

# TSODILO RESOURCES LIMITED



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## NOTICE OF CHANGE OF AUDITOR

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

**AND TO:** Crowe Mackay LLP

**AND TO:** Ernst & Young LLP

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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 Crowe Mackay LLP (**Crowe**) has been appointed auditor of the Company effective February 24, 2020.

The Company confirms that:

- 1 effective February 24, 2020, Crowe has been appointed as the auditor of the Company;
- 2 effective December 2, 2019, Ernst & Young LLP (**EY**) resigned, at its own initiative, as the auditor of the Company;
- 3 on February 24, 2020 the Board, upon recommendation by the audit committee of the Board, considered and approved the appointment of Crowe as auditor of the Company;
- 4 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;
- 5 the auditor's reports of EY on the financial statements of the Company for the years ended December 31, 2018 and December 31, 2017 did not express a modified opinion; and
- 6 there have been no "reportable events" (as defined in NI 51-102).

DATED this 24<sup>th</sup> day of February, 2020.

## TSODILO RESOURCES LIMITED

Per: (signed) *"James M. Bruchs"*

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Name: James M. Bruchs

Title: Chairman and Chief Executive Officer