

# FIRST QUARTER RESULTS 2003

for the three months ended June 30, 2002

#### PRESIDENT'S MESSAGE

SHAREHOLDERS AND INVESTORS,

The transfer of control to the minority shareholders of Tsodilo Resources Limited, formerly Trans Hex International Ltd. ("Tsodilo" or the "Company"), by Trans Hex Group Limited ("THG"), the Company's former principal shareholder and creditor, is now complete. I am also pleased to report that Tsodilo appears to be right on track in its quest to discover an economic kimberlite. There is very compelling evidence for several virgin pipes in the west of the Ngamiland property, one of which will rank with some of the world's largest kimberlites. In addition, an isolated kimberlitic indicator mineral anomaly in the east of our property could be our first glimpse of a virgin kimberlite field in this area.

At this time, on behalf of the minority shareholders, I would like to especially thank Dr. Andrew Moore for the countless hours that he spent working on behalf of the minority shareholders as he and I, together with other minority shareholders sought alternatives to the proposed winding-up of the Company by THG. Dr. Moore is recognized as one of the world's leading authorities on kimberlite exploration in the Kalahari environment. His long association with the Ngamiland kimberlite project, first as an informal advisor to Reunion Mining PLC and subsequently when he initiated and managed the current exploration program, reflect his conviction that economic kimberlites are located within our Ngamiland property. I would also like to thank Mr. Niel Hoogenhout, the immediate former Chairman and Chief Executive Officer of the Company and Mr. Stephen Woodhead, the Chief Financial Officer for their assistance in the changeover and their firm belief that the minority shareholders should retain an interest in of the assets of Trans Hex International which, if they were successful in developing, could result in significant financial benefit. Further, we are fortunate that Mr. Woodhead has agreed to stay on with Tsodilo as our Chief Financial Officer and Corporate Secretary. Additionally, I would like to thank Mr. Poul Hansen and Mr. Hugh Snyder of the Independent Committee of the former board of directors for their efforts in evaluating alternatives to the winding-up of the Company and proposing to THG that they negotiate a transaction with the minority shareholders. Finally, I would like to express my appreciation to the board of directors of THG and its principal officers for the amicable resolution of this issue. Tsodilo looks forward to working with THG, our partner (25%) in the Ngamiland project. Trans Hex Group's technical expertise and financial participation will play a major role in ensuring the success of this project.

I would like to direct your attention to the information set forth below and also that which is contained on the company's website (www.tsodiloresources.com). The coming months truly promise to be an exciting period in Tsodilo's history as we continue to develop projects and seek to increase shareholder value.

James Bruchs President and Chief Executive Officer August 29, 2002

#### **REVIEW OF ACTIVITIES**

THE NGAMI KIMBERLITE PROJECT, NORTHWEST BOTSWANA

#### Background

Virtually all of the world's economic kimberlites are located within Archean cratons – areas of the earth's crust that have been geologically stable for over 2.5 billion years. Cratonic areas that have not previously been recognized, or have been inadequately investigated, therefore represent prime diamond exploration ground, and diamond exploration groups go to considerable lengths to identify such targets. The Ngami kimberlite project in northwest Botswana covers the southern extension of the Congo craton, which was only recognized when a detailed aeromagnetic survey was commissioned by the Botswana Government in 1997. Subsequent work in this area by Reunion Mining, in the late 1990s, led in the discovery of 19 small kimberlites (designated the Nxau Nxau cluster) in the west of the Ngami property. Low micro diamond counts were recorded from four of these kimberlites, but none was considered economic and the Reunion programme was terminated. Tsodilo Resources regards the Ngami property as inadequately investigated, and a prime kimberlite (diamond) exploration target for the following reasons:

- 1. Previous work carried out by de Beers and Rio Tinto in northeast Namibia, to the west of the Ngami property, identified two anomalous concentrations of G10 garnets, one associated with macro diamonds. A detailed geomorphological study carried out by Tsodilo Resources suggests that these kimberlite indicator mineral ("KIM") anomalies are associated with the fossil shoreline of a major inland sedimentary basin (the Kalahari-age Etosha basin). The Ngami property straddles a ridge of high ground that would have supplied sediment to the Etosha basin. Tsodilo believes that the two KIM anomalies in northeast Namibia are secondary, and formed where rivers draining the Botswana topographic high entered the Etosha basin. In other words, that undiscovered kimberlites within the Ngami property are potentially the source of the unexplained diamonds and G10 garnets to the west.
- 2. Studies of minerals derived from the Nxau Nxau kimberlites indicate that the deep mantle beneath the Ngami property has a thermal structure comparable to other cratonic areas with economic kimberlites.
- 3. Many kimberlites have very subtle magnetic signatures, and are not readily detected using magnetic methods mentioned alone. This is particularly true of the area within the Ngami property that is traversed by a major dyke swarm. Tsodilo holds the view that the Ngami property been inadequately investigated because the earlier work carried out by Reunion in this area relied almost exclusively on aeromagnetic information for target selection.
- 4. The Reunion work indicated a subtle unexplained KIM anomaly in the Guma area in the east of the Ngami property, where there are a number of large (greater than 500 metre diameter), isolated, classic bulls-eye magnetic targets that have not previously been investigated.

#### Progress to date

Tsodilo Resources has carried out the first systematic soil sampling programme over the entire Ngami property, on a five square kilometre grid. Sampling on a more detailed two square kilometre grid was carried out over the Nxau Nxau kimberlite field. In addition, soil sampling was carried out over magnetic targets that were not previously investigated by Reunion. This systematic exploration programme has produced the following very satisfactory results:

- 1. Highly anomalous concentrations of kimberlitic ilmenites were recovered in both of two samples taken over the A12 magnetic anomaly, located immediately to the north of the known Nxau Nxau kimberlites. All four surrounding samples on the two square kilometre grid were barren. Experience in the Kalahari environment shows that coincident bulls-eye magnetic targets and surface ilmenite concentrations are a very reliable indicator of sub-Kalahari kimberlites. The magnetic source of the A12 anomaly has an estimated diameter of 500 to 750 metres, indicating a surface area of 20 to 44 hectares, which ranks this target with the larger known kimberlites in southern Africa. This anomaly is also considerably larger than any of the kimberlites previously discovered by Reunion (most were in the range of one to five hectares, with the maximum being 10 hectares). This is regarded as most significant, as in southern Africa economic kimberlites within a cluster tend to be markedly larger than associated non-economic or barren pipes. Our sampling programme has identified five further magnetic anomalies with coincident ilmenite anomalies in the Nxau Nxau area. It is believed that there is a high likelihood that these will have kimberlite sources. Several of the known Nxau Nxau kimberlites are ilmenite-poor, and do not have coincident surface concentrations of ilmenites. A number of large classic bulls-eye magnetic targets in the Nxau Nxau area, which are not associated with coincident ilmenite concentrations, could therefore also have kimberlite sources.
- 2. The reconnaissance (five square kilometre grid) sampling carried out by Tsodilo recovered a diffuse scatter of pyrope garnets and ilmenites from the Guma area. These are broadly coincident with the diffuse KIM anomaly previously reported from this area by Reunion. When viewed against the regional sampling results, the scatter of garnets and ilmenites in the Guma area represent an isolated KIM anomaly. The limited available data indicate a good correlation between the chemistry of ilmenites recovered by Reunion and Tsodilo in the Guma area. In addition, the Guma ilmenites differ from those in the Nxau Nxau kimberlites for which data are available. These relationships, coupled with the typically restricted dispersion of ilmenite in the Kalahari environment argue for a proximal source for the Guma KIM anomaly. The positive sampling results in the Guma area could therefore be the first glimpse of a virgin kimberlite field in the east of the Ngami property.
- 3. A single pyrope garnet was recovered from the southwest of the Ngami property. Reunion reported the recovery of scattered ilmenites in this area, and kimberlites have recently been discovered to the west in Namibia. Follow-up sampling is required to confirm whether a KIM anomaly, indicative of possible undiscovered kimberlites, is present in this area.

#### 2003 OBJECTIVES

- 1. Completion of the processing and analysis of the samples previously collected.
- 2. From aeromagnetic data, selection of additional high-priority targets for further soil sampling.
- 3. Commission of gravity analysis of selected aeromagnetic anomalies.
- 4. Based on the results of this work, selection of approximately 20 high-priority targets for reverse circulation drilling.
- 5. Processing and analysis of the results from this drilling for kimberlitic minerals and micro diamonds.

#### MANAGEMENT'S DISCUSSION AND ANALYSIS

Tsodilo Resources Limited (TSX Venture Exchange: TSD) is an international diamond exploration company with the majority interest in a kimberlite exploration project in northwest Botswana. The Company is also actively reviewing additional opportunities within Southern Africa.

During the period under review, Tsodilo Resources Limited ("Tsodilo" or the "Company"), formerly known as Trans Hex International Ltd., was continued from Ontario to the Yukon, changed its name, appointed a new board of directors and management team, restructured its balance sheet and commenced trading on the TSX Venture Exchange under the symbol "TSD".

Significantly, Tsodilo has no debt and only 4,745,019 issued and outstanding common shares as at June 30, 2002 (March 31, 2002: 14,597,856), with fully diluted common shares outstanding of 5,840,319 (March 31, 2002: 15,597,856).

The Company has a 75% operating interest in 17,000 square kilometers of extremely prospective ground in northwest Botswana on which there is encouragement for the existence of undiscovered kimberlites in three separate areas of the property. The Company's minority partner in this project Trans Hex Group Limited, an established South African diamond mining company, has committed to fund their 25% share of the exploration expenditure at this project.

#### Liquidity and Capital Resources

On June 13, 2002 the Company completed the issue and sale, through a non-brokered private placement, of 835,300 units of the Company (the "Units"). These Units were issued at a price of \$0.15 per Unit for proceeds to the Company of \$125,000. Each Unit consists of one common share of the Company and one warrant of the Company, each such warrant entitling the holder to purchase one common share of the Company at a price of \$0.40 for a period of two years. Mr. James Bruchs, the Chief Executive Officer of the Company, was the beneficial purchaser of 48.6% of the Units to control 1,489,100 common shares or 31.38% of the issued and outstanding common shares of the Company, with other insiders and their associates purchasing the remainder of the Units.

At June 30, 2002 the Company had net working capital of \$110,000, which included cash and equivalents of \$107,000 (March 31, 2002: \$48,000), compared to a working capital deficiency of \$904,000 at March 31, 2002.

The Company is dependent on obtaining future financing for the continued exploration and development of its properties and for acquisition and development costs of new project opportunities. There is no assurance that such financing will be available, or under terms favourable to the Company.

#### **Results of Operations**

On a consolidated basis, Tsodilo recorded a net profit of \$5.84 million in the quarter ended June 30, 2002 as a result of the disposal of many of its loss making subsidiary companies in terms of a restructuring approved by shareholders on April 9, 2002 (116 cents per common share), compared to a net loss of \$229,000 (2 cents per common share) in the comparable period of fiscal 2002. General and Administration expenses for the quarter amounted to \$54,000 (2002: \$235,000).

No exploration expenditure was incurred during the three months under review (2002: \$765,000), as operations only recommenced with the taking office of the new board of directors and management team in late June 2002.

### Corporate

At a special meeting of the holders of common shares of the Company held on April 9, 2002 shareholders approved the restructuring of the Company that incorporated the sale of substantially all of the Company 's assets. The assets sold were as follows:

- a 100% interest in Trans Hex (Namibia) (Proprietary) Limited, together with a loan in the amount of \$2.75 million due and owing to Trans Hex (Bermuda) Limited;
- a 100% interest in Trans Hex Brasil Limitada, together with a loan in the amount of \$1.44 million due and owing to Trans Hex Bermuda;
- a 100% interest in Trans Hex (Zimbabwe) Limited, together with a loan in the amount of \$3.23 million due and owing to Trans Hex Bermuda; and
- a 25% interest in the equity and debt of Newdico (Proprietary) Limited, the remaining 75% interest to be retained by the Corporation.

The assets were transferred in settlement of debt due and owing to Trans Hex Group Limited ("THG"), the principal shareholder and creditor of the Company prior to restructuring, of \$952,000, a 1% interest in all dividends received from time to time by Trans Hex (Namibia) (Proprietary) Limited from either Northbank Diamonds Limited or Hoanib Diamonds (Proprietary) Limited and a 50% interest in all dividends received from time to time by Trans Hex (Zimbabwe) Limited from the Limpopo property. In addition, the Company was also released from the long-term loans due to THG by the subsidiaries being sold, of \$5.24 million, and THG agreed to return the 10,688,137 common shares in the capital of the Company held by THG, representing 73.22% of the issued and outstanding shares of the Company, to treasury for cancellation.

The special meeting of Shareholders also approved:

- the discontinuance of the Company from the Province of Ontario and its continuance under the *Business Corporations Act* (Yukon), in compliance with the provisions of the YBCA, including a new general by-law for the Company and authority for the board of directors to fix the number of directors within the minimum and maximum numbers set forth in the articles of continuance;
- the change of name of the Company from Trans Hex International Ltd. to **Tsodilo Resources** Limited;
- the election of new directors; and
- the repeal of the existing stock option plan of the Company and adoption of a new stock option plan.

#### NEW LEADERSHIP TEAM

With the continuance of the Company to the Yukon, in terms of the restructuring discussed above, a new board of directors and dedicated management team took office in June 2002. The following individuals bring a wealth of experience both technically, specifically in the Kalahari environment in which the Ngami Project is located, and in the financing and management of junior resource companies.

Dr. Christopher Mark Hubert Jennings: Director and Chairman of the Board

Patrick Charles McGinley: Director

James Michael Bruchs: Director, President and Chief Executive Officer

**Dr. Andrew Edward Moore**: Director and Vice President, Exploration

Stephen Woodhead: Chief Financial Officer and Corporate Secretary

Chris Sharp: Director and Administrator of the operating subsidiary, Newdico (Proprietary) Limited

Diamond exploration is a high-risk undertaking requiring patience and persistence. Despite difficult capital markets in the resource sector, the Company remains committed to international diamond exploration through carefully managed programs. The design and conduct of the Company's exploration programs is the responsibility of Dr. Andrew Moore, a professional geologist registered with the South African Council for Natural Scientific Professions.

Consolidated Balance Sheets (unaudited)

	<b>J</b>	
	2002	2002
	\$000	\$000
ASSETS		
Current:		
Cash and equivalents	107	48
Accounts receivable and prepaid expenses	8	9
	115	57
Exploration Properties and Joint Ventures (note 3)	451	918
Investments	6	6
Capital Assets	4	210
	<u>576</u>	1,191

June 30

March 31

**Current:** 

Accounts payable and accrued liabilities	5	961
Long-Term:		
Loan from related party (note 3)	403	5,240

# SHAREHOLDERS' EQUITY

Share Capital (note 4)	32,297	32,172
Contributed Surplus	2,596	3,090
Translation Reserve	(291)	
Deficit	(34,434)	(40,272)
	<u>168</u>	(5,010)
	<u> 576</u>	<u>1,191</u>

The accompanying notes are an integral part of these (unaudited) consolidated financial statements.

Consolidated Statements of Operations and Deficit

(unaudited)

(unaudited)	Three Mo	nths Ended
	June 30	June 30
	2002	2001
	\$000	\$000
Revenue		
Interest received		8
Disposal of interest in subsidiary companies	<u>5,890</u>	
	5,890	8
Expenses		
Corporate administration, including salaries and burdens	22	101
Consulting fees	26	33
Corporate travel and subsistence	2	8
Investor relations	2	3
Legal and audit	1	88
Taxation	1	2
Depreciation and amortization	0	2
Mining properties abandoned or where continued		
exploration is deemed inappropriate		
	54	237
Profit / (Loss) for the period	5,836	(229)
Outside shareholders' interest	2	
Deficit - Beginning of year	(40,272)	(30,687)
Deficit - End of year	(34,434)	(30,916)
Loss per share - cents (note 6)	116	2

The accompanying notes are an integral part of these (unaudited) consolidated financial statements.

Consolidated Statements of Cash Flow

(unaudited)

	Three Months Ended		
	June 30	June 30	
	2002	2001	
Cash provided by (used in):	\$000	\$000	
Operating Activities			
Profit / (Loss) for the year	5,836	(229)	
Adjustments for non-cash items:			
Depreciation and amortization	0	2	
Disposal of interest in subsidiary companies	(5,890)		
Other non-cash items	<del></del>	(16)	
	(54)	(243)	
Net change in non-cash working capital balances		(214)	
	<u>(54)</u>	<u>(457)</u>	
Investing Activities			
Exploration properties		(765)	
Additions to capital assets		(1)	
		(766)	
Financing Activities			
Issue of common shares	125		
Increase in loan from related party	<del></del>	1,236	
	<u>125</u>	1,236	
Change in cash and equivalents - For the period	71	13	
Cash and equivalents - Disposed of in restructuring	(12)		
Cash and equivalents - Beginning of period	48	1,488	
Cash and equivalents - End of period	107	1,501	

The accompanying notes are an integral part of these (unaudited) consolidated financial statements.

Notes to the Consolidated Financial Statements (unaudited)

#### 1. **Nature of Operations**

Tsodilo Resources Limited ("Tsodilo" or the "Company"), formerly called Trans Hex International Ltd., is an international diamond exploration company engaged in the process of exploring its mineral properties and has not yet determined whether these properties contain reserves that can be economically mined. The recoverability of amounts shown for exploration expenditures is dependent upon the discovery of reserves that can be economically mined, the securing and maintenance of the interests in the properties, the ability of the Company to obtain the necessary financing to complete the development, and future production or proceeds from the disposition thereof.

The continuity of the Company's operations is dependent on Tsodilo raising the necessary funding for working capital and the exploration and development of its properties on the international capital markets.

#### 2. Significant accounting policies

Basis of consolidation and preparation of the financial statements

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Canada and include the accounts of the Company and its direct and indirect subsidiaries and its proportional interest in joint ventures. All inter-company transactions and balances have been eliminated.

The accounting policies followed in preparing these financial statements are those used by the Company as set out in the audited financial statements for the year ended March 31, 2002. Certain information and note disclosure normally included in consolidated financial statements prepared in accordance with generally accepted accounting principals has been omitted. These interim financial statements should be read together with the Company's audited consolidated financial statements for the year ended March 31, 2002.

In the opinion of management, all adjustments considered necessary for fair presentation have been included in these consolidated financial statements.

#### Common Share Purchase Options

No compensation expense is recognized when stock options are issued in accordance with the terms of the Company's Stock Option Plan (refer to note 4). Any consideration paid on exercise of the stock options is credited to Share Capital. Under the Stock Option Plan, the Company may grant options to directors, employees and consultants for up to 1,000,000 shares of common stock. The exercise price is determined by the board of directors, but is not less than the market price of the Company's stock on the date of the grant. An option's maximum term is 5 years.

#### 3. Exploration properties and joint ventures

These may be summarized as follows:

	Ngami	i BarraNorthbank		Skeleton Limpopo		Total
	Botswana	Grande	(Block 9)	CoastZ	imbabwe	
	\$000	\$000	\$000	\$000	\$000	\$000
Balance at March 31, 2001	68	3,664	2,134	375	26	6,267
2002 expenditures	383	2,302	175	92	2	2,954
Exploration costs written		5,966	2,309		28	8,303
off to operations						
Balance at March 31, 2002	451			467		918
2003 expenditures, to date						
Exploration costs written				467		467
off to operations / sold						
Balance at June 30, 2002	451					451

Exploration expenditures do not include any allocation of administration or corporate overhead expenses.

#### Ngami, Botswana

On November 22, 1999 Newdico (Proprietary) Limited ("Newdico") was granted an initial five prospecting licences in the Ngamiland District of Botswana. A further 10 prospecting licences were granted to Newdico in May 2001, with a further 2 being added in January 2002. In total these licences cover an area of approximately 17,000 square kilometers. The terms of the licences grant Newdico the right to prospect for a total of three years, renewable upon application. The equity and long-term loans, through which all exploration is funded, of Newdico are held as to 75% by Tsodilo and 25% by Trans Hex Group Limited. Development of this project is subject to the payment of a 2% net profit interest to Dr. A.E. Moore.

#### 4. Share capital

Common Shares

#### Authorized

The authorized capital stock of the Company comprises an unlimited number of common shares at no par value.

#### Issued and outstanding

Details of the issued and outstanding common shares are as follows:

	Shares (number)	Amount (dollars)
Issued and outstanding at April 1, 2001 and 2002	14,597,856	32,171,895
Shares returned to treasury for cancellation: With restructuring approved by shareholders on April 9, 2002	10,688,137	
Shares issued: On private placement for cash (i)	835,300	125,295
Issued and outstanding at June 30, 2002	4,745,019	32,297,190

Common Share Purchase Options

Outstanding options granted to directors, officers and key employees at June 30, 2002 and March 31, 2002 were as follows:

Expiry	Price	Outstanding March 31, 2001	Granted / (Expired)	Outstanding March 31, 2002	•	Outstanding June 30, 2002
May 21, 2003 (ii)	0.40	450,000		450,000	(450,000)	
July 4, 2005 (ii)	0.30	550,000		550,000	(550,000)	
June 24, 2007 (ii)	0.15				260,000	260,000
		1,000,000		1,000,000	(740,000)	260,000

#### (i) Private Placement

On June 13, 2002 the Company completed the issue and sale, through a non-brokered private placement, of 835,300 units of the Company (the "Units"). These Units were issued at a price of \$0.15 per Unit for proceeds to the Company of \$125,000. Each Unit consists of one common share of the Company and one warrant of the Company, each such warrant entitling the holder to purchase one common share of the Company at a price of \$0.40 for a period of two years. Mr. James Bruchs, the Chief Executive Officer of the Company, was the beneficial purchaser of 48.6% of the Units to control 1,489,100 common shares or 31.38% of the issued and outstanding common shares of the Company, with other insiders and their associates purchasing the remainder of the Units.

#### (ii) Common Share Purchase Options

All outstanding stock options expired with the restructuring of the Company that was approved by the holders of common shares on April 9, 2002.

On June 25, 2002 the board of directors granted an aggregate of 260,000 common share purchase options to the following directors and senior staff:

C.M.H. Jennings	0.15	50,000
J.M Bruchs	0.15	50,000
A.E. Moore	0.15	50,000
P.C. McGinley	0.15	50,000
S. Woodhead	0.15	50,000
C. Sharp	0.15	10,000

These options vest as to one-half immediately, and one-half on the six-month anniversary of the date granted. The term of the options is 5 years.

#### 5. **Income taxes**

As at June 30, 2002, the Company had net operating losses carried forward for income tax purposes, as well as \$0.3 million of Canadian exploration and development expenditures that may be used to reduce income taxes payable in future periods. The Company has recorded a valuation allowance against its future tax assets.

#### 6. Loss per share

Loss per share is based on the weighted average number of common shares outstanding of 5,014,560 for the quarter ended June 30, 2002 and 14,597,856 for the year ended March 31, 2002.

#### 7. Segmented information

Substantially all working capital balances of the Company are situated at the head office in Canada and in Botswana. The capital assets of the Company are presently situated in Botswana \$3,000 (March 31, 2002: \$3,000) and Canada \$1,000 (March 31, 2002: \$1,000). The geographic distribution of the property acquisition costs and exploration expenditures is evident from the details presented in note 3.

#### 8. Related party transactions and balances

During the quarter, the Company entered into transactions with related parties at standard commercial rates and prices.

#### 9. **Commitments**

Minimum remaining lease payments for leased equipment are as follows:

	\$000
2002	3
2003	4
2004	4
2005	3
	14

#### Corporate Information

#### Corporate Head Office

Canada Trust Tower BCE Place, Suite 2760 161 Bay Street, P.O. Box 508 Toronto, Ontario M5J 2S1

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#### **Directors**

Christopher M.H. Jennings \*+ (Dr.), Chairman

James M. Bruchs \*

Andrew E. Moore (Dr.)

Patrick C. McGinley \*+

Washington, D.C.

- \* Member of the Audit Committee and the Corporate Governance Committee
- + Member of the Compensation Committee

#### Officers

James M. Bruchs, B.Sc., J.D.

Andrew E. Moore (Dr.), MBA., Ph.D., Pr.Sci.Nat.

Stephen Woodhead, B. Com., CA (SA)

President and Chief Executive Officer
Vice President, Exploration
Chief Financial Officer and Secretary

Auditors PricewaterhouseCoopers LLP.

Bankers Royal Bank of Canada

Registrar and Transfer Agent Computershare Trust Company of Canada

Stock Exchange Listing TSX Venture Exchange (CDNX: TSD)

<sup>#</sup> Residency application pending