

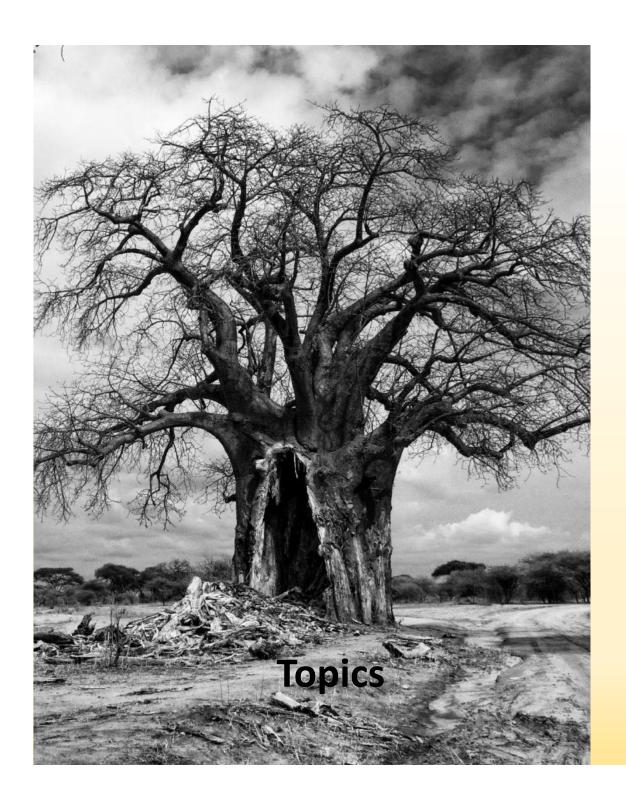
AGM - 2015

Washington 27th March 2015

Forward-looking statement

National Instrument 43-101 - Standards of Disclosure for Mineral Projects, Form 43-101F1 and Companion Policy 43-101CP requires that the following disclosure be made: All references contained herein with respect to the potential quantity and grade derived by any method is at this stage of development conceptual in nature. At the present time, there has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

This presentation contains forward-looking statements. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements relating to the development of the Company's projects) are forward-looking statements. These forward-looking statements reflect the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, changes in equity markets, political developments in Botswana and surrounding countries, changes to regulations affecting the Company's activities, uncertainties relating to the availability and costs of financing needed in the future, the uncertainties involved in interpreting exploration results and the other risks involved in the mineral exploration business. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not quarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.



- Company profile
- Botswana
- Update on projects
 - Iron Ore
 - Base metal
 - Diamonds
 - Uranium
 - Barberton
- Summary
- Discussions

Company profile

Tsodilo Resources Ltd (TSD)

Toronto TSX-V Listed

Newdico (Pty) Ltd

98% owned

PL: Precious stones

Gcwihaba Resources (Pty) Ltd

100% Owned

PL: Metals, Radioactive, Precious Stones

Bosoto (Pty) Ltd

75% Owned

PL: Precious Stones (BK16)

Botswana Operating Companies

- Canadian Registered: TSX listed 1995: TSX.V listed 2001
- o 32,389,209 shares issued and outstanding (5 June 2014)
- o 43,942,930 fully diluted common shares
- O Principal Shareholders (Beneficially Owned, Controlled or Directed)

Azur LLC (Private Investment Fund)	15.30 %
IFC International Finance Corp. (Part of World Bank)	13.95 %
First Quantum Minerals Ltd	7.01 %
Directors, Officers and Employees	22.00 %

Market Capitalization ~\$27M CAD (26 Feb 2015)

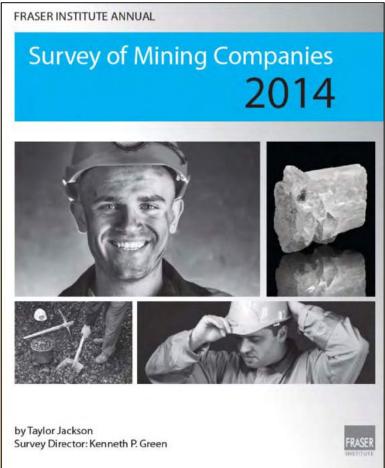
Board Members

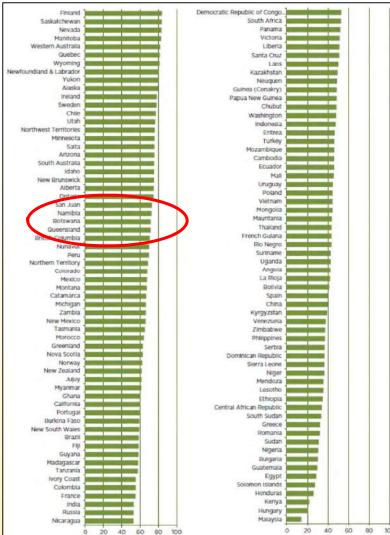
James M. Bruchs, JD	Director, Chairman & CEO
Thomas S. Bruington, BSc, MSc (Mineral Economics)	Director
David J. Cushing, JD	Director
Mike de Wit, PhD (Geology)	Director, President & COO
Jonathan R. Kelafant, BSc, MSc (Geology)	Director
Patrick C. McGinley, JD	Director

Company Officers

Gary A. Bojes, CPA, PhD	Chief Financial officer
James M. Bruchs, JD	Director, Chairman & CEO
Mike de Wit, PhD (Geology)	Director, President & COO
Gail McGinley	Corporate Secretary

Botswana as an investment country

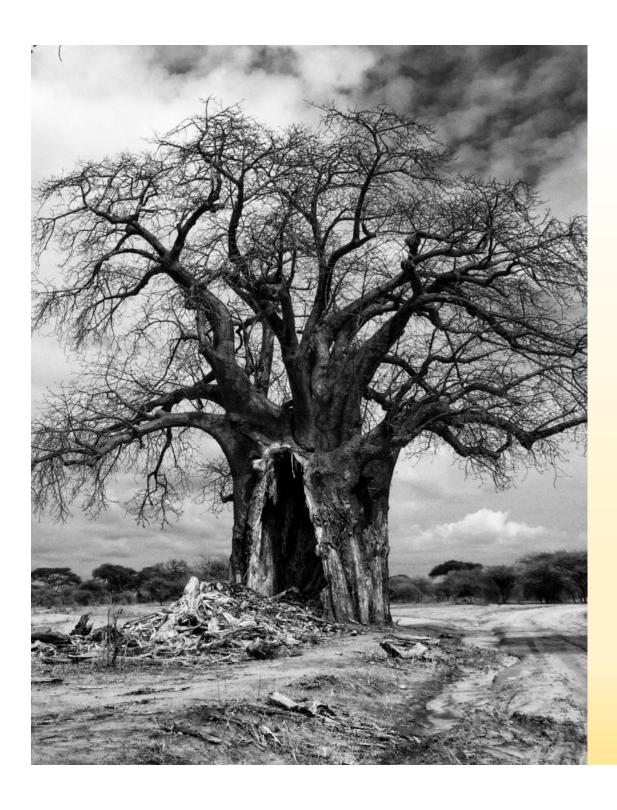




Botswana is again the highest ranked jurisdiction in Africa on policy factors, ranked 13th of 122 in 2014 and up from 25th of 112 in 2013.

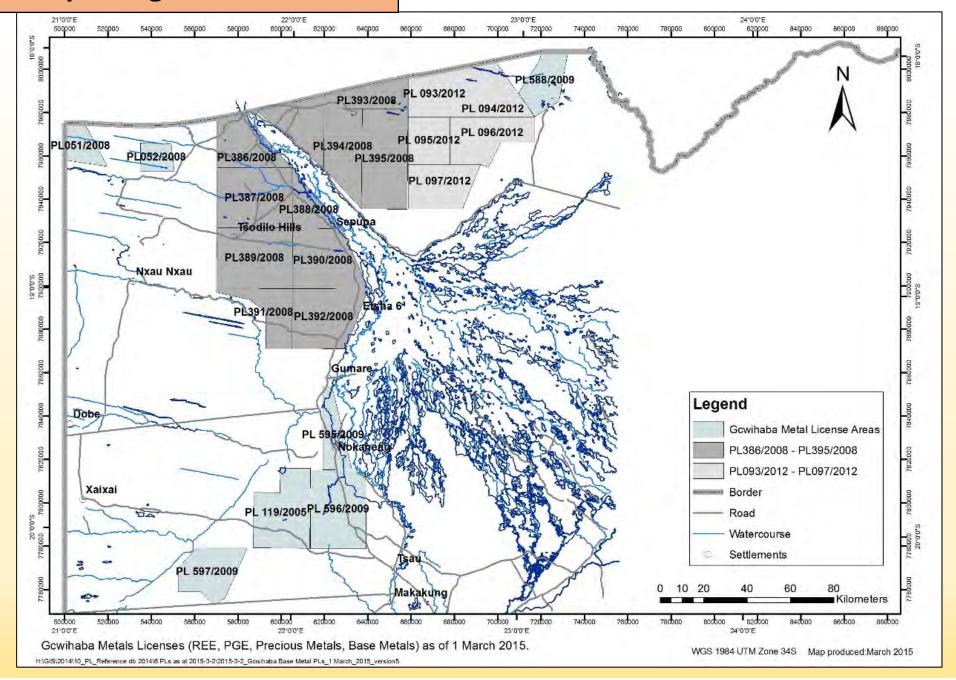
Botswana's higher score on the policy perception index reflects an improvement on the ratings for nearly all policy factors, most notably for the availability of labour and skills, less uncertainty concerning the administration, interpretation, or enforcement of existing regulations and security.

Investment Attractive Index

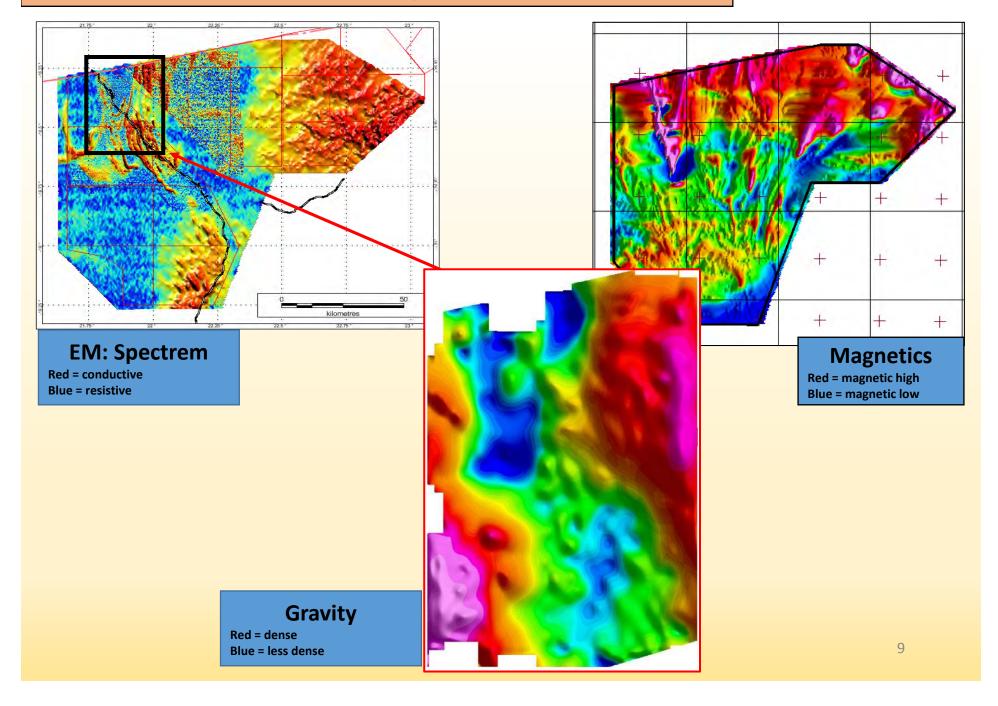


Metal Projects

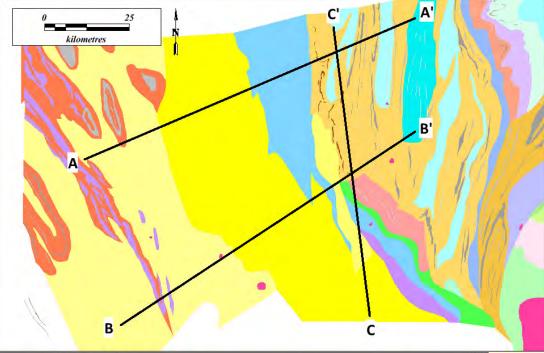
Prospecting licences: Metals

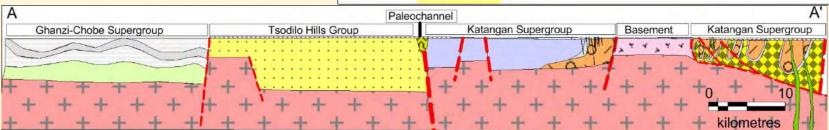


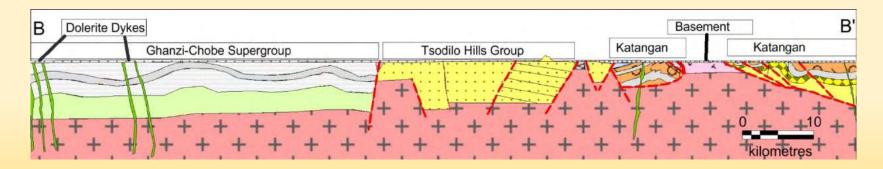
Spectrem EM – Gravity – Magnetics: Xaudum block



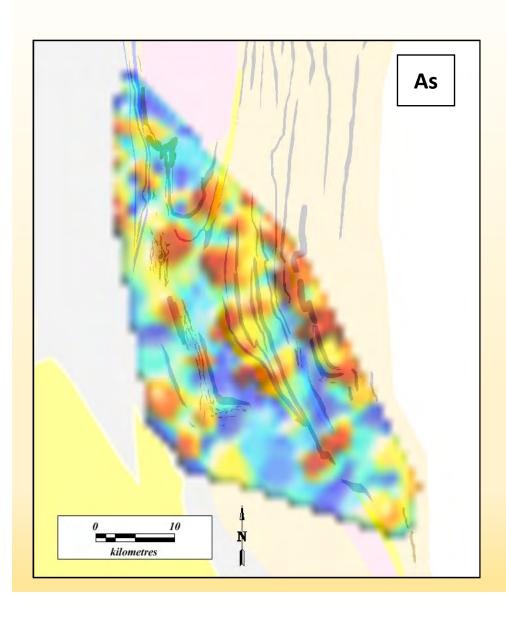
Geology: Katanga-type rocks

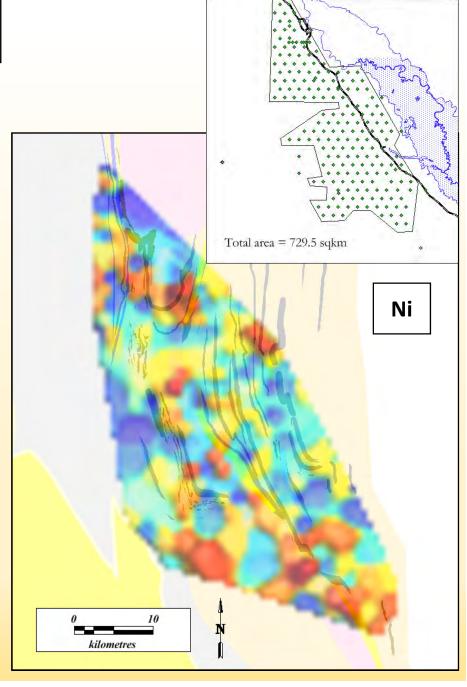




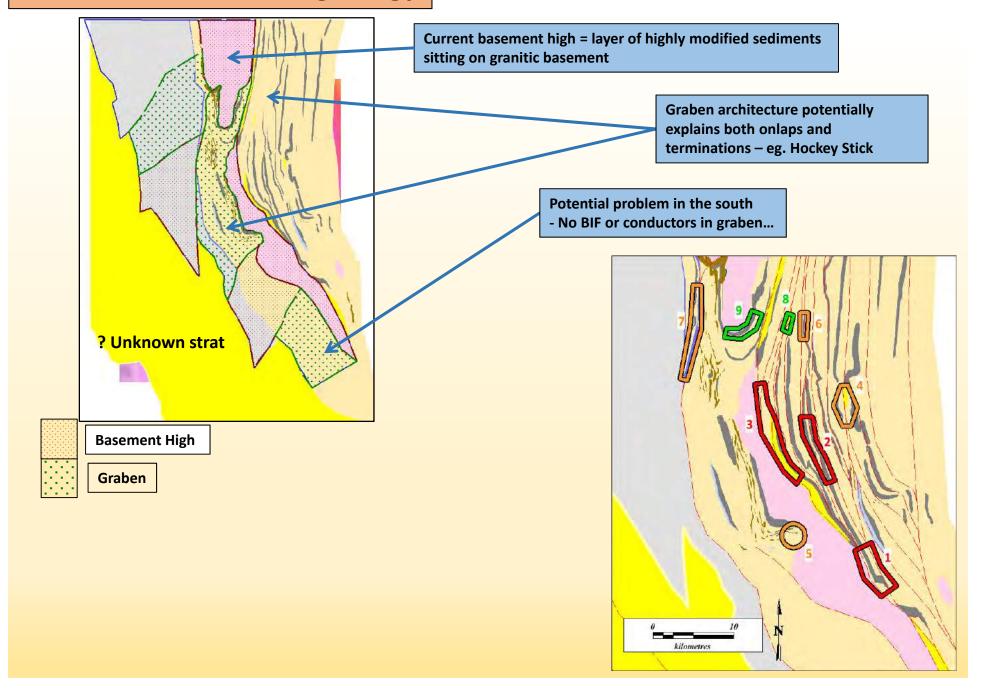


Kalahari Geochem Drilling program: preliminary results





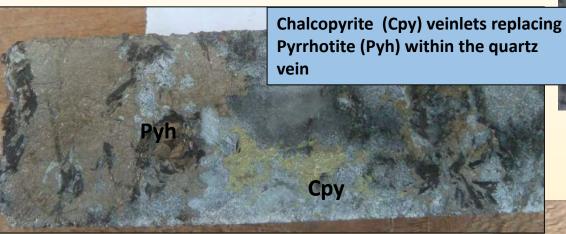
Basement domains vs geology

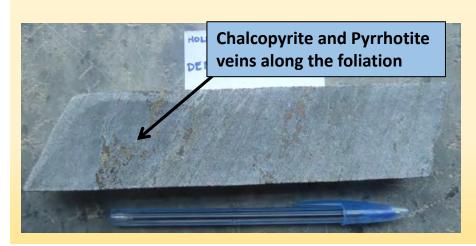


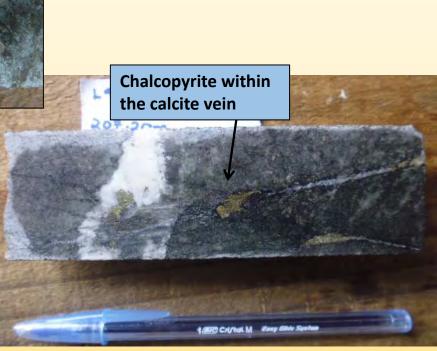
Cu Mineralisation

Conceptual targets produced encouraging results:

- Such as along basement highs
- Selected samples returned between 0.27 % and 0.44 % Cu
- Drilling 'real' targets Q2 2015

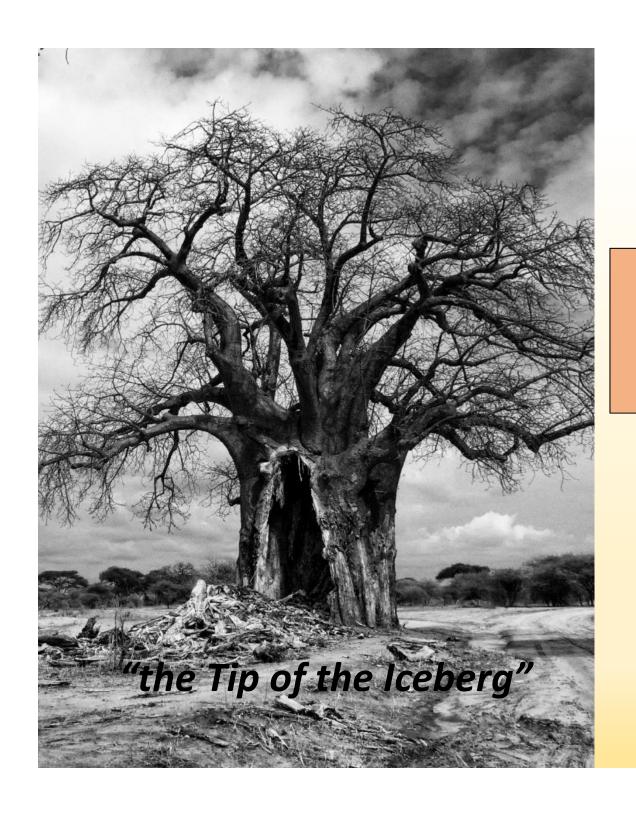






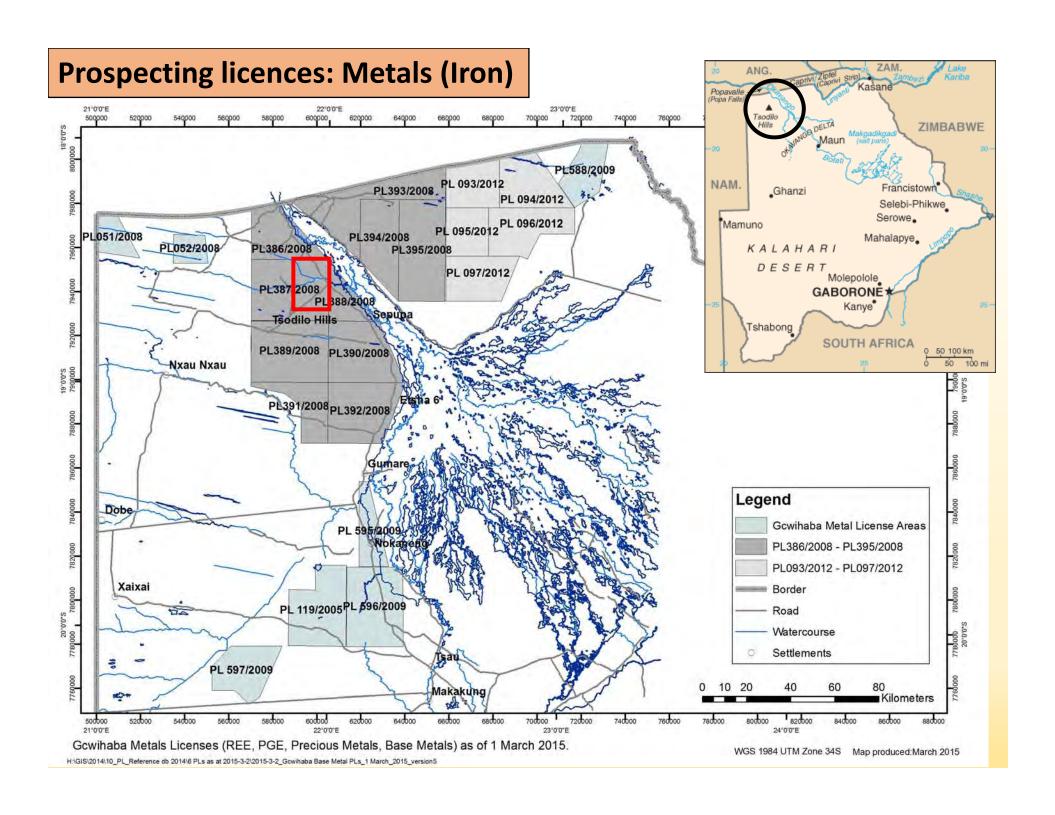
Veined Chalcopyrite

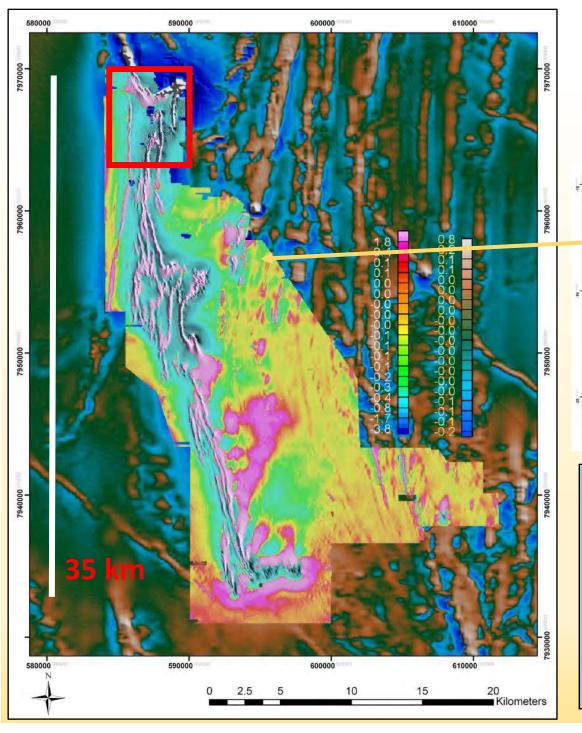
within the albitized zone



Iron Project

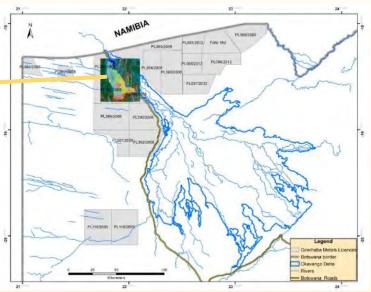
The Xaudum Iron Formation (XIF) Project





Ground Magnetics

Block 1 (red)

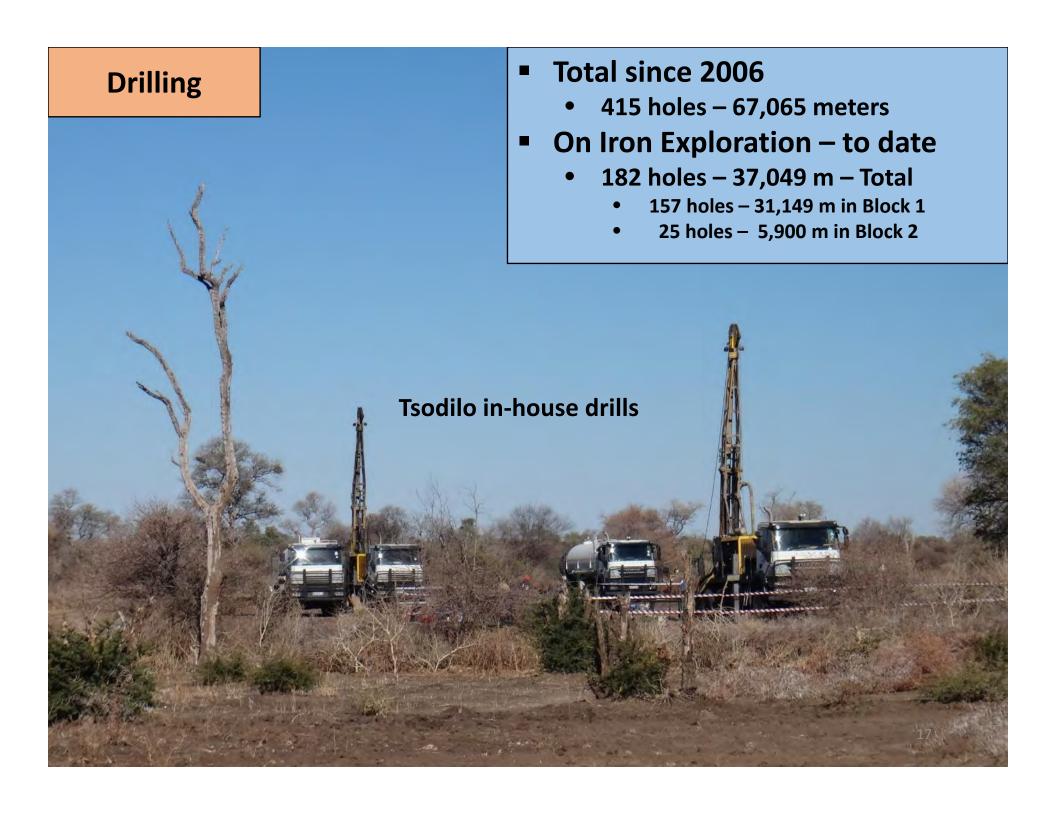


Tsodilo ground teams:

Coverage since 2010:

- 22,749 line km (20 & 50 m spacing)
- 1,780 km²

16



National Instrument 43-101 report

MINERAL RESOURCE ESTIMATE FOR THE XAUDUM IRON PROJECT (BLOCK 1), REPUBLIC OF BOTSWANA

REPORT PREPARED UNDER THE GUIDELINES OF NATIONAL INSTRUMENT 43-101 AND ACCOMPANYING DOCUMENTS 43-101.F1 AND 43-101.CP.

Prepared for

GCWIHABA RESOURCES (PTY) LTD

Authored By: Howard Baker, SRK Consulting (UK) Ltd – Principal Consultant (Resource Geology) FAusIMM(CP) #224239

Report Prepared by



SRK Consulting (UK) Limit UK058

Qualified Person: Howard Baker, FAusIMM(CP) Effective Date of Report: 29 August 2014

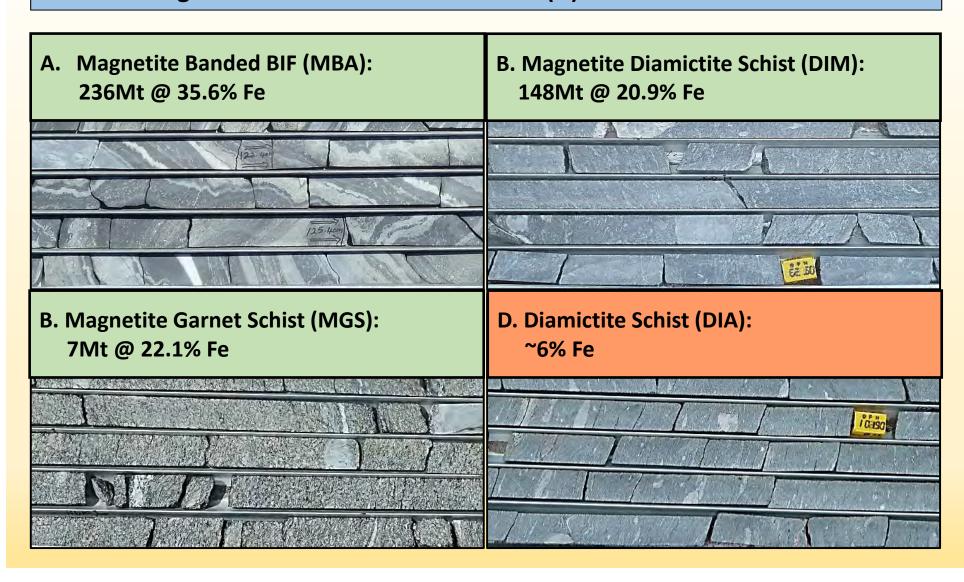
- In the opinion of the SRK the quality and quantity of available data is sufficient to generate an Inferred Mineral Resource and in accordance with the guidelines of NI 43-101.
- In total an Inferred Mineral Resource of 441 Mt grading 29.4% Fe has been derived comprising:

236 Mt MBA (35.6% Fe) 148 Mt DIM (20.9% Fe) 21 Mt MBW (34.3% Fe) 7 Mt MGS (22.1% Fe)

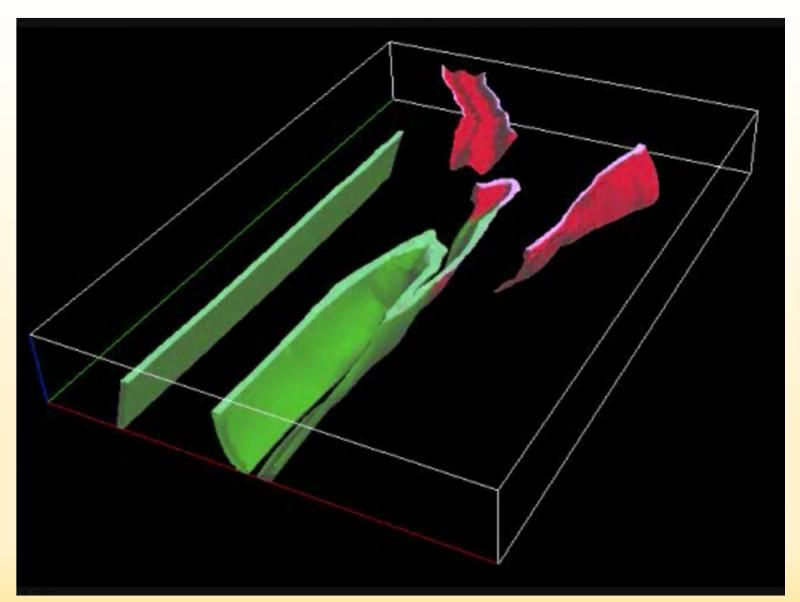
 This mineral resource is restricted to all classified material within the optimised pit shell and above a cut-off grade of 12%. This represents the material which SRK considers has the potential for eventual economic extraction.

Mineralization

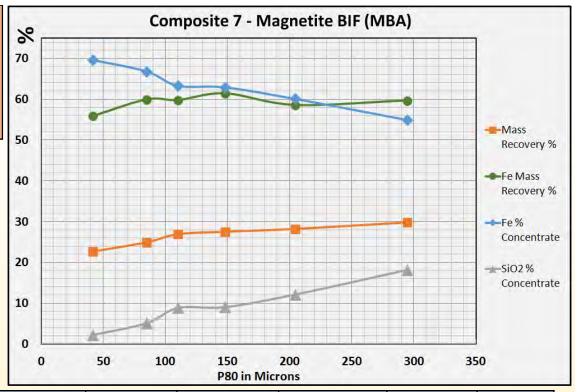
- 1. Mineralized Material (A,B C): tonnages and average estimated grades
- 2. Non-magnetic Waste Material Diamictite (D)



Geological Model of Block 1



DTR tests confirm premium grade magnetite product potential



	P80 (Grind Size)	Fe %	SiO ₂ %	Al ₂ O ₃ %	Р%	S %
Averaged Head grade		31.1	38.1	5.1	0.26	0.04
DTR test results	80 microns	67.2	3.8	0.5	0.08	0.03

DTR summary:

- 1. Mineralized units capable of producing premium grade magnetite >67 % Fe
- 2. Moderate grind sizes needed
- 3. Good relative mass recoveries achieved

Block 1:

NI 43-101 Mineral Resource Estimate Report (SRK August 2014)

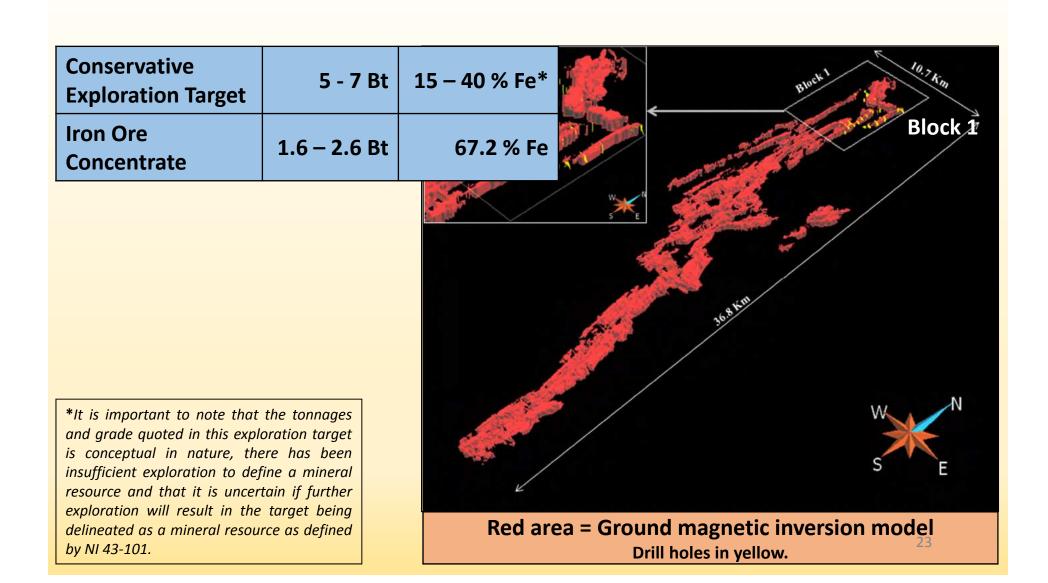
Resource in the ground		DTR Magnetic Separation Concentrate (P80 = 80 Microns)				
Rock type	Category	Tonnes (Mt)	Fe %	Mass Recovery (%)	Concentrate (Mt)	Fe % concentrate
MBA	Inferred	236.0	35.60	45.5	107.4	67.9
DIM	Inferred	148.0	20.90	17.9	26.5	66.4
MBW	Inferred	21.0	34.30	25.4	5.3	66.4
DMW	Inferred	29.0	20.50	21.6	6.3	67.7
MGS	Inferred	7.0	22.10	10.7	0.7	63.2
Total	Inferred	441.0	29.40	33.2	146.2	67.2

(USD 1.1/dmtu* x 67.2% Fe) = **73.92 USD/tonne**°

For Block 1 only: 146.2 Mt x 76 USD/tonne = 10.81 Billion USD

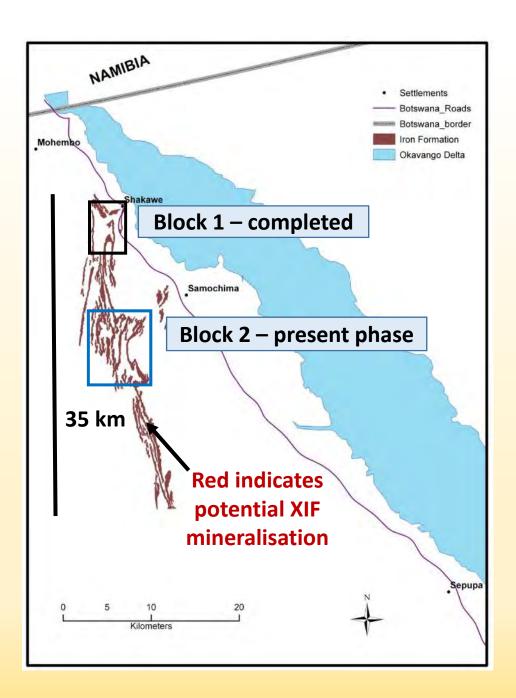
Whole XIF: Exploration Target of 5 to 7 Bt

Note:
Only Block 1 and small part
of Block 2 has been drilled
to date



Inferred mineral resource Block 1

- Block 1 completed:
 - Inferred resource (29.4%
 Fe) in the ground 441.0
 Mt
 - Iron ore concentrate (67.2
 % Fe) 146.2 Mt
- Block 2 commenced



Iron Marketing Options

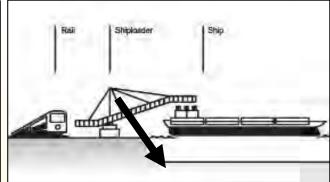
US\$67 - 80/t

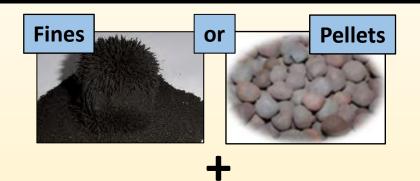
Concentrate on site - 67% Fe

L

- **Export concentrate**
- Sell locally for coal washing







Beneficiate locally:
Sponge pellets,
briquettes, Pig Iron
>90% Fe

Transport coal/ Iron



Thermal Coal (East Botswana coal fields)

US\$180 - 300/t







Small scale: Magnetite fines to Supa scrap/Briguettes: up to 200% increase in value.

IMBS (Iron Mineral Beneficiation Services) Process (non-conventional DRI):

- Small scale modular plant Capex ~\$15m
- 50,000 tpa output per module
- Uses Thermal Coal major advantage over pelletizing –
 58% Coal to product ratio
- High quality product larger sales premium than pellets
- Used at Phalaborwa in South Africa

or

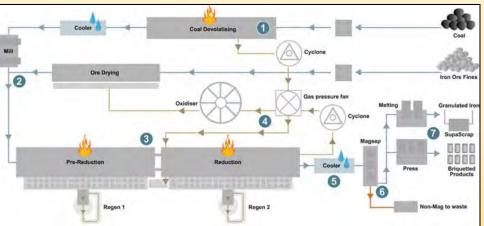




99.9% Fe Supa scrap



90% Fe Briquettes (sponge Iron)



Project focussed on infrastructure

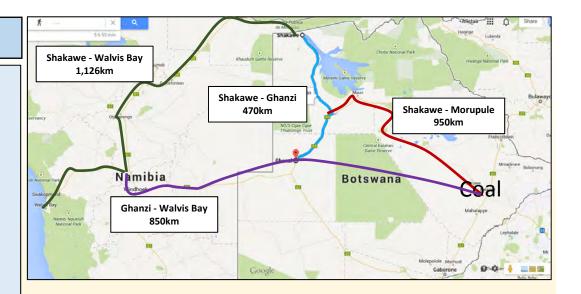
Transport

Export magnetite to Walvisbaai:

- 1. Via TKR requires Shakawe to TRK link
- Via Caprivi would need Shakawe to Grootfontein/Rundu link

Beneficiate in Botswana and create steel industry:

- Move coal: Palapye Shakawe
- Fe product: Shakawe to Selebi-Phikwe (BCL Electric Arc Furnace)
- 3. Possible Trucking/Rail option





Power – Capacity Increase

BPC plans to increase power to Shakawe:

- Large-scale mine potentially require 220kv
- Medium-scale mine potentially 132kv.

Trans Kalahari Railway line (TKR)

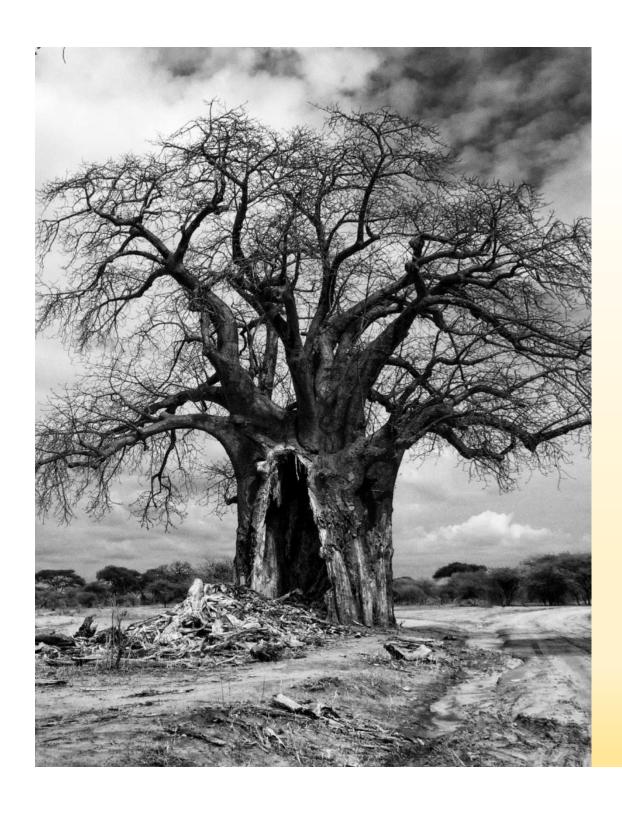
P136 billion for Trans Kalahari Railway

Publishing Date: 22 December, 2014

Author: VINCENT MATUMO



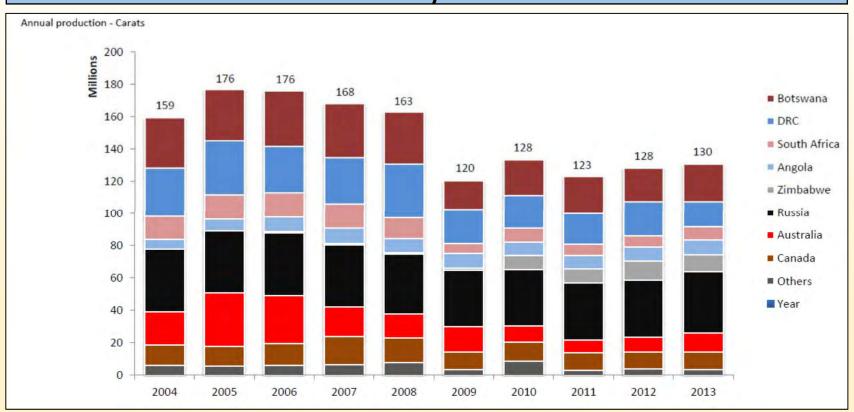
Australian based Trans Kalahari railway line consultants, Aurecon, last week Thursday, handed over to Botswana Government, a preliminary assessment of the viability and modalities surrounding the development of the rail line.



Diamond Projects

Why diamonds?

Global rough diamond production: production declined during the crisis and volumes have yet to recover

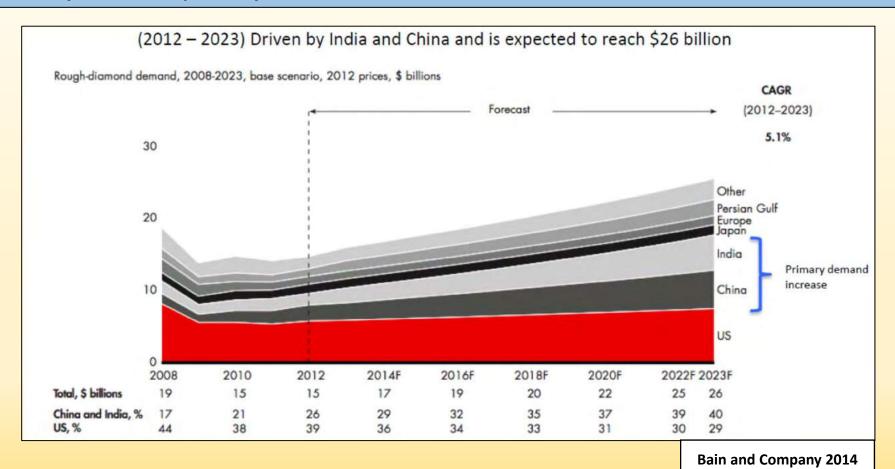


Kimberley Process 2014

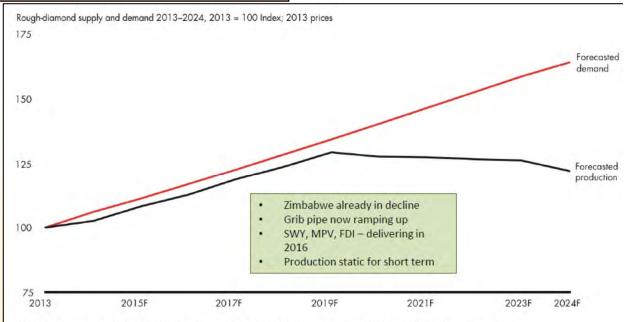
Diamond demand in \$ terms

Global diamond jewellery demand hits record \$81bn (20th March 2015)

<u>JOHANNESBURG</u> (miningweekly.com) – Global demand for diamond jewellery grew 3% to a record \$81-billion in 2014, <u>De Beers</u> said on Friday. US and China are the biggest and second-biggest diamond-jewellery markets respectively

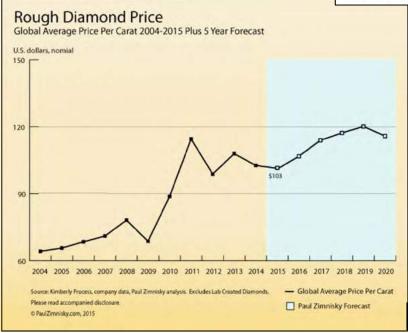


The Diamond sector: Supply/Demand......



.....and pricing

Note: Rough-diamond demand has been transformed from polished-diamond demand using historical rough-diamond/polished-diamond ratio Source: Euromonitor; Kimberley Process; IDEX, Tacy Ltd. and Chaim Even-Zohar; publication analysis; expert interviews; Bain analysis



Bain and Company 2014

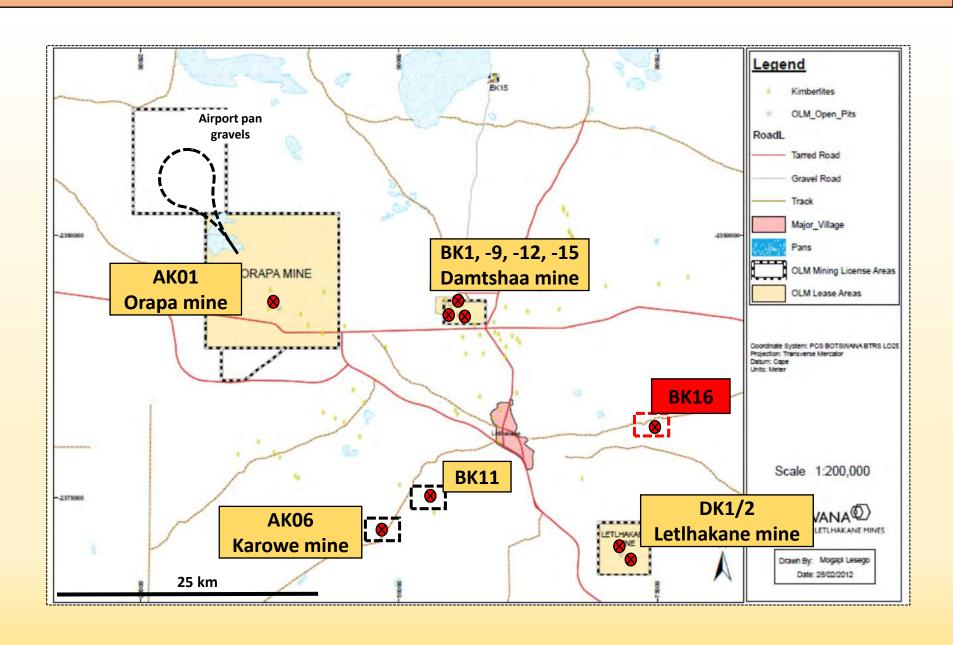
18 March 2015 "Diamond Slump Is
Over Says CEO (Gem Diamonds)
Who Mines World's Biggest Stones"

Zimnisky Feb 2015

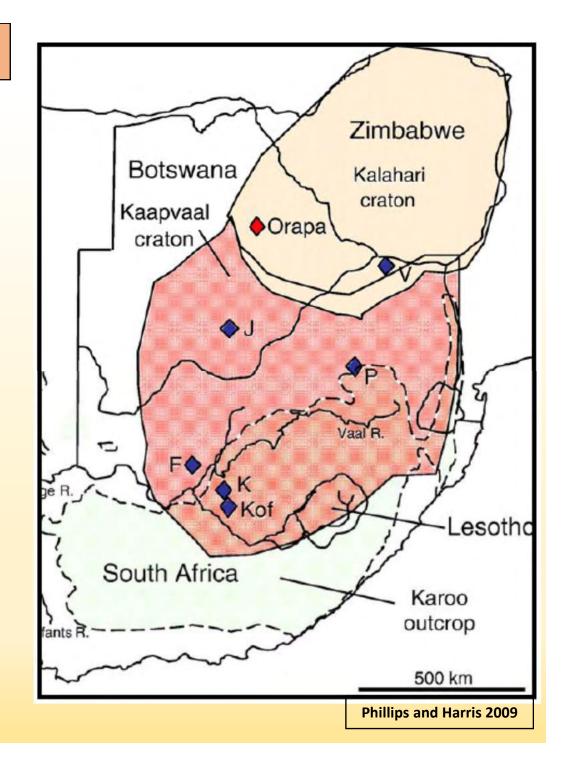
Tsodilo's diamond projects



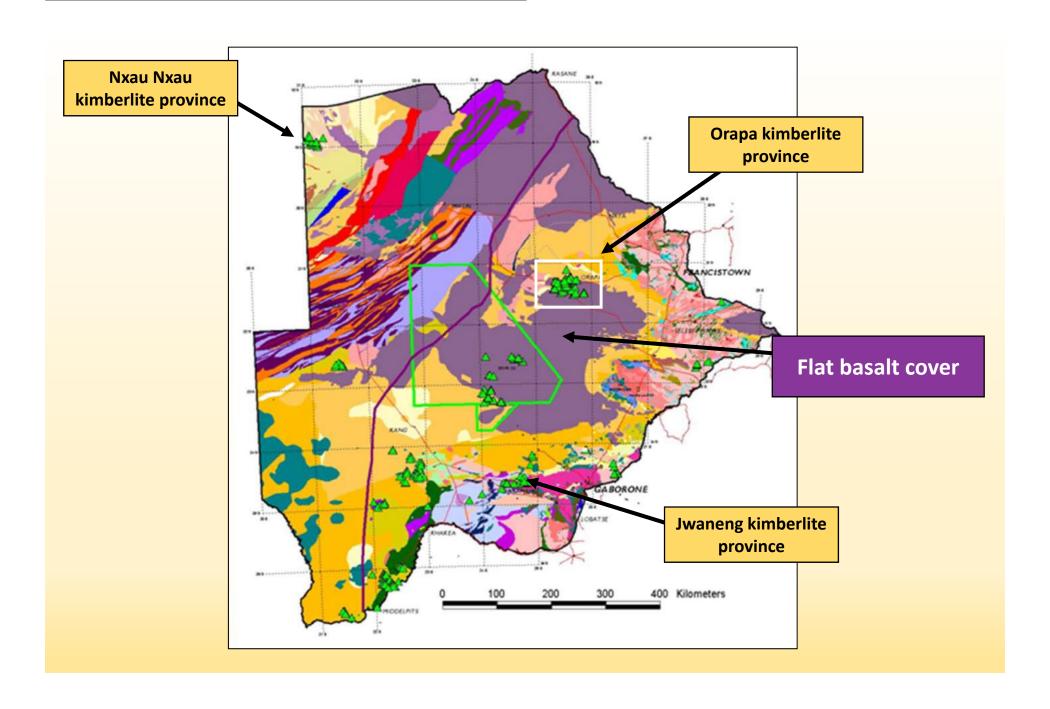
BK16 and other mining/advanced projects in Orapa/Letlhakane area

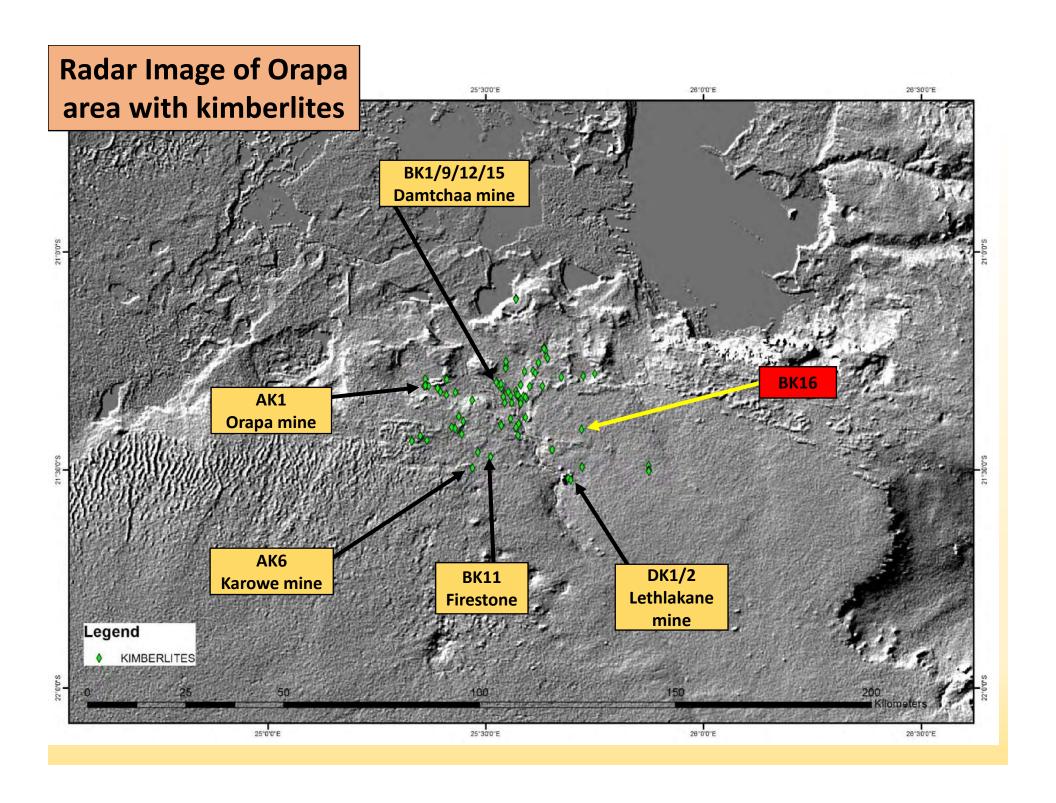


Orapa and the Kalahari craton

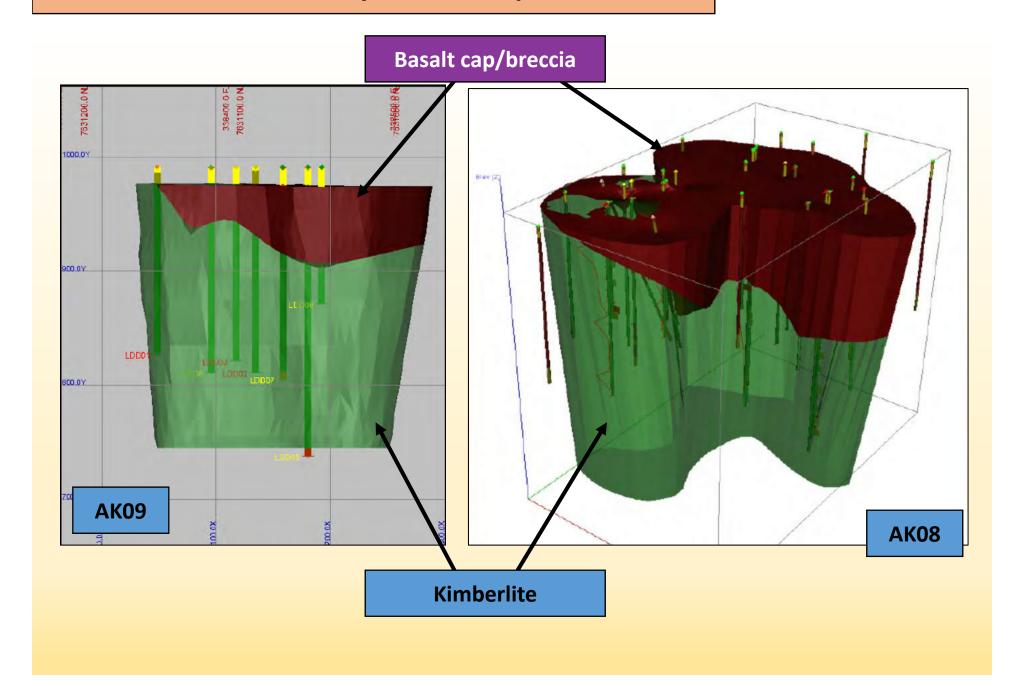


Importance of (Stormberg) Basalt



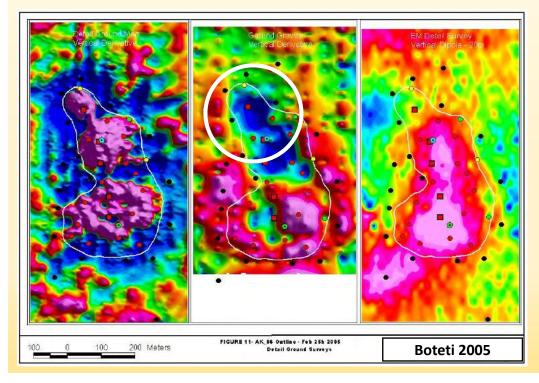


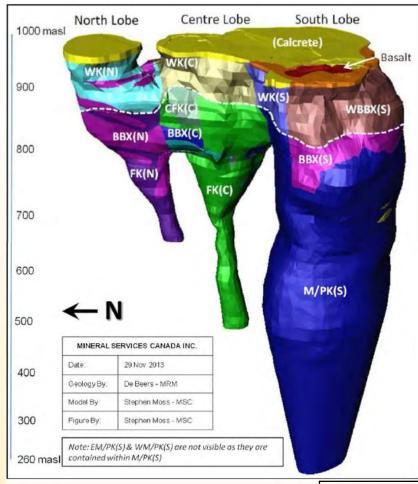
Basalt Breccia over many of the Orapa kimberlites



Geological model AK06 to 400 m

	Historical	Present	Comment
Surface area (ha)	3.3	9.5	Mag only
Grade (cpht)	3.5	18	Sampled Basalt Breccia only



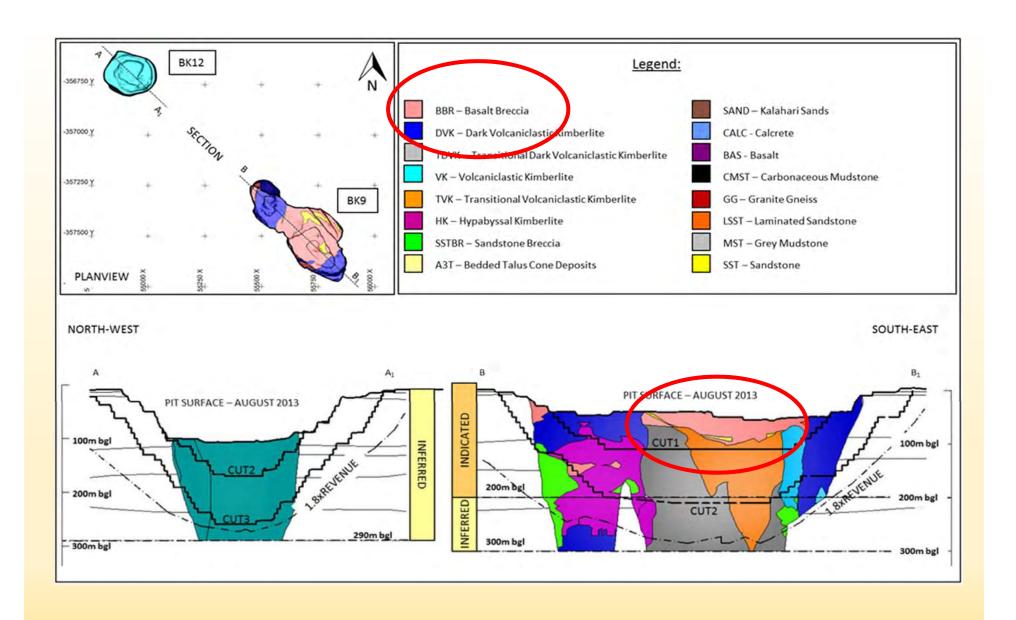


MSA 2014

Importantly - Basalt Breccia cap:

- 1. Dilutes diamond grade
- 2. (Partially) Masks kimberlite signature
- 3. Generally 50 to 70 m thick

Damtshaa: Schematic geological section (NW-SE)



BK 16 Historical operations

De Beers Shaft



Treatment plant

Proposed evaluation program and estimated costs

Licence	Period	Activity	Approx. BWP
PL 369/2014 2015 2014/17 2017/19 2019/21	2014-15	 1.1. Desktop study of historical data. 1.2. Complete detailed ground geophysics (mag & grav). 1.3. Diamond drilling of 12 holes – geological model. 1.4. Drilling of 38 LDD holes – 3,535 t. 	30 m
	2015-16	Treatment of 3,571 t sample (+1.0mm) – approx. 226 ct to provide grade. Infill diamond drilling of 9 holes. Resource modelling NI 43 101 (inferred and indicated) Drilling of 112 LDD holes (clusters) – 14,322 t.	110 m
	2016-17	Treatment of 14,322 t sample (+1.0mm) – 1,053 ct to provide more robust grades but diamond value. Update resource model, modelling mine development, water resource evaluation, EIA, independent econ. Assessment for FS.	64 m

1.1 Desktop study of historical exploration activities on BK16

Company	Licence	Period	Activity	cpht
<i>De Beers</i> (Discoverer)	State Grant 14/72 & 1/76	1970 – 72 1976 – 84	Drilling (705 m): 3.5 ha. Pit to 36 m and tunnels, 24m overburden.	1.4
Auridiam Botswana Ltd.		1994 - 95	Percussion Drilling: 2 holes (Geocontracts Botswana) produced 11.8 t.	4.7 (3 stones: 0.264 ct)
<i>Auridiam</i> in JV	PL 119/94	1998	RC Drilling: 5 holes (811 m), 12¼ inch (Boart Longyear) produced 140 t – reduced to 56 t (+1.0mm).	4.1 (25 stones: 4.99 ct)
Montgomery		2000	Tunnels from shaft extended treated 1,115 t.	1.8 cpht (79 stones; 19.57 ct)
Kenrod Engineering Services Ltd in JV SouthernEra		2007	Percussion Drilling: 19 holes, 12 inch (2,278 m) produced 12.4t.	5.7 (5 stones; 0.71 ct)
Kenrod Eng. Serv. Ltd/SouthernEra (Mwana) in JV Firestone Diamonds	PL 03/2005	2008	Core Drilling 3 holes (622 m), Mida sampling (221 kg).	Diamond- bearing

1.1 Summary of diamonds recovered from BK16

Operator	Year	Sample treated	Stones	Weight (ct)	Largest stones
De Beers					
Auridiam	1994-95	12 t (Percus. Drilling)	3	0.26	
Auridiam/ Montgomery	1998	56 t (RC Drilling)	25	4.99	0.93; 0.82
Auridium/ Montgomery	2000	1,115 t (tunnel)	79	19.57	1.15; 0.94
Kenrod Eng./ SouthernEra	2007	12.4 t (Percus. Drilling	5	0.71	0.405 maccle
Kenrod/ SouthernEra/ Firestone	2008	221 kg (Core drilling)	Mida only	n/a	n/a
Total			112	25.53	1.15; 0.94; 0.93

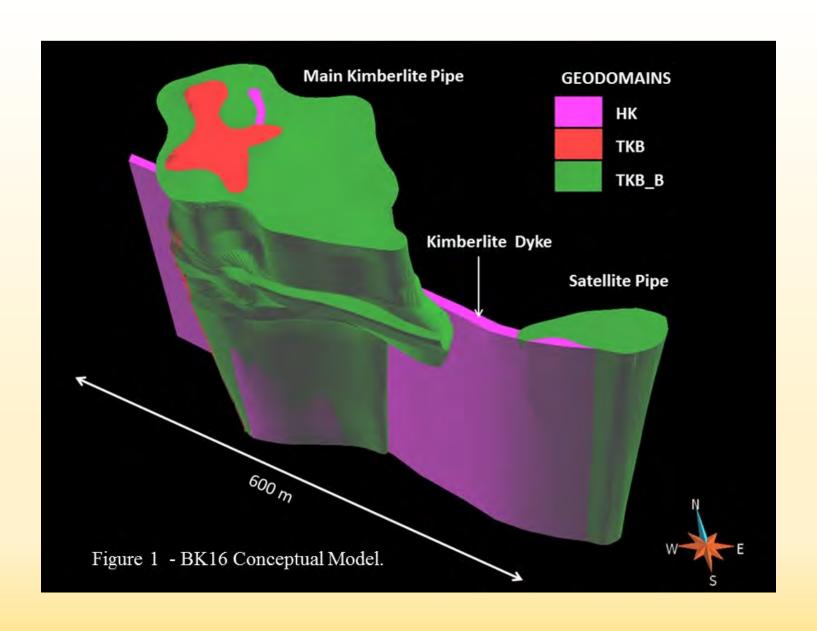
1.1 Summary information from desktop work



BK 16 summary (Montgomery/Auridiam – 1998 – 2000)

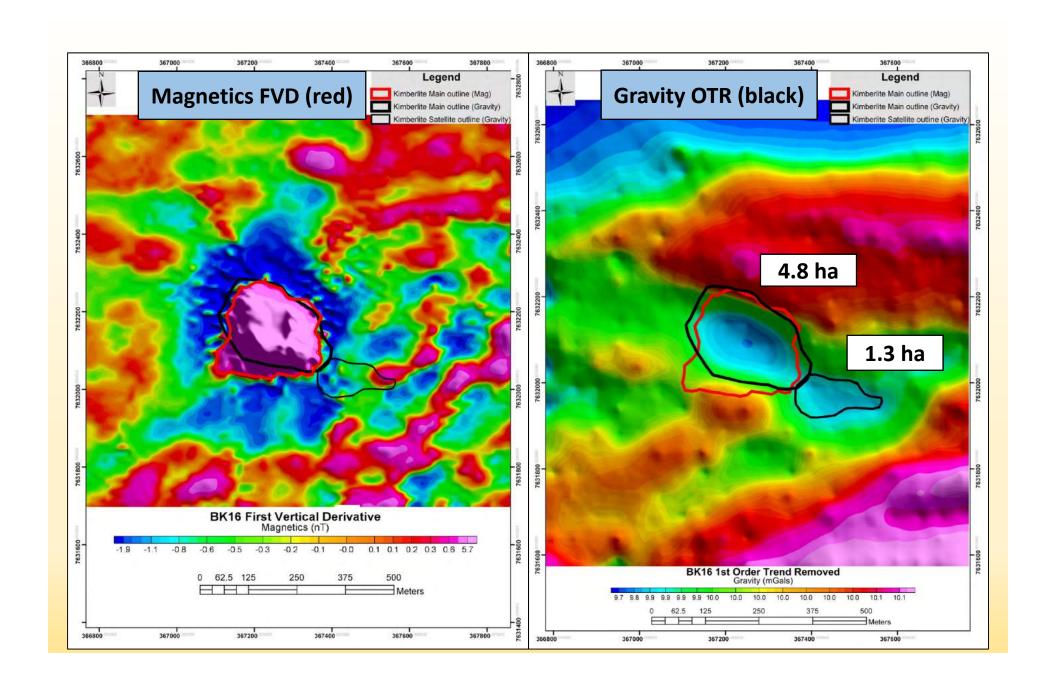
		Comment
Size	3.5 ha	Has not been well defined
Kalahari cover	25 m	
25 - 70 m of diluted kimberlite	Low grade	Diluted by Basalt Breccia
70 m plus 'clean' Kimberlite – TKB and HK.	6 – 20 cpht	Includes 45 m of low grade material: taking this into account the grade could be up to 30 cpht.
Drilling 12.5 inch holes		Using tri-cone rotary bit
Recovery by rotary pans	55.7 ton sample	Not a very efficient process
Diamonds	25 stones of 4.99 carats	All diamonds classified as gem stones: colours I – H and indications of a large stone producer

1.1 Simplified geological model based on historical data

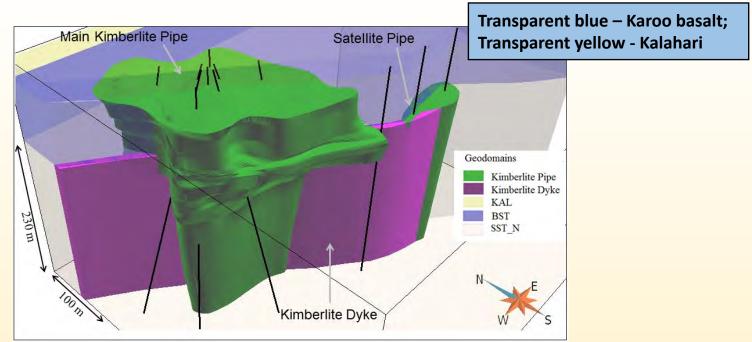


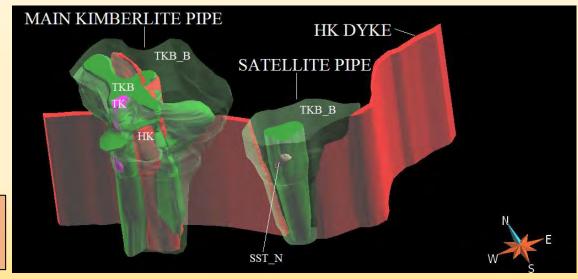
1.2 Ground geophysics

Outline of BK 16: Main pipe 4.8 Ha and satellite body 1.3 Ha



1.3 Conceptual model with core drilling program (black lines)





Latest model incorporating some new drill data

1.3 Diamond Drilling (Feb – Arpil 2015)

1.3 1st Hole BK16 0001V (Feb 2015)





1.4 Proposed 1st phase LDD drilling on BK16

- To obtain approx. 200 ct from 3,471 t of kimberlite (1,250 t of BB and 2,221 t on HK/TKB) delivered from 24 or 17.5 inch holes for grade analysis.
- At reported grades of 2 cpht (BB) and 9.2 cpht (underlying cleaner kimberlite) should produce 229 ct.

2 Proposed 2nd phase drilling on BK16

- Drill 112 LDD holes (24 inch) and treatment of the 14,322 tonne bulk sample to +1 mm by DMS plant.
- Based on grades of 2 and 9 cpht for the Basalt Breccia and TKB/HK respectively this would produce 1,053 ct for <u>diamond valuation</u>, and improved grade estimation for a measured resource.

Air pumped in under pressure Drill chips go to cyclone and screen. Om Sa and 4m Air escaping from air pipe and rising. C all cr et et e / Si or 15m Borehole filled with circulating drilling mud / according to the control of t

Large Diameter drilling

Either 24 inch or 17.5 inch holes to obtain bulk samples

Schematic of the LD reverse flood airlift assist drilling method



Tsodilo's DMS sampling plant at Letlhakane 12 km west of BK16









Estimated time lines for major activities during the first 3 years of the Prospecting Licence

Activity		Yea	r 1		Year 2				Year 3			
	2014		20	15		2016				2017		
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Ground geophysics												
Core Drilling												
LDD 1												
Treatment												
LDD 2												
Treatment												
Assessment for BFS												

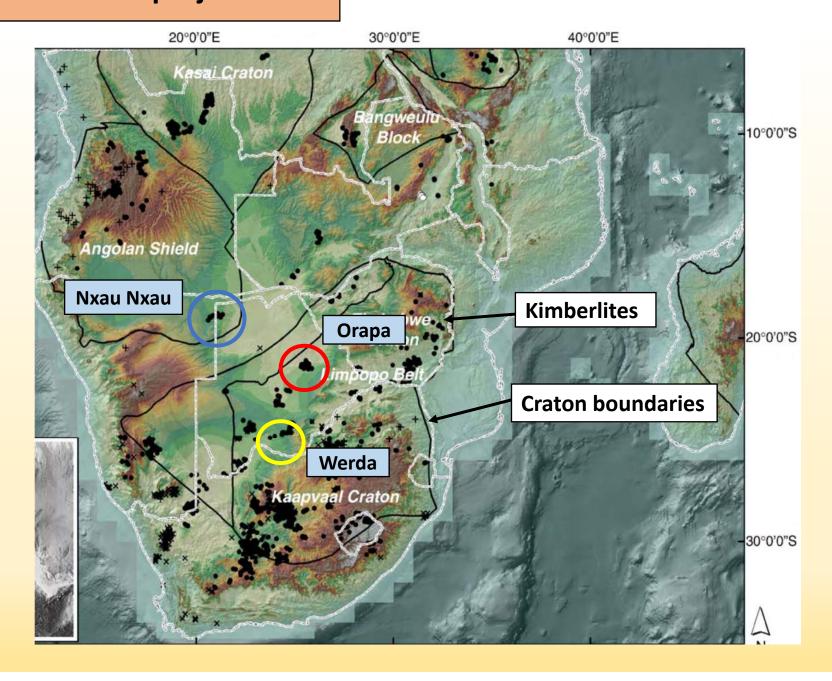
BK16 and its equals?

Kimberlite mine	Country	Size (ha)	Grade (cpht)		US\$/ct	Contained diamonds (Mct)	Comment
Marsfontein	South Africa	0.5		173		Mined for 2 yrs	
Monastry	South Africa	0.8		7 to 19			
The Oaks	South Africa	1		34		Mined for 10 yrs	
Dokalwayo		2.8				Mined for 12 yrs	
Lace	South Africa	2.9		40	160	13.4	\$2Bn in the ground
Murowa	Zimbabwe	4.5		90	95	17.1	
Baoulé	Guinea	5		15	200	3.3	\$665Mn to 300m
Lemphane	Lesotho	6		2	1,500	0.92	Notional profit \$200Mn over 10 yrs
Leicester	South Africa	6		<9			
Lerala	Botswana	6.2		25.5	55	3.1	
BK11	Botswana	8		4 to 9	137	0.8 to 120m	
Liquabong	Lesotho	8.6		29	93	25.8	
Karowe	Botswana	9.5		15.4	644	10.7	RBC Value of resource \$4.2Bn (2013)
Ghaghoo	Botswana	10.3		18.9	200	20.5	
Voorspoed	South Africa	12		21	110	7.2	
Damtshaa	Botswana	13.5		21.5	100	11.2	
Letlhakane	Botswana	15.2		28.4	144	4.9	



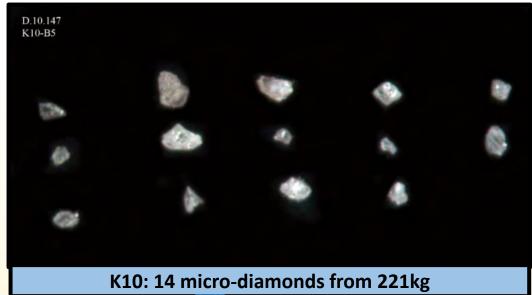
	На	Cpht	US\$/ct	Production Mct/a	Contained diamonds Mct
Orapa AK01	118	71	145	12	363.7
Karowe AK06	9.5	15	644	0.40	10.7
Letlhakane DK1/2	15	25	144	1	4.9
Damschaa BK1/9/12/15	13.5	13.7	100	0.19	11.2
BK11	8	2 - 9	137		

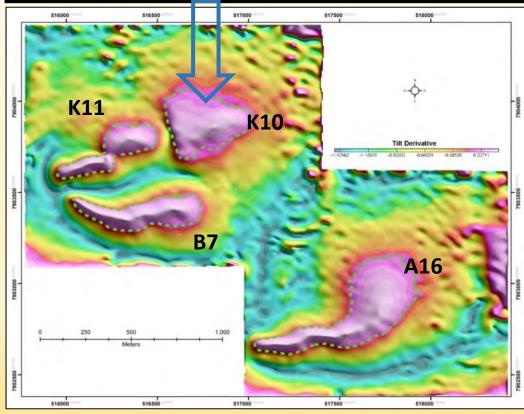
Other diamond projects



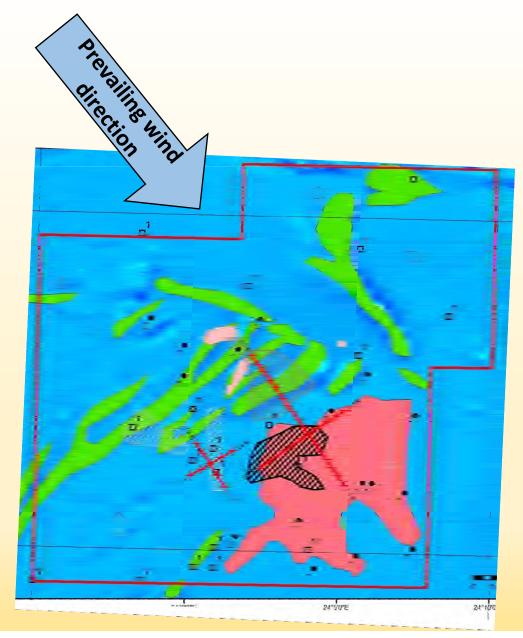
Nxau Nxau Kimberlites: K10

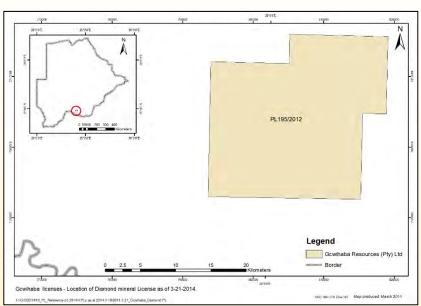
- Mida sample from K10 core produced 14 micros from 221 kg (2011)
- No additional stones from reprocessing of this sample (2014)
- 50kg of K11 was processed for micros and no diamonds were recovered (2015)
- More core sample (100 kg) of K10 (200 kg) has been collected for additional micro-diamonds to construct a grade curve.
- Mineral chemistry for K10 and K11 suggests slightly higher fO₂ (oxidizing) conditions – not favorable for diamond preservation



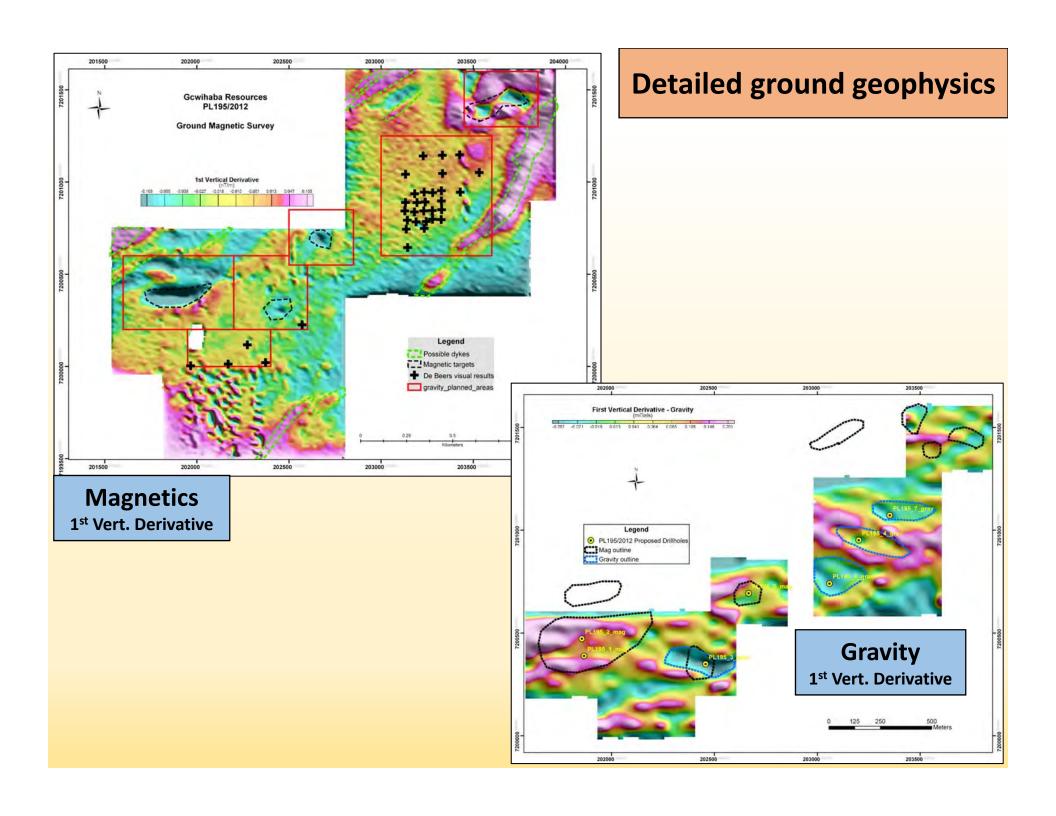


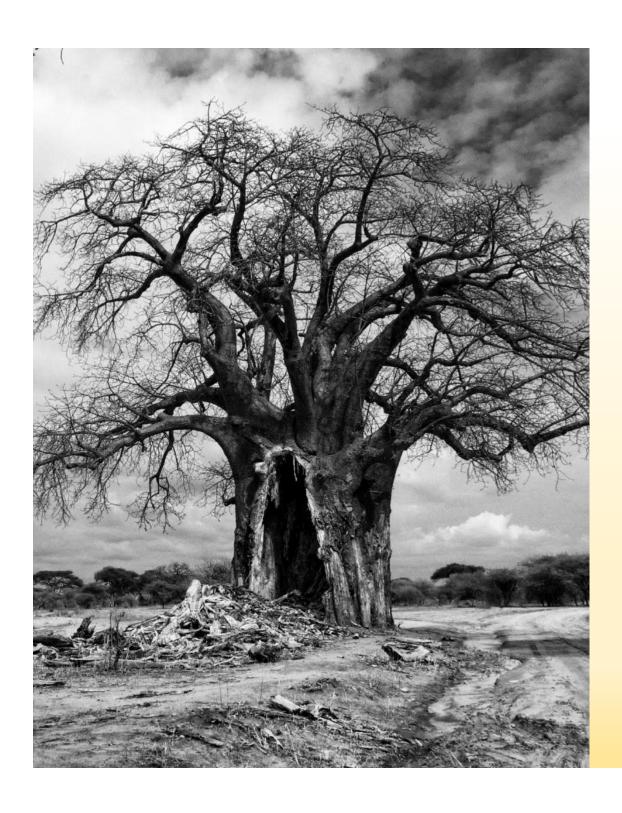
Werda target PL 195/2012 - SW Jwaneng



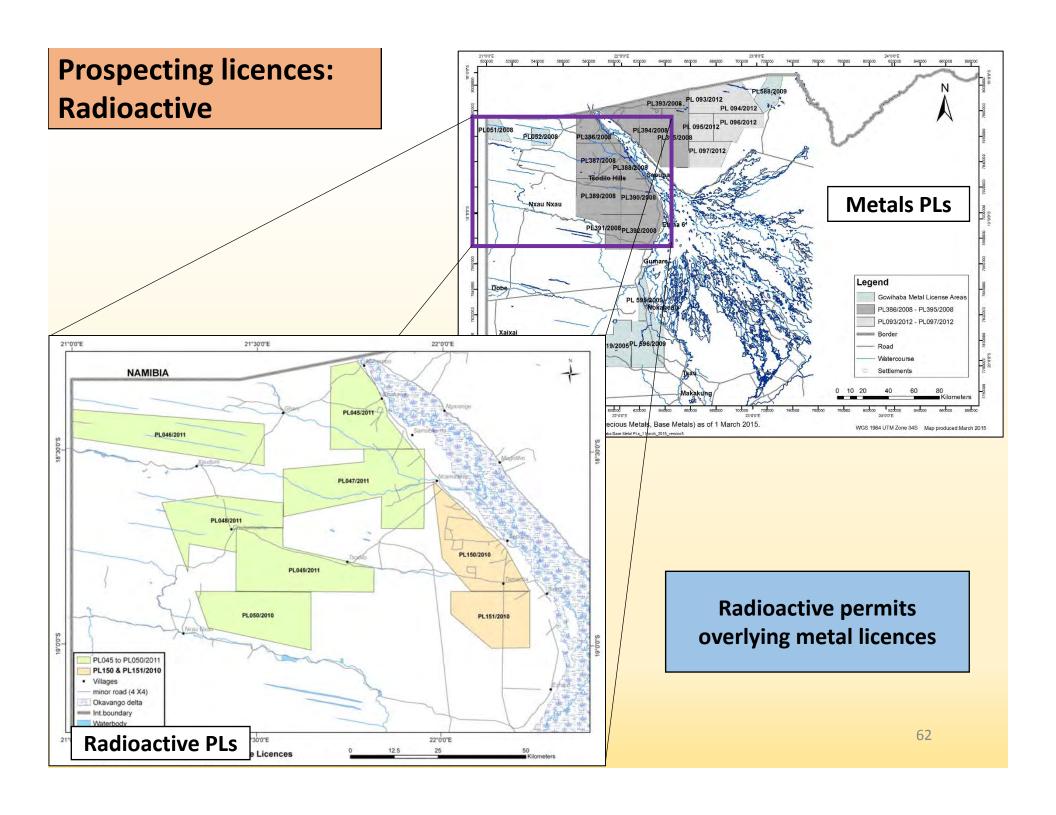


- De Beers historic dataset analysed
- 36 samples collected by Tsodilo confirmed the presence of kimberlitic minerals
- Detailed ground gravity and magnetic surveys completed
- Drilling to commence in Q2 2015

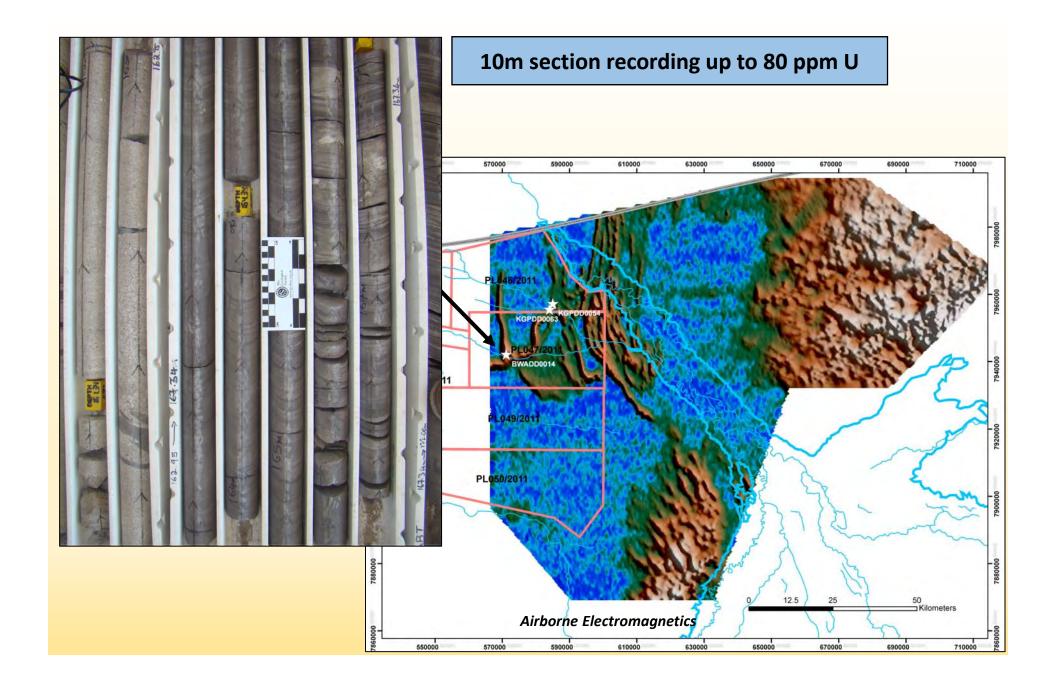


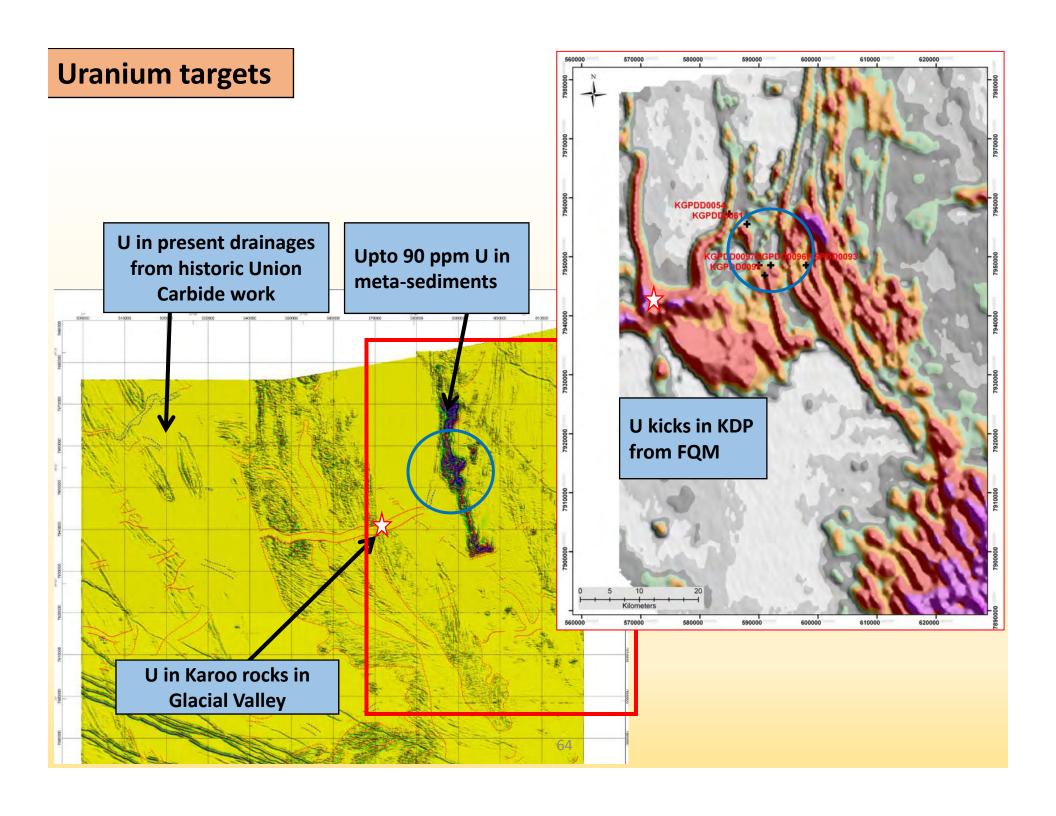


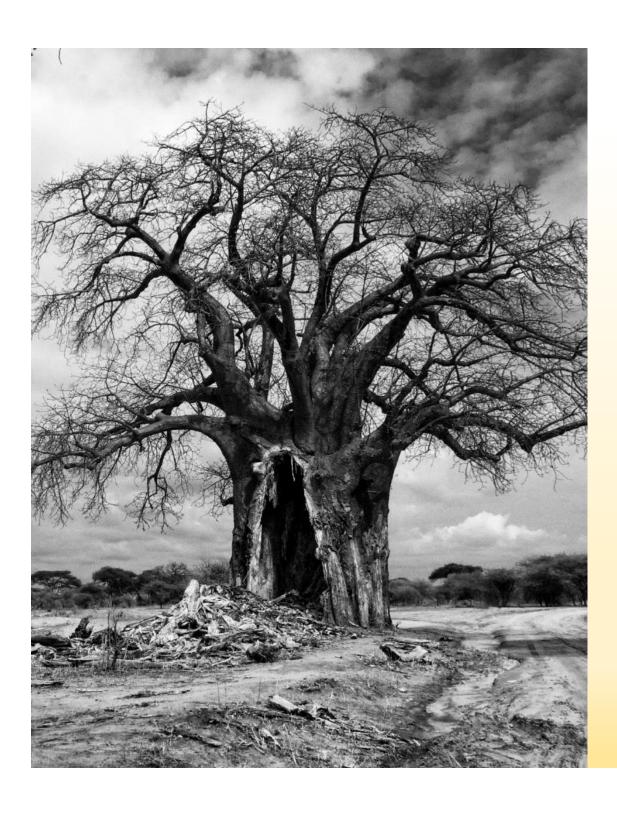
Uranium Projects



Karoo sedimentary rocks filling glacial valleys

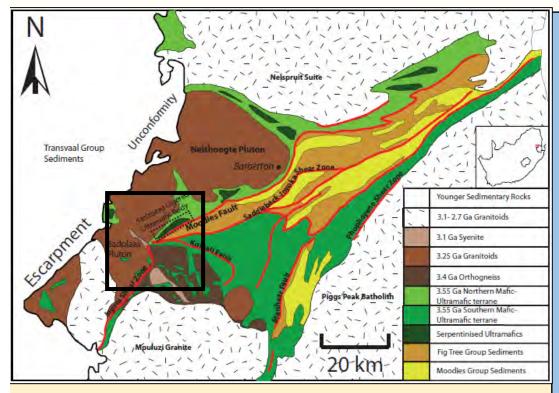






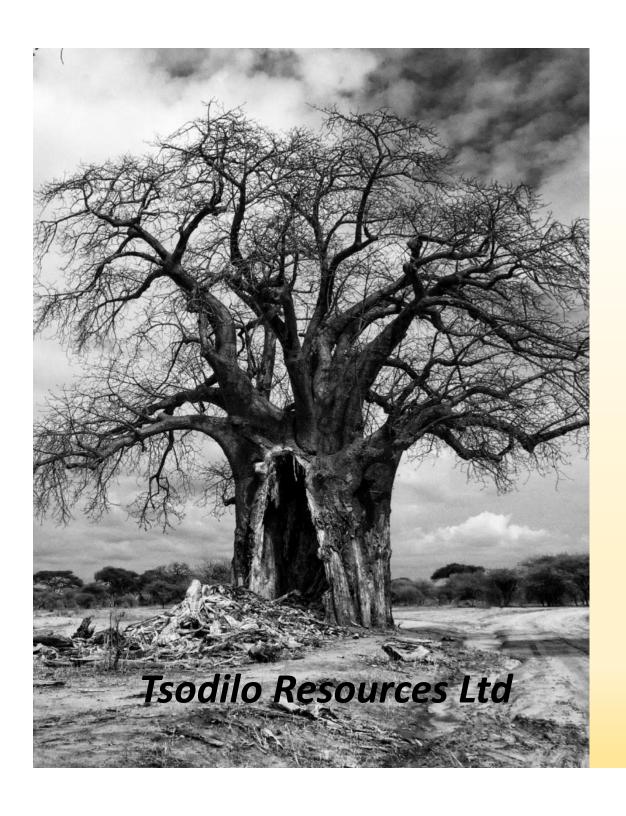
Barberton

Barberton Prospecting Right Application



Tsodilo/Idada Trading 361 (Pty) Ltd application

- Application submitted Feb 2012
- Application acknowledged Feb 2012
- Application accepted Feb 2013
- Consultation with interested and affected parties Mar/Apr 2013
- EMP submitted Apr 2013
- Site visit by EWT, REMDEC, DMR in Sept 2013
- REMDEC to report back to regional DMR office
- Regional office has forwarded all documents to DMR HQ in 2014 for final decision



Thank You