



TSODILO RESOURCES LIMITED

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2020

Unaudited – Prepared by Management

These Condensed Interim Consolidated Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”) using accounting policies consistent with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed interim condensed interim consolidated financial statements have been authorized for release by the Company’s Board of Directors on November 25, 2020.

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Management's Responsibility for Condensed Interim Consolidated Financial Statements

These unaudited condensed interim consolidated financial statements have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions, which were not complete at the balance sheet date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34-Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances. These statements follow the same accounting policies and methods of application as the most recent annual audited financial statements. Accordingly, they should be read in conjunction with the most recent annual audited financial statements of the Company. All amounts are expressed in U.S. dollars unless otherwise indicated.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim consolidated financial statements and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying condensed unaudited interim consolidated financial statements of the Company have been prepared by, and are the responsibility of, the Company's management. The Company's independent auditor has not performed a review of these financial statements.

DATED this 25th day of November, 2020.

TSODILO RESOURCES LIMITED

"s"

James M. Bruchs
Chairman and Chief Executive Officer

"s"

Gary A. Bojes
Chief Financial Officer

Tsodilo Resources Limited**Condensed Interim Consolidated Statements of Financial Position**

(In United States dollars)

	September 30 2020	September 30 2019	December 31 2019
ASSETS			
Current			
Cash	\$47,213	\$ 50,547	\$ 5,599
Accounts receivable and prepaid expenses	59,866	89,362	32,593
	107,079	139,909	38,192
Exploration and Evaluation Assets (note 3)	6,653,738	6,906,032	7,391,765
Property, Plant and Equipment (note 4)	221,323	324,495	312,897
Total Assets	\$ 6,982,140	\$ 7,370,436	\$ 7,742,854
LIABILITIES			
Current			
Accounts payable and accrued liabilities (note 9)	\$736,296	\$ 510,337	\$ 566,311
Notes payable (note 5)	974,637	206,112	1,036,322
Total Current Liabilities	1,710,933	716,449	1,602,633
Non-current notes payable (notes 5 and 9)	--	613,337	--
Total Liabilities	1,710,933	1,329,786	1,602,633
SHAREHOLDERS' EQUITY			
Share capital (note 6a)	49,281,890	49,281,890	49,281,890
Contributed surplus (note 6c)	11,722,894	11,671,405	11,689,724
Foreign currency translation reserve	(6,660,131)	(5,966,671)	(5,651,957)
Deficit	(49,073,446)	(48,945,974)	(49,179,436)
Total Equity	5,271,207	6,040,650	6,140,221
Total Liabilities and Equity	\$ 6,982,140	\$ 7,370,436	\$ 7,742,854

Nature of operations (note 1)**Commitments and contingencies** (note 12)**Subsequent events** (note 14)

See accompanying notes to the condensed interim consolidated financial statements

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

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Jonathan R. Kelafant
Chairman, Audit Committee

"s"

James M. Bruchs
Chairman & CEO

Tsodilo Resources Limited
Condensed Interim Consolidated Statements of Operations and Comprehensive Income (Loss)

(In United States dollars)

Periods Ended September 30

	Three Months Ended		Nine Months Ended	
	September 30 2020	September 30 2019	September 30 2020	September 30 2019
Administrative Expenses				
Corporate remuneration	\$106,579	\$ 108,055	\$320,264	\$ 320,244
Corporate travel and subsistence	1,903	2	1,903	1,044
Investor relations	817	4,978	3,317	5,939
Legal and audit	4,718	1,308	5,476	6,114
Filings and regulatory fees	14,217	13,191	14,998	15,088
Administrative expenses	43,164	29,697	61,158	80,375
Amortization	--	742	--	742
Stock-based compensation (note 6c)	9,403	26,696	33,914	91,909
	180,801	184,669	441,030	521,455
Other Income (Expense)				
Rental Income, net of cost	(618)	249,744	79,741	458,193
Royalty income (note 3)	489,942	--	489,942	--
Interest Income	--	1	1	4
Realized gain on disposal of property, plant and equipment	--	966	--	--
Foreign exchange gain (loss)	11,878	1	(22,664)	(809)
	501,202	250,712	547,020	457,306
Gain (Loss) for period	320,401	66,043	105,990	(64,149)
Other Comprehensive Gain/(Loss)				
Foreign currency translation	132,253	(312,842)	(1,008,174)	(199,171)
Total Other Comprehensive Gain/(Loss)	132,253	(312,842)	(1,008,174)	(199,171)
Total Comprehensive Income (Loss) for the period	\$452,654	(\$246,799)	(\$902,184)	(\$263,320)
Basic and diluted loss per share (note 8)	\$0.01	(\$0.01)	(\$0.02)	(\$0.01)

See accompanying notes to the condensed interim consolidated financial statements

Tsodilo Resources Limited

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(In United States dollars except for shares)

	Share Capital		Contributed Surplus	Foreign Translation Reserve	Deficit	Total Equity
	Shares Issued	Amount	Stock-based			
			compensation & Other			
Balance January 1, 2020	45,347,310	\$49,281,890	\$11,689,724	(\$5,561,957)	(\$49,179,436)	\$6,140,221
Stock Based Compensation	--	--	33,170	--	--	33,170
Comprehensive loss	--	--	--	(1,008,174)	105,990	(902,184)
Balance September 30, 2020	45,347,310	\$49,281,890	\$11,722,894	(\$6,660,131)	(49,073,446)	\$5,271,207

	Share Capital		Contributed Surplus	Foreign Translation Reserve	Deficit	Total Equity
	Shares Issued	Amount	Stock-based			
			compensation & Other			
Balance January 1, 2019	45,347,310	\$49,281,890	\$11,579,495	(\$5,767,500)	(\$48,881,825)	\$6,212,060
Stock Based Compensation	--	--	91,910	--	--	91,910
Comprehensive loss	--	--	--	(199,171)	(64,149)	(263,320)
Balance September 30, 2019	45,347,310	\$49,281,890	\$11,671,405	(\$5,966,671)	(\$48,945,974)	\$6,040,650

See accompanying notes to the condensed interim consolidated financial statements.

Tsodilo Resources Limited**Condensed Interim Consolidated Statements of Cash Flows**

(In United States dollars)

	Periods Ended September 30	
	2020	2019
Cash provided by (used in):		
Operating Activities		
Net Loss for the period	\$ 105,990	(\$ 64,149)
Adjustments for non-cash items:		
Gain on disposal of equipment	--	--
Amortization	--	742
Foreign exchange loss (gain)	22,664	890
Stock-based compensation	33,914	91,909
	162,568	29,392
Net change in non-cash working capital balances (note 13)	81,026	193,204
	243,594	222,596
Investing Activities		
Additions to exploration properties	(241,035)	(340,604)
Proceeds on disposal of equipment	--	--
	(241,035)	(340,604)
Financing Activities		
(Decrease) increase in non-current notes payable (note 5)	--	148,994
	--	148,994
Impact of exchange on cash	39,055	12,080
Change in cash - for the period	41,614	43,066
Cash - beginning of year	5,599	7,481
Cash - end of period	\$ 47,213	\$ 50,547

Tsodilo Resources Limited

Notes to the Condensed Interim Consolidated Financial Statements

For the periods ended September 30, 2020 and 2019
(All amounts are in U.S. dollars unless otherwise noted)

1. NATURE OF OPERATIONS

Tsodilo Resources Limited ("Tsodilo" or "the Company") is an exploration stage company which is engaged principally in the acquisition, exploration and development of mineral properties in the Republic of Botswana.

The Company is considered to be in the exploration and development stage given that none of its properties are in production and, to date, have not earned any revenues. The recoverability of amounts shown for exploration and evaluation assets is dependent on the existence of economically recoverable reserves, the renewal or extension of exploration licenses, obtaining the necessary permits to operate a mine, obtaining the financing to complete exploration and development, and future profitable production. The Company is incorporated under the laws of the Yukon Territory, Canada, under the Business Corporations Act of Yukon and the address of the Company's registered office is 161 Bay Street, P.O. Box 508 Toronto, Ontario, Canada, M5J 2S1. The Company currently exists under the Business Corporations Act of Yukon and its common shares are listed on the Toronto Venture Stock Exchange ("TSXV") under the symbol TSD.

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company incurred a gain of \$105,990 and comprehensive loss of \$902,184 during the period ended September 30, 2020 and as of that date, the Company had an accumulated deficit of \$49,073,446 and negative working capital of (\$1,603,854). The Company has not generated any revenues or cash flows from operations since inception and does not expect to do so for the foreseeable future. The Company's continuation as a going concern depends on its ability to successfully raise financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company; therefore giving rise to a material uncertainty which may cast significant doubt as to whether the Company's cash resources and working capital will be sufficient to enable the Company to continue as a going concern for the 12-month period after the date of these Condensed interim consolidated Financial Statements.

Consequently, management is pursuing various financing alternatives to fund operations and advance its business plan. To facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Company may determine to reduce the level of activity and expenditures further, or divest of certain mineral property assets, to preserve working capital and alleviate any going concern risk.

The condensed interim consolidated financial statements have been prepared on a going concern basis that

contemplates the realization of assets and discharge of liabilities at their carrying values in the normal course of business for the foreseeable future; and do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

COVID-19 Global pandemic risk

On March 11, 2020, the World Health Organization declared the novel coronavirus (“COVID-19”) a global pandemic with the majority of governments across the jurisdictions in which Tsodilo operates declaring a state of emergency in response to the COVID-19 pandemic.

In March 2020, the Company implemented a crisis management strategy in relation to COVID-19, to protect the health and well-being of its employees in Botswana under new measures and guidelines implemented by the Government of Botswana.

Tsodilo’s planned work programs for 2020 are largely focused on the further evaluation of its Bosoto BK16 diamond project and further exploration on its Gcwihaba metals project. Given the present uncertainty related to 2020 funding, a review of these programs is being performed to focus on critical-path items through the remainder of the period.

Despite the challenges presented by the COVID-19 pandemic, as at September 30, 2020 the evaluation and exploration continue to operate, with social distancing and other critical health and safety measures designed to limit the spread of the virus being observed.

As a relatively novel risk, the duration and full financial effect of the COVID-19 pandemic is unknown at this time, as is the efficacy of government and central bank interventions in the jurisdictions in which Tsodilo operates. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on our business, including the duration and impact that it may have on our ability to raise funds to independently finance continued exploration through joint ventures; providing commercial services to third parties; the sale or lease of equipment; or, the sale of a partial interest in a project cannot be reasonably estimated at this time. Accordingly estimates of the extent to which the COVID-19 pandemic may materially and adversely affect the Company’s operations, financial results and condition in future periods are also subject to significant uncertainty.

2. Significant Accounting Policies

(a) Statement of Compliance with International Financial Reporting Standards

These condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These Condensed Interim Consolidated financial statements have been authorized for release by the Company’s Board of Directors on November 25, 2020.

(b) Basis of Preparation

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss which are stated at their fair value. These condensed interim consolidated financial statements are presented in United States dollars and include the accounts of the Company and the following direct and indirect subsidiaries:

ENTITY	2020	2019
Tsodilo Resources Bermuda Limited (“TRBL”) [Bermuda]	100%	100%
Bosoto (Proprietary) Limited (“Bosoto”) [Botswana]	100%	100%
Gcwihaba Resources (Proprietary) Limited (“Gcwihaba”) [Botswana]	100%	100%
Newdico (Proprietary) Limited (“Newdico”) [Botswana]	100%	100%
Idada Trading 361 (Pty) Ltd. (“Idada”) [South Africa]	70%	70%

The accounting policies set out below have been applied consistently to all periods and years presented.

(c) Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Condensed Interim Consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reporting amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

Accounts that require estimates as the basis for determining the stated amounts include accrued liabilities and stock-based compensation expense. The amounts estimated for stock based compensation is calculated using the Black-Scholes Option Pricing model, which requires significant estimates with respect to the expected life and volatility of such instruments.

Significant judgments are required with respect to the carrying value of the Company’s exploration and evaluation assets, the determination of the functional currency of the Company and its subsidiaries, the recoverability of the Company’s deferred tax assets, potential tax exposures given the company operates in multiple jurisdictions, and the going concern assumptions. In particular, the carrying value of the Company’s exploration and evaluation assets is dependent upon the Company’s determination with respect to the future prospects of its exploration and evaluation assets and the ability of the Company to successfully complete the renewal or extension process for its exploration properties as required. The Company has defined the cash generating units to be precious stones, metals and radioactive minerals. The quantification of potential tax exposures is dependent on the relevant tax authorities’ acceptance of the Company’s positions.

(d) Earnings (Loss) per Common Share

Earnings (loss) per share calculations are based on the net income (loss) attributable to common shareholders for the period divided by the weighted average number of common shares issued and outstanding during the period.

Diluted earnings per share calculations are based on the net income (loss) attributable to common shareholders for the period divided by the weighted average number of common shares outstanding during the period plus the effects of dilutive common share equivalents. This method requires that the dilutive effect of outstanding options and warrants issued be calculated using the treasury stock method. This method assumes that all common share equivalents have been exercised at the beginning of the year (or at the time of issuance, if later), and that the funds obtained thereby were used to purchase common shares of the Company at the average trading price of common shares during the period. The incremental number of common shares that would be issued is included in the calculation of diluted earnings per share.

(e) Exploration and Evaluation Assets

Exploration and evaluation assets include acquired mineral use rights for mineral properties held by the Company. The amount of consideration paid (in cash or share value) for mineral use rights is capitalized. The amounts shown for exploration and evaluation assets represents all direct and indirect costs relating to the acquisition, exploration and development of exploration properties, less recoveries, and do not necessarily reflect present or future values. These costs will be amortized against revenue from future production or written off if the exploration and evaluation assets are abandoned or sold. The Company has classified exploration and evaluation assets as intangible in nature. Depletion of costs capitalized on projects put into commercial production will be recorded using the unit-of-production method based upon estimates of proven and probable reserves.

Ownership of exploration and evaluation assets involves certain inherent risks, including geological, commodity prices, operating costs, and permitting risks. Many of these risks are outside the Company's control. The ultimate recoverability of the amounts capitalized for exploration and evaluation assets is dependent upon the delineation of economically recoverable ore reserves, the renewal or extension of exploration licenses, obtaining the necessary financing to complete their development, obtaining the necessary permits to operate the mine, and realizing profitable production or proceeds from the disposition thereof. Management's estimates of recoverability of the Company's investment in its Botswana and South Africa Exploration and Evaluation Assets have been based on current and expected conditions. However, it is possible that changes could occur which could adversely affect management's estimates and may result in future write-downs of exploration and evaluation assets carrying values. See note 3 for additional disclosures related to license commitments and strategic partners commitments and earn-in agreement.

(f) Property, Plant and Equipment

Property, plant and equipment is stated at cost, less accumulated depreciation. Depreciation is calculated on a straight line basis over the following terms:

Hangar (over remaining life of land lease)	9 Years
Vehicles	5 Years
Furniture and equipment	3 – 4 Years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Where an item of property, plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of plant and equipment. Expenditures incurred to replace a component of an item of property, plant and equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

(g) Cash

Cash consists of cash held in banks and petty cash.

(h) Foreign Currency Translation

(i) Functional and presentation currency

The Company's functional and presentation currency is the United States dollar ("U.S. Dollar"). The functional currencies of the Company's subsidiaries are as follows:

Tsodilo Resources Bermuda Limited	("TRBL")	U.S. Dollar
Gcwihaba Resources (Pty) Limited	("Gcwihaba")	Botswana Pula
Newdico (Pty) Limited	("Newdico")	Botswana Pula
Bosoto (Pty) Limited	("Bosoto")	Botswana Pula
Idada Trading 361 (Pty) Ltd	("Idada")	South African Rand

Each subsidiary and the Company's parent entity determine their own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(ii) Transactions and balances

Transactions in foreign currencies are initially recorded by applying the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into functional currency at the exchange rate prevailing at the reporting date.

(iii) Translation of foreign operations

As at the reporting date the assets and liabilities of Gcwihaba, Newdico, Bosoto, and Idada are translated into the presentation currency of the Company at the rate of exchange prevailing at the reporting date and their revenue and expenses are translated at the average exchange for the period. On consolidation, the exchange differences arising on the translation are recognized in other comprehensive income (loss) and accumulated in the foreign currency translation reserve.

If Gcwihaba, Newdico, Bosoto, and Idada were sold, the amount recognized in the foreign currency reserve would be realized and reflected in the statement of operations and comprehensive income (loss) as part of the gain or loss on disposal.

(i) **Income Taxes**

Current taxes are the expected tax payable or receivable on the local taxable income or loss for the year, using the local tax rate enacted or substantively enacted at the reporting date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they are realized or settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affect neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(j) **Share-based Compensation**

The Company follows the fair value method of accounting for stock option awards granted to employees and directors, whereby services are rendered as consideration for equity instruments (equity-settled transactions). The fair value of stock options is determined by the Black-Scholes Option Pricing model with assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and an expected life of the options. The number of stock option awards expected to vest are estimated using a forfeiture rate based on historical experience and future expectations. The fair value of direct awards of stock is determined by the quoted market price of the Company's stock. Share-based compensation is amortized over the vesting period of the related option to earnings and no portions were capitalized. Upon participants' retirement from their duties, their shares are forfeited and any charges already recognized relating to unvested options are reversed. When an award is cancelled by the entity or by the counterparty, any remaining element of fair value of the award is expensed immediately through profit or loss.

The Company uses graded or accelerated amortization which specifies that each vesting tranche must be accounted for as a separate arrangement with a unique fair value measurement. Each vesting tranche is subsequently amortized separately and in parallel from the grant date.

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates.

(k) **Severance Benefits** Under Botswana law, the Company is required to pay severance benefits for full-time employees upon the completion of 5 years of continued service if the employee so elects or upon the termination of employment. Severance is earned at the rate of one day per month for an employee with less than five years of service and two days per month for employees with greater than five years of service. The

specifics and benefits of the severance program mandated in Botswana are extended to full-time employees residing and working outside of Botswana. The cost of these severance benefits is accrued over the year of service until the benefit becomes payable. Portions of the severance expenses are capitalized to exploration and evaluation assets.

(l) Financial Assets

Under IFRS 9, all financial assets are initially recorded at fair value and designated upon inception into one of the following three categories: amortized cost, fair value through other comprehensive income ("FVOCI") or at fair value through profit or loss ("FVTPL"). All of the Company's financial assets are classified as amortized cost, being subsequently measured at amortized cost using the effective interest rate method.

(m) Financial Liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the relevant year. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability. The Company's accounts payable, non-current notes payable and accrued liabilities and subscriptions are classified as other financial liabilities. Financial liabilities classified as FVTPL include warrants with exercise prices denominated in a currency other than the Company's functional currency. Derivatives, including separated embedded derivatives are also classified as FVTPL and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. Transaction costs associated with FVTPL liabilities are expensed as incurred.

(n) Impairment of Assets

At the end of each reporting period, the Company assesses each cash-generating unit to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of the fair value less cost to sell and the value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessment of the time value of money and the risk of a specific asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

When an impairment subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss. No impairment adjustments were recognized in 2020 and 2019.

(o) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities and includes, but is not limited to, key management personnel, directors, affiliated companies, and project partners. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations between related parties.

(p) New Standards, Amendments and Interpretations Adopted

New standards adopted as at January 1, 2019

IFRS 16, *Leases* ("IFRS 16")

IFRS 16 replaced IAS 17 'Leases' and three related Interpretations. It completes the IASB's long-running project to overhaul lease accounting. Leases will be recorded in the statement of financial position in the form of a right-of-use asset and a lease liability. In addition, the nature of expenses related to those leases will now change because IFRS 16 replaces the straight-line operating lease expense with a depreciation charge for right-of-use assets and interest expense on lease liabilities. There are two important reliefs provided by IFRS 16 for assets of low value and short-term lease of less than 12 months. IFRS 16 standard is effective for annual periods beginning on or after 1 January 2019.

The Company adopted IFRS 16 on January 1, 2019 with modified retrospective approach. Under this approach the cumulative effect of initially applying IFRS 16 is recognized as an adjustment at the date of initial application. Comparative information is not restated. The Company believes the impact of adopting IFRS 16 is not material.

3. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Idada S. Africa	Gcwihaba Botswana	TOTAL
	Project BK 16 Precious Stones	Project PL 217 Precious Stones	Bosoto Total	Project PL091 Industrial Minerals	Precious Metals	Metals	
Balance at December 31, 2019	\$3,437,018	\$502,038	\$3,939,056	\$ --	\$7,902	\$2,752,504	\$6,699,462
Additions	213,848	147,753	361,601	--	--	180,783	542,384
Net Exchange Differences	80,473	14,323	94,796	--	220	54,903	149,919
Balance at December 31, 2019	3,731,339	\$644,114	\$4,395,453	--	\$8,122	\$2,988,190	\$7,391,765
Additions	115,451	21,765	137,216	119,380	--	50,055	306,651
Net Exchange Differences	(633,971)	(113,037)	(747,008)	3,459	(1,406)	(299,723)	(1,044,678)
Balance at September 30, 2020	\$3,212,819	\$571,842	\$3,785,661	\$112,839	\$6,716	\$2,738,522	\$6,653,738

Exploration and evaluation additions for the period ended September 30, 2020 are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Idada S. Africa	Gcwihaba Botswana	TOTAL
	Project BK 16 Precious Stones	Project PL 217 Precious Stones	Bosoto Total	Project PL091 Industrial Minerals	Precious Metals	Metals	
Drilling Expenditures	\$ 32,002	\$ 201	\$ 32,203	\$ --	\$ --	\$ 6,254	\$38,457
Amortization Drill Rigs, Vehicles & Trucks	2,622	2,746	5,368	58,701	--	15,547	65,616
GIS & Geophysics	--	--	--	--	--	--	--
Lab Analyses & Assays	--	--	--	--	--	--	--
License Fees	--	--	--	--	--	1,594	1,594
Office, Maintenance, & Consumables	13,559	1,020	14,579	4,184	--	6,927	25,690
Salaries, Wages & Services	67,268	17,797	85,065	56,495	--	33,734	175,294
Balance at September 30, 2020	\$115,491	\$21,765	\$137,216	\$119,380	\$ --	\$50,055	\$306,651

General

Exploration and evaluation additions for the period ended September 30, 2019 are summarized as follows:

	Bosoto Botswana			Idada So. Africa	Gcwihaba Botswana	
	Project BK 16	Project PL 217	Total Precious Stones	Precious Metals	Metals	TOTAL
Plant Operations	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Drilling Expenditures	13,418	207	13,624	--	8,388	22,012
Amortization Drill Rigs, Vehicles & Trucks	32,161	25,794	57,955	--	14,877	72,832
GIS & Geophysics	--	--	--	--	--	--
Lab Analyses & Assays	8,417	--	8,417	--	--	8,417
License Fees	--	--	--	--	1,695	1,695
Office, Maintenance, & Consumables	18,660	3,084	21,745	--	11,019	32,768
Salaries, Wages & Services	85,263	95,586	181,119	--	94,597	275,717
Balance at September 30, 2019	\$157,919	\$124,941	\$282,860	\$	\$130,576	\$413,436

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of permits and the potential for problems arising from government conveyance accuracy, prior unregistered agreements or transfers, native land claims, confirmation of physical boundaries, and title may be affected by undetected defects. The Company does not carry title insurance. The Company has evaluated title to all of its mineral properties and believes, to the best of its knowledge, that evidence of title is adequate and acceptable given the current stage of exploration.

Exploration and Evaluation Assets (Royalties)

In the 3rd Q 2017, the Company reached an agreement with Sandstorm Gold Ltd. ("Sandstorm") (NYSE MKT: SAND, TSX: SSL) to grant royalties on three projects in consideration of the payment of \$1,500,000 USD.

The package of assets in the Royalty Sale includes:

- ◇ the grant of a 1% NSR on the Company's wholly owned Botswana subsidiary Gcwihaba Resources (Pty) Ltd. prospecting metal licenses in northwest Botswana;
- ◇ the grant of a 1% GPR on the Company's Botswana wholly owned subsidiary Bosoto (Pty) Ltd. precious stone prospecting license (PL217/2016) located in the Orapa Kimberlite Field; and,
- ◇ the grant of a 1% NSR on the Company's 70% owned South African subsidiary Idada 361 (Pty) Ltd. gold and silver prospecting license located in the Barberton Greenstone Belt in the Mpumalanga province of South Africa.

Sandstorm shall have a right of first refusal with respect to any third-party bona fide offers to purchase a metal or precious stone royalty on the properties.

On July 23, 2020, the Company reached an agreement with TBM (Pty) Ltd. ("TBM") to grant royalties (Royalty income) on its wholly owned Botswana subsidiary Gcwihaba (Pty) Ltd. ("Gcwihaba") seven (7) metal licenses projects in consideration of the payment of \$500,000 USD.

The package of assets in the Royalty Sale includes:

- ◇ the grant of a 0.5% Net Smelter Return or Net Mineral Return on Gcwihaba's seven (7) prospecting metal licenses in northwest Botswana.

Gcwihaba Resources (Pty) Ltd (“Gcwihaba”) - Botswana

In 2017, Gcwihaba, a wholly owned subsidiary of the Company, held twenty-one (21) metal (base, precious, platinum group, and rare earth) prospecting licenses in the North-West district of which seven (7) were then in renewal. A review of the merits of each license was undertaken in the fourth quarter of 2017 in an effort to determine which licenses were the most prospective in terms of exploration, discovery and development and an economic resource. The review determined that 7 licenses were more prospective than the others. A series of meetings were held with the Department of Mines (“DOM”) and it was proposed that the Company would relinquish the aforesaid twenty-one (21) licenses in exchange for an initial grant of the core seven (7) licenses. The proposal was accepted by the DOM and the 21 licenses were relinquished at year-end and the core seven licenses were given an initial grant effective January 1, 2018. These new licenses have an initial grant term of three (3) years to be followed by 2 two-year renewal periods. The relinquishment of the aforementioned licenses or portions thereof did not cause a reduction or change in the continuing overall exploration program nor impact the chances of the overall success of the program.

During the third quarter of 2018, discrepancies were discovered in the license documents issued in the first quarter. The Company brought this matter to the attention of the DOM which after their review concurred and corrected the errors. The seven licenses were then given new initial grant dates of October 1, 2018, with the same grant terms and renewal periods thereon. The licenses cover 4,920.50 square kilometers and collectively have a proposed minimum spending commitment of BWP 1,753,815 (\$152,341 USD as at September 30, 2020) if held to their full initial term.

Bosoto (Pty) Ltd (“Bosoto”) - Botswana

Tsodilo was granted a prospecting license (PL369/2014) over the BK16 kimberlite pipe through its 100% owned Botswana subsidiary, Bosoto, effective October 1, 2014. The prospecting license was renewed for an additional two-year period commencing October 1, 2017 and a second two-year renewal application was granted effective October 1, 2019.

The diamondiferous BK16 kimberlite pipe is located within the Orapa Kimberlite Field in Botswana and covered by 25 meters of Kalahari Group sediments. BK16 is located 37 km east-southeast of the Orapa Diamond Mine AK01, 25 km southeast of the Damshtaa Diamond Mine, and 13 km north-northeast of the Letlhakane Diamond Mine, all operated by Debswana and 28 km east-northeast from Lucara Diamond Corporation's Karowe mine (F/K/A AK6). Tsodilo has a 100% interest in Bosoto. The Company's current prospecting license extends to September 30, 2021.

The Company estimated that it would take approximately BWP 42,002,000 (\$3,477,540 USD as at September 30, 2020) in expenditures, goods and services over the two year renewal period to continue the evaluation of the BK16 kimberlite's economic potential and if warranted the preparation of a compliant NI 43-101 Feasibility Study (FS). This estimate is based on the agreed work plan with the MMEWR. At any point the work plan may be amended, and a new work plan agreed to with the MMEWR.

PL 217/2016 is situated within the Orapa Kimberlite Field and is located some 10 km south of the Orapa Mining area and with the same distance to the west of the Letlhakane Mining lease. It surrounds the Karowe Mining lease, while the BK11 prospect is directly to the east of the license.

The PL 217/2016 license had an initial grant term of three (3) years to be followed by 2 two-year renewal periods. A renewal application was filed in the third quarter of 2019. The license was renewed on June 30, 2020 effective July 1, 2020 for a two-year period. The license covers 292 square kilometers and has a proposed minimum spending commitment of BWP 1,002,920 (\$87,188 USD as at September 30, 2020) if held to its full initial term

Newdico (Pty) Ltd (“Newdico”) - Botswana

The Company holds a 100% interest in Newdico, which holds one (1) industrial minerals prospecting license PL091/2019, effective January 1, 2020. The license comprises 580 square kilometers and has a proposed minimum spending commitment of BWP 132,830 (\$11,548 USD) as at September 30, 2020. Newdico also provides administrative, operational, exploration, geophysical and drilling services to the Company's other subsidiaries.

Idada Trading 361 (Pty) Ltd (“Idada”) – South Africa

The Company holds a 70% interest in its South African subsidiary, Idada. Idada made application for an exploration license (Ref: MP30/5/1/1/2/1047PR) in the Barberton area in February 2012. This application was accepted in February 2013 and consultation was conducted with interested and affected parties in April and June 2013. An Environmental Management Plan (EMP) was submitted in April 2013 and a site visit was made by various governmental departments (DMR, EWT, and REMDEC) in September 2013. During the second quarter 2015, notice was received from the Department of Mineral Resources, South Africa which granted the Company the prospecting rights for gold and silver in the applied for area subject to certain subsequent conditions being met. The Company has fulfilled those requirements and the Prospecting Right, together with the EMP, was executed and became effective on April 7, 2016. The Prospecting Right has been granted for a term of five years effective as of May 2015.

Notices were sent to all surface owners of the five farms informing the owners of our intent to access the property to commence exploration activities. Three landowners, holding most of the target ground, have denied access. This issue has been submitted to the Department of Mineral Resources (DMR) for resolution.

During the third quarter 2019, the Company was informed that certain portions of our license areas were designated as a World Heritage site by UNESCO. UNESCO has informed the Company that in accordance with the Operational Guidelines for the Implementation of the World Heritage Convention, UNESCO is investigating the situation that the Company brought to their attention. UNESCO has informed the Company that according to IUCN, the Advisory Body to the intergovernmental World Heritage Committee concerning nominations of natural heritage sites on the World Heritage List, the overlapping prospecting license on the western portion of the property or of the presence of Tsodilo Resources Ltd was not brought to the attention of IUCN during the evaluation process. The documentation related to the evaluation and inscription of the site on the World Heritage List from UNESCO's website at: whc.unesco.org/en/list/1575/documents.

As the responsibility for nominating sites to the World Heritage List and the management and protection of the World Heritage properties inscribed is under the authority of the State Party of South Africa, UNESCO advised the Company that they would be contacting the appropriate South African office for clarification. To date, it is the Company's understanding that neither the Department of Mineral Affairs (DMA) nor the Department of Environmental Affairs has responded to UNESCO's inquiry. In addition to UNESCO's inquiries, the Company also contacted the DMA for guidance and received a response, but before the issue could be dealt with the South African government was shut down due to the COVID-19 virus. The Company will continue our efforts to engage the DMA once the government resumes its activities on a full-time basis. In the interim, the Company has filed a renewal application to protect our license rights.

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4. PROPERTY, PLANT, AND EQUIPMENT

Property, Plant, and Equipment

Cost	Hangar	Vehicles	Furniture and Equipment	Total
As at December 31, 2018	\$182,780	\$ 1,229,756	\$ 507,828	\$ 1,920,364
Disposals		(271,276)	(68,244)	(339,520)
Net Exchange Difference	2,900	19,512	7,258	29,670
As at December 31, 2019	\$185,680	\$ 977,992	\$ 446,842	\$ 1,610,514
	Hangar	Vehicles	Furniture and Equipment	Total
As at December 31, 2019	\$185,680	\$ 977,992	\$ 446,842	\$1,610,514
Disposals				
Net Exchange Difference	(15,840)	(83,431)	(36,635)	(135,906)
As at September 30, 2020	\$169,840	\$894,562	\$410,207	\$1,474,609
Accumulated Depreciation	Hangar	Vehicles	Furniture and Equipment	Total
As at December 31, 2018	\$40,245	\$1,197,202	\$279,574	\$1,517,021
Depreciation	20,442	11,024	65,365	96,831
Disposals	--	(271,276)	(68,244)	(339,520)
Net Exchange Difference	639	18,994	3,652	23,285
As at December 31, 2019	\$61,326	\$955,944	\$280,347	\$1,297,617
	Hangar	Vehicles	Furniture and Equipment	Total
As at December 31, 2019	\$61,326	\$955,944	\$280,347	\$1,297,617
Depreciation	14,024	7,563	43,295	64,882
Disposals	--	--	--	--
Net Exchange Difference	(4,589)	(81,550)	(23,074)	(109,213)
As at September 30, 2020	\$70,761	\$881,957	\$300,568	\$1,253,286
Net book value				
As at December 31, 2019	\$142,535	\$32,554	\$228,254	\$403,343
As at September 30, 2020	\$99,079	\$12,605	\$109,639	\$221,323

For the period ended September 30, 2020, an amount of \$64,881 (2019: \$72,837) of amortization has been capitalized under exploration properties.

5. NOTES PAYABLE

In December 2019, term notes payable were issued for \$1,036,322 from related parties, contractors and employees as settlement of compensation, service fees and expenses payable. The notes have an annual interest rate of 8% and are due September 30, 2020 and December 30, 2020. The notes carry a termination fee of 10% upon early redemption of the notes for which there is an embedded derivative arising – the fair value of this is \$NIL. There was no material gain / (loss) arising on this. In addition, at the option of the note holders, the notes can be converted to stock during future private placements at the price, that raise a minimum of CAD \$500,000, of those future private placements. \$721,803 of the notes was from related parties (see note 9).

Date	Base Amount	Interest Rate	Termination Fee	Maturity Date
1-Oct-18	\$ 20,000	8%	\$ 2,000	30-Sep-20
31-Dec-18	444,343	8%	44,434	30-Dec-20
31-Jan-19	85,000	8%	8,500	30-Dec-20
30-June -19	293,687	8%	8,646	30-Dec-20
30-Sept- 19	36,462	8%	3,646	30-Dec-20
31-Dec -19	95,146	8%	3,746	30-Dec-20
	\$974,638		\$70,972	

On June 30 and December 31, 2019, promissory notes were issued for \$207,231 and \$57,684 respectively to an employee, who is a director of the Company. The notes are payable on demand and have an annual interest rate of 8%.

Date	Base Amount	Interest Rate	Termination Fee	Maturity Date
30-Jun-19	\$207,231	8%	NA	NA
31-Dec-19	\$ 57,684	8%	NA	NA
	\$264,915			

On July 24, 2020, \$61,684 in promissory notes were paid and retired to an employee and director of the Company.

6. SHARE CAPITAL

(a) Common Shares

Authorized, Issued and outstanding

The authorized capital stock of the Company comprises an unlimited number of common shares with no par value.684

Issued and outstanding: 45,347,310 Common Shares as at September 30, 2020, September 30, 2019 and December 31, 2019:

- 1) Issued during the period-ended September 30, 2020: None
- 2) Issued during the year-ended December 31, 2019: None

(b) Warrants

As at September 30, 2020, there were no warrants outstanding.

(c) Stock Option Plan

The Company has a stock option plan ("SOP") providing for the issuance of options that cannot exceed 5,629,830 shares of common stock. The Company may grant options to directors, officers, employees, and contractors, and other personnel of the Company or its subsidiaries. The exercise price of each option cannot be lower than the market price of the shares being the closing price of the Company's common shares on the Toronto Stock Exchange the day before the grant date. Options generally vest ratably over an eighteen-month period, beginning with the date of issuance and every 6 months thereafter, and expire in five years from the date of grant as determined by the Board of Directors. Stock options when exercised will result in equity contributions.

The following Table summarizes the Company's stock option activity for the periods ended December 31, 2019 and September 30, 2020:

	Number of Options	Weighted average exercise price (C\$)
Outstanding as at December 31, 2018	3,252,500	C\$0.81
Granted	1,175,000	C\$0.19
Forfeited	(500,000)	C\$0.77
Expired	(552,500)	C\$1.05
Outstanding as at December 31, 2019	3,375,000	C\$0.56
Granted	700,000	C\$0.08
Canceled	(50,000)	C\$0.55
Expired	(500,000)	C\$0.89
Outstanding as at September 30, 2020	3,525,000	C\$0.42

2020

- ◇ On January 4, 2020, 200,000 stock options exercisable at C\$1.05 expired.
- ◇ On January 2, 2020, the Company issued 275,000 options at C\$0.07 under its stock option plan to persons who are officers and employees of the Company.
- ◇ On March 27, 2020, 200,000 stock options exercisable at C\$0.83 expired.
- ◇ On April 30, 2020, 50,000 stock options exercisable at C\$0.55 were cancelled.
- ◇ On September 1, 2020, 100,000 stock options expired at C\$0.70.
- ◇ On September 21, 2020, the Company issued 425,000 options at C\$0.09 under its stock option plan to persons who are officers and employees of the Company.

2019

- ◇ On January 2, 2019, 222,500 stock options issued at C\$0.75 expired.
- ◇ On January 2, 2019, the Company issued 250,000 options exercisable at C\$0.28 under its SOP to persons who are officers and employees of the Company.
- ◇ On February 19, 2019, 500,000 stock options were forfeited.
- ◇ On March 21, 2019, 330,000 options exercisable at C\$1.25 expired.
- ◇ On June 6, 2019, the Company issued 925,000 options exercisable at C\$0.17 under its SOP to persons who are officers and employees of the Company.

The following assumptions were used in the Black Scholes option pricing model to fair value the stock options granted during the periods ended September 30, 2020 and 2019:

	2020	2019
Expected lives	4.04 - 4.08 years	4.05 years
Expected volatilities (based on Company's historical prices)	91.77 - 95.68%	93.8%-96.1%
Expected dividend yield	0%	0%
Risk free rates	0.22 - 1.63%	1.86-2.47%
Weighted average fair value of option	\$0.05	\$0.13

The following table summarizes stock options outstanding as at September 30, 2020:

Options Outstanding				Options Exercisable		
Exercise Price (C\$)	Number of Outstanding Options	Weighted Average Exercise Prices (C\$)	Weighted Average Remaining Contractual Life (Years)	Number of Exercisable Options	Weighted Average Exercise Prices (C\$)	Weighted Average Remaining Contractual Life (Years)
C\$0.72	200,000	C\$0.72	0.26	200,000	C\$0.72	0.26
C\$0.79	250,000	C\$0.79	0.52	250,000	C\$0.79	0.52
C\$0.69	200,000	C\$0.69	1.26	200,000	C\$0.69	1.26
C\$0.85	400,000	C\$0.85	1.51	400,000	C\$0.85	1.51
C\$0.65	200,000	C\$0.65	2.26	200,000	C\$0.65	2.26
C\$0.55	450,000	C\$0.55	2.48	450,000	C\$0.55	2.48
C\$0.28	200,000	C\$0.28	3.26	150,000	C\$0.28	3.26
C\$0.17	925,000	C\$0.17	3.68	693,750	C\$0.17	3.68
C\$0.07	275,000	C\$0.07	4.26	68,750	C\$0.07	4.26
C\$0.09	425,000	C\$0.09	4.97	106,250	C\$0.09	4.97
	3,525,000	C\$0.42	2.82	2,837,500	C\$0.49	2.44

7. INCOME TAXES

The recovery of income taxes varies from the amounts that would be computed by applying the Canadian federal and provincial statutory rate for 2019 of approximately 27% (2018: 26.5%) to loss before income taxes as follows:

	December 31, 2019	December 31, 2018
Loss for the year	(\$297,611)	(\$1,015,437)
Income tax rate	27.00%	26.50%
Expected income tax recovery	(80,355)	\$ (269,091)
Foreign operation taxed at lower rates	(26,794)	(13,253)
Change in tax rate	(33,130)	--
Permanent differences	56,427	64,385
Change in benefits not recognized	29,089	197,785
Changes in estimate and foreign exchange	54,763	20,174
Provision for income taxes	--	--

As of December 31, 2019 the following deferred tax assets and liabilities have been recognized:

	December 31, 2019	December 31, 2018
Property, Plant and Equipment	\$ (50,000)	\$ (18,000)
Exploration & Evaluation Assets	(2,410,000)	(1,492,000)
Deferred tax liabilities	(2,460,000)	(1,510,000)
Tax losses carried forward	2,460,000	1,510,000
Net deferred income tax asset recorded	\$--	\$--

As at December 31, 2019 the Company has unrecognized deductible temporary differences aggregating to \$13,139,000 (2018: \$16,898,000), that are available to offset future taxable income. However, these temporary differences relate to companies with a history of losses, and as a result are not recognized.

	December 31, 2019	December 31, 2018
Losses carried forward - Botswana	\$ 5,873,000	\$10,046,000
Losses carried forward - Canada	6,905,000	6,305,000
Other	361,000	547,000
	\$13,139,000	\$ 16,898,000

The Canadian tax losses of \$6,905,000 (2018: \$6,305,000) expire from 2026 through to 2039. The majority of Botswana tax losses can be carried forward indefinitely with the remainder expiring within five years.

	December 31, 2019	December 31, 2018
Total assessable tax losses relating to the activity in Botswana	\$17,068,000	\$16,907,000

8. LOSS PER SHARE

Net loss per share was calculated based on the following:

Period ended September 30	2020	2019
Net income (loss) for the period	\$105,990	(\$64,149)
Effect of Dilutive Securities		
Stock options and warrants	--	--
Diluted net earnings (loss) for the period	\$105,990	(\$64,149)

The diluted loss per share is the same as the basic loss per share for the period ended September 30, 2020 because the stock options and warrants were anti-dilutive and had no impact on the EPS calculation. Weighted average shares used in the per share calculation were 45,347,310 see note 6 above.

9. RELATED PARTY TRANSACTIONS

Remuneration of Key Management Personnel of the Company

	2020	2019
Short term employee remuneration and benefits	\$187,502	\$202,502
Stock based compensation	31,388	84,490
Other long-term benefits*	99,697	88,188
Total compensation attributed to key management personnel	\$318,587	\$379,180

*Benefits include \$21,552 of accrued leave through September 30, 2020 (2019: \$21,552).

During the period an individual related to the CEO provided administrative and management services to the Company and was remunerated in 2020 in the amount of \$12,000 (2019: \$12,000).

During the period, individuals related to key management personnel of the company received \$1,528 (2019: \$4,742) in stock based compensation.

During the period, board members were issued notes in the amount of \$nil (2019: \$338,865) (See note 5 above for details).

There are no other related party transactions.

10. SEGMENTED INFORMATION

The Company is operating in one industry. As at September 30, 2020 the Company's property, plant and equipment in the United States was nil (2019: \$165) and in Botswana was \$221,323(2019: \$324,330). No revenues were realized for exploration and evaluation properties that are detailed in note 3 above. Segment long-term exploration and evaluations properties in Botswana were \$6,647,022(2019: \$6,898,501) and South Africa were \$6,716(2019: \$7,531).

11. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, accounts receivable, accounts payable and accrued liabilities and notes payable. The carrying values of these items as presented in the condensed interim consolidated financial statements are reasonable estimates of fair values due to the maturity and the terms of these instruments.

The Company's financial instruments have been classified as follows:

Financial Instrument	Classification
Cash	Amortized cost
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities
Notes payable	Other financial liabilities

Risk Exposure and Management

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, foreign exchange risk, and interest rate risk. Where material these risks are reviewed and monitored by the Board of Directors.

(a) Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares and stock options. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash on hand. No equity capital was raised in 2019, or through September 30, 2020. See note 3 for a description of royalty interests sold which provided \$500,000 in cash to be used in further exploration and evaluation.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets, which are approved by the Board of Directors and updated as necessary depending on various factors, including capital deployment and general industry conditions.

The Company anticipates continuing to access equity markets to fund continued exploration of its mineral properties and the future growth of the business. However, there is no guarantee that such financing will be available when required.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is considered to be in the exploration stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions and which is available on demand for the Company's programs.

(c) Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and accounts receivable. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The majority of the Company's cash is held with a major Canadian based financial institution.

There are no allowances for doubtful accounts required.

(d) Interest Rate Risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. Because the cash is held on deposit at financial institutions and may be withdrawn at any time, and because the notes payable have fixed interest rates, the Company's exposure to interest rate risk is not significant.

(e) Foreign Exchange Risk

The Company is exposed to currency risks on its Pula denominated working capital balances due to changes in the USD/BWP exchange rate. Based on the net Pula denominated asset and liability exposures as at September 30, 2020, a ten percentage change in the exchange rate would result in a (\$80,213) [2019: (\$165,923)] impact to the Company's net comprehensive income/(loss).

The Company issues equity in Canadian dollars and the majority of its expenditures are in U.S. dollars. The Company purchases U.S. dollars based on its near term forecast expenditures and does not hedge its exposure to currency fluctuations.

12. COMMITMENTS AND CONTINGENCIES

Prospecting Licenses

The Company holds prospecting licenses which require the Company to spend a proposed minimum amount on prospecting over the period of the licenses as outlined in note 3.

Lease & Service Commitments

Currently, the aggregate minimum payments* are as follows:

Year	Facility	Term	BWP			USD
			Rental	Services	Total	
2020	Hangar Maun ¹	2/01/2016 – 12/31/2026	130,607	19,591	150,198	14,355
2020	Shakawe Plot ²	1/01/2016 – 12/31/2020	72,000	-	72,000	6,868
2020	Gaborone ³	2/01/2020 – 1/31/2021	-	98,000	98,000	9,348
2020	Letlhakane Plot ⁴	TBD	-	-	-	-
	Total		202,607	117,591	320,198	30,571

* aggregate costs converted at January 1 of the current calendar year

¹The lease has an effective date of January 1, 2016 and continues for 10 years at 8% escalation annually and shall be renewed every three (3) years at market and commercial rates. The initial monthly lease payment is 8,000 BWP / month in addition to a fee of 15% of monthly rental for security and general maintenance at the airport complex.

²The lease has an effective date of January 1, 2016 and is renewable at the company's option for an additional 4 years expiring on December 31, 2020. The monthly lease payment is 6,000 BWP.

³The twelve month service agreement has an effective date of February 1, 2020 and is renewable at the company's option for an additional year expiring January 31, 2022. The lease payment is 8,000 BWP/month.

⁴The lease is in the process of being transferred from the current primary lessee to Newdico. The transfer papers have been submitted to the local land board for approval. The lease cost is expected to be 6,000 BWP / month.

13. NOTES TO THE CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

	September 30 2020	September 30 2019
Net change in non-cash working capital balances:		
(Increase) decrease in accounts receivable and prepaid expenses	(\$27,273)	\$ 41,426
Increase (decrease) in accounts payable and accrued liabilities	109,299	(234,630)
Increase in notes payable for operating activities	--	--
Total	\$81,026	(\$193,204)

14. SUBSEQUENT EVENTS

On October 1, 2020, a promissory note was issued for \$196,053 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.