



TSODILO RESOURCES LIMITED

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE & NINE MONTH PERIOD ENDED SEPTEMBER 30, 2024

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 22, 2024.

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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 fulfils 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 22nd November 2024.

TSODILO RESOURCES LIMITED

"s"

James M. Bruchs
Chairman and Chief Executive Officer

"s"

Stephen McCullough
Chief Financial Officer

Tsodilo Resources Limited

Condensed Interim Consolidated Statements of Financial Position

(In United States dollars)

	September 30 2024	September 30 2023	December 31 2023
ASSETS			
Current			
Cash	\$ 8,480	\$ 4,335	\$ 1,856
Accounts receivable and prepaid expenses	36,955	33,431	37,493
Total Current Assets	45,435	37,766	39,349
Exploration and evaluation assets (note 3)	5,730,533	5,000,435	5,475,876
Property, plant, and equipment (note 4)	82,380	128,921	80,608
Total Assets	\$5,858,348	\$5,167,122	\$5,595,833
LIABILITIES			
Current			
Accounts payable and accrued liabilities (note 9)	\$ 1,385,717	\$ 957,599	\$ 1,341,216
Short-term lease liability (note 5)	5,068	4,361	4,952
Notes payable (notes 6 and 9)	2,188,746	1,839,366	1,930,806
Total Current Liabilities	3,579,531	2,801,326	3,276,974
Long-term lease liability (note 5)	5,632	10,238	5,503
Total Liabilities	3,585,163	2,811,564	3,282,477
SHAREHOLDERS' EQUITY			
Share capital (note 7)	51,761,328	51,313,354	51,403,803
Contributed surplus (note 7)	12,525,817	12,373,720	12,414,194
Commitment to issue shares	--	15,000	--
Foreign translation reserve	(7,067,835)	(7,563,488)	(7,183,001)
Deficit	(54,946,125)	(53,783,028)	(54,321,640)
Total Equity	2,273,185	2,355,558	2,313,356
Total Liabilities and Equity	\$5,858,348	\$5,167,122	\$5,595,833

Nature of operations and going concern (note 1)

Commitments and contingencies (note 12)

Subsequent events (note 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, Board of Directors

Tsodilo Resources Limited

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(In United States dollars)

	Three Months Ended September 30		Nine Months Ended September 30	
	2024	2023	2024	2023
Operating Expenses				
Corporate remuneration (note 9)	\$ 128,308	\$ 111,229	\$ 363,453	\$ 351,414
Corporate travel and subsistence	--	773	1,929	1,928
Investor relations	18,896	4,037	35,159	10,673
Legal and audit	4,507	9,246	11,966	23,903
Filings and regulatory fees	11,542	2,028	17,107	15,249
Administrative expenses	(3,912)	28,788	65,513	74,327
Stock-based compensation (note 7 and 9)	38,923	98,883	142,531	175,328
	(198,264)	(254,984)	(637,658)	(652,822)
Other Income (Expense)				
Impairment of exploration and evaluation (note 3)		--		--
Other income, net of cost	68	23,883	11,632	42,115
Foreign exchange loss	(46)	879	1,541	(2,037)
	22	24,762	13,173	40,078
Loss for the period	(198,242)	(230,222)	(624,485)	(612,744)
Other Comprehensive Gain / (Loss)				
Foreign currency translation	162,993	(179,383)	115,166	(624,386)
Total Other Comprehensive Gain / (Loss)	162,993	(179,383)	115,166	(624,386)
Total Comprehensive Loss for the Period	\$ (35,249)	\$ (409,605)	\$ (509,319)	\$ (1,237,130)
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)
Weighted average number of shares outstanding	54,964,085		52,338,022	

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)

2024

	Share Capital		Contributed Surplus Stock-based compensation & Other	Commitment to Issue Shares	Foreign Translation Reserve	Deficit	Total Equity
	Shares Issued	Amount					
Balance January 1, 2024	53,044,925	\$51,403,803	\$12,414,194	\$ --	(\$7,183,001)	(\$54,321,640)	\$2,313,356
Units Issued	1,566,660	293,138	--	--	--	--	293,138
Options exercised	352,500	64,387	(30,908)	--	--	--	33,479
Stock-based compensation	--	--	142,531	--	--	--	142,531
Comprehensive gain / (loss)	--	--	--	--	115,166	(624,485)	(509,319)
Balance September 30, 2024	54,964,085	\$51,761,328	\$12,525,817	--	(\$7,067,835)	(\$54,946,125)	\$2,273,185

See accompanying notes to the condensed interim consolidated financial statements

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
Options exercised	--	--	--	15,000	--	--	15,000
Stock-based compensation	--	--	175,328	--	--	--	175,328
Comprehensive gain (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)	(\$53,783,028)	\$2,355,558

See accompanying notes to the condensed interim consolidated financial statements

Tsodilo Resources Limited
Condensed Interim Consolidated Statements of Cash Flows
(In United States dollars)

	Period Ended September 30	
	2024	2023
Cash provided by (used in):		
Operating Activities		
Net loss for the period	(\$ 624,485)	(\$ 612,744)
Adjustments for non-cash items:		
Amortization	--	--
Interest on lease liability	--	--
Foreign exchange loss (gain)	(1,541)	2,037
Stock-based compensation	142,531	175,328
	(483,495)	(435,379)
Net change in non-cash working capital balances (note 14)	45,039	(75,758)
Cash (used in) provided by operating activities	(438,456)	(511,137)
Investing Activities		
Additions to exploration properties	(121,862)	(66,174)
Cash used in investing activities	(121,862)	(66,174)
Financing Activities		
Issuance of notes payable	257,940	233,414
Issuance of common shares and warrants	293,138	368,394
Commitment to issue shares	--	(80,068)
Options exercised	33,479	--
Cash payments on lease	(87)	(1,015)
Cash provided by financing activities	584,470	520,725
Impact of exchange on cash	(17,528)	20,872
Change in cash – for the period	6,624	(35,714)
Cash – beginning of period	1,856	40,049
Cash – end of period	\$ 8,480	\$ 4,335

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, 2024 and 2023

(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 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 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.

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 \$624,485 (2023: \$612,744) and comprehensive loss of \$509,319 (2023: \$1,237,130) during the period ended September 30, 2024, and as of that date, the Company had an accumulated deficit of \$54,946,125 (2023: \$53,783,028), and negative working capital of \$3,534,096 (2023: \$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 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.

On March 21, 2024, 621,660 units were issued at a price of C\$0.20 for proceeds to the Company of \$91,919 (C\$124,332). Issuance costs of \$5,504 (C\$7,532) were netted against the proceeds.

On May 6, 2024, 945,000 units were issued at a price of C\$0.30 for proceeds to the Company of \$206,723 (C\$283,500).

On June 6, 2024, 140,000 options were exercised at C\$0.17, 112,500 options at C\$0.09, 62,500 options at C\$0.07, and 37,500 options at C\$0.20 totalling 352,500 options for net proceeds to the Company of \$33,479 (C\$45,800).

Consequently, management is continually 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.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) **Statement of Compliance with International Financial Reporting Standards**

(b) 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 22, 2024.

(c) **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:

Tsodilo Resources Limited

Notes to the Condensed Interim Consolidated Financial Statements

For the Periods Ended September 30, 2024 and 2023

(All amounts are in U.S. dollars unless otherwise noted)

Entity	2024	2023
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%

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

(d) **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.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

(i) Capitalization of exploration and evaluation costs

Management has determined that exploration and evaluation costs incurred during the period have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information including but not limited to the geologic and metallurgic information, proximity of operating facilities, operating management expertise and existing permits. 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.

(ii) Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

(iii) Estimation of decommissioning and restoration costs and timing of expenditure

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements and constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

(iv) Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Tsodilo Resources Limited

Notes to the Condensed Interim Consolidated Financial Statements

For the Periods Ended September 30, 2024 and 2023

(All amounts are in U.S. dollars unless otherwise noted)

(v) Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

(vi) Functional Currency

The determination of each of the Company and its subsidiaries functional currency requires analyzing facts that are considered primary factors, and if the result is not conclusive, the secondary factors. The analysis requires the Company to apply significant judgment since primary and secondary factors may be mixed. In determining its functional currency, the Company and each of its subsidiaries analysed both the primary and secondary factors, including the currency of the Company's and subsidiaries' operating costs in Canada and Botswana, and sources of equity financing.

(vii) Contingencies

See note 12.

(e) Earnings (Loss) per Common Share

Earnings (loss) per share calculations are based on the net loss attributable to common shareholders for the year 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 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 period (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.

(f) 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;

Tsodilo Resources Limited

Notes to the Condensed Interim Consolidated Financial Statements

For the Periods Ended September 30, 2024 and 2023

(All amounts are in U.S. dollars unless otherwise noted)

- 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.

When events or changes in circumstances indicate that its carrying amount may not be recoverable, the Company will recognize an impairment in value based upon current exploration results and upon management's assessment of the future probability of revenues from the property or from the sale of the property.

(g) **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.

(h) **Cash**

Cash consists of cash held in banks and petty cash.

(i) **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

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 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.

Tsodilo Resources Limited

Notes to the Condensed Interim Consolidated Financial Statements

For the Periods Ended September 30, 2024 and 2023

(All amounts are in U.S. dollars unless otherwise noted)

(j) **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.

(k) **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.

(l) **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.

(m) **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

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(All amounts are in U.S. dollars unless otherwise noted)

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 de-recognition are recognized in profit or loss

(n) **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 period. 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. 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 the statement of loss. Transaction costs associated with FVTPL liabilities are expensed as incurred.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled 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.

(o) **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. 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 periods. A reversal of an impairment loss is recognized immediately in profit or loss.

(p) **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.

(q) **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. 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

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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.

(r) **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, 2024, and 2023, the Company has determined that it does not have any decommissioning obligations.

(s) **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 re-measurement 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.

(t) **Application of New Accounting Policies**

During the year ended December 31, 2023, the Company adopted a number of amendments and improvements of existing standards. These included amendments to IAS 1 - Presentation of Financial Statements and IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors. These changes did not have any material impact on the Company's financial statements.

(u) **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, 2024, or later periods. The Company is currently assessing the potential impacts of these standards on the financial statements.

I. **Classification of Liabilities as Current or Non-current (Amendments to IAS 1).**

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024.

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II. Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments will be effective for annual reporting periods beginning on or after January 1, 2024.

III. Lack of Exchangeability (Amendments to IAS 21)

In August 2023, the IASB amended IAS 21 to clarify when a currency is exchangeable into another currency; and how a company estimates a spot rate when a currency lacks exchangeability. Under the amendments, companies will need to provide new disclosures to help users assess the impact of using an estimated exchange rate on financial statements. The amendments apply for annual reporting periods beginning on or after January 1, 2025. Earlier application is permitted.

3. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets are summarized as follows:

	Bosoto BK 16	Gcwihaba Metals	TOTAL
Balance at December 31, 2022	\$ 3,330,489	\$ 2,242,106	\$ 5,572,595
Additions	70,030	85,042	155,072
Net Exchange Differences	(150,484)	(101,307)	(251,791)
Impairment	--	--	--
Balance at December 31, 2023	\$ 3,250,035	\$ 2,225,841	\$ 5,475,876
Additions	20,824	101,038	121,862
Net Exchange Differences	76,980	55,815	132,795
Impairment	--	--	--
Balance at September 30, 2024	\$ 3,347,839	\$ 2,382,694	\$ 5,730,533

Exploration and evaluation additions for the year-ended December 31, 2023, are summarized as follows:

	BK 16	Metals	TOTAL
Drilling Expenditures	\$ 2,464	\$ 6,344	\$8,808
Amortization Drill Rigs & Vehicles	3,704	4,501	8,205
License Fees	56	811	867
Maintenance, & Consumables	10,561	23,529	34,090
Salaries, Wages & Services	53,245	49,857	103,102
Balance at December 31, 2023	\$ 70,030	\$ 85,042	\$ 155,072

Exploration and evaluation additions for the year-ended September 30, 2024, are summarized as follows:

	BK 16	Metals	TOTAL
Drilling Expenditures	\$ 809	\$ 4,448	\$ 5,257
Amortization Drill Rigs & Vehicles	--	--	--
Lab Analyses & Assays	--	4,757	4,757
License Fees	--	469	469
Maintenance, & Consumables	7,217	27,381	34,598
Salaries, Wages & Services	12,798	63,983	76,781
Balance at September 30, 2024	\$ 20,824	\$ 101,038	\$ 121,862

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

	BK 16	Metals	TOTAL
Drilling Expenditures	\$ 1,787	\$ 3,283	\$5,070
Amortization Drill Rigs & Vehicles	--	--	--
Lab Analyses & Assays	--	--	--
License Fees	56	1,581	1,637
Maintenance, & Consumables	6,885	10,018	16,903
Salaries, Wages & Services	26,641	15,923	42,564
Balance at September 30, 2023	\$ 35,369	\$ 30,805	\$ 66,174

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.

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.

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.

OPERATING SUBSIDIARIES

Gcwihaba Resources (Pty) Ltd ("Gcwihaba") - Botswana

Gcwihaba, a wholly owned subsidiary of the Company holds five (5) Prospecting Licenses (PL) in the North-West district. On April 1, 2024, PL's 020-024/2018 were renewed for their 1st two-year renewal period. The five licenses combined have a proposed minimum exploration expenditure requirement of 10,024,560 BWP (\$756,627) if held for the full license term.

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. On June 21, 2021, a renewal of the second two-year renewal 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 on June 30, 2023.

On November 5, 2024, the Company received a response from the then Minister of MME to the extension application requesting additional information to be filed within thirty days. The Company intends on making a responsive filing within the requested time frame.

Newdico (Pty) Ltd ("Newdico") - Botswana

The Company holds a 100% interest in Newdico (Pty) Limited ("Newdico"), which provides administrative, operational, exploration, geophysical, and drilling services to the Company's other subsidiaries.

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Tsodilo Resources Bermuda Limited

The Company holds a 100% interest in Tsodilo Resources Bermuda Limited to which the shares of its operating subsidiaries are registered.

4. PROPERTY, PLANT AND EQUIPMENT

Cost	Hangar	Vehicles	Furniture & Equipment	Right of Use Asset	Total
As at December 31, 2022	\$154,480	\$ 676,926	\$ 391,924	\$23,567	\$ 1,246,897
Net Exchange Differences	(6,980)	(30,586)	(16,923)	(1,064)	(55,553)
As at December 31, 2023	147,500	646,340	375,001	22,503	1,191,344
Additions	--	--	--	--	--
Net Exchange Differences	3,460	15,162	8,389	528	27,539
As at September 30, 2024	\$150,960	\$661,502	\$383,390	\$23,031	\$1,218,883

Accumulated Depreciation	Hangar	Vehicles	Furniture & Equipment	Right of Use Asset	Total
As at December 31, 2022	\$110,387	\$675,092	\$314,109	\$9,427	\$1,109,015
Depreciation	16,311	1,760	28,689	4,522	51,281
Net Exchange Differences	(13,026)	(30,512)	(5,576)	(447)	(49,561)
As at December 31, 2023	113,672	646,340	337,222	13,502	1,110,736
Depreciation	--	--	--	--	--
Net Exchange Differences	2,652	15,162	7,636	317	25,767
As at September 30, 2024	\$116,324	\$661,502	\$344,858	\$13,819	\$1,136,503

Net Book Value:

As at December 31, 2023	\$33,828	\$--	\$37,779	\$9,001	\$80,608
As at September 30, 2024	\$34,636	\$--	\$38,532	\$9,212	\$82,380

Net book value of Property, Plant and Equipment as at September 30, 2023 was \$128,921. For the period ended September 30, 2024, \$NIL (2023: \$NIL) depreciation has been capitalized under exploration and evaluation assets.

5. LEASE LIABILITY

The following table presents the lease obligation for the Company:

	As at September 30	
	2024	2023
Lease liability opening balance	\$ 10,455	\$ 21,633
Additions	--	--
Payments	(87)	(6,826)
Accretion	--	1,858
Exchange difference	332	(2,066)
Lease liability ending balance	10,700	14,599
Current portion	(5,068)	(4,361)
Long-term portion	\$ 5,632	\$ 10,238

The incremental borrowing rate for the lease liabilities recognized was 10%. See note 12.

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6. NOTES PAYABLE

As at September 30, 2024, notes payable in the amount of \$2,188,746 (2023: \$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. 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 as at September 30, 2024, are summarized as follows as follows:

Date Issued	Amount	Interest Rate	Termination Fee	Maturity Date
December 31, 2018	\$ 273,006*	8%	\$ 27,300	31-Dec-24
June 30, 2019	207,242	8%	NIL	On Demand
December 31, 2019	57,684	8%	NIL	On Demand
October 01, 2020	192,042	8%	NIL	On Demand
June 21, 2021	26,500	8%	NIL	On Demand
July 27, 2021	26,500	8%	NIL	On Demand
August 28, 2021	27,000	8%	NIL	On Demand
September 27, 2021	25,500	8%	NIL	On Demand
December 31, 2021	102,235	8%	NIL	On Demand
June 30, 2022	451,159	8%	NIL	On Demand
September 30, 2022	100,738	8%	NIL	On Demand
December 31, 2022	91,440	8%	NIL	On Demand
July 01, 2023	166,880	8%	NIL	On Demand
September 30, 2023	91,440	8%	NIL	On Demand
As at September 30, 2023	\$ 1,839,366		\$ 27,300	
December 31, 2023	91,440	8%	NIL	On Demand
As at December 31, 2023	\$ 1,930,806		\$ 27,300	
June 30, 2024	166,500	8%	NIL	On Demand
September 30, 2024	91,440	8%	NIL	On Demand
As at September 30, 2024	\$ 2,188,746		\$ 27,300	

*During the year-ended December 31, 2023, \$273,006 of notes payable had its maturity extended from December 31, 2023, to December 31, 2024.

Promissory notes were issued on the above dates to an employee, who is a director of the company. The notes carry an annual interest rate of 8% and are repayable on demand.

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: 54,964,085 Common Shares as at September 30, 2024, 52,338,022 Common Shares as at September 30, 2023, and 53,044,925 Common Shares as at December 31, 2023.

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Shares issued during the period ended September 30, 2024:

- On March 21, 2024, 621,660 units were issued at a price of C\$0.20 for net proceeds to the Company of \$91,919 (C\$124,332). Each unit includes one common share and one warrant entitling the holder thereof to purchase one common share until the close of business on March 21, 2026, at USD \$0.20. Issuance costs of \$5,504 (C\$7,532) were netted against the proceeds.
- On May 6, 2024, 945,000 units were issued at a price of C\$0.30 for net proceeds to the Company of \$206,723 (C\$283,500). Each unit includes one common share and one warrant entitling the holder thereof to purchase one common share until the close of business on May 2, 2026, at USD \$0.30.
- On June 6, 2024, 140,000 (C\$0.17) options were exercised for proceeds of \$17,406 (C\$23,800). The fair value of \$8.166 (C\$11,177) was reclassified from contributed surplus to share capital.
- On June 6, 2024, 62,500 (C\$0.07) options were exercised for proceeds of \$3,197 (C\$4,375). The fair value of \$8,219 (C\$11,249) was reclassified from contributed surplus to share capital.
- On June 6, 2024, 112,500 (C\$0.09) options were exercised for proceeds of \$7,398 (C\$10,125). The fair value of \$13,152 (C\$18,001) was reclassified from contributed surplus to share capital.
- On June 6, 2024, 37,500 (C\$0.20) options were exercised for proceeds of \$5,479 (C\$7,500). The fair value of \$1,371 (C\$1,876) was reclassified from contributed surplus to share capital.

Shares 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 \$368,550 (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. Issuance cost of \$11,670 (C\$15,530) were netted against the proceeds.
- 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. Issuance cost of \$1,545 (C\$2,097) were netted against the proceeds.

(b) Warrants

The following warrants were outstanding at September 30, 2024 and 2023:

Warrant activity summary as at September 30, 2024:

	Number of Warrants	Weighted Average Exercise Price (USD)
Outstanding as at December 31, 2023	3,207,844	\$0.20
Issued	1,566,660	\$0.26
Exercised / Expired	--	--
Outstanding as at September 30, 2024	4,774,504	\$0.22

- On May 6, 2024, the company issued 945,000 warrants with an exercise price of \$0.30, expiring on May 6, 2026;
- On March 21, 2024, the company issued 621,660 warrants with an exercise price of \$0.20, expiring on March 21, 2026;
- On November 16, 2023, the company issued 706,903 warrants with an exercise price of \$0.20, expiring on November 16, 2025;
- 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 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.

The remaining contractual life of warrants outstanding as at September 30, 2024 is as follows:

Expiry	Exercise price	Warrants outstanding	Remaining contractual life (years)
January 25, 2025	\$0.20	2,500,941	0.32
November 16, 2025	\$0.20	706,903	1.12
March 21, 2026	\$0.20	621,660	1.45
May 6, 2026	\$0.30	945,000	1.58

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Warrant activity summary as at September 30, 2023:

	Number of Warrants	Weighted Average Exercise Price (USD)
Outstanding as at December 31, 2022	2,804,055	\$0.50
Issued	2,500,941	\$0.20
Expired	(2,804,055)	--
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;
- On February 10, 2021, the Company issued 300,000 warrants with an exercise price of \$0.50, expiring on February 10, 2023; there were extended to August 10, 2023;
- On January 25, 2021, the Company issued 2,686,038 warrants with an exercise price of \$0.50, expiring on January 25, 2023; these were extended to July 25, 2023;

As the strike price of 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.

(c) Stock Option Plan

The Company has a stock option plan ("SOP") providing for the issuance of options that cannot exceed an amount equal to 20% of the outstanding common 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 SOP to 9,830,340 to reflect an amount equal to 20% of the outstanding common shares as at May 20, 2021.

The following Table summarizes the Company's stock option activity for the periods ended September 30, 2024, and 2023:

	Number of Options	Weighted Average Exercise Price
Outstanding as at December 31, 2022	3,681,250	C\$0.43
Granted	1,600,000	C\$0.21
Exercised	--	--
Expired	(625,000)	C\$0.58
Outstanding as at December 31, 2023	4,656,250	C\$0.33
Granted	1,450,000	C\$0.23
Exercised (refer above: (a) Common Shares)	(352,500)	C\$0.13
Cancelled/Forfeited	(450,000)	C\$0.36
Expired	(285,000)	C\$0.19
Outstanding as at September 30, 2024	5,018,750	C\$0.32

Stock options movements in the period ended September 30, 2024:

- On January 2, 2024, 500,000 stock options exercisable at C\$0.24 were granted
- On January 2, 2024, 50,000 stock options exercisable at C\$0.28 expired
- On March 26, 2024, 100,000 stock options exercisable at C\$0.24 were cancelled
- On June 6, 2024, 235,000 stock options exercisable at C\$0.17 were expired
- On June 14, 2024, 125,000 stock options exercisable at C\$0.29 were cancelled
- On June 14, 2024, 125,000 stock options exercisable at C\$0.21 were cancelled
- On June 14, 2024, 100,000 stock options exercisable at C\$0.75 were cancelled
- On June 17, 2024, 950,000 stock options exercisable at C\$0.23 were granted

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Stock options movements in the period ended September 30, 2023:

- On January 1, 2023, 650,000 stock options exercisable at C\$0.20 were granted
- On January 2, 2023, 175,000 stock options exercisable at C\$0.65 expired
- On March 26, 2023, 450,000 stock options exercisable at C\$0.55 expired
- On June 12, 2023, 950,000 stock options exercisable at C\$0.21 were granted

The following assumptions were used in the Black Scholes option pricing model to fair value the stock options granted during the years ended September 30, 2024, and 2023:

	2024	2023
Expected lives	3.91 years	3.94 years
Expected volatilities (based on Company's historical prices)	124.24-124.87%	116.17 - 118.77%
Expected dividend yield	0%	0%
Risk free rates	3.98-4.36%	3.99-4.07%
Weighted average fair value of option	\$0.19	\$0.16

The following table summarizes stock options outstanding and exercisable as at September 30, 2024:

Options outstanding				Options exercisable		
Exercise Price (C\$)	Number of Outstanding Options	Exercise Prices (C\$)	Remaining Contractual Life (Years)	Number of Exercisable Options	Exercise Prices (C\$)	Remaining Contractual Life (Years)
C\$0.07	100,000	C\$0.07	0.26	100,000*	C\$0.07*	0.26
C\$0.09	106,250	C\$0.09	0.97	106,250	C\$0.09	0.97
C\$0.47	275,000	C\$0.47	1.25	275,000	C\$0.47	1.25
C\$0.75	450,000	C\$0.75	1.64	450,000	C\$0.75	1.64
C\$0.64	425,000	C\$0.64	2.25	425,000	C\$0.64	2.25
C\$0.29	875,000	C\$0.29	2.75	875,000	C\$0.29	2.75
C\$0.20	612,500	C\$0.20	3.25	612,500	C\$0.20	3.25
C\$0.21	825,000	C\$0.21	3.70	618,750	C\$0.21	3.70
C\$0.24	400,000	C\$0.24	4.25	200,000	C\$0.24	4.75
C\$0.23	950,000	C\$0.23	4.71	237,500	C\$0.23	4.71
	5,018,750	C\$0.32	3.15	3,900,000	C\$0.35	2.77

The weighted average fair value of the grants in the period ended September 30, 2024, was C\$0.233 (2023 - C\$0.205)

* Following the reporting period end, on November 15, 2024, 100,000 options granted at \$0.07 CAD were exercised for proceeds of \$5,031 (C\$7,000).

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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 2023 of approximately 26.5% (2022: 26.5%) to loss before income taxes as follows:

	2023	2022
Loss for the year	(\$1,151,849)	(\$2,019,718)
Income tax rate	26.50%	26.50%
Expected income tax recovery	(\$305,000)	(\$545,324)
Foreign operation taxed at lower rates	39,000	50,135
Permanent differences	46,000	78,807
Change in benefits not recognized	220,000	416,382
Provision for income taxes	\$--	\$--

As of December 31, 2023, the following deferred tax assets and liabilities have not been recognized:

	2023	2022
Property, Plant and Equipment	(21,000)	(19,000)
Exploration & Evaluation Assets	(2,715,000)	(2,066,000)
Deferred tax liabilities	(2,736,000)	(2,085,000)
Tax losses carried forward	2,736,000	2,085,000
Net deferred income tax asset recorded	\$ --	\$ --

As at December 31, 2023, the Company has unrecognized deductible temporary differences aggregating to \$14,906,000 (2022: \$14,434,000), 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.

	2023	2022
Losses carried forward - Botswana	\$4,466,000	\$4,812,000
Losses carried forward - Canada	10,087,000	9,263,000
Other	353,000	359,000
	\$14,906,000	\$14,434,000

The Canadian tax losses of \$10,087,000 (2023: \$9,263,000) expire from 2026 through to 2043. The majority of Botswana tax losses can be carried forward indefinitely with the remainder expiring within five years.

9. RELATED PARTY TRANSACTIONS

	9 month period ended September 30	
	2024	2023
Short term employee remuneration and benefits	\$290,127	\$271,847
Stock-based compensation	51,609	42,573
Compensation attributed to key management personnel	\$341,736	\$314,420

- During the nine-month period, an individual related to the CEO serving as Corporate Secretary, was remunerated in the amount of \$36,000 (2023: \$36,000) and received stock-based compensation of \$10,452 (2023: \$8,018).
- During the nine-month, an individual related to the CEO provided IT services to the Company was remunerated in the amount of \$9,900 (2023: \$9,900) and received stock-based compensation of \$5,109. (2023: Nil).
- As at September 30, 2024, there was a total of \$88,658 (2023: \$49,676) payables to related parties included within accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and are due on demand.

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10. SEGMENTED INFORMATION

The Company operates in one industry. As at September 30, 2024, the Company's property, plant, and equipment in Botswana was \$82,380 (2023: \$128,921) and exploration and evaluations properties in Botswana were \$5,730,533 (2023: \$5,000,435).

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. The carrying value of the financial instruments measured at amortized cost approximates its 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 2024 and 2023. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

(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 accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has a working capital deficiency of \$3,534,096 at September 30, 2024 (2023: \$2,763,560).

(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.

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(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, 2024, a ten-percentage change in the exchange rate would result in approximately a (\$24,000) [2023: (\$64,000)] impact to the Company's net comprehensive 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. On April 1, 2024, PL's 020-024/2018 were renewed for their 1st two-year renewal periods. The five licenses combined have a proposed minimum exploration expenditure requirement of 5,012,240 BWP (\$360,321 USD) per annum as at April 1, 2024.

Exploration Activities

The Company's exploration activities are subject to various Botswana laws and regulations governing the protection of the environment. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

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	
2024	Hangar Maun ¹	2/01/2016 – 12/31/2026	176,593	26,489	203,082	14,978
2024	Shakawe Plot ²	1/01/2021 – 12/31/2025	77,880	-	77,880	5,740
2024	Gaborone ³	2/01/2024 – 1/31/2025	-	98,000	98,000	7,228
2024	Lethakane Plot ⁴	2/21/2018 – 12/31/2068	29,998	-	29,998	2,212
	Total					30,158

*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, 2024, the monthly lease payment is 14,807 BWP / month in addition to a fee of 15% of monthly rental for security and general maintenance at the airport complex. (See note 6).
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. (See note 6).

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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 cancellable 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 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, a solar farm facility and a shopping center all established, extended, or rebuilt after 2014 and all within the buffer zone.

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.

On September 27, 2023, upon the Company's application, the High Court of Botswana rendered an order that interdicts and restrains the 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

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pending the delivery of the judgement in the Applicant's review application with respect to PL021/2018.

On December 15, 2023, the High Court, Republic of Botswana rendered its judgement In re Gcwihaba Resources (Pty) Ltd. vs. Minister of Minerals and Energy and the Attorney General of Botswana, MAHMN-000075-22, and ordered:

- The decision of the 1st Respondent rejecting the application for the renewal of the Applicant's prospecting license (020/ 2018) is illegal, unreasonable and or irrational;
- The decision of the 1st Respondent rejecting the application for the renewal of the Applicant's prospecting license (020/ 2018) is hereby set aside;
- The 1st Respondent is ordered and directed to renew, within 14 days of this order, the applicant's license (020/ 2018) subject only to justifiable safeguards necessary for the protection of the heritage area. Such safeguards are not to include any further demand for reduction or shifting of the license area or its coordinates;
- Following renewal, the 1st Respondent is ordered to align the effective dates of contiguous licenses PL 021-026/2018 with that of the renewed license;
- The Respondents shall pay the costs of these proceedings.

On January 23, 2024, the Company filed an Interlocutory Application in the High Court, Republic of Botswana for an order calling upon the First Respondent, Minister of Minerals and Energy, to show cause why he ought not to be held in contempt of Court by reason of his failure to comply with the judgment of the Court dated 15 December 2023.

On March 4, 2024, PL's 020 – 024/2018, were issued with an effective date of April 1, 2024, for their first renewal period of two years.

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

	For the period ended September 30	
	2024	2023
Net change in non-cash working capital balances:		
(Increase) decrease in accounts receivable and prepaid expenses	\$ 538	\$ 24,336
Increase (decrease) in accounts payable and accrued liabilities	44,501	(100,094)
Increase in notes payable for operating activities	--	--
Total	\$45,039	(\$75,758)
Non-cash Financing and Investing Activities:		
Issuance of common shares for accounts payable and accrued liabilities	\$ 16,074	\$ --
Fair value of options exercised	\$ 30,908	\$ --

15. SUBSEQUENT EVENTS

On November 15, 2024, 100,000 options granted at \$0.07 CAD were exercised for proceeds of \$5,031 (C\$7,000).