

TSODILO RESOURCES LIMITED



**NOTICE OF ANNUAL GENERAL MEETING
To Be Held On Friday, March 31, 2017
and
MANAGEMENT INFORMATION CIRCULAR**

**IMPORTANT NOTICE FOR SHAREHOLDERS REGARDING THE PROXY MATERIALS
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON
FRIDAY, MARCH 31, 2017**

The Notice of Meeting, Proxy Statement and Annual Report are available at

<http://www.tsodiloresources.com/i/pdf/2016AR.pdf>

and

http://www.tsodiloresources.com/i/pdf/2016NM_PV.pdf

TSODILO RESOURCES LIMITED

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the shareholders of Tsodilo Resources Limited (the “**Company**”) will be held at the Marriott – Residence Inn (Ballston), 650 North Quincy Street Arlington Virginia 22203 USA, Friday, the 31ST day of March at 10:00 a.m. (EST), for the following purposes:

- (a) To receive and consider the consolidated financial statements of the Company for the period ended December 31, 2016 and the report of the auditors thereon;
- (b) To elect directors of the Company for the ensuing year;
- (c) To appoint Ernst & Young LLP, Chartered Accountants, Vancouver, Canada, as auditors of the Company for the current year and to authorize the directors to fix their remuneration;
- (d) To transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy and a management information circular of the Company.

References in this Notice and in the accompanying Circular to the “Company” or “Tsodilo” shall include, where the context requires, Tsodilo Resources Limited together with its subsidiaries.

Shareholders are entitled to vote at the Meeting or any adjournment thereof either in person or by proxy. Those who are unable to attend the Meeting or any adjournment thereof in person are requested to complete, sign and return the enclosed form of proxy to the Company’s transfer agent at the address indicated on the enclosed envelope. **To be valid, proxies must be deposited with the Company’s transfer agent not later than the close of business two business days (March 29, 2017) preceding the day of the Meeting or any adjournment thereof. A completed form of proxy may also be deposited with the Chairman of the Meeting immediately prior to the commencement of the Meeting or any adjournment thereof.**

Dated this 27th day of February, 2017.

By Order of the Board of Directors

“James M. Bruchs”

James M. Bruchs
Chairman and Chief Executive Officer