

TSODILO RESOURCES LIMITED



**NOTICE OF ANNUAL AND SPECIAL MEETING
To Be Held On Thursday, May 20, 2021
and
MANAGEMENT INFORMATION CIRCULAR**

**IMPORTANT NOTICE FOR SHAREHOLDERS REGARDING THE PROXY MATERIALS
FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON
THURSDAY, MAY 20, 2021**

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

<http://www.tsodiloresources.com/i/pdf/2020AR.pdf>

and

http://www.tsodiloresources.com/i/pdf/2020NM_PV.pdf

TSODILO RESOURCES LIMITED
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the “**Meeting**”) of the shareholders of Tsodilo Resources Limited (the “**Company**”) will be held at the McLean Community Center, McLean Room, 1234 Ingleside Avenue, McLean, Virginia 22101 on Thursday, May 20, 2021 at 9:00 a.m. (EDT), for the following purposes:

- (a) To receive and consider the consolidated financial statements of the Company for the period ended December 31, 2020 and the report of the auditors thereon;
- (b) To elect directors of the Company for the ensuing year;
- (c) To appoint Crowe MacKay 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 consider a resolution increasing the number of common shares of the Corporation reserved for issuance to 9,830,420 under the Stock Option Plan of the Corporation to reflect an amount equal to 20% of the outstanding common shares issued as at the date of Shareholder approval. In the event that 20% of the outstanding common shares issued is greater than 9,830,420 at the time of Shareholder approval, the greater amount shall be considered as approved;
- (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 (May 18, 2021) 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 19th day of April, 2021.

By Order of the Board of Directors

“James M. Bruchs”

James M. Bruchs
Chairman and Chief Executive Officer