

**TSODILO RESOURCES LIMITED**  
**CLOSES SECOND AND FINAL TRANCHE OF PRIVATE PLACEMENT**  
**FINANCING FOR UNITS**

**FOR IMMEDIATE RELEASE**

**February 10, 2021**

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**TORONTO, ONTARIO** - Tsodilo Resources Limited (“Tsodilo” or the “Company”) (TSX- Venture Exchange: TSD) is pleased to announce the closing of the second and final tranche of the previously announced private placement financing (the “Financing”) for gross proceeds to the Company of \$150,000 on February 10, 2021, through the issuance of 300,000 units of securities of the Company (the “Units”) at a subscription price of C\$0.50 per Unit.

As previously announced, 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.

Pursuant to the Financing, including the closing of the first tranche announced on January 25, 2021, the Company issued an aggregate of 2,986,038 Units for aggregate gross proceeds of \$1,493,019.

The Common Shares and Warrants issued as a result of the Financing are subject to a statutory four month and one day hold period, which expires on May 26, 2021 for securities issued pursuant to the first tranche of the Financing and June 11, 2021 for securities issued pursuant to the second tranche of the Financing.

Proceeds from the Financing are to be used by Tsodilo for general corporate purposes and for working capital.

As previously disclosed on January 25, 2021, a director of the Company subscribed for 23,992 Units. As a result, the Financing is a related party transaction (as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on section 5.5(a) of MI 61-101 as the fair market value of the Second Financing, insofar as it involves the director, is not more than the 25% of the Company’s market capitalization. Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(b) of MI 61-101 as the fair market value of the Second Financing, insofar as it involves the director, is not more than 25% of the Company’s market capitalization.

**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 and its Idada 361 (Pty) Limited (“Idada”) project in Barberton, South Africa. 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 prospecting license also in the OKF. The Company has a 100% stake in its Gcwihaba project area consisting of seven 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. Additionally, Tsodilo has a 70% stake in Idada Trading 361 (Pty) Limited which holds the gold and silver exploration license in the Barberton area of South Africa. Tsodilo manages the exploration of the Gcwihaba, Bosoto, Newdico and Idada 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.

*This press release may contain forward-looking statements. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements pertaining to the completion of anticipated financings) are forward-looking statements. These forward-looking statements reflect the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward- looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, changes in equity markets, changes in general economic conditions, market volatility, political developments in Botswana and surrounding countries, changes to regulations affecting the Company's activities, uncertainties relating to the availability and costs of financing needed in the future, exploration and development risks, the uncertainties involved in interpreting exploration results and the other risks involved in the mineral exploration business. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not a guarantee of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.*

*Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, uncertainties relating to availability and cost of funds, timing and content of work programs, results of exploration activities, interpretation of drilling results and other geological data, risks relating to variations in the diamond grade and kimberlite lithologies; variations in rates of recovery and breakage; estimates of grade and quality of diamonds, variations in diamond valuations and future diamond prices; the state of world diamond markets, reliability of mineral property titles, changes to regulations affecting the Company's activities, delays in obtaining or failure to obtain required project approvals, operational and infrastructure risk and other risks involved in the diamond exploration and development business. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not a guarantee of future performance and accordingly undue reliance should not be put on such statements due to their inherent uncertainty. This news release may contain assumptions, estimates, and other forward-looking statements regarding future events. Such forward-looking statements involve inherent risks and uncertainties and are subject to factors, many of which are beyond the Company's control, which may cause actual results or performance to differ materially from those currently anticipated in such statements.*

**FOR FURTHER INFORMATION PLEASE CONTACT:**

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