

**NOTICE OF CHANGE OF AUDITOR**

**TO:** Ernst & Young LLP

**AND TO:** British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

---

Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations (NI 51-102)*, Tsodilo Resources Limited (the **Company**) hereby gives notice that Ernst & Young LLP (**EY**) has resigned as auditor of the Company effective December 2, 2019 on its own initiative.

The Company's board of directors (the **Board**) is considering alternatives for a successor auditor to fill the vacancy in the position of auditor of the Company until the next annual general meeting of shareholders.

The Company confirms that:

- 1 effective December 2, 2019, EY resigned, at its own initiative, as the auditor of the Company;
- 2 on December 3, 2019 the Board, upon recommendation by the audit committee of the Board, considered and approved the acceptance of the resignation of EY as auditor of the Company;
- 3 the auditor's reports of EY on the financial statements of the Corporation for the years ended December 31, 2018 and December 31, 2017 did not express a modified opinion; and
- 4 there have been no "reportable events" (as defined in NI 51-102).

DATED this 5<sup>th</sup> day of December, 2019.

**TSODILO RESOURCES LIMITED**

Per: (signed) "James M. Bruchs"  
Name: James M. Bruchs  
Title: Chairman and Chief Executive Officer