of detailed ground magnetics which has defined the extent of the highly magnetic XIF. An airborne survey (Spectrem) was flown (16,934-line km) collecting electromagnetic (EM), magnetic, and radiometric data. A 10,392-line km at a 500 m flight line interval airborne gravity survey also was flown. These surveys have contributed greatly to advancing the structural and geological modelling of the area, which have aided immensely in exploration targeting.

Drilling and Assaying: 366 core drill holes totalling 77,174 meters of core, including 116 reflex gyro surveys, and over 52,000 samples were sent for assay. Additionally, a 220-hole drill program (13,689 meters) known as the Kalahari Geochemistry Program (KGP) was conducted to test soil overburden for hydromorphic dispersion of copper and other metals from bedrock mineralization via assaying (8,326 samples assayed for As, Au, Bi, Co, Pb, Al, Ca, Cu, Mg, Ni, Zn, and Ag) on a 2 km grid to locate targets for further exploration and drilling. This program identified a number of high-priority targets for further exploration.

Xaudum Iron Formation: This is a potential prospect for future mining and has been identified as our key program. To date drilling of Block 1, the northern part of the XIF deposit resulted in a geology and mineralisation model being generated using the Gocad modelling package. This model was used by SRK Consulting (U.K.) to define Gcwihaba's maiden Mineral Resource Estimate (MRE) in a National Instrument (NI) 43-101 technical report for Block 1, via standard pit optimisation techniques. This Block 1 resource is defined as 441 million tonnes (Mt) grading 29.4% Fe, 41.0% SiO2, 6.1% Al2O3, and 0.3% P and represents Botswana's first and only iron resource. Davis Tube Recovery (DTR) metallurgical test work showed that all major mineralised units are capable of producing a premium-grade magnetite concentrate product of ~67% Fe. This XIF iron concentrate product will be very similar to the iron ore concentrate fines and pellets feed produced from premium iron ore producers in the U.S., Canada, Brazil, Sweden, etc., and attract a premium value compared to standard global iron ore products.

The reported Block 1 Mineral Resource represents only a fraction of the potential XIF mineralization delimited by the ground magnetics. An Exploration Target for the entire strike of the XIF is estimated to be 5 to 7 billion tonnes with grades ranging between 15-40% Fe. This XIF Exploration Target was generated using inversion modelling of the ground magnetic signal which was compared to local drill-hole model volumes to create inversion model volume conversion factors, these values were used to define volumes for the entire XIF which were converted to tonnes via measured density values. It is important to note that the tonnages and grade quoted in this exploration target are conceptual in nature, there has been insufficient exploration to define this fully as a mineral resource, and it is uncertain if further exploration will result in the full target being delineated as a mineral resource.

A Phase II evaluation drilling program has begun within the next major XIF magnetic anomaly area, referred to as Block 2 (spilt into Block 2a priority, and Block 2b). The Company created a 3-D model based on these holes focussed on the area around the elongated "C" XIF target. The area is dominated by the DIM Geodomain. Using the Company wireframes, Baker Geological Services Ltd ("BGS") assessed the potential tonnage and grade within the modelled Block 2a target by creating block models. The extent of the wireframes was limited by a bounding surface so that the model was more restricted to areas around the drilling undertaken. The depth extent of the model was also limited to the approximate depth of the drillholes, being approximately 215m from the surface. It should be noted that the level of study at Block 2a is however considered conceptual at best with limited exploration undertaken. The study noted that:

- ◊ Using average grades from the assay data and using density values determined from the Block 1 exploration, a minimum tonnage of between 100Mt and 300Mt has been calculated at a grade between 20% Fe and 30% Fe.
- ◊ Using the Davis Tube results, at a grind size of 80 microns, a contained minimum concentrate of between 20Mt and 60Mt can be determined.

755 assay results from 10 drill holes in Block 2a have been returned and confirm that Block 2a located 10 kilometers south of Block 1 is a continuation of the same Block 1 magnetite-rich units which will result in a significant increase in the resource tonnage for the XIF project upon completion of the Block 2a drill program. The Company is looking to expand its XIF resource into Block 2a and these assay results show that the Company can expect a significant resource increase in this area. Assay Results for 10 holes drilled in Block 2a show the following:

- Ten (10) evaluation drill holes were drilled within the Block 2a area of the XIF totalling 2,046.40 meters;
- 1,197.70 meters of highly magnetic magnetite-rich iron mineralization of the same type as seen in Block 1 were intersected;

- Drilling results indicate that Block 2a contains the same three magnetite resource lithological units that are seen in Block 1 with the following average grades; and
    - 35.6% Fe is the average Block 2a grade of the major Banded Magnetite BIF unit coded MBA (inclusive of weathered material);
        - 35.5% Fe was the average Block 1 grade for MBA;
    - 25.1% Fe is the average Block 2a grade of the major Magnetite Diamictite Schist unit coded DIM (inclusive of weathered material);
        - 20.8% Fe was the average Block 1 grade for DIM;
    - 25.0% Fe is the average Block 2a grade of the minor Magnetite Garnet Schist unit coded MGS (inclusive of weathered material);
        - 22.1% Fe was the average Block 1 grade for MGS;
    - These results confirm that the units in Block 2a are a continuation of the same magnetite-rich iron formation 10 kilometers south of Block 1; and
    - Based on metallurgical Davis Tube Recovery (DTR) magnetic separation (P80 of 80 microns) results for Block 1, a general average high-grade iron concentrate of 66 - 67% Fe and above can be expected from Block 2a;
- Block 2a will represent a significant increase in the XIF resource tonnages as it is of a similar size to Block 1.

In total, nineteen drillholes are planned to improve the confidence and model in the area, totaling 3,800m of drilling. Drilling in Block 2 will commence in the second quarter of 2023.

Geotechnical Test Works: Tsodilo undertook 30 geotechnical lab test works on the important formations for the Xaudum Iron Formation project including those that will make up the majority of the likely pit walls during the mining of the iron. These tests work included 18 Unconfined Compressive Strength (UCS) tests, 8 Brazilian Tensile Strength (BTS) tests, and 4 Direct Shear Strength (DSS) tests. The UCS and the BTS strength tests indicate that the XIF major Geodomains are competent and strong in both dimensions of compression and tension. The UCS mode of failure indicates that DIA, DIAW, and MBW tend to show a preferred mode of failure related to foliation. This is not as common for MBA and CAC. The joint discontinuities tested for DSS lean towards poor and fair characterizations.

These are the first set of geotechnical lab tests conducted on the XIF and show that the XIF materials are competent and will result in a good set of geotechnical parameters to be used in the ongoing PEA. These geotechnical lab tests show that the XIF materials are all within standard mechanical rock property ranges and that there will be no geotechnical issues arising from the XIF materials confirming that the XIF will show "normal" pit wall angles

Copper and Cobalt Exploration: Tsodilo has identified within the same area the exciting potential for Copper/Cobalt, Rare Earth Elements (REE), and Gold within these same Katanga meta-sediments and associated basement complex. Tsodilo has reviewed and refined its targets to fourteen (14) high-priority Cu and Co targets for further exploration. This work led to a soil sampling program to help define these targets further. 5,071 soil samples were collected and sieved to 180 meshes from the sub-deflation soil zone during the dry season. The first target soil samples were sent for a specialized partial digestion technique which has been specially developed for sampling in covered terrains called TerraLeach at Intertek laboratories Australia. This data was validated and further studied to remove geomorphological controls and highlighted a significant target of interest that has been prioritized for drilling. Further geological interpretation and modelling have been on-going and are designed to aid in delineating zones of alteration, such as albite and Na-feldspar alteration which act as pathfinders for fluid flow zones that may help in defining areas that may have potential for Cu mobility. This geological interpretation program has also aided in our understanding of the geology of the area, where there have been some significant developments in our regional understanding that are being captured and mapped.

Rare Earth Element Exploration: The Company has identified at least two significant skarn associated prospects 1822C26 ("C26") and 1822C27("C27") that contain a standard suite of ordinary carbonate, silicate, and phosphate REE minerals of well-established metallurgy that can be exploited easily. The holes in the two skarn anomalies C27 and C26 that stand out as being high in TREO% are as follows:

- 1822C27_6: C27 skarn anomaly - This hole has the highest TREO recorded at 1.49% at 2m of intervals over 1% TREO and 4m of intervals over 0.1% TREO.
- 1822C27_2: C26 skarn anomaly - This hole has 1m over 1% TREO but has 45m of intervals over 0.1% TREO.
- 1822C26_1: C26 skarn anomaly - This hole has 18m of intervals over 0.1% TREO.
- 1822C26_3: C26 skarn anomaly - This hole has 11m of intervals over 0.1% TREO.

The C27 skarn anomaly, which is the larger of the two skarn prospects, has been modeled to a conceptual Exploration Target of 81 Mt to 97 Mt of skarn with grades ranging from 0.05 % to 1.5 % Total Rare Earth Elements Oxide (TREO). The C26 skarn tonnage ranges from 4 Mt to 5 Mt with grades from 0.05 % to 0.5 % TREO. It has to be noted that these numbers are only for the modeled regions where there are drilled holes and do not cover the whole skarn area as modeled from the surface magnetic expression. These conceptual skarn anomaly Exploration Targets were generated by geologically modelling in 3 dimensions using the drill-hole intersections of the skarn anomaly allowing volumes representing the skarn to be generated. These modelled volumes were then turned into the tonnages quoted by using a likely range of densities for this skarn material of 2.5 to 3.0 g/cm3. It is important to note that the tonnages and grades quoted in this exploration target are conceptual in nature, there has been insufficient exploration to define this fully as a mineral resource, and that it is uncertain if further exploration will result in the full target being delineated as a mineral resource.

Fifty drillholes, each to be drilled to a depth of 250 m, are planned for drilling to fully define the extent of C26 and C27 skarn deposits. This gives a combined total depth of 12,000 m.

Gold Exploration: Several gold anomalies have been seen within some of the Xaudum Iron Formation drill holes and associated facies as described above. This gold project has thus far identified that there is potential for gold mineralization to be associated with the XIF, where an analogy has been drawn to the Homestake gold deposit in South Dakota, US, where phyllites acted as the source for the gold deposited in the XIF material. A detailed review of all data collected to date assisted in identifying several potential gold anomalies for further study within the drill-hole dataset; these have been used to assess the potential for generating Gold targets for further exploration within this Xaudum Iron Formation and associated units. This led to a significant core logging and data mining program to identify current holes that can be processed for gold assay, to date 6 holes have been identified as having potential gold mineralization and are awaiting gold assay.

Future Plans and Outlook - Metals Projects

Xaudum Iron Formation: The fundamentals for iron ore are strong and iron ore has seen a strong drive that may indicate the beginning of a new super cycle for the commodity, and with this, as a background, the Company is currently exploring options for developing the XIF resource. To this end, the Company has commenced a Preliminary Economic Assessment (PEA) for this project. The objective of this PEA will be to conduct an early-stage economic analysis of the potential viability of the mineral resources and to develop a general strategy to move the project forward, given its premium ore potential. The PEA will include detailed studies into; processing and engineering strategies; equipment and technology requirements; transport and infrastructure requirements; identification of potential environmental and social aspects; associated costs such as capital costs, operational costs, and life-cycle costs; and, anticipated revenues.

The Xaudum iron ore project is a national interest project that can be exploited to produce an iron product of 67% Fe and above. This highly attractive and valuable Fe product can also be further beneficiated to other Fe products such as ferroalloys, reduced iron products, and steel. The potential for a small-scale start-up mine supplying magnetite to a small-scale ferrosilicon (FeSi) plant which will sell FeSi products to the mines in Botswana and the mines in the local SADC area is also being explored as a way of initiating mining at a small scale while a larger scale mine and infrastructure can be explored and developed.

The Company has entered into a research collaboration endeavor with the Department of Chemical, Materials, and Metallurgical Engineering at the Botswana International University of Science and Technology (BIUST) and Morupule Coal Mine (MCM) to undertake metallurgical studies concerning the potential of generating a Pellet Feed and Direct Reduced Iron (DRI) product from the Xaudum Iron Formation (XIF) utilizing its magnetite and MCM's coal as a reductant. Commercially, these high-grade pellets and DRI products would be used to produce steel within Botswana, the region, and internationally.

Tsodilo has also joined the Walvis Bay Corridor Group (WBCG), as there is currently a Feasibility Study commissioned by the Namibian Ministry of Works and Transport for the part of the corridor called the Trans-Zambezi Railway Extension Grootfontein - Rundu - Katima Mulilo. This Trans-Zambezi Railway Extension line linking Zambia and Namibia is planned to pass through Divundu, Namibia providing access to Walvis Bay, Namibia's deep-sea port. Divundu is located approximately 35 kilometers (22 miles) from the Companies Xaudum Iron license location in Northern Botswana.

A series of east-west exploration drillholes across the interpreted XIF are therefore recommended, collaring the holes within the centre of the interpreted XIF. Ideally, two drillholes would be completed at each site, so that the initial hole can determine the dip direction of the hosting geology and allow the second drillhole to optimise the intersection angle and traverse multiple geodomains if present. This type of strategy would allow the XIF Geodomain to be assessed to allow a greater definition to follow-up drilling. Should exploration be successful, infill programs could then be designed to target the most favourable material to allow classified mineral resources to be developed.

Copper and Cobalt Exploration: A detailed review of the data is ongoing to further refine exploration priorities incorporating new detailed structural and geological mapping data alongside the recent soil sampling information. This work also includes plotting alteration data logged and assay generated on geological cross sections, interpolation of information into a 2D map, and improved structural interpretations, which will ultimately lead to updated drill target recommendations. The remaining soil samples will be sent for TerraLeach analysis to assist in refining the high-priority Cu and Co targets so focused drilling of these targets can occur.

Rare Earth Element Exploration: The next stage for REE exploration is to develop a detailed study of the geology and facies and alterations associated with the skarns and develop a detailed geological and mineralization model of these skarn anomalies. This will lead to the development of an REE exploration target tonnage and grade range that will advance the next stage of REE drilling and exploration program to further define the grade and tonnage of these REE deposits.

Gold Exploration: The gold logging program will continue and holes identified sent for gold assay, which will lead to drill-target generation for further exploration.

Litigation:
On or about June 30, 2021, the Company's wholly owned Botswana subsidiary, Gcwihaba Resources (Pty) Ltd. (Gcwihaba) submitted prospecting renewal license applications for its Xaudum Iron Formation project in northwest Botswana. Of the then current 7 licenses, two licenses were relinquished in their entirety and 5 were submitted for renewal. Collectively 50% of the combined license area in the 7 licenses was relinquished pursuant to Section(s) 17 and 19 of the Mines and Minerals Act.

Four of the five licenses that contain the vast bulk of the exploration target in the Xaudum Iron Formation project were renewed as submitted, effective January 1, 2022, while the fifth license, PL020/2018, continued in renewal.

Despite periodic inquiries as to the license renewal status, Tsodilo was first apprised of a possible reason for the continued delay on April 26, 2022, when the Minister of Minerals and Energy (MME) informed Gcwihaba that part of the area included in license PL020/2018 is in the buffer zone surrounding the Okavango Delta, a UNESCO World Heritage Property, and that any prospecting activities in that area would be subject to environmental assessment measures.

On April 27, 2022, Gcwihaba promptly responded by reminding the MME that

(i) the license in question has existed in its present form since 2008, six years before the buffer zone was established;
(ii) prior to establishment of the current buffer zone in 2014, significant exploration had already been conducted in that area and a compliant NI 43-101 Inferred Mineral Resource Statement prepared by SRK was submitted to the MME identifying a mineral resource of 441 Mt grading 29.4% Fe;
(iii) when it was established in 2014, the current buffer zone encroached on a portion (169 Mt) of the Company's identified mineral resource; and
(iv) the prospecting license including this area has since that time been renewed and re-granted multiple times without any controversy.

Gcwihaba also expressed complete agreement that prospecting, and mining activities were permitted in the buffer zone subject to various environmental standards and practices spelled out in Botswana law, and further affirmed its commitment to comply with all such requirements and to develop the Xaudum Iron Formation project in an environmentally friendly manner.

With apparent agreement as to the facts and applicable law, and with renewed and unequivocal assurance from Gcwihaba that it would be sensitive to environmental issues and would fully comply with all laws and regulations in this regard, it was expected that any concerns had been more than addressed and that the PL020/2018 license would now be renewed in short order.

However, in a letter received on June 15, 2022, despite its earlier clear statements to Tsodilo that exploration and mining could be conducted in the buffer zone, and a history of similar statements by the Botswana government in multiple earlier UNESCO filings, the Ministry advised that the PL020/2018 license would not be renewed if it included any areas located within the buffer zone.

In an effort to reach a mutually acceptable resolution, the Company filed a revised renewal application reducing the buffer zone area of the license block to only an area proximate to a paved airport landing strip, a hospital and a shopping center all established, extended or rebuilt after 2014 and all within the buffer zone. To date, the Company has received no response to the revised license application.

While the bulk of the Company's Xaudum Iron Formation resource remains free of any dispute, the area within the buffer zone is of sufficient value that the Company believes further efforts are appropriate to protect shareholder interest, and further believes that the conduct of the Botswana government in connection with the license renewal process has left no recourse other than seeking resolution in the courts. Accordingly, litigation was initiated on October 31, 2022 and an oral hearing was held in the High Court in Maun, Botswana on April 18, 2023. The High Court's decision in the matter is pending.

For more detailed information on all the above, and in the interest of transparency, the Company has established a landing page regularly updated to include all records related to this matter. Please see: https://tsodiloresources.com/s/MMGE.asp.html.

Exploration Activities as at June 30, 2023

Exploration and evaluation additions for the period-ended June 30, 2023 are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Gcwihaba Botswana	
	Project BK 16 Precious Stones	**Project PL 217 Precious Stones**	**Bosoto Total**	**Project PL091 Industrial Minerals**	**Metals**	**TOTAL**
Drilling Expenditures	$ 1,040	$ --	$ 1,040	$ --	$ 3,032	$4,072
Amortization Drill Rigs, Vehicles & Trucks	--	--	--	--	--	--
Geophysics	--	--	--	--	--	--
Lab Analyses & Assays	--	--	--	--	--	--
License Fees	38	--	38	--	413	451
Maintenance, & Consumables	3,855	--	3,855	--	6,225	10,081
Salaries, Wages & Services	18,834	--	18,834	--	11,0.4	29,867
Balance at June 30, 2022	**$23,767**	**$--**	**$23,767**	**$--**	**$20,704**	**$44,471**

Exploration and evaluation additions for the period-ended June 30, 2022 are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Gcwihaba Botswana	
	Project BK 16 Precious Stones	**Project PL 217 Precious Stones**	**Bosoto Total**	**Project PL091 Industrial Minerals**	**Metals**	**TOTAL**
Drilling Expenditures	$ 566	$ --	$ 566	$ 142	$ 2,153	$2,861
Amortization Drill Rigs, Vehicles & Trucks	--	--	--	--	--	--
Geophysics	105	105	210	105	105	420
Lab Analyses & Assays	--	--	--	--	--	--
License Fees	42	61	103	56	429	588
Maintenance, & Consumables	3,204	1,947	5,151	6,161	5,464	16,776
Salaries, Wages & Services	7,247	2,455	9,702	3,175	5,269	18,146
Balance at June 30, 2022	**$11,164**	**$4,568**	**$15,732**	**$9,639**	**$13,420**	**$38,791**

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2023, the Company had a negative working capital of ($2,632,898) [2022: ($2,077,758)], which included cash of $2,088 (2022: $6,643). These funds are managed in-house in accordance with specific investment criteria approved by the board of directors, the primary objective being the preservation of capital to assure funding for exploration activities.

As at June 30, 2023, term notes payable in the amount of $1,581,046 were outstanding from a related party. The notes have an annual interest rate of 8% and one of the notes carry a termination fee of 10% upon early redemption of the note for which there is an embedded derivative arising – the fair value of this is NIL. In addition, at the option of the note holder, the December 2018 note can be converted to stock at the discretion of the holder during future private placements that raise a minimum of CAD $500,000, of those future private placements at the price of the private placement. The remaining notes are due on demand.

The notes payable at June 30, 2023 are summarized as follows:

Date	Balance 12/31/2022	Changes in 2023	Balance 06/30/2023	Interest Rate	Termination Fee	Maturity Date
31-Dec-18	$273,006		$273,006	8%	$27,300	31-Dec-23*
30-Jun-19	207,242		207,242	8%	NIL	On Demand
31-Dec-19	57,684		57,684	8%	NIL	On Demand
01-Oct-20	192,042		192,042	8%	NIL	On Demand
21-Jun-21	26,500		26,500	8%	NIL	On Demand
27-Jul-21	26,500		26,500	8%	NIL	On Demand
28-Aug-21	27,000		27,000	8%	NIL	On Demand
27-Sep-21	25,500		25,500	8%	NIL	On Demand
31-Dec-21	102,235		102,235	8%	NIL	On Demand
30-Jun-22	451,159	--	451,159	8%	NIL	On Demand
21-Sep-22	25,000	(25,000)	--	8%	NIL	19-Dec-22**
30-Sep-22	100,738	--	100,738	8%	NIL	On Demand
31-Dec-22	91,440	--	116,440	8%	NIL	On Demand
Total	**$1,606,046**	**($25,000)**	**$1,581,046**		**$27,300**	

*During the year-ended December 31, 2022, $273,006 of notes payable had its maturity extended from December 31, 2022 to December 31, 2023.

- On June 30, 2022, a promissory note was issued for $451,159 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On September 21, 2022, a promissory note was issued for $25,000. The note matured on December 19, 2022 and has an annual interest rate of 8%.
- On September 30, 2022, a promissory note was issued for $100,738 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On December 31, 2022, a promissory note was issued for $91,440 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On January 17, 2023, a promissory note $25,000 dated September 21, 2022 was paid to an employee, who is a director of the Company.

The notes payable at June 30, 2022 are summarized as follows:

Date	Balance December 31, 2021	Changes in 2022	Balance December 31, 2022	Interest Rate	Termination Fee	Maturity Date
31-Dec-18	273,006	(74,573)	273,006	8%	27,300	30-Dec-22*
30-Jun-19	207,242	(86,445)	207,242	8%	NIL	On Demand
31-Dec-19	57,684	(37,462)	57,684	8%	NIL	On Demand
01-Oct-20	192,042	--	192,042	8%	NIL	On Demand
21-Jun-21	26,500	--	26,500	8%	NIL	On Demand
27-Jul-21	26,500	--	26,500	8%	NIL	On Demand
28-Aug-21	27,000	--	27,000	8%	NIL	On Demand
27-Sep-21	25,500	--	25,500	8%	NIL	On Demand
31-Dec-21	102,235	--	102,235	8%	NIL	On Demand
30-June-22		451,159	451,159	8%	NIL	On Demand
30-Sept-22		100,738	100,738	8%	NIL	On Demand
01-Oct-22		25,000	25,000	8%	NIL	On Demand
31-Dec-22		91,440	91,440	8%	NIL	On Demand
Total	**$937,709**	**$668,337**	**$1,606,046**		**$27,300**	

*During the year-ended December 31, 2021, $273,006 of notes payable had its maturity extended from December 31, 2021 to December 31, 2022.

- On June 30, 2022 a promissory note was issued for $451,159 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On September 30. 2022 a promissory note was issued for $100,738 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On October 1, 2022 a promissory note was issued $25,000. The note is payable on demand and has an annual interest rate of 8%.
- On December 31, 2022 a promissory note was issued for $91,440 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.

Financial Instruments

The carrying amounts reflected in the consolidated Statement of Financial Position for cash, accounts receivable, accounts payable and accrued liabilities, lease liabilities, and loan notes payable approximate their fair values due to the maturities of these instruments. Certain of the Company's warrants are classified as derivative liabilities and are recorded at their estimated fair value. There are no warrants outstanding in any of the reporting periods. Due to the nature of the Company's operations, there is no significant credit or interest rate risk.

Operating Activities

Cash outflow used in operating activities before working capital adjustment decreased to an outlay of ($303,161) for the period-ended June 30, 2023 from an outlay of ($270,427) for the period-ended June 30 2022.. Overall operating expenses decreased for the period-ended June 30, 2023 by $105,139 when compared to the period-ended June 30, 2022. Large operating expense changes for 2023 include stock-based compensation decrease of $87,055, renumeration decreqased by $23,885, and legal and audit increase of $11,942. and was other income decrease of $50,818 when compared to 2022. The impact on Comprehensive loss for the period was foreign exchange translation loss of ($445,003) in 2023 compared to a loss of ($672,519) in 2022.

Annual Information (in US Dollars)	Fiscal Period June 30 2023	Fiscal Year December 31 2022	Fiscal Year December 31 2021
Net income (loss) for the year	($382,522)	($1,316,206)	($1,316,206)
Basic loss per share	($0.00)	($0.03)	($0.03)
Basic diluted loss per share	($0.00)	($0.03)	($0.03)
Total other comprehensive income (loss)	($445,003)	($586,801)	($586,801)
Total comprehensive income (loss) for the year	($827,525)	($1,903,007)	($1,903,007)
Basic comprehensive loss per share	($0.01)	($0.04)	($0.04)
Diluted comprehensive loss per share	($0.01)	($0.04)	($0.04)
Total assets	$5,343,187	$7,066,474	$7,066,474
Total long-term liabilities	$10,444	$17,055	$17,055
Cash dividend	$--	$--	$--

Quarterly Information (in US Dollar)	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Fiscal Period ended December 31, 2021				
Net income (loss) for the period	($56,792)	($463,100)	($281,075)	($515,239)
Basic income (loss) per share	($0.00)	($0.01)	($0.00)	($0.01)
Diluted basic income (loss) per share	($0.00)	($0.01)	($0.00)	($0.01)
Comprehensive income (loss) for the period	($589,817)	$14,660	($724,917)	($602,933)
Basic comprehensive income (loss) for the period	($0.01)	$0.00	($0.01)	($0.01)
Diluted comprehensive income (loss) per share	($0.01)	$0.00	($0.01)	($0.01)
Total assets	$7,431,730	$7,621,126	$7,162,146	$7,066,474
Total long-term liabilities	$--	$--	$--	$17,055

Quarterly Information (in US Dollar)	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Fiscal Period ended December 31, 2022				
Net income (loss) for the period	($158,632)	($275,537)	($253,528)	($1,332,021)
Basic income (loss) per share	($0.00)	($0.01)	($0.01)	($0.03)
Diluted basic income (loss) per share	($0.00)	($0.01)	($0.01)	($0.03)
Comprehensive income (loss) for the period	($7,511)	($1,114,199)	($1,074,523)	($352,349)
Basic comprehensive income (loss) for the period	($0.00)	($0.02)	($0.02)	($0.01)
Diluted comprehensive income (loss) per share	($0.00)	($0.02)	($0.02)	($0.01)
Total assets	$7,261,148	$6,415,393	$5,605,069	$5,808,293
Total long-term liabilities	$17,478	$16,200	$14,969	$10,950

Quarterly Information (in US Dollars)	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Fiscal Period ended June 30, 2023				
Net income (loss) for the period	($210,517)	($172,005)		
Basic income (loss) per share	($0.00)	($0.00)		
Diluted basic income (loss) per share	($0.00)	($0.00)		
Comprehensive income (loss) for the period	($458,114)	($196,406)		
Basic comprehensive income (loss) for the period	($0.01)	($0.00)		
Diluted comprehensive income (loss) per share	($0.01)	($0.00)		
Total assets	$5,603,973	$5,343,187		
Total long-term liabilities	$10,675	$10,444		

Investing Activities
Cash flow applied in investing activities increased to ($44,471) for the period-ended June 30, 2023 (2022: $38,791).

Total expenditures of $44,471 on exploration properties for the period-ended June 30, 2023 were attributable to the Gcwihaba and Bosoto projects in northwest Botswana. There were limited expenses or funding of the exploration projects in these years as the Covid-19 pandemic reduced operation activities and litigation on prospects has not been settled. On May 5, 2023, the head of the UN World Health Organization (WHO) has declared "with great hope" an end to COVID-19 as a public health emergency. With the end to the pandemic and a decision expected in the licensing litigation in the near term, the Company expects to resume normal operations in the third quarter.

Financing Activities
The Company finances its corporate and exploration activities through the issuance of equity units by way of non-brokered private placements. Each unit has consisted of one common share of the Company and one warrant with each full such warrant entitling the holder to purchase one common share of the Company for a purchase price equal to the unit price for a period of two years from the date of issuance

For the year year-ended December 31, 2022, 337,500 stock options were exercised for $29,502 (C$38,375).

On January 25, 2023, 2,500,941 units were issued at a price of C$0.20 for proceeds to the Company of $368,394 (C$500,188). Each unit includes one common share and one warrant entitling the holder thereof to purchase one common share until the close of business on January 25, 2025 at USD $0.20

In the third quarter of 2017, the Company reached an agreement with Sandstorm Gold Ltd. ("Sandstorm") (NYSE MKT: SAND, TSX: SSL) to grant royalties on three projects in consideration of the payment of $1,500,000.

The package of assets in the Royalty Sale includes:

1. the grant of a 1% NSR on the Company's wholly owned Botswana subsidiary Gcwihaba Resources (Pty) Ltd. prospecting metal licenses in northwest Botswana;
2. the grant of a 1% GPR on the Company's Botswana wholly owned subsidiary Bosoto (Pty) Ltd. precious stone prospecting license (PL217/2016) located in the Orapa Kimberlite Field; and,
3. the grant of a 1% NSR on the Company's 70% owned South African subsidiary Idada 361 (Pty) Ltd. gold and silver prospecting license located in the Barberton Greenstone Belt in the Mpumalanga province of South Africa.

Sandstorm shall have a right of first refusal with respect to any third-party *bona fide* offers to purchase a metal or precious stone royalty on the properties.

On July 23, 2020, the Company reached an agreement with TBM (Pty) Ltd. ("TBM") to grant royalties on its Botswana subsidiary Gcwihaba (Pty) Ltd. ("Gcwihaba") seven (7) metal licenses (base and precious minerals, platinum group metals and rare-earth elements) projects in consideration of the payment of $500,000 USD.

On January 25, 2021, the Company closed the first tranche of a private placement financing (the "Financing") for gross proceeds to the Company of C$1,343,019. Pursuant to the Financing, the Company issued 2,686,038 units of securities of the Company (the "Units") at a subscription price of C$0.50 per Unit. Each Unit is comprised of one common share in the capital of the Company ("Common Share") and one common share purchase warrant ("Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share for a period of 24 months from the date of issuance at an exercise price of USD$0.55.

On February 10, 2021, the Company closed the second and final tranche of the Financing for gross proceeds to the Company of C$150,000. Pursuant to the Financing, the Company issued 300,000 units of securities of the Company at a subscription price of C$0.50 per Unit. Each Unit is comprised of one common share in the capital of the Company ("Common Share") and one common share purchase warrant. Each Warrant entitles the holder thereof to purchase one Common Share for a period of 24 months from the date of issuance at an exercise price of USD$0.55.

Tsodilo expects to raise the amounts required to fund the Gcwihaba and Bosoto projects and corporate general and administration expenses, by way of non-brokered private placements and joint ventures.

On March 4, 2021, the Company's stock began trading on the US OTCQB Venture Market under the symbol "TSDRF".

RESULTS OF OPERATIONS

On a consolidated basis, the Company recorded a comprehensive net loss of ($459,114) for the period-ended June 30, 2023 ($0.01) per common share, compared to a comprehensive net loss of ($1,106,688 for the period-ended June 30, 2022 ($0.02) per common share.

Total capitalized exploration expenditures including amortization of property, plant and equipment used in exploration activities on all projects amounted to net $5,163,113 as at June 30, 2023 compared to $6,166,487 as at June 30, 2022. Total capitalized exploration expenditures incurred on the Newdico project as at June 30, 2023 was $NIL compared to $236,899 as at June 30, 2022. There were $NIL additions in 2023. Total capitalized exploration expenditures incurred on Gcwihaba's projects as at June 20, 2023 were $2,135,739 compared to $2,225,800 as at June 30, 2022. Additions of $20,704 in 2023 were offset by exchange translations in 2023. Total capitalized exploration expenditures incurred on Bosoto's projects as at June 30,2023 were $3,027,374 compared to $3,703,788 as at June 30, 2022. Additions of $23,767 in 2023 were offset by exchange translations in 2022. A table is presented in the Exploration and Evaluation Additions section above with specific details.

The Company incurred a loss of ($382,522) and comprehensive loss of ($827,525) during the period ended June 30, 2023 and as of that date, the Company had an accumulated deficit of $53,552,806 and negative working capital of ($2,632,898).

PERSONNEL

At June 30, 2023, the Company and its subsidiaries employed fourteen (14) compared to fifteen (12) at June 30, 2022, including senior officers, administrative and operations personnel including those on a short-term service basis.

RISKS AND UNCERTAINTIES

Operations of the Company are speculative due to the high-risk nature of its business which includes acquisition, financing, exploration and development of diamond and metal properties (collectively "mineral"). Material risk factors and uncertainties, which should be taken into account in assessing the Company's activities, include, but are not necessarily limited to, those set below. Any one or more of these risks and others could have a material adverse effect on the Company.

COVID-19 Global pandemic and Geopolitical risks

Measures and guidelines implemented by the Government of Botswana in late March 2020 which allowed the Company's exploration and evaluation activities to remain operational albeit limited throughout the pandemic restrictions have gradually been rolled back as vaccination levels within Botswana have increased. Most of the Company's workforce (+99%) have been vaccinated. Although significant progress has been made in this area, the Company continues to operate under its approved crisis management plan, designed to protect the health and well-being of our employees in Botswana and elsewhere as well as the financial well-being of the business. The Company has continued with regular health screening, temperature checks and the use of infrared measurements to prevent the spread of COVID-19. Although many countries around the world have removed the public health measures implemented to reduce the spread of COVID-19, uncertainty remains. It is possible that Tsodilo's operations could be impacted in a number of ways including, but not limited to: a suspension of exploration and evaluation activities, disruptions to supply chains and worker absenteeism due to illness. While the impact of COVID-19 is expected to be temporary, the current circumstances remain dynamic and the impacts on our financial position or operations cannot be reasonably estimated at this time. On May 5, 2023, the head of the UN World Health Organization (WHO) has declared "with great hope" an end to COVID-19 as a public health emergency. With the end to the pandemic and a decision expected in the licensing in the near term, the Company expects to resume normal operations in the third quarter.

In February 2022, Russia commenced a military invasion of Ukraine. In response, many jurisdictions have imposed strict economic sanctions against Russia and its interests. While the Company does not have any operations in Ukraine or Russia, its business may be impacted as the conflict and economic sanctions may give rise to indirect impacts, including but not limited to, increased fuel prices, supply chain challenges and disruptions, logistics and transport disruptions and heightened cybersecurity disruptions and threats. Increased fuel prices and ongoing volatility of such prices may have adverse impacts on the Company's costs of doing business. The implications could result in a global economic downturn that could adversely affect the Company's business. The continuance or escalation of the military conflict between Russia and Ukraine and the corresponding economic sanctions imposed on Russia may also result in increased volatility in the market for the Company's securities and could have other effects which are currently unknown.

The Company cannot accurately predict the impact that ongoing conflict in Ukraine will have on its financial position or operations. Uncertainty about judgments, estimates and assumptions made by management during the preparation of the Company's consolidated financial statements related to potential impacts of the COVID-19 pandemic and the Ukraine-Russia conflict on revenue, expenses, assets, liabilities, and note disclosures could result in a material adjustment to the carrying value of the asset or liability affected.

Additional Funding Requirements

Further development and exploration of the various mineral projects in which the Company holds an interest depends upon the Company's ability to obtain financing through equity or debt financing, joint ventures or other means. While the Company has been successful in the past in obtaining financing through the sale of equity securities and royalty transactions, there can be no assurance that the Company will be successful in obtaining additional financing in the amount and at the time required and, if available, that it can be obtained on terms satisfactory to the Company.

The accompanying condensed interim consolidated audited financial statements for the period-ended June 30, 2023, have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company incurred a loss of ($382,522) and comprehensive loss of ($827,525) during the period ended June 30, 2023 and as of that date, the Company had an accumulated deficit of $53,552,806 and negative working capital of ($2,632,898). Management has carried out an assessment of the going concern assumption and has concluded that the cash position of the Company is not sufficient to finance exploration and resource evaluation at the projected levels, and to finance continued operations for the 12-month period subsequent to June 30, 2023. The continuity of the Company's operations is dependent on raising future financing for working capital, the continued exploration and development of its properties and for acquisition and development costs of new projects.

Management believes that it will be able to secure the necessary financing through a combination of the issue of new equity or debt instruments, the entering into of joint venture arrangements or the exercise of warrants and options for the purchase of common shares. However, there is no assurance the Company will be successful in these actions. There can be no assurance that adequate financing will be available, or available under terms favorable to the Company.

Should it be determined that the Company is no longer a going concern, adjustments, which could be significant, would be required to the carrying value of assets and liabilities. The consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities, or the impact on the consolidated statement of operation and comprehensive income (loss), and consolidated statement of financial position classifications that would be necessary were the going concern assumption not appropriate.

Failure to obtain equity or debt financing on a timely basis may cause the Company to postpone its exploration and development plans or forfeit rights in some of its projects.

Uncertainties Related to Mineral Resource Estimates

There is a degree of uncertainty attributable to the calculation of mineral resources and corresponding grades being mined or dedicated to future production. Until resources are actually mined and processed, the quantity of resources and grades must be considered as estimates only. In addition, the quantity and value of reserves or resources may vary, depending on mineral prices. Any material changes in the quantity of resources, grades or stripping ratio may affect the economic viability of the Company's properties. In addition, there is no assurance that recoveries in small-scale laboratory tests will be duplicated in larger-scale tests under on-site conditions, or during production. Determining the economic viability of a mineral project is complicated and involves a number of variables.

Commodity Prices and Marketability

The mining industry, in general, is intensely competitive and there is no assurance that, even if commercial quantities of minerals are discovered, a profitable market will exist for the sale of minerals produced. Factors beyond the control of the Company may affect the marketability of any minerals produced and which cannot be accurately predicted, such as market fluctuations, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, any combination of which factors may result in the Company not receiving an adequate return on investment capital. Prices received for minerals produced and sold are also affected by numerous factors beyond the Company's control such as international economic and political trends, global or regional consumption and demand and supply patterns. There is no assurance that the sale price of minerals produced from any deposit will be such that they can be mined at a profit.

Currency Risk

The Company's business is mainly transacted in Botswana Pula and U.S. dollar currencies. As a consequence, fluctuations in exchange rates may have a significant effect on the cash flows and operating results of the Company in either a positive or negative direction.

Foreign Operations Risk

The Company's current significant projects are located in Botswana. This exposes the Company to risks that may not otherwise be experienced if its operations were domestic. The risks include, but are not limited to, environmental protection, land use, water use, health safety, labor, restrictions on production, price controls, currency remittance, and maintenance of mineral tenure and expropriation of property. There is no assurance that future changes in taxes or such regulation in the various jurisdictions in which the Company operates will not adversely affect the Company's operations. Although the operating environments in Botswana are considered favorable compared to those in other developing countries, there are still political risks. These risks include, but are not limited to terrorism, hostage taking, military repression, expropriation, extreme fluctuations in currency exchange rates, high rates of inflation and labor unrest. Changes in mining or investment policies or shifts in political attitudes may also adversely affect the Company's business.

Mineral Exploration and Development

The business of exploring for minerals and mining is highly, speculative in nature and involves significant financial and other risks which even careful evaluation, experience and knowledge may not eliminate. There is no certainty that expenditures made or to be made by the Company in exploring and developing mineral properties in which it has an interest will result in the discovery of commercially mineable deposits. Most exploration projects do not result in the discovery of commercially mineable deposit. While discovery of a mineral deposit may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. There can be no guarantee that exploration programs carried out by the Company will result in the development of profitable mining operations.

Title Matters

Any changes in the laws of Botswana relating to mining could have a material adverse effect to the rights and title to the interests held in those countries by the Company. No assurance can be given that applicable governments will not revoke or significantly alter the conditions of applicable exploration and mining authorizations nor that such exploration and mining authorizations will not be challenged or impugned by third parties.

Infrastructure

Exploration, development, mining and processing activities depend on the availability of adequate infrastructure. Reliable roads, bridges, sewer and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance of provision of such infrastructure could adversely affect activities and profitability of the Company.

Uninsured Risks

The mining business is subject to a number of risks and hazards including, but not limited to, environmental hazards, industrial accidents, labor disputes, encountering unusual or unexpected geologic formations or other geological or grade problems, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions and other acts of God. Such risks could result in damage to mineral properties or facilities, personal injury or death, environmental damage, delays in exploration, development or mining, monetary losses and possible legal liability. The Company maintains insurance against certain risks that are associated with its business in amounts that it believes to be reasonable at the current stage of operations. There can be no assurance that such insurance will continue to be available at economically acceptable premiums or will be adequate to cover any future claim.

Key Personnel

The Company is dependent upon on a relatively small number of key employees, the loss of any of whom could have an adverse effect on the Company. The Company currently does not have key personal insurance on these individuals.

New Standards, Amendments and Interpretations Adopted

There are no other standards which the Company would have been required to adopt in the period.

New Standards, Amendments and Interpretations

Certain pronouncements were issued by the ISAB or the IFRS Interpretive Committee that are mandatory for accounting periods beginning January 1, 2023 or later periods. These standards did not have a material impact on the Company.

Classification of Liabilities as Current or Non-current (Amendment to IAS 1)

The amendment to IAS 1 provides a more general approach to the classification of liabilities based on the contractual agreements in place at the reporting date. These amendments are effective for the reporting dates beginning on or after January 1, 2023. These standards did not have a material impact on the Company.

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. These amendments are effective for reporting periods beginning on or after January 1, 2023.

Amendments to IAS 8 – Definition of Accounting Estimates

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction between the two is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the financial statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. These amendments are effective for reporting periods beginning on or after January 1, 2023.

RELATED PARTY TRANSACTIONS

Remuneration of Key Management Personnel of the Company	**For the period ended June 30**	
	2023	2022
Short term employee remuneration and benefits	$166,500	$166,500
Stock based compensation	89,789	98,110
Total compensation attributed to key management personnel	$256,289	$264,610

- ◊ During the six-month period, an individual related to the CEO provided administrative and management services to the Company and was remunerated in 2023 in the amount of $24,000 (2022: $24,000).
- ◊ During the six-month period, an individual related to key management personnel of the Company received $6,5941 in stock-based compensation during the period (2022: $7,187).
- ◊ During the period, a board member was issued notes in the amount of $NIL (2022: $451,189).
- ◊ As at June 30, 2023, there was a total of $41,978 (2022: $NIL) payables to related parties included within accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and are due on demand.

OUTLOOK

Precious stones and metals exploration remain a high-risk undertaking requiring patience and persistence. Despite difficult capital markets in the junior resource sector and the general decrease in commodity prices, the Company remains committed to international commodity exploration through carefullyanaged programs.

The Company does not invest in financial instruments, nor does it do any hedging transactions.

ADDITIONAL INFORMATION

Additional information relating to Tsodilo Resources Limited is available on its website at:
www.TsodiloResources.com or through SEDAR at **www.sedar.com**

FORWARD-LOOKING STATEMENTS

The Annual Report, including this MD&A, contains, contains certain forward-looking statements related to, among other things, expected future events and the financial and operating results of the Company. Forward-looking statements are based on the opinions, assumptions and estimates of management as of the date such statements are made, and they are subject to a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievement expressed or implied by such forward-looking statements. Such assumptions include: the Company's ability to obtain necessary financing; the Company's expectations regarding the economy generally, results of operations and the extent of future growth and performance; and assumptions that the Company's activities will not be adversely disrupted or impeded by development, operating or regulatory risk. The Company believes that expectations reflected in this forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking information included in this MD&A should not be unduly relied upon.

There can be no assurance that such statements will prove to be accurate, as the Company's results and future events could differ materially from those anticipated in this forward-looking information as a result of those factors discussed in or referred to under the heading "Risks and Uncertainties" in the Company's AIF, as well as changes in general business and economic conditions, changes in interest and foreign currency rates, the supply and demand for, deliveries of and the level and volatility of prices of rough diamonds, costs and availability of power and diesel, acts of foreign governments and the outcome of legal proceedings, inaccurate geological and recoverability assumptions (including with respect to the size, grade and recoverability of mineral reserves and resources) and unanticipated operational difficulties (including failure of plant, equipment or processes to operate in accordance with specifications or expectations, cost escalations, unavailability of materials and equipment, government action or delays in the receipt of government approvals, industrial disturbances or other job actions, adverse weather conditions, and unanticipated events relating to health safety and environmental matters).

Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date the statements were made, and the Company does not assume any obligations to update or revise them to reflect new events or circumstances, except as required by law.

"s"

James M. Bruchs
Chairman and Chief Executive Officer

"s"

Gary A. Bojes
Chief Financial Officer

TSODILO RESOURCES LIMITED

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX-MONTH PERIOD ENDED JUNE 30, 2023

Unaudited – Prepared by Management

These Condensed Interim Consolidated Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34) using accounting policies consistent with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed interim consolidated financial statements have been authorized for release by the Company's Board of Directors on August 28, 2023.

CONTENTS:

Financial Reporting Responsibility of Management

Management's Responsibility for Condensed Interim Consolidated Financial Statements

These unaudited condensed interim consolidated financial statements have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions, which were not complete at the balance sheet date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34-Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances. These statements follow the same accounting policies and methods of application as the most recent annual audited financial statements. Accordingly, they should be read in conjunction with the most recent annual audited financial statements of the Company. All amounts are expressed in U.S. dollars unless otherwise indicated.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim consolidated financial statements and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying condensed unaudited interim consolidated financial statements of the Company have been prepared by, and are the responsibility of, the Company's management. The Company's independent auditor has not performed a review of these financial statements.

DATED this 28th day of August 2023.

TSODILO RESOURCES LIMITED

"s"	"s"
James M. Bruchs Chairman and Chief Executive Officer	Gary A. Bojes Chief Financial Officer

Tsodilo Resources Limited

Condensed Interim Consolidated Statements of Financial Position

(In United States dollars)

	June 30 2023	June 30 2022	December 31 2022
ASSETS			
Current			
Cash	**$ 2,088**	$ 6,643	$ 40,049
Accounts receivable and prepaid expenses	**46,477**	40,883	57,767
Total Current Assets	**48,565**	47,526	97,816
Exploration and evaluation assets *(note 3)*	**5,163,113**	6,166,487	5,572,595
Property, plant, and equipment *(note 4)*	**113,509**	201,380	137,882
Total Assets	**$5,343,187**	$6,415,393	$5,808,293
LIABILITIES			
Current			
Accounts payable and accrued liabilities *(note 9)*	**$ 1,095,969**	$ 732,068 732,068	$ 1,057,599
Short-term lease liability *(note 6)*	**4,448**	4,349	4,664
Notes payable (*notes 5 and 9)*	**1,581,046**	1,388,868	1,606,046
Total Current Liabilities	**2,681,463**	2,125,285	2,668,309
Long-term lease liability *(note 6)*	**10,444**	16,200	10,950
Total Liabilities	**2,691,907**	2,141,485	2,679,259
SHAREHOLDERS' EQUITY			
Share capital *(note 7)*	**51,313,354**	50,896,526	50,944,960
Contributed surplus *(note 7)*	**12,274,837**	12,044,874	12,198,392
Commitment to issue shares	**-**	--	95,068
Foreign translation reserve	**(7,384,105)**	(7.802.757)	(6,939,102)
Deficit	**(53,352,806)**	(51,584,735)	(53,170,284)
Total Equity	**2,651,280**	4,273,908	3,129,034
Total Liabilities and Equity	**$5,343,187**	$6,415,393	$5,808,293

Nature of operations and going concern *(note 1)*

Commitments and contingencies *(note 12)*

Subsequent events *(notes 5 and 15)*

See accompanying notes to the condensed interim consolidated financial statements.

,

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

"s" **"s"**

Jonathan R. Kelafant
Chairman, Audit Committee

James M. Bruchs
Chairman & CEO

Tsodilo Resources Limited

Condensed Interim Consolidated Statements of Operations and Comprehensive Income (Loss)

(In United States dollars)	Period Ended June 30			
	Three Months Ended		**Six Months Ended**	
	June 30 2023	June 30 2022	**June 30 2023**	June 30 2022
Administrative Expenses				
Corporate remuneration	**$115,047**	$133,233	**$240,185**	$ 264,070
Corporate travel and subsistence	**227**	1,742	**1,155**	1,742
Investor relations	**3,976**	15,259	**6,636**	16,426
Legal and audit	**170**	2,382	**14,657**	2,715
Filings and regulatory fees	**3,604**	16,305	**13,221**	17,671
Administrative expenses	**20,968**	23,870	**45,539**	36,853
Stock-based compensation *(note 7)*	**17,102**	130,106	**76,445**	163,500
	161,094	322,897	**397,838**	502,977
Other Income (Expense)				
Impairment of exploration and evaluation (note 3)		--	**--**	--
Other income, net of cost	**18,232**	45,135	**18,232**	69,050
Interest income	**--**	--	**--**	--
Realized gain on disposal of property, plant, and equipment	**--**	--	**--**	--
Foreign exchange gain (loss)	**(29,143)**	2,225	**(2,916)**	(242)
	(10,911)	47,360	**15,316**	68,808
Gain/(Loss) for the Period	**(172,005)**	(275,537)	**(382,522)**	(434,169)
Other Comprehensive Gain/(Loss)				
Foreign currency translation	**(196,406)**	(838.662)	**(445,003)**	(672,519)
Total Other Comprehensive Gain/(Loss)	**(196,406)**	(838,662)	**(445,003)**	(672,519)
Total Comprehensive Income (Loss) for the Period	**($358,411)**	($1,114,199)	**($827,525)**	($1,106,688)
Basic and diluted loss per share	**($0.00)**	($0.01)	**(0.01)**	($0.01)
Weighted average number of shares outstanding		52,338,022		49,499,581

See accompanying notes to the condensed interim consolidated financial statements.

Tsodilo Resources Limited

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(In United States dollars except for shares)

2023

	Share Capital		Contributed Surplus	Commitment to Issue Shares	Foreign Translation Reserve	Deficit	Total Equity
	Shares Issued	Amount	Stock-based compensation & Other				
Balance January 1, 2023	**49,837,081**	**$50,944,690**	**$12,198,392**	**$ 95,068**	**($6,939,102)**	**($53,170,284)**	**$3,139,034**
Options exercised	**2,500,941**	**368,394**	**--**	**(95,068)**	**--**	**--**	**273,326**
Stock-based compensation	**--**	**--**	**76,445**	**--**	**--**	**--**	**76,445**
Comprehensive loss	**--**	**--**	**--**	**--**	**(445,003)**	**(382,522)**	**(827,525)**
Balance June 30, 2023	**52,338,022**	**$51,313,354**	**$12,274,837**	**--**	**($7,384,105)**	**($ 53,552,806)**	**$2,651,280**

See accompanying notes to the condensed interim consolidated financial statements.

2022

	Share Capital		Contributed Surplus	Foreign Translation Reserve	Deficit	Total Equity
	Shares Issued	Amount	Stock-based compensation & Other			
Balance January 1, 2022	**49,499,581**	**$50,896,526**	**$11,881,374**	**($6,410,238)**	**($51,150,566)**	**$5,217,096**
Units Issued	**--**	**--**	**--**	**--**	**--**	**--**
Options exercised	**--**	**--**	**--**	**--**	**--**	**--**
Warrant exercised	**--**	**--**	**--**	**--**	**--**	**--**
Stock Based Compensation	**--**	**--**	**163,500**		**--**	**163,500**
Comprehensive loss	**--**	**--**	**--**	**(672,519)**	**(434,169)**	**(1,106,688)**
Balance June 30, 2022	**49,499,581**	**$50,896,526**	**$12,044,874**	**($7,082,757)**	**($51,584,735)**	**$4,273,908**

See accompanying notes to the condensed interim consolidated financial statements.

Tsodilo Resources Limited

Condensed Interim Consolidated Statements of Cash Flows

(In United States dollars)

	Periods Ended June 30	
	2023	2022
Cash provided by (used in):		
Operating Activities		
Net Loss for the Period	**($382,522)**	($434,169)
Adjustments for non-cash items:		
Impairment on exploration and evaluation	**--**	--
Interest on lease liability	**--**	--
Foreign exchange loss (gain)	**2,916**	(242)
Stock-based compensation	**76,445**	163,500
	(303,161)	(270,427)
Net change in non-cash working capital balances *(note 14)*	**49,660**	(163,110)
	(253,601)	(433,537)
Investing Activities		
Additions to exploration properties	**(44,471)**	(38,791)
Additions to plant, property & equipment	**--**	--
	(44,471)	(38,791)
Financing Activities		
Issuance (payment) of notes payable	**(25,000)**	451,159
Issuance of common shares and warrants	**368,394**	--
Commitment to issue shares	**(95,068)**	--
Cost of issuance	**--**	--
Options exercised	**--**	--
Cash payments on lease	**(722)**	--
	247,604	--
Impact of exchange on cash	**12,407**	451,159
Change in cash - for the period	**(34,961)**	1,930
Cash - beginning of year	**40,049**	4,713
Cash - end of period	**$ 2,088**	$ 6,643

Supplemental cash flow information – note 14

See accompanying notes to the condensed interim consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Tsodilo Resources Limited ("Tsodilo" or "the Company") is an exploration stage company which is engaged principally in the acquisition, exploration, and development of mineral properties in the Republic of Botswana.

The Company is considered to be in the exploration and development stage given that none of its properties are in production and, to date, have not earned any revenues. The recoverability of amounts shown for exploration and evaluation assets is dependent on the existence of economically recoverable reserves, the renewal or extension of exploration licenses, obtaining the necessary permits to operate a mine, obtaining the financing to complete exploration and development, and future profitable production. The Company is incorporated under the laws of the Yukon Territory, Canada, under the Business Corporations Act of Yukon and the address of the Company's registered office is 1 King Street West, 48th Floor, Toronto, Ontario, Canada, M5H 1A1. The Company currently exists under the Business Corporations Act of Yukon and its common shares are listed on the Canadian TSX Venture Stock Exchange ("TSXV") under the symbol TSD. The Company's stock also trades on the US OTCQB Venture Market under the symbol "TSDRF"; the Company continues to trade on the Canadian Toronto Stock Exchange Venture Exchange ("TSX Venture") under the symbol "TSD.V."

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company incurred a loss of ($382,522) and comprehensive loss of ($827,525) during the period ended June 30, 2023, and as of that date, the Company had an accumulated deficit of $53,552,806 and negative working capital of ($2,632,898). The Company has not generated any revenues or cash flows from operations since inception and does not expect to do so for the foreseeable future. The Company's continuation as a going concern depends on its ability to successfully raise financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company; therefore giving rise to a material uncertainty which may cast significant doubt as to whether the Company's cash resources and working capital will be sufficient to enable the Company to continue as a going concern for the 12-month period after the date of these condensed interim consolidated financial statements.

Consequently, management is pursuing various financing alternatives to fund operations and advance its business plan. To facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Company may determine to reduce the level of activity and expenditures further, or divest of certain mineral property assets, to preserve working capital and alleviate any going concern risk.

The condensed interim consolidated financial statements have been prepared on a going concern basis that contemplates the realization of assets and discharge of liabilities at their carrying values in the normal course of business for the foreseeable future; and do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

In February 2022, Russia commenced a military invasion of Ukraine. In response, many jurisdictions have imposed strict economic sanctions against Russia and its interests. While the Company does not have any operations in Ukraine or Russia, its business may be impacted as the conflict and economic sanctions may give rise to indirect impacts, including but not limited to, increased fuel prices, supply chain challenges and disruptions, logistics and transport disruptions and heightened cybersecurity disruptions and threats. Increased fuel prices and ongoing volatility of such prices may have adverse impacts on the Company's costs of doing business. The implications could result in a global economic downturn that could adversely affect the Company's business. The continuance or escalation of the military conflict between Russia and Ukraine and the corresponding economic sanctions imposed on Russia may also result in increased volatility in the market for the Company's securities and could have other effects which are currently unknown. The Company cannot accurately predict the impact that ongoing conflict in Ukraine will have on its financial position or operations. Uncertainty about judgments, estimates and assumptions made by management during the preparation of the Company's condensed interim consolidated financial statements related to potential impacts of the Ukraine-Russia conflict on revenue, expenses, assets, liabilities, and note disclosures could result in a material adjustment to the carrying value of the asset or liability affected.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance with International Financial Reporting Standards

These condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed interim consolidated financial statements have been authorized for release by the Company's Board of Directors on August 28, 2023.

(b) Basis of Preparation

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss which are stated at their fair value. These condensed interim consolidated financial statements are presented in United States dollars and include the accounts of the Company and the following direct and indirect subsidiaries:

Entity	**2022**	**2022**
Tsodilo Resources Bermuda Limited ("TRBL") [Bermuda]	100%	100%
Bosoto (Proprietary) Limited ("Bosoto") [Botswana]	100%	100%
Gcwihaba Resources (Proprietary) Limited ("Gcwihaba") [Botswana]	100%	100%
Newdico (Proprietary) Limited ("Newdico") [Botswana]	100%	100%
Idada Trading 361 (Pty) Ltd. ("Idada") [South Africa]	70%	70%

The accounting policies set out below have been applied consistently to all periods and years presented.

(c) Significant Accounting Judgments, Estimates and Assumptions

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reporting amounts of assets and liabilities, income, and expenses. Actual results may differ from these estimates.

Significant judgments are required with respect to the assessment of impairment of the Company's exploration and evaluation assets, the determination of the functional currency of the Company and its subsidiaries, potential tax exposures given the company operates in multiple jurisdictions, and the going concern assumptions. In particular, the carrying value of the Company's exploration and evaluation assets is dependent upon the Company's determination with respect to the future prospects of its exploration and evaluation assets and the ability of the Company to successfully complete the renewal or extension process for its exploration properties as required. The quantification of potential tax exposure is dependent on the relevant tax authorities' acceptance of the Company's positions.

(d) Earnings (Loss) per Common Share

Earnings (loss) per share calculations are based on the net income (loss) attributable to common shareholders for the period divided by the weighted average number of common shares issued and outstanding during the period.

Diluted earnings per share calculations are based on the net income (loss) attributable to common shareholders for the period divided by the weighted average number of common shares outstanding during the period plus the effects of dilutive common share equivalents. This method requires that the dilutive effect of outstanding options and warrants issued be calculated using the treasury stock method. This method assumes that all common share equivalents have been exercised at the beginning of the year (or at the time of issuance, if later), and that the funds obtained thereby were used to purchase common shares of the Company at the average trading price of common shares during the period. The incremental number of common shares that would be issued is included in the calculation of diluted earnings per share.

(e) ***<u>Exploration and Evaluation Assets</u>***

Exploration and evaluation assets include acquired mineral use rights for mineral properties held by the Company. The amount of consideration paid (in cash or share value) for mineral use rights is capitalized. The amounts shown for exploration and evaluation assets represent all direct and indirect costs relating to the acquisition, exploration and development of exploration properties, less recoveries, and do not necessarily reflect present or future values. These costs will be amortized against revenue from future production or written off if the exploration and evaluation assets are abandoned or sold. The Company has classified exploration and evaluation assets as intangible in nature. Depletion of costs capitalized on projects put into commercial production will be recorded using the unit-of-production method based upon estimates of proven and probable reserves.

Proceeds received from farm-out agreements or recoveries of costs are credited against the cost of related claims.

Ownership of exploration and evaluation assets involves certain inherent risks, including geological, commodity prices, operating costs, and permitting risks. Many of these risks are outside the Company's control. The ultimate recoverability of the amounts capitalized for exploration and evaluation assets is dependent upon the delineation of economically recoverable ore reserves, the renewal or extension of exploration licenses, obtaining the necessary financing to complete their development, obtaining the necessary permits to operate the mine, and realizing profitable production or proceeds from the disposition thereof.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full, from successful development or by sale.

(f) ***<u>Property, Plant and Equipment</u>***

Property, plant, and equipment are stated at cost, less accumulated depreciation. Depreciation is calculated on a straight-line basis over the following terms:

Hangar	over remaining life of land lease
Vehicles	5 Years
Furniture and equipment	3 – 4 Years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Where an item of property, plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of property, plant, and equipment. Expenditures incurred to replace a component of an item of property, plant and equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

(g) ***Cash***

Cash consists of cash held in banks and petty cash.

(h) ***Foreign Currency Translation***

(i) Functional and presentation currency

The Company's functional and presentation currency is the United States dollar ("U.S. Dollar"). The functional currencies of the Company's subsidiaries are as follows:

Tsodilo Resources Bermuda Limited	("TRBL")	U.S. Dollar
Gcwihaba Resources (Pty) Limited	("Gcwihaba")	Botswana Pula
Newdico (Pty) Limited	("Newdico")	Botswana Pula
Bosoto (Pty) Limited	("Bosoto"')	Botswana Pula
Idada Trading 361 (Pty) Ltd	("'Idada")	South African Rand

Each subsidiary and the Company's parent entity determine their own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(ii) Transactions and balances

Transactions in foreign currencies are initially recorded by applying the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into functional currency at the exchange rate prevailing at the reporting date.

(iii) Translation of foreign operations

As at the reporting date the assets and liabilities of Gcwihaba, Newdico, Bosoto, and Idada are translated into the presentation currency of the Company at the rate of exchange prevailing at the reporting date and their revenue and expenses are translated at the average exchange for the period. On consolidation, the exchange differences arising from the translation are recognized in other comprehensive income (loss) and accumulated in the foreign currency translation reserve.

If Gcwihaba, Newdico, Bosoto, and Idada were sold, the amount recognized in the foreign currency reserve would be reallocated to profit or loss as part of the gain or loss on disposal.

(i) ***Income Taxes***

Current taxes are the expected tax payable or receivable on the local taxable income or loss for the year, using the local tax rate enacted or substantively enacted at the reporting date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they are realized or settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affect neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(j) Share-based Compensation

The Company follows the fair value method of accounting for stock option awards granted to employees and directors, whereby services are rendered as consideration for equity instruments (equity-settled transactions). The fair value of stock options is determined by the Black-Scholes Option Pricing model with assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and an expected life of the options. The number of stock option awards expected to vest are estimated using a forfeiture rate based on historical experience and future expectations. The fair value of direct awards of stock is determined by the quoted market price of the Company's stock. Share-based compensation is amortized over the vesting period of the related stock option. When options are forfeited, any charges already recognized relating to unvested options are reversed. When an award is cancelled by the entity or by the counterparty, any remaining element of fair value of the award is expensed immediately through profit or loss. When an award expires unexercised the fair value originally allocated to the awardee remains in contributed surplus.

The Company uses graded or accelerated amortization which specifies that each vesting tranche must be accounted for as a separate arrangement with a unique fair value measurement. Each vesting tranche is subsequently amortized separately and in parallel from the grant date.

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates.

(k) Severance Benefits

Under Botswana law, the Company is required to pay severance benefits for full-time employees upon the completion of 5 years of continued service if the employee so elects or upon the termination of employment. Severance is earned at the rate of one day per month for an employee with less than five years of service and two days per month for employees with greater than five years of service. The specifics and benefits of the severance program mandated in Botswana are extended to full-time employees residing and working outside of Botswana. The cost of these severance benefits is accrued over the year of service until the benefit becomes payable. Portions of the severance expenses are capitalized to exploration and evaluation assets.

(l) Financial Assets

Under IFRS 9, all financial assets are initially recorded at fair value and designated upon inception into one of the following three categories: amortized cost, fair value through other comprehensive income ("FVOCI") or at fair value through profit or loss ("FVTPL"). All of the Company's financial assets are classified as amortized cost, being subsequently measured at amortized cost using the effective interest rate method.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve-month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

The Company derecognizes financial assets only when the contractual rights to cash flow from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in profit or loss.

(m) ***Financial Liabilities***

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or at amortized cost. Financial liabilities classified as at amortized cost are initially recognized at fair value less directly attributable transaction costs. After initial recognition, amortized costs are subsequently measured at amortized cost using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the relevant year. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability. The Company's accounts payable and accrued liabilities, lease liability, and notes payable are classified as at amortized cost. Financial liabilities classified as FVTPL include warrants with exercise prices denominated in a currency other than the Company's functional currency. Derivatives, including separated embedded derivatives, are also classified as FVTPL, and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. Transaction costs associated with FVTPL liabilities are expensed as incurred.

The Company derecognizes a financial liability when its contractual obligations are discharged or canceled or expire. The Company also derecognizes a financial liability when its terms are modified, and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value.

(n) ***Impairment of Assets***

At the end of each reporting period, the Company assesses each cash-generating unit to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of the fair value less cost to sell and the value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessment of the time value of money and the risk of a specific asset. If the recoverable amount of an asset is estimated to be less than it's carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the year. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Exploration and evaluation assets are assessed for impairment indicators under IFRS 6.

When an impairment subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

(o) ***Related Party Transactions***

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities and includes, but is not limited to, key management personnel, directors, affiliated companies, and project partners. A transaction is considered to be a related party transaction when there is a transfer of resources, services, or obligations between related parties.

(p) ***Share Capital***

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement ("Agreement"), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using the residual value method which involves comparing the selling price of the units to the Company's share price on the announcement date of the financing. The market value is then applied to the common share, and any residual amount is assigned to the Warrants. Warrants that are issued as payment for agency fees or other transaction costs are accounted for as share issue costs and are recognized in equity. When warrants are forfeited or are not exercised at the expiry date, the amount previously recognized in equity is transferred from reserves to deficit. In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate exchange on the date the shares are issued.

(q) ***Provision for Environmental Rehabilitation***

The Company recognizes liabilities for statutory, contractual, constructive, or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development, or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mining assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets. The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditure. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period. As at June 30, 2023, and 2022, the Company has determined that it does not have any decommissioning obligations.

(r) ***Lease Liability Accounting Policy***

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases of right-of-use assets are recognized at the lease commencement date at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, and otherwise at the Company's incremental borrowing rate. At the commencement date, a right-of-use asset is measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term, except where the lease contains a bargain purchase option a right-of-use asset is depreciated over the asset's useful life.

(s) ***New Standards, Amendments and Interpretations Not Yet Effective***

Certain pronouncements were issued by the ISAB or the IFRS Interpretive Committee that are mandatory for accounting periods beginning January 1, 2023, or later periods. These standards did not have a material impact on the Company.

Classification of Liabilities as Current or Non-current (Amendment to IAS 1)

The amendment to IAS 1 provides a more general approach to the classification of liabilities based on the contractual agreements in place at the reporting date. These amendments are effective for the reporting dates beginning on or after January 1, 2023. This standard did not have a material impact on the Company.

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. These amendments are effective for reporting periods beginning on or after January 1, 2023. This standard did not have a material impact on the Company.

Amendments to IAS 8 – Definition of Accounting Estimates

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction between the two is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the financial statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. These amendments are effective for reporting periods beginning on or after January 1, 2023. This standard did not have a material impact on the Company.

3. EXPLORATION AND EVALUATION ASSETS:

Exploration and evaluation assets are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Gcwihaba Botswana	
	Project BK 16 Precious Stones	Project PL 217 Precious Stones	Bosoto Total	Project PL091 Industrial Minerals Stones	Metals	TOTAL
Balance at December 31, 2021	**$3,567,524**	**$637,396**	**$4,204,920**	**$239,705**	**$2,369,157**	**$6,813,782**
Additions	33,573	13,169	46,742	64,150	75,877	186,769
Net Exchange Differences	(270,608)	(65,892)	(336,500)	(12,177)	(202,928)	(551,605)
Impairment	--	(584,673)	(584,673)	(291,678)	--	(876,351)
Balance at December 31, 2022	**3,330,489**	**--**	**3,330,489**	**--**	**2,242,106**	**5,572,595**
Additions	23,767	--	23,767	--	20,704	44.471
Net Exchange Differences	(326,882)	--	(326,882)	--	(127,071)	(453,953)
Impairment	--	--	--	--	--	--
Balance at June 30, 2023	**$3,027,374**	**$ --**	**$3,027,374**	**$ --**	**$2,135,739**	**$5,163,113**

Exploration and evaluation additions for the year-ended December 31, 2022, are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Gcwihaba Botswana	
	Project BK 16 Precious Stones	Project PL 217 Precious Stones	Bosoto Total	Project PL091 Industrial Minerals	Metals	TOTAL
Drilling Expenditures	$ 2,180	$ 147	$ 2,327	$ 457	$ 8,149	$10,933
Amortization Drill Rigs, Vehicles & Trucks	4,022	--	4,022	49,371	4,887	58,280
Geophysics	150	150	300	--	22,346	22,646
Lab Analyses & Assays	837	--	837	--	19,157	19,994
License Fees	80	117	197	150	820	1,167
Maintenance, & Consumables	8,849	6,446	15,295	6,385	6,704	28,384
Salaries, Wages & Services	17,455	6,309	23,764	7,787	13,814	45,365
Balance at December 31, 2022	**$33,573**	**$13,169**	**$46,742**	**$64,150**	**$75,877**	**$186,769**

Exploration and evaluation additions for the period-ended June 30, 2023, are summarized as follows:

	Bosoto Botswana			**Newdico Botswana**	**Gcwihaba Botswana**	
	Project BK 16 Precious Stones	**Project PL 217 Precious Stones**	**Bosoto Total**	**Project PL091 Industrial Minerals**	**Metals**	**TOTAL**
Drilling Expenditures	$ 1,040	$ --	$ 1,040	$ --	$ 3,032	$4,072
Amortization Drill Rigs, Vehicles & Trucks	--	--	--	--	--	--
Geophysics	--	--	--	--	--	--
Lab Analyses & Assays	--	--	--	--	--	--
License Fees	38	--	38	--	413	451
Maintenance, & Consumables	3,855	--	3,855	--	6,225	10,081
Salaries, Wages & Services	18,834	--	18,834	--	11,0.4	29,867
Balance at June 30, 2023	**$23,767**	**$--**	**$23,767**	**$--**	**$20,704**	**$44,471**

Exploration and evaluation additions for the period-ended June 30, 2022, are summarized as follows:

	Bosoto Botswana			**Newdico Botswana**	**Gcwihaba Botswana**	
	Project BK 16 Precious Stones	**Project PL 217 Precious Stones**	**Bosoto Total**	**Project PL091 Industrial Minerals**	**Metals**	**TOTAL**
Drilling Expenditures	$ 566	$ --	$ 566	$ 142	$ 2,153	$2,861
Amortization Drill Rigs, Vehicles & Trucks	--	--	--	--	--	--
Geophysics	105	105	210	105	105	420
Lab Analyses & Assays	--	--	--	--	--	--
License Fees	42	61	103	56	429	588
Maintenance, & Consumables	3,204	1,947	5,151	6,161	5,464	16,776
Salaries, Wages & Services	7,247	2,455	9,702	3,175	5,269	18,146
Balance at June 30, 2022	**$11,164**	**$4,568**	**$15,732**	**$9,639**	**$13,420**	**$38,791**

General

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of permits and the potential for problems arising from government conveyance accuracy, prior unregistered agreements or transfers, native land claims, confirmation of physical boundaries, and title may be affected by undetected defects. The Company does not carry title insurance.

Exploration and Evaluation Assets (Royalties)

In the third Quarter 2017, the Company reached an agreement with Sandstorm Gold Ltd. ("Sandstorm") (NYSE MKT: SAND, TSX: SSL) to grant royalties on three projects in consideration of the payment of $1,500,000 USD.

The package of assets in the Royalty Sale includes:

◊ the grant of a 1% Net Smelter Return (NSR) on the Company's wholly owned Botswana subsidiary Gcwihaba Resources (Pty) Ltd. prospecting metal licenses in northwest Botswana;

◊ the grant of a 1% Gross Proceeds Royalty (GPR) on the Company's Botswana wholly owned subsidiary Bosoto (Pty) Ltd. precious stone prospecting license (PL217/2016) located in the Orapa Kimberlite Field; and,

◊ the grant of a 1% NSR on the Company's 70% owned South African subsidiary Idada 361 (Pty) Ltd. gold and silver prospecting license located in the Barberton Greenstone Belt in the Mpumalanga province of South Africa.

Sandstorm shall have a right of first refusal with respect to any third-party bona fide offers to purchase a metal or precious stone royalty on the properties.

On July 23, 2020, the Company reached an agreement with TBM (Pty) Ltd. ("TBM") to grant royalties (Royalty income) on its Botswana subsidiary Gcwihaba (Pty) Ltd. ("Gcwihaba") then seven (7) metal prospecting licenses in consideration of the payment of $500,000 USD.

The package of assets in the Royalty Sale includes:

◊ the grant of a 0.5% Net Smelter Return or Net Mineral Return on Gcwihaba's five (5) prospecting metal licenses in northwest Botswana.

Gcwihaba Resources (Pty) Ltd ("Gcwihaba") – Botswana

In 2017, Gcwihaba, a wholly owned subsidiary of the Company, held twenty-one (21) metal (base, precious, platinum group, and rare earth) Prospecting Licenses (PL) in the North-West district of which seven (7) were then in renewal. 21 licenses were relinquished, and the core seven licenses were given an initial grant effective October 1, 2018. These new licenses have an initial grant term of three (3) years to be followed by 2 two-year renewal periods. The relinquishment of the aforementioned licenses or portions thereof did not cause a reduction or change in the continuing overall exploration program nor impact the chances of the overall success of the program.

Two-year renewal applications were filed in the second quarter of 2021 reducing the overall license package from 4,021 km^2 to 2,465 km^2 consisting of five (5) prospecting licenses. The reduction in the license area package had no impact of the prospectivity of the project area.

On November 30, 2021, PL's 021- 024/2018 were renewed for a two-year term effective January 1, 2022. PL020 is pending approval. The four licenses combined have a proposed minimum exploration expenditure requirement of 8,020,080 BWP ($586,870 USD) as at June 30, 2023. The fifth license is currently the subject of litigation, see note 13 for a summary description.

Bosoto (Pty) Ltd ("Bosoto") – Botswana

Tsodilo was granted PL369/2014 over the BK16 kimberlite pipe through its 100% owned Botswana subsidiary, Bosoto, effective October 1, 2014. The prospecting license was renewed for an additional two-year period commencing October 1, 2017, and a second two-year renewal application was granted effective October 1, 2019. On June 21, 2021, a two-year renewal of the license was granted effective October 1, 2021, for pandemic relief. The license has a proposed minimum exploration expenditure requirement of 4,002,000 BWP ($2,946,967 USD) as at June 30, 2023. An application for a three-year extension in order to complete the work program delayed by the pandemic was filed during the quarter and is pending.

PL 217/2016 was acquired in the second quarter of 2017. The license had an effective date of January 1, 2017, for an initial period of 3-years followed by two 2-year renewals. The first renewal was granted on June 29, 2020, to be effective July 1, 2020.

A review of the Company's extensive exploration work on PL217/2016 was performed in the fourth quarter and it was determined that there is not enough gravel tonnage to make an economic project. Accordingly, the license was relinquished in its entirety in the 4th quarter. The Company has written off the capitalized cost of $584,673 as impaired for that one license as at the year-ended December 31, 2022.

Newdico (Pty) Ltd ("Newdico") – Botswana

The Company holds a 100% interest in Newdico, which held one (1) industrial mineral (granite & dolerite) license.

In the 4th quarter, a review of available data indicated that it is uneconomical to exploit. The Company decided to relinquish the license in its entirety. The Company has written off the capitalized costs of $291,678 as impaired as at the year-ended December 31, 2022.

4. PROPERTY, PLANT, AND EQUIPMENT

Cost	Hangar	Vehicles	Furniture and Equipment	Right of Use Asset	Total
As at December 31, 2021	$168,740	$ 739,413	$ 426,496	$25,743	$ 1,360,392
Foreign Exchange Difference	(14,260)	(62,487)	(34,572)	(2,176)	(113,495)
As at December 31, 2022	154,480	676,926	391,924	23,567	1,246,897
Foreign exchange Difference	(7,140)	(31,287)	(17,310)	(1,089)	(56,826)
As at June 30, 2023	$147,340	$645,639	$374,614	$22,478	$1,190,071

Accumulated Depreciation	Hangar	Vehicles	Furniture and Equipment	Right of Use Asset	Total
As at December 31, 2021	$97,762	$732,400	$313,072	$5,149	$1,148,383
Depreciation	17,007	4,586	29,904	4,714	56,211
Foreign exchange Difference	(12,726)	(61,894)	(20,523)	(435)	(95,578)
As at December 31, 2022	102,044	675,092	322,453	9,427	1,109,015
Depreciation	--	--	--	--	--
Foreign Exchange Difference	(4,716)	(31,203)	(14,099)	(436)	(50,453)
As at June 30, 2023	$97,328	$643,889	$308,354	$8,991	$1,058,562

Net book value					
As at December 31, 2022	$52,436	$1,834	$69,470	$14,140	$137,882
As at June 30, 2023	**$50,013**	**$1,730**	**$66,260**	**$13,487**	**$131,509**

For the period ended June 30, 2023, $NIL (2022: $NIL) in depreciation has been capitalized under exploration properties.

5. NOTES PAYABLE

As at June 30, 2023, notes payable in the amount of $1,581,046 were outstanding from a related party. The notes have an annual interest rate of 8% and one of the notes carries a termination fee of 10% upon early redemption of the note for which there is an embedded derivative arising – the fair value of this is NIL. In addition, at the option of the note holder, the December 2018 note can be converted to stock at the discretion of the holder during future private placements that raise a minimum of CAD $500,000, of those future private placements at the price of the private placement. The remaining notes are due on demand.

The notes payable at June 30, 2023, are summarized as follows:

Date	Balance 12/31/2022	Changes in 2023	Balance 12/31/2022	Interest Rate	Termination Fee	Maturity Date
31-Dec-18	$273,006	$--	$273,006	8%	$27,300	31-Dec-23*
30-Jun-19	207,242	--	207,242	8%	NIL	On Demand
31-Dec-19	57,684	--	57,684	8%	NIL	On Demand
01-Oct-20	192,042	--	192,042	8%	NIL	On Demand
21-Jun-21	26,500	--	26,500	8%	NIL	On Demand
27-Jul-21	26,500	--	26,500	8%	NIL	On Demand
28-Aug-21	27,000	--	27,000	8%	NIL	On Demand
27-Sep-21	25,500	--	25,500	8%	NIL	On Demand

31-Dec-21	102,235	--	102,235	8%	NIL	On Demand
30-Jun-22	451,159	--	451,159	8%	NIL	On Demand
21-Sep-22	25,000	(25,000)	--	8%	NIL	19-Dec-22
30-Sep-22	100,738	--	100,738	8%	NIL	On Demand
31-Dec-22	91,440	--	91,440	8%	NIL	On Demand
Total	**$1,606,046**	**($25,000)**	**$1,581,046**		**$27,300**	

*During the year-ended December 31, 2022, $273,006 of notes payable had its maturity extended from December 31, 2022, to December 31, 2023.

- On June 30, 2022, a promissory note was issued for $451,159 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On September 21, 2022, a promissory note was issued for $25,000. The note matured on December 19, 2022, and has an annual interest rate of 8%.
- On September 30, 2022, a promissory note was issued for $100,738 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On December 31, 2022, a promissory note was issued for $91,440 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On January 17, 2023, a $25,000 promissory note dated September 21, 2022, was paid.

The notes payable at December 31, 2022, are summarized as follows:

Date	Balance 12/31/2021	Changes in 2022	Balance 12/31/2022	Interest Rate	Termination Fee	Maturity Date
31-Dec-18	273,006	--	273,006	8%	27,300	31-Dec-22*
30-Jun-19	207,242	--	207,242	8%	NIL	On Demand
31-Dec-19	57,684	--	57,684	8%	NIL	On Demand
01-Oct-20	192,042	--	192,042	8%	NIL	On Demand
21-Jun-21	26,500	--	26,500	8%	NIL	On Demand
27-Jul-21	26,500	--	26,500	8%	NIL	On Demand
28-Aug-21	27,000	--	27,000	8%	NIL	On Demand
27-Sep-21	25,500	--	25,500	8%	NIL	On Demand
31-Dec-21	102,235	--	102,235	8%	NIL	On Demand
30-June-22		451,159	451,159	8%	NIL	On Demand
30-Sept-22		100,738	100,738	8%	NIL	On Demand
01-Oct-22		25,000	25,000	8%	NIL	On Demand
31-Dec-22		91,440	91,440	8%	NIL	On Demand
Total	**$937,709**	**$668,337**	**$1,606,046**		**$27,300**	

*During the year-ended December 31, 2021, $273,006 of notes payable had its maturity extended from December 31, 2021, to December 31, 2022.

- On June 30, 2022, a promissory note was issued for $451,159 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On September 30. 2022 a promissory note was issued for $100,738 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On October 1, 2022, a promissory note was issued $25,000. The note is payable on demand and has an annual interest rate of 8%.
- On December 31, 2022, a promissory note was issued for $91,440 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.

6. LEASE LIABILITY

	June 30 2023	2022
Lease liability opening balance	**$ 21,633**	$ 21,633
Additions	**--**	--
Payments	**(6,203)**	--
Accretion	**1,858**	--
Exchange difference	**(2,066)**	(1,084)
Lease liability ending balance	**15,222**	20,549
Less current portion	**(4,547)**	(4,349)
Long-term portion	**$ 10,675**	$ 16,200

During the year ended December 31, 2021, the Company recognized right of use assets and a corresponding lease liability of $27,211. The incremental borrowing rate for the lease liability recognized was 10%. No other lease liability activity occurred through to June 30, 2023.

7. SHARE CAPITAL

(a) Common Shares

Authorized, Issued and outstanding

The authorized capital stock of the Company comprises an unlimited number of common shares with no par value. Issued and outstanding: 52,338,022 Common Shares as at June 30, 2023, and 49,837,081 at December 31. 2022 and 49,499,581 at June 30, 2022.

1) Issued during the year ended December 31, 2023:

- On January 25, 2023, 2,500,941 units were issued at a price of C$0.20 for proceeds to the Company of $368,394 (C$500,188). Each unit includes one common share and one warrant entitling the holder thereof to purchase one common share until the close of business on January 25, 2025, at USD $0.20.

2) Issued during the year ended December 31, 2022:

- On July 12, 2022, 237,500 (C$0.09) options were exercised for proceeds of $16,452 (C$21,375). The fair value of $10,206 (C$13,276) was reclassified from contributed surplus to share capital.
- On July 12, 2022, 100,000 (C$0.17) options were exercised for proceeds of $13,050 (C$17,000). The fair value of $8,726 (C$11,350) was reclassified from contributed surplus to share capital.

(b) Warrants

As at June 30, 2023, and 2022, the following warrants were outstanding:

Grant Date	Expiry Date	Grant Price (USD)	Granted	Outstanding	Exercisable
January 25, 2023	January 25, 2025	$0.20	2,500,941	2,500,941	2,500,941
January 25, 2021	July 25, 2023	$0.55	2,686,038	2,504,055	2,504,055
February 10, 2021	August 10, 2023	$0.55	300,000	300,000	300,000

Expiry	Exercise price (USD)	Warrants outstanding	Remaining contractual life (years)
January 25,2025	$0.20	2,500,941	1.83
July 25, 2023*	$0.55	2,504,055	0.56
August 10, 2023*	$0.55	300,000	0.61
		5,304,996	

*During the year-ended December 31, 2022, the expiry of the warrants has been extended from January 25, 2023, and February 10, 2023, to July 25, 2023, and August 10, 2023.

	Number of Warrants	Weighted Average Exercise Price
Outstanding as at December 31, 2022	2,804,055	$0.55
Issued	2,500,941	$0.20
Exercised	--	--
Outstanding as at June 30, 2023	**5,304,996**	**$0.39**

- On January 25,2023, the company issued 2,500,941 warrants with an exercise price of $0.20, expiring on January 25, 2025. As the strike price of these warrants is in U.S. Dollars, the warrants were classified as equity instruments. The values of the units are equal to the value of the common shares at the issuance date.
- On January 25, 2021, the Company issued 2,686,038 warrants with an exercise price of $0.55, expiring on January 25, 2023; these were extended to July 25, 2023. As the strike price of these warrants is in U.S. Dollars, the warrants were classified as equity instruments. The values of the units are equal to the value of the common shares at the issuance date.
- On February 10, 2021, the Company issued 300,000 warrants with an exercise price of $0.55, expiring on February 10, 2023; there were extended to August 10, 2023. As the strike price of these warrants is in U.S. Dollars, the warrants were classified as equity instruments. The values of the units are equal to the value of the common shares at the issuance date.
- On September 30, 2021, 143,801 warrants were exercised for proceeds of USD $79,090.
- On December 31, 2021, 38,182 warrants were exercised for proceeds of USD $21,001.

No warrants were issued, exercised, or expired during the period ended June 30, 2023.

(c) Stock Option Plan

The Company has a stock option plan ("SOP") providing for the issuance of options that cannot exceed 9,830,420 shares of common stock. The Company may grant options to directors, officers, employees, and contractors, and other personnel of the Company or its subsidiaries. The exercise price of each option cannot be lower than the market price of the shares being the closing price of the Company's common shares on the TSX Venture Exchange the day before the grant date. Options generally vest ratably over an eighteen-month period, beginning with the date of issuance and every 6 months thereafter, and expire in five years from the date of grant as determined by the Board of Directors. On May 20, 2021, shareholders voted to increase the number of common shares of the Corporation reserved for issuance pursuant to the Stock Option Plan to 9,830,340 to reflect an amount equal to 20% of the outstanding common shares outstanding as at May 20, 2021.

The following Table summarizes the Company's stock option activity for the years ended June 30, 2023, and 2022:

	Number of Options	Weighted Average Exercise Price
Outstanding as at December 31, 2021	3,140,750	C$0.49
Granted	1,425,000	C$0.39
Exercised	(337,500)	C$0.12
Expired	(547,000)	C$0.80
Outstanding as at December 31, 2022	3,681,250	C$0.43
Granted	1,600,000	C$0.21
Exercised	--	C$0.12
Expired	(625,000)	C$0.58
Outstanding as at June 30, 2023	4,656,250	C$0.33

2023

◊ On January 1, 2023, the company granted 650,000 options exercisable at C$0.20.
◊ On January 2, 2023, 175,000 stock options exercisable at C$0.65 expired.
◊ On March 25, 2023, 450,000 stock options exercisable at C$0.55 expired.
◊ On June 12, 2023, the company granted 950,000 options excisable at C$0.21

2022

◊ On January 1, 2022, the company granted 425,000 options at C$0.64.
◊ On January 2, 2022, 125,000 stock options exercisable at C$0.69 expired.
◊ On April 3, 2022, 350,000 stock options exercisable at C$0.85 expired.
◊ On July 1, 2022, the company granted 1,000,000 options at C$0.29.
◊ On July 12, 2022, 237,500 (C$0.09) options were exercised for proceeds of $16,452 (C$21,375).
◊ On July 12, 2022, 100,000 (C$0.17) options were exercised for proceeds of $13,050 (C$17,000).
◊ On November 21, 2022, 72,000 stock options exercisable at C$0.75 expired.

The weighted average trading price of the Company's shares on the dates of the exercises of stock options was C$0.70 (2021 – C$0.71) for the year ended December 31, 2022.

The following assumptions were used in the Black Scholes option pricing model to fair value the stock options granted during the years ended June 30, 2023, and 2022:

	2023	2022
Expected lives	**3.96 years**	3.96 years
Expected volatilities (based on Company's historical prices)	**118.77%**	113.56%
Expected dividend yield	**0%**	0%
Risk free rates	**4.07%**	1.11%
Weighted average fair value of option	**$0.16**	$0.49

The following table summarizes stock options outstanding as at June 30, 2023:

Options Outstanding				**Options Exercisable**		
Exercise Price (C$)	Number of Outstanding Options	Weighted Average Exercise Prices (C$)	Weighted Average Remaining Contractual Life (Years)	Number of Exercisable Options	Weighted Average Exercise Prices (C$)	Weighted Average Remaining Contractual Life (Years)
C$0.28	50,000	C$0.28	0.51	50,000	C$0.28	0.51
C$0.17	375,000	C$0.17	0.94	375,000	C$0.17	0.94
C$0.07	162,500	C$0.07	1.51	162,500	C$0.07	1.51
C$0.09	218,750	C$0.09	2.23	218,750	C$0.09	2.23
C$0.47	275,000	C$0.47	2.51	275,000	C$0.47	2.51
C$0.75	550,000	C$0.75	2,89	550,000	C$0.75	2.89
C$0.64	425,000	C$0.64	3.51	318,750	C$0.64	3.51
C$0.29	1,000,00	C$0.29	4.00	500,000	C$0.29	4.00
C$0.20	650,000	C$0.20	4.51	162,500	C$0.20	4.51
C$0.21	950,000	C$0.21	4,95			
	4,656,250	C$0.33	3.55	2,612,500	C$0.40	2,77

8. INCOME TAXES

The recovery of income taxes varies from the amounts that would be computed by applying the Canadian federal and provincial statutory rate for 2022 of approximately 27% (2021: 27%) to loss before income taxes as follows:

	December 31, 2022	**December 31, 2021**
Loss for the year	($2,019,718)	($1,316,206)
Income tax rate	27.00%	27.00%
Expected income tax recovery	($545,324)	($355,376)
Foreign operation taxed at lower rates	50,135	4,420
Permanent differences	78,807	76,654
Change in benefits not recognized	416,382	274,302
Provision for income taxes	$ --	$ --

As of December 31, 2022, the following deferred tax assets and liabilities have been recognized:

	December 31, 2022	**December 31, 2021**
Property, Plant and Equipment	($19,000)	($24,000)
Exploration & Evaluation Assets	(2,066,000)	(2,424,000)
Deferred tax liabilities	(2,085,000)	(2,448,000)
Tax losses carried forward	2,085,000	2,448,000
Net deferred income tax asset recorded	$--	$--

As at December 31, 2022, the Company has unrecognized deductible temporary differences aggregating to $14,434,000 (2021: $13,082,000), that are available to offset future taxable income. However, these temporary differences relate to companies with a history of losses, and as a result are not recognized.

	December 31, 2022	December 31, 2021
Losses carried forward – Botswana	$4,812,000	$4,232,000
Losses carried forward – Canada	9,263,000	8,435,000
Other	359,000	415,000
	$14,434,000	$13,082,000

The Canadian tax losses of $9,263,000 (2021: $8,435,000) expire from 2026 through to 2042. The majority of Botswana tax losses can be carried forward indefinitely with the remainder expiring within five years.

9. RELATED PARTY TRANSACTIONS

Remuneration of Key Management Personnel of the Company	For the period ended June 30	
	2023	2022
Short term employee remuneration and benefits	$166,500	$166,500
Stock-based compensation	89,789	98,110
Total compensation attributed to key management personnel	$256,289	$264,610

- ◊ During the quarter, an individual related to the CEO provided administrative and management services to the Company and was remunerated in 2022 in the amount of $24,000 (2022: $24,000).
- ◊ During the quarter, an individual related to key management personnel of the Company received $6,594 in
  stock-based compensation during the year (2022: $7,187).
- ◊ During the quarter, a board member was issued notes in the amount of $NIL (2022: $451,189).
- ◊ As at June 30, 2023, there was a total of $41,978 (2022: $NIL) payables to related parties included within accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and are due on demand.

There are no other related party transactions.

10. SEGMENTED INFORMATION

The Company operates in one industry. As at June 30, 2023, the Company's property, plant, and equipment in Botswana was $131,509 (2022: $201,380) and exploration and evaluations properties in Botswana were $5,163,113 (2022: $6,166,487).

11. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, accounts receivable, accounts payable and accrued liabilities, lease liabilities and notes payable.

The fair value of financial instruments is determined by valuation methods depending on hierarchy levels as defined below:

1. Level 1 of the fair value hierarchy includes unadjusted quoted prices in active markets for identical assets or liabilities;
2. Level 2 of the hierarchy includes inputs that are observable for the asset or liability, either directly or indirectly; and
3. Level 3 includes inputs for the asset or liability that are not based on observable market data.

The Company has no financial instruments measured at fair value.

Risk Exposure and Management

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, foreign exchange risk, and interest rate risk. Where material these risks are reviewed and monitored by the Board of Directors.

(a) Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to pursue the development and exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares and stock options. The Company manages the capital structure and makes adjustments to it considering changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire, or dispose of assets or adjust the amount of cash on hand.

The Company anticipates continuing to access equity markets to fund continued exploration of its mineral properties and the future growth of the business. However, there is no guarantee that such financing will be available when required.

There has been no change in the Company's approach to capital management during 2022. The Company is not subject to externally imposed capital requirements.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is considered to be in the exploration stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company has a working capital deficiency of $2,632,898 at June 30, 2023 (2022: $2,077,758).

(c) Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash balances. The Company limits exposure to credit risk through maintaining its cash with high-credit quality financial institutions. The majority of the Company's cash is held with a major Canadian based financial institution.

(d) Interest Rate Risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. Because the cash is held on deposit at financial institutions and may be withdrawn at any time, and the notes payable have fixed interest rates, the Company's exposure to interest rate risk is not significant.

(e) Foreign Exchange Risk

The Company is exposed to currency risks on its Pula denominated working capital balances due to changes in the USD/BWP exchange rate. Based on the net Pula denominated financial instruments exposures as at June 30, 2023, a ten-percentage change in the exchange rate would result in approximately a ($40,000) [2022: ($75,718)] impact to the Company's net comprehensive income/(loss).

The Company issues equity in Canadian dollars and the majority of its expenditures are in U.S. dollars. The Company purchases U.S. dollars based on its near-term forecast expenditures and does not hedge its exposure to currency fluctuations.

12. COMMITMENTS AND CONTINGENCIES

Prospecting Licenses

The Company holds prospecting licenses which require the Company to spend a proposed minimum amount on prospecting over the period of the licenses.

The Company has proposed mineral interest commitments with its Bosoto and Gcwihaba licenses. The Company is to make exploration expenditures of approximately $2,946,967 (40,002,000 BWP) by September 30, 2023, on its PL369/2014 Bosoto license and approximately $586,870 (8,020,080 BWP) by December 31, 2023, on its Gcwihaba licenses. Lease & Service Commitments

Currently, the aggregate minimum annual payments are as follows:

Year	Facility	Term	BWP			USD*
			Yearly Rental	Services	Total	
2023	Hangar Maun[1]	2/01/2016 – 12/31/2026	163,512	24,527	188,039	$14,523
2023	Shakawe Plot[2]	1/01/2021 – 12/31/2025	77,880	-	77,880	6,015
2023	Gaborone[3]	2/01/2022 – 1/31/2023	-	98,000	98,000	7,570
2023	Letlhakane Plot[4]	2/21/2018 – 12/31/2068	29,998	-	29,998	2,317
	Total					$30,425

*aggregate costs converted at January 1 of the current calendar year

[1] Newdico purchased the hangar facility from Commercial Holdings (Pty) Ltd. (CHPT) in February 2016. The hangar facility resides on a commercial plot located at the Maun International Airport rented by CHPT from Civil Aviation Authority of Botswana (CAAB). The purchase agreement called for a transfer of the CPHT/CAAB lease to Newdico upon purchase of the hangar facility. The parties all agree to the transfer taking place but to date, the lease transfer has not occurred. The lease has an effective date of January 1, 2016, and continues for 10 years at 8% escalation annually which may be reviewed every three (3) years at market and commercial rates. As at February 1, 2023, the monthly lease payment is 13,710 BWP / month in addition to a fee of 15% of monthly rental for security and general maintenance at the airport complex.

[2] The lease has an effective date of January 1, 2021, and is renewable at the Company's option for an additional 6 years expiring on December 31, 2025. The monthly lease payment is 6,490 BWP increasing 420 BWP annually in each successive year.

[3] The twelve-month service agreement has an effective date of February 1, 2023, and is renewable at the company's option for an additional year expiring January 31, 2024. The monthly lease payment is 8,000 BWP/month.

[4] The lease term has an effective date of February 2018. Newdico's obligations under the lease are effective as of October 1, 2020. The lease cost is 29,998 BWP per annum, which may be reviewed every five (5) years at market and commercial rates. The lease has a term of fifty (50) years cancelable by either party on six (6) months' notice.

13. Litigation:

On or about June 30, 2021, the Company's wholly owned Botswana subsidiary, Gcwihaba Resources (Pty) Ltd. (Gcwihaba) submitted prospecting renewal license applications for its Xaudum Iron Formation project in northwest Botswana. Of the then current 7 licenses, two licenses were relinquished in their entirety and 5 were submitted for renewal. Collectively 50% of the combined license area in the 7 licenses was relinquished pursuant to Section(s) 17 and 19 of the Mines and Minerals Act.

Four of the five licenses that contain the vast bulk of the exploration target in the Xaudum Iron Formation project were renewed as submitted, effective January 1, 2022, while the fifth license, PL020/2018, continued in renewal.

Despite periodic inquiries as to the license renewal status, Tsodilo was first apprised of a possible reason for the continued delay on April 26, 2022, when the Minister of Minerals and Energy (MME) informed Gcwihaba that part of the area included in license PL020/2018 is in the buffer zone surrounding the Okavango Delta, a UNESCO World

Heritage Property, and that any prospecting activities in that area would be subject to environmental assessment measures.

On April 27, 2022, Gcwihaba promptly responded by reminding the MME that:

(i) the license in question has existed in its present form since 2008, six years before the buffer zone was established;
(ii) prior to establishment of the current buffer zone in 2014, significant exploration had already been conducted in that area and a compliant NI 43-101 Inferred Mineral Resource Statement prepared by SRK was submitted to the MME identifying a mineral resource of 441 Mt grading 29.4% Fe;
(iii) when it was established in 2014, the current buffer zone encroached on a portion (169 Mt) of the Company's identified mineral resource; and
(iv) the prospecting license including this area has since that time been renewed and re-granted multiple times without any controversy.

Gcwihaba also expressed complete agreement that prospecting, and mining activities were permitted in the buffer zone subject to various environmental standards and practices spelled out in Botswana law, and further affirmed its commitment to comply with all such requirements and to develop the Xaudum Iron Formation project in an environmentally friendly manner.

With apparent agreement as to the facts and applicable law, and with renewed and unequivocal assurance from Gcwihaba that it would be sensitive to environmental issues and would fully comply with all laws and regulations in this regard, it was expected that any concerns had been more than addressed and that the PL020/2018 license would now be renewed in short order.

However, in a letter received on June 15, 2022, despite its earlier clear statements to Tsodilo that exploration and mining could be conducted in the buffer zone, and a history of similar statements by the Botswana government in multiple earlier UNESCO filings, the Ministry advised that the PL020/2018 license would not be renewed if it included any areas located within the buffer zone.

To reach a mutually acceptable resolution, the Company filed a revised renewal application reducing the buffer zone area of the license block to only an area proximate to a paved airport landing strip, a hospital and a shopping center all established, extended, or rebuilt after 2014 and all within the buffer zone. To date, the Company has received no response to the revised license application.

While the bulk of the Company's Xaudum Iron Formation resource remains free of any dispute, the area within the buffer zone is of sufficient value that the Company believes further efforts are appropriate to protect shareholder interest, and further believes that the conduct of the Botswana government in connection with the license renewal process has left no recourse other than seeking resolution in the courts. Accordingly, litigation was initiated on October 31, 2022, and an oral hearing was held in the High Court in Maun, Botswana on April 18, 2023. The High Court's decision in the matter is pending.

For more detailed information on all the above, and in the interest of transparency, the Company has established a landing page regularly updated to include all records related to this matter. Please see: https://tsodiloresources.com/s/MMGE.asp.html.

14. NOTES TO THE CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended June 30	
	2023	2022
Net change in non-cash working capital balances:		
(Increase) decrease in accounts receivable and prepaid expenses	**$ 11,290**	**($4,913)**
Increase (decrease) in accounts payable and accrued liabilities	**38,370**	**(158,197)**
Increase in notes payable for operating activities	**--**	**--**
Total	**$49,660**	**($163,110)**
Non-cash Financing and Investing Activities:		
Issuance of common shares for accounts payable and accrued liabilities	**$ --**	$ --
Issuance of common shares for notes payable	**$ --**	$ --
Reclassification of accounts payable to notes payable	**$ --**	$ --
Lease assets acquired	**$ --**	$ --
Fair value of options exercised	**$ --**	$ --

15. SUBSEQUENT EVENTS

On July 25, 2023, 2,504,055 outstanding warrants issued at $0.55 expired.

On August 10, 2023, 300,000 outstanding warrants issued at S0.55 expired.

On July 1, 2023, a promissory note was issued for $166,880 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.