

TELEPHONE: (267) 3656600  
FAX: (267) 3909368  
REF:



MINISTRY OF MINERALS, ENERGY AND  
WATER RESOURCES  
PRIVATE BAG 0018  
GABORONE  
BOTSWANA

DATE 12/05/2022

TO: GCHHABA RESOURCES  
PTY LTD

**ACKNOWLEDGEMENT LETTER**

RE: EMERGENCY REQUEST FOR LICENCE  
CONFIRMATION FOR PL 020-024 AS AT  
12.31.2021

We acknowledge receipt of your letter referenced NO REFERENCE and dated 12 MAY 2022 on the above subject matter. Feedback will be communicated to you within 10 working days from receipt of this correspondence.

Please contact MR PELAELO at telephone number 3656600 or email ..... for follow up.

Thank you

.....  
For /Permanent Secretary



*'The Ministry that makes a real difference to Botswana'*

# GCWIHABA RESOURCES (PTY) LIMITED

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Co 2003/292

**Mailing Address**  
PO Box 3726  
Gaborone, Botswana

**Physical Address**  
The Office Building #59  
Plot 21532 Fairgrounds Office Park  
Gaborone, Botswana

**Registered Address**  
RSM House – Plot 39  
Plot 39, Commerce Park  
Gaborone, Botswana

TEL / FAX (267) 392-7144

12<sup>th</sup> May 2022

To: Honourable Lefoko M. Moagi  
Minister of Mineral Resources, Green Technology and Energy Security  
Private Bag 0018 – Gaborone, Botswana

Ms. Ellen Richard-Madisa  
Permanent Secretary of Mineral Resources, Green Technology and Energy Security  
Private Bag 0018 – Gaborone, Botswana

CC: Mr. Ofentse Ditsele  
Director, Department of Mines  
Ministry of Mineral Resources, Green Technology and Energy Security  
Private Bag 0018 – Gaborone, Botswana

**Re: Emergency Request for License Confirmation for PL020-024 as at 12.31.2021**

Dear Honourable Minister,

On April 13, 2022, a request for license confirmation was filed with the Department of Mines for the above referenced licenses. **Attachment A**

On April 29, 2022, RSM Botswana authored a letter for use by the Company to include in the filings the Company was making with the Ontario Securities Commission with respect to a Management Cease Trade Order (MCTO). RSM stated: “The audit is being finalized later than in past years due to Covid related staffing shortages and the failure to obtain license confirmations from the Department of Mines” and “Once we receive the license confirmations, we will be able to finalize the audits in short order.” **Attachment B**

As the audits could not be completed by the statutory deadline of May 2, 2022, the Company filed papers with the regulators seeking a MCTO to limit the damage in the public financial markets caused by the certified financials not be filed.

On May 4, 2022, the Company notified the capital markets and the investment public that our request for the MCTO was denied. **Attachment C**

On May 6, 2022, the Ontario Securities Commission issued a Cease Trade Order (CTO). **Attachment D**

Tsodilo Resources Limited (“Tsodilo”), the parent company of Gcwihaba Resources (Pty) Limited. Tsodilo is traded on the TSX-V exchange in Canada; the Frankfurt Exchange under the symbol FSE:TZO; and the OTCQB in the United States under the symbol TSDRF. The CTO issued by the Canadian regulators effectively prohibits anyone in the world from trading our stock.

There are thousands of individuals that trade Tsodilo's stock throughout the year and millions of shares are traded. The injury and harm to Tsodilo's shareholders and the investment public is real and continuing.

To complete the audit of Gcwihaba, RSM needs the license confirmations. The facts as we all know them with respect to the licenses are that on December 31, 2021: PL020/2018 was Pending Renewal, and PL021-024/2018 were Renewed effective 01/01/2022. This is all what we are seeking confirmation of.

I acknowledge that we are in serious discussions with respect to PL020/2018 but this has nothing to do with a license confirmation as of December 31, 2021. Tsodilo's shareholders have lost \$15M CAD in market cap since the licenses were not renewed as of October 1, 2021, and there is no reason for them to suffer more needlessly for the failure to issue a license confirmation. It should be noted that license confirmations for Bosoto and Newdico were issued on a timely basis raising the question whether the failure to issue the Gcwihaba confirmation is somehow punitive in nature.

Accordingly, we ask that you instruct Director Ditsele to issue the license confirmation without further delay and as requested so that RSM can complete the Gcwihaba audit, and we can begin the process of getting the stock trading again.

Thank you for your assistance with this matter.

Respectfully submitted,



James M Bruchs  
Managing Director  
Chairman and CEO – Tsodilo Resources Limited  
Attachment A, B, C & D

Telephone: 3657000  
Fax No: 3952141  
Telegraphic Address:  
Mines Gaborone



REPUBLIC OF BOTSWANA

Department of Mines  
Private Bag 0049  
Gaborone  
Botswana

DATE 18/04/22

TO: C/CLWIMABA RESOURCES  
.....  
.....

ACKNOWLEDGEMENT LETTER

RE: C/CLWIMABA RESOURCES (PTY) LTD

We acknowledge receipt of your letter referenced No REF and dated 6-Mar-22 on the above subject matter.

Please contact: M... at telephone number 365 7000 or email ..... for follow up.

YOUR ATTACHMENTS ARE:

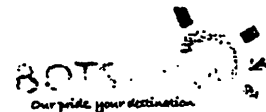
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Received by:

/SARL

Thank you

\_\_\_\_\_  
For/Director



# TSODILO RESOURCES LIMITED

CANADA TRUST TOWER - BCE PLACE, 161 BAY STREET, BOX 508, TORONTO, ONTARIO M5J 2S1  
TEL. + 1 416 572-2033 FAX + 1 416 987-4369 EMAIL: [info@tsodiloresources.com](mailto:info@tsodiloresources.com) WEBSITE: <http://www.tsodiloresources.com>

Attention: Mr. Ofentse Ditsele  
The Director  
Department of Mines  
Private Bag 0049  
Gaborone, Botswana

March 6, 2022

## RE: Gwihaba Resources (Pty) Ltd.

Dear Director,

By this letter, I am officially requesting and authorizing the Department of Mines to confirm that the licenses listed on Appendix A are in fact licenses duly issued and granted to Tsodilo Resource Limited's Botswana subsidiary Gwihaba Resources (Pty) Limited and that they are in good standing as at **December 31, 2021** with respect to:

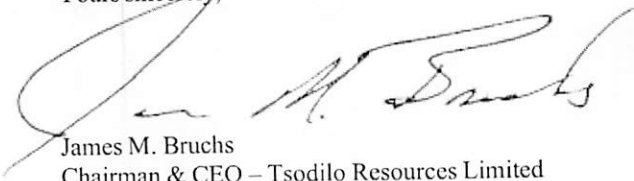
- A) Geological work and reporting requirements and
- B) License rental fees

The confirmation should be sent via email or facsimile to the following:

1) Mr. Prosper Muonde      [Prosper.Muonde@rsm.co.bw](mailto:Prosper.Muonde@rsm.co.bw)  
RSM Botswana  
RSM House, Plot 39, Commerce Park, Box: 1816,  
Gaborone, Botswana  
Phone: +267 3912805

2) James M. Bruchs      [JBruchs@TsodiloResources.com](mailto:JBruchs@TsodiloResources.com)  
Tsodilo Resources Limited  
TD Canada Trust Tower, 161 Bay Street, Box 508  
Toronto, Ontario M5J 2S1 - Canada  
Phone: +1 416 572 2033 | Facsimile: +1 416 987 4369

Yours sincerely,



James M. Bruchs  
Chairman & CEO – Tsodilo Resources Limited  
Managing Director – Bosoto (Pty) Ltd  
Managing Director – Gwihaba Resources (Pty) Ltd.  
Attachment: Appendix A

**Appendix A: Licenses as at December 31, 2021**

<b>Gcwihaba Resources (Pty) Ltd.</b>					
<b>Prospecting License No.</b>	<b>License Holder</b>	<b>Commodity</b>	<b>Area</b>	<b>Geological Work and Reporting Requirements</b>	<b>Rentals</b>
PL 020 / 2018*	Gcwihaba Resources (Pty) Ltd	Metals	Ngamiland		
PL 021 / 2018*	Gcwihaba Resources (Pty) Ltd	Metals	Ngamiland		
PL 022 / 2018*	Gcwihaba Resources (Pty) Ltd	Metals	Ngamiland		
PL 023 / 2018*	Gcwihaba Resources (Pty) Ltd	Metals	Ngamiland		
PL 024 / 2018*	Gcwihaba Resources (Pty) Ltd	Metals	Ngamiland		


  
**RSM**
**RSM Botswana**

P.O. Box 1816, Gaborone, Botswana

RSM House, Plot 39, Commerce Park

T +267 3912805 F +267 3959638

C +267 71386 590 / 72 310 395

E partners@rsm.co.bw

www.rsm.co.bw

Mode : By e-mail  
 Ref : 22A/ TSHODILO/01\_pvm  
 Date : Date: April 29, 2022

To: Whom it May Concern

**Re: 2021 Statutory Audits of Tsodilo Resources Ltd Botswana subsidiaries:**  
**Newdico (Pty) Ltd**  
**Gcwihaba Resources (Pty) Ltd.**  
**Bosoto (Pty) Ltd.**

- o My name is Prosper Muonde, and I am the Managing Partner of RSM Botswana.
- o RSM is conducting the FY2021 statutory audits of Newdico (Pty) Ltd., Gcwihaba Resources (Pty) Ltd. and Bosoto (Pty) Ltd.
- o RSM has conducted the statutory audits of Newdico, Gcwihaba and Bosoto commencing the FY2019 audits.
- o The results and work papers of our audits will be provided to Tsodilo's auditor (Crowe) upon completion of our work for Crowe to prepare the consolidated financial statements.
- o We notified Tsodilo on April 29, 2022, that we expect to have draft financials papers available to them on or about May 3 for their review and we will transmit our work papers to Crowe on the same date.
- o The audit is being finalized later than in past years due to Covid related staffing shortages and the failure to obtain license confirmations from the Department of Mines.

**THE POWER OF BEING UNDERSTOOD**  
**AUDIT | TAX | CONSULTING**

- Once we receive the license confirmations, we will be able to finalize the audits in short order.

Please do not hesitate to contact us should you need any clarifications.

Yours faithfully,

for **RSM Botswana**

Chartered Accountants & Certified Auditors (Botswana)

A handwritten signature in black ink, appearing to read "Prosper Muonde".

Prosper Muonde  
Managing Partner



**TSODILO RESOURCES LIMITED  
ANNOUNCES DELAY OF FILINGS**

May 4, 2022

Trading Symbol: TSXV: TSD

#050422

**TORONTO, ONTARIO** - Tsodilo Resources Limited ("Tsodilo" or the "Company") (TSX-V: TSD) (OTCQB: TSDRF) (FSE: TZO) announces that its request for a Management Cease Trade Order ("MCTO") was denied on May 4, 2022, by the Ontario Securities Commission ("OSC").

Pursuant to National Policy 12-203 – Management Cease Trade Orders ("NP 12-203"), the Company notified OSC on April 27, 2022, that it anticipated a delay in filing its financial statements for the year-ended December 31, 2021, and the related management's discussion and analysis ("MD&A") and certifications (the "Annual Filings") and requested that a MCTO be issued. The Annual Filings were due to be filed by May 2, 2022. The OSC determined that the Company was not entitled to the MCTO as the Company's shares did not meet NP 12-203, Section 6 (d) requirement with respect to having an "active, liquid market for its securities in Canada".

The Company will work with its auditors to complete the audit of the Company's consolidated financial statements and expects to file the Annual Filings by May 31, 2022. **The delays were as the result of primarily the impacts of the COVID pandemic locally (Botswana) as well as receiving license confirmations from the Botswana Ministry of Mineral Resources, Green Technology and Energy Security, Department of Mines.**

Until the Company completes the Annual Filings, the Company will comply with the alternative information guidelines set out in National Policy 12-203 - Cease Trade Orders for Continuous Disclosure Defaults for issuers who have failed to comply with a specified continuous disclosure requirement within the times prescribed by applicable securities laws. The guidelines, among other things, require the Company to issue bi-weekly default status reports by way of a news release so long as the Annual Filings have not been filed.

The Company reports that: (i) there has not been any other specified default by the Company under NP 12-203, and no such default is anticipated; (ii) the Company is not subject to any insolvency proceedings; and (iii) there is no material information concerning the affairs of the Company that has not been generally disclosed.

**About Tsodilo Resources Limited**

Tsodilo Resources Limited is an international diamond and metals exploration company engaged in the search for economic diamond, metal deposits and industrial stone at its Bosoto (Pty) Limited ("Bosoto"), Gcwihaba Resources (Pty) Limited ("Gcwihaba") and Newdico (Pty) Ltd. ("Newdico) projects in Botswana. The Company has a 100% stake in Bosoto (Pty) Ltd. which holds the BK16 kimberlite project in the Orapa Kimberlite Field (OKF) in Botswana and the PL216/2017 diamond prospection license also in the OKF. The Company has a 100% stake in its Gcwihaba project area consisting of five metal (base, precious, platinum group, and rare earth) prospecting licenses all located in the North-West district of Botswana. The Company has a 100% interest in its Newdico industrial stone project located in Botswana's Central District. Tsodilo manages the exploration of the Newdico, Gcwihaba, and Bosoto projects.

*Neither the TSX Venture Exchange ("TSXV") nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.*

**FOR FURTHER INFORMATION PLEASE CONTACT:**

James M. Bruchs  
Head Office  
Website

Chairman and Chief Executive Officer  
Telephone +1 416 572 2033  
<http://www.TsodiloResources.com>

JBruchs@TsodiloResources.com  
Facsimile + 1 416 987 4369



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

P.O. Box 55, 22<sup>nd</sup> Floor  
20 Queen Street West  
Toronto ON M5H 3S8

CP 55, 22<sup>e</sup> étage  
20, rue queen ouest  
Toronto ON M5H 3S8

## IN THE MATTER OF

**TSODILO RESOURCES LIMITED (the Issuer)**

### **CEASE TRADE ORDER**

**Under the securities legislation of Ontario (Legislation)**

#### **Background**

1. This is the order of the Ontario Securities Commission (the **Decision Maker**).
2. The Issuer has not filed the following periodic disclosure required by the Legislation:
  - audited annual financial statements for the year ended December 31, 2021;
  - management's discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2021;
  - certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*.
3. As a result of this order, if the Issuer is a reporting issuer in a jurisdiction in which Multilateral Instrument 11-103 *Failure-to-File Cease Trade Orders in Multiple Jurisdictions* applies, a person or company must not trade in or purchase a security of the issuer in that jurisdiction, except in accordance with the conditions that are contained in this order, if any, for so long as this order remains in effect.
4. Further, this order takes automatic effect in each jurisdiction of Canada that has a statutory reciprocal order provision, subject to the terms of the local securities legislation.

#### **Interpretation**

Terms defined in the Legislation, National Instrument 14-101 *Definitions* or National Policy 11-207 *Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions* have the same meaning if used in this order, unless otherwise defined.

#### **Order**

5. The Decision Maker is satisfied that the decision concerning the cease trade meets the test set out in the Legislation to make this decision.
6. It is ordered under the Legislation that trading, whether direct or indirect, cease in respect of each security of the Issuer.
7. Despite this order a beneficial security holder of the Issuer who is not, and was not at the date of this order, an insider or control person of the Issuer, may sell securities of the Issuer acquired before the date of this order if both of the following apply:

- (a) the sale is made through a “foreign organized regulated market”, as defined in section 1.1 of the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada; and
- (b) the sale is made through an investment dealer registered in a jurisdiction of Canada in accordance with applicable securities legislation.

**DATED** at Toronto this 6<sup>th</sup> day of May, 2022.

Ontario Securities Commission

“Lina Creta”

Lina Creta  
Manager  
Corporate Finance Branch