



TSODILO RESOURCES LIMITED

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2023 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 consolidated financial statements have been authorized for release by the Company’s Board of Directors on November 27, 2023.

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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 27th day of November 2023.

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 2023	September 30 2022	December 31 2022
ASSETS			
Current			
Cash	\$ 4,335	\$ 19,924	\$ 40,049
Accounts receivable and prepaid expenses	33,431	34,727	57,767
Total Current Assets	37,766	54,651	97,816
Exploration and evaluation assets (note 3)	5,000,435	5,364,341	5,572,595
Property, plant, and equipment (note 4)	128,921	186,077	137,882
Total Assets	\$5,167,122	\$5,605,069	\$5,808,293
LIABILITIES			
Current			
Accounts payable and accrued liabilities (note 9)	\$ 957,505	\$ 758,513	\$ 1,057,599
Short-term lease liability (note 6)	4,361	4,018	4,664
Notes payable (notes 5 and 9)	1,839,460	1,489,606	1,606,046
Total Current Liabilities	2,801,326	2,252,137	2,668,309
Long-term lease liability (note 6)	10,238	14,969	10,950
Total Liabilities	2,811,564	2,267,106	2,679,259
SHAREHOLDERS' EQUITY			
Share capital (note 7)	51,313,354	50,926,028	50,944,960
Contributed surplus (note 7)	12,373,720	12,153,950	12,198,392
Commitment to issue shares	15,000	--	95,068
Foreign translation reserve	(7,563,488)	(7,903,752)	(6,939,102)
Deficit	(53,783,028)	(51,838,263)	(53,170,284)
Total Equity	2,355,558	3,337,963	3,129,034
Total Liabilities and Equity	\$5,167,122	\$5,605,069	\$5,808,293
Nature of operations and going concern (note 1)			
Commitments and contingencies (note 12)			
Subsequent events (notes 5 and 15)			

See accompanying notes to the condensed interim consolidated financial statements.

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

"s"

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)

	Period Ended September 30			
	Three Months Ended		Nine Months Ended	
	September 30 2023	September 30 2022	September 30 2023	September 30 2022
Administrative Expenses				
Corporate remuneration	\$111,229	\$114,954	\$351,414	\$ 379,024
Corporate travel and subsistence	773	--	1,928	1,742
Investor relations	4,037	(3,585)	10,673	12,841
Legal and audit	9,246	3,192	23,903	5,907
Filings and regulatory fees	2,028	10,878	15,249	28,549
Administrative expenses	28,788	23,046	74,327	59,900
Stock-based compensation (note 7)	98,883	109,076	175,328	272,576
	254,984	257,561	652,822	760,539
Other Income (Expense)				
Impairment of exploration and evaluation (note 3)		--	--	--
Other income, net of cost	23,883	4,331	42,115	73,381
Interest income	--	--	--	--
Realized gain on disposal of property, plant, and equipment	--	--	--	--
Foreign exchange gain (loss)	879	(298)	(2,037)	(539)
	24,762	4,033	40,078	72,842
Gain/(Loss) for the Period	(230,222)	(253,528)	(612,744)	(687,697)
Other Comprehensive Gain/(Loss)				
Foreign currency translation	(179,383)	(820,995)	(624,386)	(1,493,514)
Total Other Comprehensive Gain/(Loss)	(179,383)	(820,995)	(624,386)	(1,493,514)
Total Comprehensive Income (Loss) for the Period	(\$409,605)	(\$1,074,523)	(\$1,237,130)	(\$2,181,211)
Basic and diluted loss per share	(\$0.00)	(\$0.01)	(0.01)	(\$0.01)
Weighted average number of shares outstanding			52,338,022	49,499,581

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)

2023

	Share Capital		Contributed Surplus Stock-based compensation & Other	Commitment to Issue Shares	Foreign Translation Reserve	Deficit	Total Equity
	Shares Issued	Amount					
Balance January 1, 2023	49,837,081	\$50,944,960	\$12,198,392	\$ 95,068	(\$6,939,102)	(\$53,170,284)	\$3,129,034
Units Issued	2,500,941	368,394	--	(95,068)	--	--	273,326
Commitment to issue shares	--	--	--	15,000	--	--	15,000
Stock-based compensation	--	--	175,328	--	--	--	175,328
Comprehensive loss	--	--	--	--	(624,386)	(612,744)	(1,237,130)
Balance September 30, 2023:	52,338,022	\$51,313,354	\$12,373,720	15,000	(\$7,563,488)	(\$ 53,783,020)	\$2,355,558

See accompanying notes to the condensed interim consolidated financial statements.

2022

	Share Capital		Contributed Surplus Stock-based compensation & Other	Foreign Translation Reserve	Deficit	Total Equity
	Shares Issued	Amount				
Balance January 1, 2022	49,499,581	\$50,896,526	\$11,881,374	(\$6,410,238)	(\$51,150,566)	\$5,217,096
Units Issued	--	--	--	--	--	--
Options exercised	337,500	29,502	--	--	--	29,502
Warrant exercised	--	--	--	--	--	--
Stock Based Compensation	--	--	272,576	--	--	272,576
Comprehensive loss	--	--	--	(1,493,514)	(687,697)	(2,181,211)
Balance September 30, 2022	49,837,081	\$50,926,028	\$12,153,950	(\$7,903,752)	(\$51,838,263)	\$3,337,963

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	
	2023	2022
Cash provided by (used in):		
Operating Activities		
Net Loss for the Period	(\$612,744)	(\$687,697)
Adjustments for non-cash items:		
Impairment on exploration and evaluation	--	--
Interest on lease liability	--	--
Foreign exchange loss (gain)	2,037	540
Stock-based compensation	175,328	272,576
	(435,379)	(414,581)
Net change in non-cash working capital balances <i>(note 14)</i>	(75,758)	(130,842)
	(511,137)	(545,423)
Investing Activities		
Additions to exploration properties	(66,174)	(62,910)
Additions to plant, property & equipment	--	--
	(66,174)	(62,910)
Financing Activities		
Issuance (payment) of notes payable	233,414	551,897
Issuance of common shares and warrants	368,394	--
Commitment to issue shares	(80,068)	--
Cost of issuance	--	29,502
Options exercised	--	--
Cash payments on lease	(1,015)	--
	520,725	581,399
Impact of exchange on cash	20,872	42,145
Change in cash - for the period	(35,714)	15,211
Cash - beginning of year	40,049	4,713
Cash - end of period	\$ 4,335	\$ 19,924

*Supplemental cash flow information – note 14**See accompanying notes to the condensed interim consolidated financial statements.*

Tsodilo Resources Limited

Notes to the Condensed Interim Consolidated Financial Statements

For the Periods ended September 30, 2023, and 2022
(All amounts are in U.S. dollars unless otherwise noted)

1. NATURE OF OPERATIONS AND GOING CONCERN

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 1 King Street West, 48th Floor, Toronto, Ontario, Canada, M5H 1A1. The Company currently exists under the Business Corporations Act of Yukon and its common shares are listed on the Canadian TSX Venture Stock Exchange ("TSXV") under the symbol TSD. The Company's stock also trades on the US OTCQB Venture Market under the symbol "TSDRF"; the Company continues to trade on the Canadian Toronto Stock Exchange Venture Exchange ("TSX Venture") under the symbol "TSD.V."

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 loss of (\$612,744) and comprehensive loss of (\$1,237,130) during the period ended September 30, 2023, and as of that date, the Company had an accumulated deficit of \$53,783,028, and negative working capital of (\$2,763,560). 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.

In February 2022, Russia commenced a military invasion of Ukraine. In response, many jurisdictions have imposed strict economic sanctions against Russia and its interests. While the Company does not have any operations in Ukraine or Russia, its business may be impacted as the conflict and economic sanctions may give rise to indirect impacts, including but not limited to, increased fuel prices, supply chain challenges and disruptions, logistics and transport disruptions and heightened cybersecurity disruptions and threats. Increased fuel prices and ongoing

volatility of such prices may have adverse impacts on the Company's costs of doing business. The implications could result in a global economic downturn that could adversely affect the Company's business. The continuance or escalation of the military conflict between Russia and Ukraine and the corresponding economic sanctions imposed on Russia may also result in increased volatility in the market for the Company's securities and could have other effects which are currently unknown. The Company cannot accurately predict the impact that ongoing conflict in Ukraine will have on its financial position or operations. Uncertainty about judgments, estimates and assumptions made by management during the preparation of the Company's condensed interim consolidated financial statements related to potential impacts of the Ukraine-Russia conflict on revenue, expenses, assets, liabilities, and note disclosures could result in a material adjustment to the carrying value of the asset or liability affected.

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 27, 2023.

(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	2023	2022
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.

Significant judgments are required with respect to the assessment of impairment of the Company's exploration and evaluation assets, the determination of the functional currency of the Company and its subsidiaries, 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 quantification of potential tax exposure 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 represent 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.

Proceeds received from farm-out agreements or recoveries of costs are credited against the cost of related claims.

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.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full, from successful development or by sale.

(f) Property, Plant and Equipment

Property, plant, and equipment are 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
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 property, 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 from 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 reallocated to profit or 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 stock option. When options are forfeited, 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. When an award expires unexercised the fair value originally allocated to the awardee remains in contributed surplus.

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.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve-month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

The Company derecognizes financial assets only when the contractual rights to cash flow from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in profit or loss.

(m) Financial Liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or at amortized cost. Financial liabilities classified as at amortized cost are initially recognized at fair value less directly attributable transaction costs. After initial recognition, amortized costs 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 and accrued liabilities, lease liability, and notes payable are classified as at amortized cost. 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.

The Company derecognizes a financial liability when its contractual obligations are discharged or canceled or expire. The Company also derecognizes a financial liability when its terms are modified, and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value.

(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 year. 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. Exploration and evaluation assets are assessed for impairment indicators under IFRS 6.

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.

(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) Share Capital

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of

common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement ("Agreement"), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using the residual value method which involves comparing the selling price of the units to the Company's share price on the announcement date of the financing. The market value is then applied to the common share, and any residual amount is assigned to the Warrants. Warrants that are issued as payment for agency fees or other transaction costs are accounted for as share issue costs and are recognized in equity. When warrants are forfeited or are not exercised at the expiry date, the amount previously recognized in equity is transferred from reserves to deficit. In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate exchange on the date the shares are issued.

(q) Provision for Environmental Rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive, or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development, or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mining assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets. The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditure. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period. As at September 30, 2023, and 2022, the Company has determined that it does not have any decommissioning obligations.

(r) Lease Liability Accounting Policy

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases of right-of-use assets are recognized at the lease commencement date at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, and otherwise at the Company's incremental borrowing rate. At the commencement date, a right-of-use asset is measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term, except where the lease contains a bargain purchase option a right-of-use asset is depreciated over the asset's useful life.

(s) **New Standards, Amendments and Interpretations Not Yet Effective**

Certain pronouncements were issued by the ISAB or the IFRS Interpretive Committee that are mandatory for accounting periods beginning January 1, 2023, or later periods. These standards did not have a material impact on the Company.

Classification of Liabilities as Current or Non-current (Amendment to IAS 1)

The amendment to IAS 1 provides a more general approach to the classification of liabilities based on the contractual agreements in place at the reporting date. These amendments are effective for the reporting dates beginning on or after January 1, 2023. This standard did not have a material impact on the Company.

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. These amendments are effective for reporting periods beginning on or after January 1, 2023. This standard did not have a material impact on the Company.

Amendments to IAS 8 – Definition of Accounting Estimates

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction between the two is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the financial statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. These amendments are effective for reporting periods beginning on or after January 1, 2023. This standard did not have a material impact on the Company.

3. XPLORATION AND EVALUATION ASSETS:

Exploration and evaluation assets are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Gcwihaba Botswana	TOTAL
	Project BK 16 Precious Stones	Project PL 217 Precious Stones	Bosoto Total	Project PL091 Industrial Minerals	Metals	
Balance at December 31, 2021	\$3,567,524	\$637,396	\$4,204,920	\$239,705	\$2,369,157	\$6,813,782
Additions	33,573	13,169	46,742	64,150	75,877	186,769
Net Exchange Differences	(270,608)	(65,892)	(336,500)	(12,177)	(202,928)	(551,605)
Impairment	--	(584,673)	(584,673)	(291,678)	--	(876,351)
Balance at December 31, 2022	3,330,489	--	3,330,489	--	2,242,106	5,572,595
Additions	35,369	--	35,369	--	30,805	66,174
Net Exchange Differences	(460,142)	--	(460,142)	--	(178,192)	(638,334)
Impairment	--	--	--	--	--	--
Balance at September 30, 2023	\$2,905,716	\$ --	\$2,905,716	\$ --	\$2,094,719	\$5,000,435

Exploration and evaluation additions for the year-ended December 31, 2022, are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Gcwihaba Botswana	TOTAL
	Project BK 16 Precious Stones	Project PL 217 Precious Stones	Bosoto Total	Project PL091 Industrial Minerals	Metals	
Drilling Expenditures	\$ 2,180	\$ 147	\$ 2,327	\$ 457	\$ 8,149	\$10,933
Amortization Drill Rigs, Vehicles & Trucks	4,022	--	4,022	49,371	4,887	58,280
Geophysics	150	150	300	--	22,346	22,646
Lab Analyses & Assays	837	--	837	--	19,157	19,994
License Fees	80	117	197	150	820	1,167
Maintenance, & Consumables	8,849	6,446	15,295	6,385	6,704	28,384
Salaries, Wages & Services	17,455	6,309	23,764	7,787	13,814	45,365
Balance at December 31, 2022	\$33,573	\$13,169	\$46,742	\$64,150	\$75,877	\$186,769

Exploration and evaluation additions for the period-ended September 30, 2023, are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Gcwihaba Botswana	TOTAL
	Project BK 16 Precious Stones	Project PL 217 Precious Stones	Bosoto Total	Project PL091 Industrial Minerals	Metals	
Drilling Expenditures	\$ 1,787	\$ --	\$ 1,787	\$ --	\$ 3,283	\$5,070
Amortization Drill Rigs, Vehicles & Trucks	--	--	--	--	--	--
Geophysics	--	--	--	--	--	--
Lab Analyses & Assays	--	--	--	--	--	--
License Fees	56	--	56	--	1,581	1,637
Maintenance, & Consumables	6,885	--	6,885	--	10,018	16,903
Salaries, Wages & Services	26,641	--	26,641	--	15,923	42,564
Balance at September 30, 2023	\$35,369	\$--	\$35,369	\$--	\$30,805	\$66,174

Exploration and evaluation additions for the period-ended September 30, 2022, are summarized as follows:

	Bosoto Botswana			Newdico Botswana	Gcwihaba Botswana	TOTAL
	Project BK 16 Precious Stones	Project PL 217 Precious Stones	Bosoto Total	Project PL091 Industrial Minerals	Metals	
Drilling Expenditures	\$ 2,379	\$ 31	\$ 2,410	\$ 170	\$3,680	\$6,260
Amortization Drill Rigs, Vehicles & Trucks	--	--	--	--	--	--
Geophysics	102	102	204	102	102	408
Lab Analyses & Assays	--	--	--	--	--	--
License Fees	61	89	150	82	627	859
Maintenance, & Consumables	6,150	4,312	10,462	4,496	9,319	24,277
Salaries, Wages & Services	11,869	4,419	16,288	5,352	9,466	31,106
Balance at September 30, 2022	\$20,561	\$8,953	\$29,514	\$10,202	\$23,194	\$62,910

General

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.

Exploration and Evaluation Assets (Royalties)

In the third Quarter 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% Net Smelter Return (NSR) on the Company's wholly owned Botswana subsidiary Gcwihaba Resources (Pty) Ltd. prospecting metal licenses in northwest Botswana;
- ◇ the grant of a 1% Gross Proceeds Royalty (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 Botswana subsidiary Gcwihaba (Pty) Ltd. ("Gcwihaba") then seven (7) metal prospecting licenses 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 five (5) 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 (PL) in the North-West district of which seven (7) were then in renewal. 21 licenses were relinquished, and the core seven licenses were given an initial grant effective October 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.

Two-year renewal applications were filed in the second quarter of 2021 reducing the overall license package from 4,021 km² to 2,465 km² consisting of five (5) prospecting licenses. The reduction in the license area package had no impact of the prospectivity of the project area.

On November 30, 2021, PL's 021- 024/2018 were renewed for a two-year term effective January 1, 2022. PL020 is pending approval. The four licenses combined have a proposed minimum exploration expenditure requirement of 8,020,080 BWP (\$579,220 USD) as at September 30, 2023. The fifth license is currently the subject of litigation, see Note 13 for a summary description.

Bosoto (Pty) Ltd ("Bosoto") – Botswana

Tsodilo was granted 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. On June 21, 2021, a two-year renewal of the license was granted effective October 1, 2021, for pandemic relief. An application for a three-year extension in order to complete the work program delayed by the pandemic was filed in the second quarter and is pending.

PL 217/2016 was acquired in the second quarter of 2017. The license had an effective date of January 1, 2017, for an initial period of 3-years followed by two 2-year renewals. The first renewal was granted on June 29, 2020, to be effective July 1, 2020.

A review of the Company's extensive exploration work on PL217/2016 was performed in the fourth quarter 2022 and it was determined that there is not enough gravel tonnage to make an economic project. Accordingly, the license was relinquished in its entirety in the 4th quarter. The Company has written off the capitalized cost of \$584,673 as impaired for that one license as at the year-ended December 31, 2022.

Newdico (Pty) Ltd ("Newdico") – Botswana

The Company holds a 100% interest in Newdico, which held one (1) industrial mineral (granite & dolerite) license.

In the 4th quarter 2022, a review of available data indicated that it is uneconomical to exploit. The Company decided to relinquish the license in its entirety. The Company has written off the capitalized costs of \$291,678 as impaired as at the year-ended December 31, 2022.

4. PROPERTY, PLANT, AND EQUIPMENT

Cost	Hangar	Vehicles	Furniture and Equipment	Right of Use Asset	Total
As at December 31, 2021	\$168,740	\$ 739,413	\$ 426,496	\$25,743	\$ 1,360,392
Foreign Exchange Difference	(14,260)	(62,487)	(34,572)	(2,176)	(113,495)
As at December 31, 2022	154,480	676,926	391,924	23,567	1,246,897
Foreign exchange Difference	(10,040)	(43,995)	(24,341)	(1,532)	(79,908)
As at September 30, 2023	\$144,440	\$632,931	\$367,582	\$22,036	\$1,166,990

	Hangar	Vehicles	Furniture and Equipment	Right of Use Asset	Total
Accumulated Depreciation					
As at December 31, 2021	\$97,762	\$732,400	\$313,072	\$5,149	\$1,148,383
Depreciation	17,007	4,586	29,904	4,714	56,211
Foreign exchange Difference	(12,726)	(61,894)	(20,523)	(435)	(95,578)
As at December 31, 2022	102,044	675,092	322,453	9,427	1,109,015
Depreciation	--	--	--	--	--
Foreign Exchange Difference	(6,632)	(43,876)	(19,826)	(613)	(70,947)
As at September 30, 2023	\$95,412	\$631,216	\$302,627	\$8,815	\$1,038,069

Net book value

As at December 31, 2022	\$52,436	\$1,834	\$69,470	\$14,140	\$137,882
As at September 30, 2023	\$49,028	\$1,715	\$64,955	\$13,222	\$128,921

For the period ended September 30, 2023, \$NIL (2022: \$NIL) in depreciation has been capitalized under exploration properties.

5. NOTES PAYABLE

As at September 30, 2023, notes payable in the amount of \$1,839,366 were outstanding from a related party. The notes have an annual interest rate of 8% and one of the notes carries a termination fee of 10% upon early redemption of the note for which there is an embedded derivative arising – the fair value of this is NIL. In addition,

at the option of the note holder, the December 2018 note can be converted to stock at the discretion of the holder during future private placements that raise a minimum of CAD \$500,000, of those future private placements at the price of the private placement. The remaining notes are due on demand.

The notes payable at September 30, 2023, are summarized as follows:

Date	Balance 12/31/2022	Changes in 2023	Balance 09/30/2023	Interest Rate	Termination Fee	Maturity Date
31-Dec-18	\$273,006	\$--	\$273,006	8%	\$27,300	31-Dec-23*
30-Jun-19	207,242	--	207,242	8%	NIL	On Demand
31-Dec-19	57,684	--	57,684	8%	NIL	On Demand
01-Oct-20	192,042	--	192,042	8%	NIL	On Demand
21-Jun-21	26,500	--	26,500	8%	NIL	On Demand
27-Jul-21	26,500	--	26,500	8%	NIL	On Demand
28-Aug-21	27,000	--	27,000	8%	NIL	On Demand
27-Sep-21	25,500	--	25,500	8%	NIL	On Demand
31-Dec-21	102,235	--	102,235	8%	NIL	On Demand
30-Jun-22	451,159	--	451,159	8%	NIL	On Demand
21-Sep-22	25,000	(25,000)	--	8%	NIL	19-Dec-22
30-Sep-22	100,738	--	100,738	8%	NIL	On Demand
31-Dec-22	91,440	--	91,440	8%	NIL	On Demand
1-July-23	--	166,880	166,880	8%	NIL	On Demand
31-Sep-23	--	91,440	91,440	8%	NIL	On Demand
Total	\$1,606,046	\$233,320	\$1,839,366		\$27,300	

*During the year-ended December 31, 2022, \$273,006 of notes payable had its maturity extended from December 31, 2022, to December 31, 2023.

- On June 30, 2022, a promissory note was issued for \$451,159 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On September 21, 2022, a promissory note was issued for \$25,000. The note matured on December 19, 2022, and has an annual interest rate of 8%.
- On September 30, 2022, a promissory note was issued for \$100,738 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On December 31, 2022, a promissory note was issued for \$91,440 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On January 17, 2023, a \$25,000 promissory note dated September 21, 2022, was paid.
- On July 1, 2023, a promissory note was issued for \$166,880 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On September 30, 2023, a promissory note was issued for \$91,440 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.

The notes payable at December 31, 2022, are summarized as follows:

Date	Balance 12/31/2021	Changes in 2022	Balance 12/31/2022	Interest Rate	Termination Fee	Maturity Date
31-Dec-18	273,006	--	273,006	8%	27,300	31-Dec-22*
30-Jun-19	207,242	--	207,242	8%	NIL	On Demand
31-Dec-19	57,684	--	57,684	8%	NIL	On Demand
01-Oct-20	192,042	--	192,042	8%	NIL	On Demand
21-Jun-21	26,500	--	26,500	8%	NIL	On Demand
27-Jul-21	26,500	--	26,500	8%	NIL	On Demand
28-Aug-21	27,000	--	27,000	8%	NIL	On Demand
27-Sep-21	25,500	--	25,500	8%	NIL	On Demand
31-Dec-21	102,235	--	102,235	8%	NIL	On Demand
30-June-22		451,159	451,159	8%	NIL	On Demand
30-Sept-22		100,738	100,738	8%	NIL	On Demand
01-Oct-22		25,000	25,000	8%	NIL	On Demand
31-Dec-22		91,440	91,440	8%	NIL	On Demand
Total	\$937,709	\$668,337	\$1,606,046		\$27,300	

*During the year-ended December 31, 2021, \$273,006 of notes payable had its maturity extended from December 31, 2021, to December 31, 2022.

- On June 30, 2022, a promissory note was issued for \$451,159 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On September 30, 2022 a promissory note was issued for \$100,738 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.
- On October 1, 2022, a promissory note was issued \$25,000. The note is payable on demand and has an annual interest rate of 8%.
- On December 31, 2022, a promissory note was issued for \$91,440 to an employee, who is a director of the Company. The note is payable on demand and has an annual interest rate of 8%.

6. LEASE LIABILITY

	September 30	
	2023	2022
Lease liability opening balance	\$ 21,633	\$ 21,633
Additions	--	--
Payments	(6,826)	--
Accretion	1,858	--
Exchange difference	(2,066)	(1,084)
Lease liability ending balance	14,599	20,549
Less current portion	(4,361)	(4,349)
Long-term portion	\$ 10,950	\$ 16,200

During the year ended December 31, 2021, the Company recognized right of use assets and a corresponding lease liability of \$27,211. The incremental borrowing rate for the lease liability recognized was 10%. No other lease liability activity occurred through to September 30, 2023.

7. 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.

Issued and outstanding: 52,338,022 Common Shares as at September 30, 2023, and 49,837,081 at December 31, 2022 and 49,499,581 at September 30, 2022.

1) Issued during the year ended December 31, 2023:

- On January 25, 2023, 2,500,941 units were issued at a price of C\$0.20 for proceeds to the Company of \$368,394 (C\$500,188). Each unit includes one common share and one warrant entitling the holder thereof to purchase one common share until the close of business on January 25, 2025, at USD \$0.20.
- On November 16, 2023, 706,903 units were issued at a price of C\$0.20 for proceeds to the Company of \$103,664 (C\$141,380). Each unit includes one common share and one warrant entitling the holder thereof to purchase one common share until the close of business on November 16, 2025, at USD \$0.20.

2) Issued during the year ended December 31, 2022:

- On July 12, 2022, 237,500 (C\$0.09) options were exercised for proceeds of \$16,452 (C\$21,375). The fair value of \$10,206 (C\$13,276) was reclassified from contributed surplus to share capital.
- On July 12, 2022, 100,000 (C\$0.17) options were exercised for proceeds of \$13,050 (C\$17,000). The fair value of \$8,726 (C\$11,350) was reclassified from contributed surplus to share capital.

(b)Warrants

As at September 30, 2023, and 2022, the following warrants were outstanding:

As at September 30, 2022

Expiry	Exercise price (USD)	Warrants outstanding	Remaining contractual life (years)
July 25, 2023*	\$0.55	2,504,055	0.00
August 10, 2023*	\$0.55	300,000	0.00
		2,804,055	

*During the year-ended December 31, 2022, the expiry of the warrants has been extended from January 25, 2023, and February 10, 2023, to July 25, 2023, and August 10, 2023.

As at September 30, 2023

Expiry	Exercise price (USD)	Warrants outstanding	Remaining contractual life (years)
January 25, 2025	\$0.20	2,500,941	1.83
		2,500,941	

September 30, 2023 Warrant activity summary

	Number of Warrants	Weighted Average Exercise Price
Outstanding as at December 31, 2022	2,804,055	\$0.55
Issued	2,500,941	\$0.20
Expired	(2,804,055)	\$0.55
Exercised	--	--
Outstanding as at September 30, 2023	2,500,941	\$0.20

- On January 25, 2023, the company issued 2,500,941 warrants with an exercise price of \$0.20, expiring on January 25, 2025. As the strike price of these warrants is in U.S. Dollars, the warrants were classified as equity instruments. The values of the units are equal to the value of the common shares at the issuance date.

- On January 25, 2021, the Company issued 2,686,038 warrants with an exercise price of \$0.55, expiring on January 25, 2023; these were extended to July 25, 2023. As the strike price of these warrants is in U.S. Dollars, the warrants were classified as equity instruments. The values of the units are equal to the value of the common shares at the issuance date. These have expired during the period
- On February 10, 2021, the Company issued 300,000 warrants with an exercise price of \$0.55, expiring on February 10, 2023; there were extended to August 10, 2023. As the strike price of these warrants is in U.S. Dollars, the warrants were classified as equity instruments. The values of the units are equal to the value of the common shares at the issuance date. These have expired during the period
- On September 30, 2021, 143,801 warrants were exercised for proceeds of USD \$79,090.
- On December 31, 2021, 38,182 warrants were exercised for proceeds of USD \$21,001.

No warrants were issued, exercised, or expired during the period ended September 30, 2022.

(c) Stock Option Plan

The Company has a stock option plan ("SOP") providing for the issuance of options that cannot exceed 9,830,420 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 TSX Venture 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. On May 20, 2021, shareholders voted to increase the number of common shares of the Corporation reserved for issuance pursuant to the Stock Option Plan to 9,830,340 to reflect an amount equal to 20% of the outstanding common shares outstanding as at May 20, 2021.

The following Table summarizes the Company's stock option activity for the years ended September 30, 2023, and 2022:

	Number of Options	Weighted Average Exercise Price
Outstanding as at December 31, 2021	3,140,750	C\$0.49
Granted	1,425,000	C\$0.39
Exercised	(337,500)	C\$0.12
Expired	(547,000)	C\$0.80
Outstanding as at December 31, 2022	3,681,250	C\$0.43
Granted	1,600,000	C\$0.21
Exercised	--	C\$0.12
Expired	(625,000)	C\$0.58
Outstanding as at September 30, 2023	4,656,250	C\$0.33

2023

- ◇ On January 1, 2023, the company granted 650,000 options exercisable at C\$0.20.
- ◇ On January 2, 2023, 175,000 stock options exercisable at C\$0.65 expired.
- ◇ On March 25, 2023, 450,000 stock options exercisable at C\$0.55 expired.
- ◇ On June 12, 2023, the company granted 950,000 options excisable at C\$0.21

2022

- ◇ On January 1, 2022, the company granted 425,000 options at C\$0.64.
- ◇ On January 2, 2022, 125,000 stock options exercisable at C\$0.69 expired.

- ◇ On April 3, 2022, 350,000 stock options exercisable at C\$0.85 expired.
- ◇ On July 1, 2022, the company granted 1,000,000 options at C\$0.29.
- ◇ On July 12, 2022, 237,500 (C\$0.09) options were exercised for proceeds of \$16,452 (C\$21,375).
- ◇ On July 12, 2022, 100,000 (C\$0.17) options were exercised for proceeds of \$13,050 (C\$17,000).
- ◇ On November 21, 2022, 72,000 stock options exercisable at C\$0.75 expired.

The weighted average trading price of the Company's shares on the dates of the exercises of stock options was C\$0.70 (2021 – C\$0.71) for the year ended December 31, 2022.

The following assumptions were used in the Black Scholes option pricing model to fair value the stock options granted during the years ended September, 2023, and 2022:

	2023	2022
Expected lives	3.94 years	3.95 years
Expected volatilities (based on Company's historical prices)	116.17-118.77%	113.56-116.22%
Expected dividend yield	0%	0%
Risk free rates	3.99-4.07%	1.11-2.84%
Weighted average fair value of option	\$0.16	\$0.32

The following table summarizes stock options outstanding as at September 30, 2023:

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\$0.28	50,000	C\$0.28	0.26	50,000	C\$0.28	0.26
C\$0.17	375,000	C\$0.17	0.68	375,000	C\$0.17	0.68
C\$0.07	162,500	C\$0.07	1.26	162,500	C\$0.07	1.26
C\$0.09	218,750	C\$0.09	1.98	218,750	C\$0.09	1.98
C\$0.47	275,000	C\$0.47	2.26	275,000	C\$0.47	2.26
C\$0.75	550,000	C\$0.75	2.64	550,000	C\$0.75	2.64
C\$0.64	425,000	C\$0.64	3.26	425,000	C\$0.64	3.26
C\$0.29	1,000,000	C\$0.29	3.75	750,000	C\$0.29	3.75
C\$0.20	650,000	C\$0.20	4.26	325,000	C\$0.20	4.26
C\$0.21	950,000	C\$0.21	4.70	237,500	C\$0.21	4.70
	4,656,250	C\$0.33	3.30	3,368,750	C\$0.37	2.88

8. 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 2022 of approximately 27% (2021: 27%) to loss before income taxes as follows:

	December 31, 2022	December 31, 2021
Loss for the year	(\$2,019,718)	(\$1,316,206)
Income tax rate	27.00%	27.00%
Expected income tax recovery	(\$545,324)	(\$355,376)
Foreign operation taxed at lower rates	50,135	4,420
Permanent differences	78,807	76,654
Change in benefits not recognized	416,382	274,302
Provision for income taxes	\$ --	\$ --

As of December 31, 2022, the following deferred tax assets and liabilities have been recognized:

	December 31, 2022	December 31, 2021
Property, Plant and Equipment	(\$19,000)	(\$24,000)
Exploration & Evaluation Assets	(2,066,000)	(2,424,000)
Deferred tax liabilities	(2,085,000)	(2,448,000)
Tax losses carried forward	2,085,000	2,448,000
Net deferred income tax asset recorded	\$--	\$--

As at December 31, 2022, the Company has unrecognized deductible temporary differences aggregating to \$14,434,000 (2021: \$13,082,000), 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, 2022	December 31, 2021
Losses carried forward – Botswana	\$4,812,000	\$4,232,000
Losses carried forward – Canada	9,263,000	8,435,000
Other	359,000	415,000
	\$14,434,000	\$13,082,000

The Canadian tax losses of \$9,263,000 (2021: \$8,435,000) expire from 2026 through to 2042. The majority of Botswana tax losses can be carried forward indefinitely with the remainder expiring within five years.

9. RELATED PARTY TRANSACTIONS

Remuneration of Key Management Personnel of the Company

	For the period ended September 30	
	2023	2022
Short term employee remuneration and benefits	\$213,750	\$249,750
Stock-based compensation	121,480	189,089
Total compensation attributed to key management personnel	\$335,230	\$438,839

- ◇ During the quarter, an individual related to the CEO provided administrative and management services to the Company and was remunerated in Q3 in the amount of \$12,000 (2022: \$12,000).
- ◇ During the nine month period ended September 30, an individual related to key management personnel of the Company received \$8,018 in stock-based compensation during the year (2022: \$10,222).
- ◇ During the quarter, a board member was issued notes in the amount of \$258,320 (2022: \$551,896).
- ◇ As at September 30, 2023, there was a total of \$30,576 (2022: \$NIL) payables to related parties included within accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and are due on demand.

There are no other related party transactions.

10. SEGMENTED INFORMATION

The Company operates in one industry. As at September 30, 2023, the Company's property, plant, and equipment in Botswana was \$128,971 (2022: \$186,077) and exploration and evaluations properties in Botswana were \$5,000,435 (2022: \$5,364,341).

11. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, accounts receivable, accounts payable and accrued liabilities, lease liabilities and notes payable.

The fair value of financial instruments is determined by valuation methods depending on hierarchy levels as defined below:

1. Level 1 of the fair value hierarchy includes unadjusted quoted prices in active markets for identical assets or liabilities;
2. Level 2 of the hierarchy includes inputs that are observable for the asset or liability, either directly or indirectly; and
3. Level 3 includes inputs for the asset or liability that are not based on observable market data.

The Company has no financial instruments measured at fair value.

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 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 considering 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.

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.

There has been no change in the Company's approach to capital management during 2022. The Company is not subject to externally imposed capital requirements.

(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 has a working capital deficiency of \$2,763,560 at September 30, 2023 (2022: \$2,197,485).

(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 cash balances. The Company limits exposure to credit risk 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.

(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 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 financial instruments exposures as at September 30, 2023, a ten-percentage change in the exchange rate would result in approximately a (\$64,000) [2022: (\$68,258)] 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 do 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.

The Company has proposed mineral interest commitments with its Bosoto and Gcwihaba licenses. The Company is to make exploration expenditures of approximately \$2,946,967 (40,002,000 BWP) by September 30, 2023, on its PL369/2014 Bosoto license and approximately \$586,870 (8,020,080 BWP) by December 31, 2023, on its Gcwihaba licenses.

Lease & Service Commitments Due to the impact of the Covid pandemic, expenditures for both the Gcwihaba and Bosoto projects was greatly reduced from pre-pandemic levels.

Currently, the aggregate minimum annual payments are as follows:

Year	Facility	Term	BWP			USD*
			Yearly Rental	Services	Total	
2023	Hangar Maun ¹	2/01/2016 – 12/31/2026	163,512	24,527	188,039	\$14,523
2023	Shakawe Plot ²	1/01/2021 – 12/31/2025	77,880	-	77,880	6,015
2023	Gaborone ³	2/01/2022 – 1/31/2023	-	98,000	98,000	7,570
2023	Letlhakane Plot ⁴	2/21/2018 – 12/31/2068	29,998	-	29,998	2,317
	Total					\$30,425

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

¹ Newdico purchased the hangar facility from Commercial Holdings (Pty) Ltd. (CHPT) in February 2016. The hangar facility resides on a commercial plot located at the Maun International Airport rented by CHPT from Civil Aviation Authority of Botswana (CAAB). The purchase agreement called for a transfer of the CPHT/CAAB lease to Newdico upon purchase of the hangar facility. The parties all agree to the transfer taking place but to date, the lease transfer has not occurred. The lease has an effective date of January 1, 2016, and continues for 10 years at 8% escalation annually which may be reviewed every three (3) years at market and commercial rates. As at February 1, 2023, the monthly lease payment is 13,710 BWP / month in addition to a fee of 15% of monthly rental for security and general maintenance at the airport complex.

² The lease has an effective date of January 1, 2021, and is renewable at the Company's option for an additional 6 years expiring on December 31, 2025. The monthly lease payment is 6,490 BWP increasing 420 BWP annually in each successive year.

³ The twelve-month service agreement has an effective date of February 1, 2023, and is renewable at the company's option for an additional year expiring January 31, 2024. The monthly lease payment is 8,000 BWP/month.

⁴ The lease term has an effective date of February 2018. Newdico's obligations under the lease are effective as of October 1, 2020. The lease cost is 29,998 BWP per annum, which may be reviewed every five (5) years at market and commercial rates. The lease has a term of fifty (50) years cancelable by either party on six (6) months' notice.

13. Litigation:

On or about June 30, 2021, the Company's wholly owned Botswana subsidiary, Gcwihaba Resources (Pty) Ltd. (Gcwihaba) submitted prospecting renewal license applications for its Xaudum Iron Formation project in northwest Botswana. Of the then current 7 licenses, two licenses were relinquished in their entirety and 5 were submitted for renewal. Collectively 50% of the combined license area in the 7 licenses was relinquished pursuant to Section(s) 17 and 19 of the Mines and Minerals Act.

Four of the five licenses that contain the vast bulk of the exploration target in the Xaudum Iron Formation project were renewed as submitted, effective January 1, 2022, while the fifth license, PL020/2018, continued in renewal.

Despite periodic inquiries as to the license renewal status, Tsodilo was first apprised of a possible reason for the continued delay on April 26, 2022, when the Minister of Minerals and Energy (MME) informed Gcwihaba that part of the area included in license PL020/2018 is in the buffer zone surrounding the Okavango Delta, a UNESCO World Heritage Property, and that any prospecting activities in that area would be subject to environmental assessment measures.

On April 27, 2022, Gcwihaba promptly responded by reminding the MME that:

- (i) the license in question has existed in its present form since 2008, six years before the buffer zone was established by the State party and not by UNESCO;
- (ii) prior to establishment of the current buffer zone in 2014, significant exploration had already been conducted in that area and a compliant NI 43-101 Inferred Mineral Resource Statement prepared by SRK was submitted to the MME identifying a mineral resource of 441 Mt grading 29.4% Fe;

(iii) when it was established in 2014, the current buffer zone encroached on a portion (169 Mt) of the Company's identified mineral resource; and

(iv) the prospecting license including this area has since that time been renewed and re-granted multiple times without any controversy.

Gcwihaba also expressed complete agreement that prospecting, and mining activities were permitted in the buffer zone subject to various environmental standards and practices spelled out in Botswana law, and further affirmed its commitment to comply with all such requirements and to develop the Xaudum Iron Formation project in an environmentally friendly manner.

With apparent agreement as to the facts and applicable law, and with renewed and unequivocal assurance from Gcwihaba that it would be sensitive to environmental issues and would fully comply with all laws and regulations in this regard, it was expected that any concerns had been more than addressed and that the PL020/2018 license would now be renewed in short order.

However, in a letter received on June 15, 2022, despite its earlier clear statements to Tsodilo that exploration and mining could be conducted in the buffer zone, and a history of similar statements by the Botswana government in multiple earlier UNESCO filings, the Ministry advised that the PL020/2018 license would not be renewed if it included any areas located within the buffer zone.

To reach a mutually acceptable resolution, the Company filed a revised renewal application reducing the buffer zone area of the license block to only an area proximate to a paved airport landing strip, a hospital and a shopping center all established, extended, or rebuilt after 2014 and all within the buffer zone. To date, the Company has received no response to the revised license application.

While the bulk of the Company's Xaudum Iron Formation resource remains free of any dispute, the area within the buffer zone is of sufficient value that the Company believes further efforts are appropriate to protect shareholder interest, and further believes that the conduct of the Botswana government in connection with the license renewal process has left no recourse other than seeking resolution in the courts. Accordingly, litigation was initiated on October 31, 2022, and an oral hearing was held in the High Court in Maun, Botswana on April 18, 2023. The High Court's decision in the matter is pending.

On September 27, 2023, upon the Company's application, the High Court of Botswana rendered an order that interdicts and restrains Minister of Mines and Energy, through the Department of Mines or any other Department from receiving, considering, or assessing the renewal applications in relation to Prospecting Licenses PL's 021024/2018 pending the delivery of the judgement in the Applicant's review application with respect to Prospecting License PL021/2018.

For more detailed information on all the above, and in the interest of transparency, the Company has established a landing page regularly updated to include all records related to this matter. Please see:

<https://tsodiloresources.com/s/MMGE.asp.html>.

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

For the year ended
September 30

	2023	2022
Net change in non-cash working capital balances:		
(Increase) decrease in accounts receivable and prepaid expenses	\$ 24,336	\$1,241
Increase (decrease) in accounts payable and accrued liabilities	(100,094)	(132,183)
Increase in notes payable for operating activities	--	--
Total	(\$75,758)	(\$130,842)
Non-cash Financing and Investing Activities:		
Issuance of common shares for accounts payable and accrued liabilities	\$ --	\$ --
Issuance of common shares for notes payable	\$ --	\$ --
Reclassification of accounts payable to notes payable	\$ --	\$ --
Lease assets acquired	\$ --	\$ --
Fair value of options exercised	\$ --	\$ --

15. SUBSEQUENT EVENTS

- On November 16, 2023, 706,903 units were issued at a price of C\$0.20 for proceeds to the Company of \$103,664 (C\$141,380). Each unit includes one common share and one warrant entitling the holder thereof to purchase one common share until the close of business on November 16, 2025, at USD \$0.20.