



*Tsodilo Resources Limited  
Annual Report 2013*



## President's Message

### Dear Shareholders,

On behalf of the board of directors, I am pleased to provide the annual report of Tsodilo Resources Limited ("Tsodilo" or the "Company") recording the Company's progress together with the audited financials for the year ending December 31, 2013.

The accelerated work program initiated in 2012 continued into 2013 as the Company concentrated its efforts in preparation for its maiden Canadian National Instrument 43-101 Resource Estimate and Technical Report on its Xaudum Iron Ore Project. The exploration target has, at this point in time, been conservatively estimated at 5 to 7 billion tonnes of iron ore.

The ground magnetic survey was completed (18,000 line kilometers) defining a project area of some 1,600 km<sup>2</sup>. 11,000 meters of core were drilled on fences across portions of the body in order to establish a resource in compliance with NI 43-101 standards.

SRK Consulting (U.K.) Limited was retained to prepare an Initial NI 43-101 Technical Report and Resource Estimate and on its Xaudum Iron Ore Project.

QAQC (Quality Assurance and Quality Control) steps have been introduced in the Iron Ore sampling program which includes blank and duplicate samples, our in-house QAQC check samples which include 3 Geostats Pty. GIOP (Geostats Iron Ore Pulp) standards, and density check samples in the form of Standard and Test Weights (5 and 10 kg). All assays batches that included QAQC samples to date have satisfactorily passed the QAQC checks to and have been uploaded into the database.

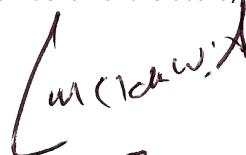
A strategic partnership with First Quantum Minerals was agreed to during the year. They are a world-class mining company with great financial strength and specific expertise in exploration for African Copperbelt type base metal targets gained from their mining operations in Zambia. The sequence of rocks in northwest Botswana that Tsodilo has identified in the past several years are identical in age and composition to those in the Central African Copperbelt. These rocks are in fact the southwesterly extension of the Zambian Copperbelt and hold great potential for Copperbelt-style targets. This joint venture will allow for aggressive exploration for world-class metal deposits on our license areas. First Quantum's interest will extend to our metal (base, precious, platinum group metals and rare earth elements) licenses but exclude iron.

The company remains committed in its search to find an economic kimberlite. The market for rough diamonds has strengthened over recent months and longer term, a positive outlook for the diamond market is supported by the continued economic recovery in the US, and growth in demand from emerging markets. The supply of diamonds is diminishing and any upturn in the economy will result in a tighter supply chain and increased prices. We continue with exploration on our current licenses and continue to look for new opportunities.

Our current share capital consists of 30,541,878 issued and outstanding (40,620,488 on a fully diluted basis) common shares. Tsodilo has a 98% interest in our Botswana (Newdico (Pty) Limited project and a 100% interest in our Gcwihaba Resources (Pty) Limited projects.

The Company continues to strengthen our organization by appointments to our board and retaining quality professionals on the ground. We are well positioned for the challenges inherent in resource exploration and please follow our progress carefully and remain informed by regular visits to our website, [www.TsodiloResources.com](http://www.TsodiloResources.com).

On behalf of the board,



Dr. Michiel C.J. de Wit  
President and COO  
February 24, 2014

President's Message to Shareholders	1
Management's Discussion and Analysis of Financial Results	2
Financial Reporting Responsibility of Management	30
Auditor's Report to the Shareholders	31
Consolidated Financial Statements / Notes	32
Corporate Information	IBC

## **Management's Discussion and Analysis**

This management's discussion and analysis ("MD&A") should be read in conjunction with the consolidated financial statements of the Company and the notes thereto for the years ended December 31, 2013 and 2012. The Company's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS). The Company's functional and reporting currency is United States dollars and all amounts stated are in United States dollar unless otherwise noted. In addition, the Company has two operating subsidiaries, Newdico and Gcwihaba which have a functional currency of the Botswana Pula. This management's discussion and analysis has been prepared as at February 24, 2014.

### **OVERVIEW**

Tsodilo Resources Limited ("Tsodilo" or the "Company") was organized under the laws of the Province of Ontario in 1996 and continued under the laws of the Yukon in 2002. It is incorporated under laws of the Yukon Territory, Canada, under the Business Corporations Act of Yukon and the address of the Company's registered office is 161 Bay Street, P.O. Box 508 Toronto, Ontario, Canada, M5J 2S1. The Company currently exists under the Business Corporations Act of Yukon and its common shares are listed on the Toronto Venture Stock Exchange (TSX-V) under the symbol TSD.

Tsodilo is an exploration stage company which is engaged principally in the acquisition, exploration and development of mineral properties in the Republic of Botswana. The Company is considered to be in the exploration and development stage given that none of its properties are in production and, to date, has not earned any significant revenues. The recoverability of amounts shown for exploration and evaluation assets is dependent on the existence of economically recoverable reserves, the renewal of exploration licenses, obtaining the necessary permits to operate a mine, obtaining the financing to complete exploration and development, and future profitable production.

The Company is also actively reviewing additional diamond and base and precious metal opportunities within southern Africa.

### **Corporate**

At a special meeting of the holders of common shares of the Company held on April 9, 2002 shareholders approved a restructuring of the Company that incorporated the sale of substantially all of the Company's assets. The assets were transferred in settlement on debt due of \$612,783 and owing to Trans Hex Group Limited ("Trans Hex Group"), the principal shareholder and creditor of the Company prior to restructuring. The Company retained an interest in all future dividends that may be paid by either Northbank Diamonds Limited, Hoanib Diamonds (Proprietary) Limited or Trans Hex (Zimbabwe) Limited. In addition, the Company was released from the long-term loans due to Trans Hex Group by the subsidiaries being sold, of \$3,341,690, and Trans Hex Group agreed to return the 10,688,137 common shares in the capital of the Company, representing 73.22% of the issued and outstanding shares of the Company at that time, to treasury for cancellation. The special meeting of shareholders also approved the discontinuance of the Company from the Province of Ontario and its continuance under the Business Corporations Act (Yukon), the change of name of the Company from Trans Hex International Ltd. to Tsodilo Resources Limited, the election of new directors

and the repeal of the existing stock option plan of the Company and adoption of a new stock option plan. Following the restructuring of the Company, as approved by shareholders in April 2002, Tsodilo has no long-term debt.

### Outstanding Share Data

As of February 24, 2014, 30,541,878 common shares of the Company were outstanding. Of the options to purchase common shares issued to eligible persons under the stock option plan of the Company, 3,285,000 options remain outstanding of which 2,806,250 are exercisable at exercise prices ranging from CAD \$0.55 - \$2.23.

As of February 24, 2014, 6,793,610 warrants are outstanding. The warrants were issued by way of private placements utilized by the Company for financing purposes. Each warrant entitles the holder thereof to purchase one common share of the Company. 2,272,727 warrants expiring on April 22, 2015 are priced at USD \$1.21, 2,702,702 warrants expiring on June 29, 2015 are priced at CAD \$2.17 and 1,818,181 warrants expiring on June 29, 2015 are priced at USD \$1.21. If all warrants were converted, 6,793,610 common shares of the Company would be issued.

### Principal Shareholders of the Company

The principal shareholders (greater than 5%) of the Company as of February 24, 2014 are as follows:

Name	Description	Shares - Owns, Controls or Directs	% of the Issued and Outstanding Shares
Azur LLC	Private Investment Vehicle	4,996,065	16.39%
International Finance Corporation	Member of the World Bank Group	4,520,883	14.83%
David J. Cushing	Director	2,368,593	8.07%
First Quantum Minerals	Global Mining Company	2,272,727	7.45%
James M. Bruchs	Director and CEO	2,232,119	7.33%

### Subsidiaries

The Company has a 98% operating interest in its Botswana subsidiary, Newdico (Proprietary) Limited ("Newdico"), which holds one prospecting license covering approximately 851 km<sup>2</sup> in northwest Botswana that expired on June 30, 2012. Two of the three remaining licenses totalling 3,098 square kilometres were relinquished in 2012. These were the subject of extensive exploration during their license terms and were determined not to be prospective for an economic kimberlite. The relinquishment of these licenses will not have an adverse impact on the Ngamiland's kimberlite exploration program. Prior to expiry, the Company submitted a two year extension application in order to continue and complete the first stage exploration and evaluation program of kimberlites identified in this license area. The acknowledgement of receipt has been received from the Botswana Department of Geological Survey and the extension application is currently being reviewed by the government. If the license is not extended, the carrying value of Newdico's exploration and evaluation assets of \$6,779,575 will be written off.

The Company has a 100% interest in its wholly owned Botswana subsidiary, Gcwihaba Resources (Proprietary) Limited ("Gcwihaba"), which has one diamond prospecting license covering approximately 494 km<sup>2</sup>, twenty-two metal

(base, precious, platinum group, and rare earth) licenses covering 10,290 km<sup>2</sup> (not including 1,339km<sup>2</sup> of licenses currently in renewal) and eight radioactive minerals licenses currently in renewal.

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

## Exploration Activities for the Year 2013

### 1. Diamond Projects

The Company holds 2 Prospecting Licences (3,255 km<sup>2</sup>) for precious stones, one registered to Newdico and the other to Gcwihaba. These licenses are summarized in Table 1. The Gcwihaba license 195/2012 covers 494 square kilometers and the initial license grant expires June 30, 2015. The Newdico license (PL 64/2005) covers 895 square kilometres and expired June 30, 2012. A renewal application was submitted for PL64/2005 and is currently being considered by the Ministry of Minerals, Energy and Water Resources (MMEWR). The two-year extension application for PL 64/2005 was submitted in order to continue and complete the first stage evaluation program for K10 and K11 and to resolve target B7 (THC10). The application was made in April 2012 and an acknowledgement of receipt was received from the Department of Geological Survey (“DGS”) (Reference number PLI9042012103322-2010) in the same month. The DGS requested additional information which the Company provided in April, 2013. The Company confers with the MMEWR with respect to this license on a continuous basis.

Prospecting licenses PL 46/2008, 47/2008 and 49/2008 were relinquished during the year. These permits overlap two Gcwihaba’ metal permits (PL 51 and 52/2008) and which are presently in application for renewal (see section ‘Other base metal targets’).

**Table 1. Precious Stone Prospecting Licenses as at December 31, 2013**

PL number	Km <sup>2</sup>	Grant Date	Expiry date	Current Stage	Expenditure		Total Expenditure From Grant and if held to Full License Term	
					Rental Fee Per Annum (BWP)	Work Program Per Annum (BWP)	BWP	USD as at 12.31.2013
PL 195/2012	494	7/01/12	7/01/15	Initial Grant	2,470	100,000	307,410	35,550
PL 064/2005	TBD			in extension	TBD	TBD	TBD	TBD
<b>Total</b>	<b>494</b>						<b>307,410</b>	<b>35,550</b>

**Table 2. Gcwihaba Precious Stone Prospecting Licenses Relinquished in 2013**

PL Number	KM <sup>2</sup>	Grant Date	Relinquishment Date
PL46/2008	709	04/01/11	November 2013
PL 47/2008	491	04/01/11	November 2013
PL 49/2008	710	01/01/11	March 2013
<b>Total</b>	<b>1,910</b>		

Interest in the kimberlites located on PL 64/2005 is based on three main factors which makes this area prospective. Firstly, there are two unexplained surface concentrations of both diamonds and high-interest (G10) garnets across the border in Namibia - the *Tsumkwe* and the *Omatoko* targets. Based on the local geomorphology it was suggested that the diamonds and garnets from these targets have been derived from one of the diamond-bearing kimberlites in the Nxau field or from an undiscovered kimberlite(s) in the general area. The whole Nxau kimberlite field now comprises 40 bodies that occur on both sides of the border. Although not all of these kimberlite occurrences have mineral chemistry data, those that have data do not match that of the garnets recovered from the *Tsumkwe* or *Omatoko* anomalies.

Secondly, the geophysical interpretation of the Southern African Magnetotelluric Experiment (SAMTEX) project shows, among others, that the Company's northern licences are underlain by the Congo Craton (Khoza et al., in press; Muller and Jones, 2007) and that the Nxau field is within the southern edge of this Craton.

Thirdly, Archaean ages obtained from granite/gneiss samples from two boreholes drilled by the Company in the general area - L9590/7 (2,641 Ma) and L9660/5 (2,548 Ma) - confirm that the basement rocks are Archaean in age, satisfying one of the most important exploration criteria for diamonds. This means that those kimberlites occurring in these prospecting licences and within the Congo Craton should be the most interesting from a diamond perspective.

Recent microdiamond work on K10 produced 14 stones from 229 kg of kimberlite core (61.23 stones per ton). Because of the relative limited number of stones a grade curve with some level of confidence cannot be produced and hence more diamonds are required from K10. This will be considered once more information on the other two bodies is available. Samples for micro-diamonds have been prepared for kimberlite K11 and will be submitted to the microdiamond laboratory as soon as the application for a renewal period has been approved. K11's mineral chemistry signature is similar to K10 and this body is approximately 2.5 ha in size. In addition, a third magnetic target B7, directly south of and almost adjacent to K10 and K11, appears to be very similar to the two known kimberlites and is likely a third kimberlite in this tight cluster. B7 will be drilled once the renewal application has been approved. .

The geophysical modelling of the ground magnetic data which was collected over the three airborne magnetic targets TOD 17 (Grade 6), and TOD 29 and 30 (both Grade 5), was completed and based on the results of this work these targets were down-graded as possible kimberlites. The absence of kimberlitic indicator minerals over these anomalies further supported analysis that these targets are in all likelihood not kimberlite. It was therefore decided to relinquish the Company's most northern Gcwihaba Prospecting Licences, PL 46/2008 and PL 47/2008. Since two of these anomalies are associated with Ni and Zr/Cr soil anomalies, that were generated by the 1999 governments Ngamiland Geochemical soil sampling program, it is highly likely that these bodies represent metal targets and will be drilled under the metal licences PL 051/2008 and 052/2008, which overlap the relinquished diamond permits.

The detailed follow up loam deflation sampling program over Gcwihaba's Prospecting Licence PL95/2012 has been completed. The objective of this step is to confirm presence of kimberlitic minerals and to upgrade the chemistry of these minerals that have been reported by De Beers when they had access to this ground between 1995 and 2002.

Several kimberlites were discovered by De Beers north of PL95/2012 during that period however, the heavy mineral target on PL 95/2012 was never explained.

A full desktop study was performed on this permit collating all the De Beers exploration datasets. In addition, the Government airborne geophysical data, which was flown on lines 250 meters apart, was reprocessed and interpreted. A granular screen test was done in April 2013 and determined a cut-off point of -0.425 mm and + 0.300 mm for sampling. Some thirty-six (36) samples were subsequently taken, dry screened in the field and brought back to company's exploration facility in Maun, Botswana for further processing. The samples were re-screened in water at the treatment station in order to optimize the sorting coefficient in each size fraction so that fractions going through the jig are all uniform in grain size thereby enhancing the recovery of heavy minerals. The samples were screened in the - 0.425 mm and + 0.300 mm fraction, and it must be emphasized that this is a difficult fraction to concentrate by mechanical means. A 'Zambian' jig had been set up at the facility to conduct a primary concentrate before submitting these samples to the laboratory for heavy medium concentration and sorting. On the basis of the sample results the Company intends to conduct several ground geophysical surveys in the first quarter of 2014.

The jig concentrates were too large for mineral sorting and these were sent to an independent accredited laboratory where they were passed through the heavy liquid TBE (Tetrabromoethane – s.g. 2.96 g/ml) to separate the quartz from the heavy minerals. These concentrates were then sent to another independent company for sorting for kimberlitic minerals.

The initial cumulative sample weight for the 36 samples was approximately 720 kg. After screening these into the - 0.425 mm and + 0.300 mm fraction the cumulative weight was 323 kg. The Zambian jig reduced this to 24 kg and after treatment of the heavy liquid TBE the final cumulative weight of all the concentrates was 1.8 gram. From these concentrates 4 spinel and 2 garnets were recovered. These have been sent to the microprobe for further assessment. What is of interest is that there were no ilmenites in the concentrates suggesting that this could be a Group 2 kimberlite (a micaceous kimberlite type that are devoid of ilmenite) source which are very hard to find and also that the garnets and spinel recovered during this phase occur within the positive areas identified by De Beers.

## **2. Metals (Base and Precious, Platinum Group Metals, and Rare Earth Elements) Projects**

The Company's Prospecting Licences have evolved with time into a package which covers some 10,289.50 km<sup>2</sup> not including licenses currently in renewal (Table 3). Most of the ground was covered by the 1<sup>st</sup> drilling phase which was completed in 2011 (Phase 1). The main objective of Phase 1 was to cover the ground on a reconnaissance basis in order to highlight areas of interest for more detailed follow-up work scheduled during Phase 2.



**Table 3. Gcwihaba – Metal License Areas as at December 31, 2013**

PL numbers	Km <sup>2</sup>	Grant Date	Expiry / Renewal date	Current Stage	Expenditure		Total Expenditure From Grant and if held to Full License Term	
					Rental Fee Per Annum (BWP)	Work Program Per Annum (BWP)	BWP	USD as at 12.31. 2013
PL 119/2005	TBD	10/01/10	10/01/12	in renewal	TBD	TBD	TBD	TBD
PL 051/2008	TBD	07/01/11	07/01/13	in renewal	TBD	TBD	TBD	TBD
PL 052/2008	TBD	07/01/11	07/01/13	in renewal	TBD	TBD	TBD	TBD
PL 386/2008	570.00	01/01/12	12/31/14	1 <sup>st</sup> renewal	2,850	100,000	308,550	35,687
PL387/2008	964.90	01/01/12	12/31/14	1 <sup>st</sup> renewal	4,825	100,000	314,475	36,272
PL 388/2008	317.10	01/01/12	12/31/14	1 <sup>st</sup> renewal	1,590	100,000	304,770	35,250
PL 389/2008	978.60	01/01/12	12/31/14	1 <sup>st</sup> renewal	4,895	100,000	314,685	36,397
PL 390/2008	807.30	01/01/12	12/31/14	1 <sup>st</sup> renewal	4,040	100,000	312,120	36,100
PL 391/2008	454.50	01/01/12	12/31/14	1 <sup>st</sup> renewal	2,275	100,000	306,825	35,487
PL 392/2008	828.10	01/01/12	12/31/14	1 <sup>st</sup> renewal	4,145	100,000	312,435	36,136
PL 393/2008	937.50	01/01/12	12/31/14	1 <sup>st</sup> renewal	4,690	100,000	314,070	36,325
PL 394/2008	649.20	01/01/12	12/31/14	1 <sup>st</sup> renewal	3,250	100,000	309,750	35,826
PL 395/2008	971.40	01/01/12	12/31/14	1 <sup>st</sup> renewal	4,860	100,000	314,580	36,384
PL 595/2009	TBD	07/01/09	07/01/12	in renewal	TBD	TBD	TBD	TBD
PL 596/2009	TBD	07/01/09	07/01/12	in renewal	TBD	TBD	TBD	TBD
PL 597/2009	TBD	07/01/09	07/01/12	in renewal	TBD	TBD	TBD	TBD
PL 598/2009	TBD	07/01/09	07/01/12	in renewal	TBD	TBD	TBD	TBD
PL 093/2012	433.70	04/01/12	04/01/15	Initial Grant	2,170	*	166,510	19,259
PL 094/2012	679.80	04/01/12	04/01/15	Initial Grant	3,400	*	170,200	19,686
PL 095/2012	421.60	04/01/12	04/01/15	Initial Grant	2,110	*	166,330	19,238
PL 096/2012	676.50	04/01/12	04/01/15	Initial Grant	3,385	*	170,155	19,680
PL 097/2012	599.30	04/01/12	04/01/15	Initial Grant	3,000	*	169,000	19,547
<b>TOTAL</b>	<b>10,289.50</b>				<b>51,485</b>		<b>3,954,455</b>	<b>457,374</b>

\* 1<sup>st</sup> year 50,000; 2<sup>nd</sup> year 50,000 : and 3<sup>rd</sup> year 60,000

The Company's exploration work had initially indicated that the sulphide-rich Matchless Amphibolite Belt ('MAB') traverse the Company's southern licences in northwest Botswana in an area where the Damara Belt connects with the Lufilian Arc. Petrology, geochemistry and geochronology work by conducted by AEON's (Africa Earth Observatory Network) research group now located at the NMMU (Nelson Mandela Metropolitan University) in Port Elizabeth, South Africa has identified Archaean granite-gneisses between 2.548 and 2.641 Ma in age in Ngamiland. Paleoproterozoic granites (ca. 2,000 Ma) seem to have been tectonically interlayered with Lufilian Arc-equivalent metasediments (including graphitic schist, carbonates and diamictites), and metabasites and gabbros (ca. 540 Ma), all of which were intersected during the Company's Phase 1 drilling program. These tectonic contacts, which are mainly major thrust zones, and graphitic schists are mineralized and have been targeted for further work.

The Pan African metabasites in Ngamiland yield an age of ca. 535 Ma. This is younger than the meta-basalts of MAB and Katanga (ca. 765 Ma), but similar to the age of peak metamorphism and deformation in the MAB and Lufilian Arc (ca. 530 Ma).

During the phase 1 drilling program three separate mineralisation domains were identified in different parts of the licence area. These are areas with sulphide mineralisation associated with Neoproterozoic metasediments, base and precious metals and REE showings associated with skarns linked to the 535 Ma age basic intrusions, and a large mineral deposit of magnetite which the Company is presently evaluating (Table 4).

**Table 4**

<b>Main mineralogical domains identified during the Phase 1 drill program</b>		
Sedimentary Cu/Co in central shale belt	<b>Central African Copper Belt-style sedimentary rock-hosted copper showings</b> at multiple stratigraphic levels, spatially associated with faults	Copper (cobalt)
Sepopa Cu/Au Skarn deposit (IOCG?)	<b>Iron-copper skarns</b> associated with ~535 Ma basic intrusions	Copper-gold-iron
Xaudum Magnetite Banded Iron Formation (BIF)	Layered and massive BIF <b>Rapitan type Fe Formation</b> at the base of the Grand Conglomerate	Iron

#### **STRATEGIC PARTNERSHIP**

On November 20, 2013, Tsodilo announced that, further to its April 17, 2013 Memorandum Of Understanding ("MOU") with First Quantum Minerals Ltd. (TSX:FM)(LSE:FQM) ("First Quantum"), the Company, its wholly-owned subsidiary Gcwihaba Resources (Pty) Ltd. ("Gcwihaba"), First Quantum and First Quantum's wholly-owned subsidiary Faloxia (Proprietary) Limited ("FQM Subco") have entered into a definitive Earn-In Option Agreement (the "Option Agreement") pursuant to which First Quantum (which term for the purposes of this section includes FQM Subco) has acquired the right to earn up to a 70% interest in metals prospecting licences in Botswana granted to Gcwihaba insofar as they cover base, precious and platinum group metals and rare earth minerals by meeting certain funding and other obligations as set forth below. The interests that may be earned by First Quantum specifically exclude any rights to iron held by Gcwihaba.

Under the terms of the Option Agreement, First Quantum can earn either a 51% participating interest or a 70% participating interest in designated projects within the overall license area covered by the Option Agreement (the "**Project Area**") by satisfying the following requirements:

- ◇ funding exploration expenditures within the Project Area in the aggregate amount of US\$6 million by November 20, 2015 (the "Tranche 1 Funding Commitment");
- ◇ funding an additional US\$9 million in exploration expenditures within the Project Area by November 20, 2017; and
- ◇ completing a technical report ("**Technical Report**") on a designated area within the Project Area prepared in compliance with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators and that meets certain requirements with respect to resources as described below.

The Tranche 1 Funding Commitment is a firm commitment by First Quantum and must be satisfied irrespective of whether First Quantum elects to pursue the other requirements to earn an interest in Gcwihaba's licences.

In the event that First Quantum satisfies the funding obligations as set forth above but a Technical Report has not been completed by the end of the fourth year following the execution of the earn-in option agreement, First Quantum may maintain the earn-in option for up to an additional three years by continuing to spend a minimum of \$2 million per year on exploration and evaluation studies on the Project Area.

If the Technical Report delineates a "Major Defined Project" (being a designated project within the Project Area with respect to which the Technical Report delineates a measured, indicated and inferred mineral resource within the Project Area of not less than 2,000,000 tonnes of copper), First Quantum will be deemed to have earned a 70% interest in the property that is the subject of such report. If the Technical Report delineates a "Minor Defined Project" (being a designated project within the Project Area with respect to which the Technical Report delineates a measured, indicated and inferred mineral resource within the Project Area of less than 2,000,000 tonnes of copper, or another base, precious or platinum group metal and rare earth mineral), First Quantum will be deemed to have earned a 51% interest in the property that is the subject of such report; provided, however, that it may elect to retain an option for up to five years to convert such property into a Major Defined Project. If First Quantum makes such election, it will be responsible for all further costs and expenses associated with the Minor Defined Project, including for operations and capital expenditures, until the earliest of: (a) the completion of a Technical Report for a Major Defined Project, in which event the Minor Defined Project will be deemed to be converted into a Major Defined Project and First Quantum will be deemed to have earned a vested 70% participating interest therein; (b) written notice from First Quantum to the Company that First Quantum no longer wishes to retain the option to convert such Minor Defined Project into a Major Defined Project; and (c) five years after the date of the original vesting of a 51% interest in the Minor Defined Project. If First Quantum fails to satisfy the requirements to convert a Minor Defined Project into a Major Defined Project it will retain a vested 51% participating interest in the Minor Defined Project.

Upon First Quantum's participating interest in a defined project being crystallized at either 51% or 70%, Gcwihaba and First Quantum will enter into a joint venture agreement for such project. Under the terms of each such joint venture agreement, Gcwihaba's participating interest in each joint venture will be carried until the commencement of construction of a mine for the project. Accordingly, all costs and expenses associated with the defined project until such time, including for operations and capital expenditures, will be funded by First Quantum.

First Quantum has reported that expenditures as per the MOU amounted to \$4,103,204 as at December 31, 2013.

#### **Xaudum Magnetite Banded Iron Formation (BIF)**

Tsodilo, through its local subsidiary Gcwihaba, is evaluating the Xaudum Iron Ore deposit. The drilling and the ground geophysical surveys conducted by Tsodilo and its subsidiaries during 2013 have concentrated on this Iron Ore Formation. The presence of the layered and massive magnetite banded ironstone formation associated with the Xaudum Magnetic Anomaly in the northern part of the area has been isolated and is intimately associated with

deformed diamictites resembling glacial deposits. These rocks have been identified as being part of a Rapitan type iron-formation both in terms of age and lithology and extend over 35 km in a north-south direction and the magnetite bands interbedded with diamictites occur over a width of several kilometres. Rapitan-type iron-formations are Neoproterozoic (0.8-0.6 Ga) iron-formations that are characterized by their distinct association with glaciomarine sediments. Examples include the Rapitan Group (Canada), the Yudnamutara Subgroup (Australia), the Chuos Formation (Namibia), and the Jacadigo Group (Brazil).

During the year, both diamond drill rigs were positioned over the northern part of this deposit to refine the geological model and to sample the ironstone rocks on regular intervals as part of the development of its first resource definition of Block 1 (Fig. 2). The Company anticipates to have the resource of this block completed during Q2 in 2014. Folds and probably thrusts have complicated the geology but the combination of high resolution ground magnetic surveys, airborne Spectrem data, and drilling is continuously upgrading the details of the geology of this area.

Evaluation drilling of the Xaudum Iron Formation continued with both of the company's rigs drilling holes every 50 m on east-west orientated lines perpendicular to the strike of the Iron Formation. These east-west orientated lines are 400 or 800 m apart and each 'fence' line requires between 6 and 8 holes to model the complexities of each section and to sample the ironstone on a regular interval. Holes are drilled inclined to the east, west or vertical, depending on the requirement (Fig. 1). The fence section or diagrams are then modelled using the Company's in-house software Gocad, to project and calculate the ironstone volumes between the respective fences. During 2013, the Company's two drill rigs drilled 61 core holes with a cumulative depth of 11,624 m and extracted 10,418 m of core from these holes (Table 5). All of these were positioned over the Xaudum Iron stones and these cores have been logged and the relevant sections have been sampled and assayed by two geochemistry laboratories, ALS Minerals and Set Point, in Johannesburg.

Most of these holes intersected magnetite bearing rocks either massive magnetite, banded magnetite and/or magnetic diamictite. The use of the Reflex Gyro instruments, capable of recording core orientation and down-the-hole drill direction was applied to all the Gcwihaba holes and four of the FQM (BOTDD001 - BOTDD005) holes. Magnetic susceptible readings were also collected from all the holes.

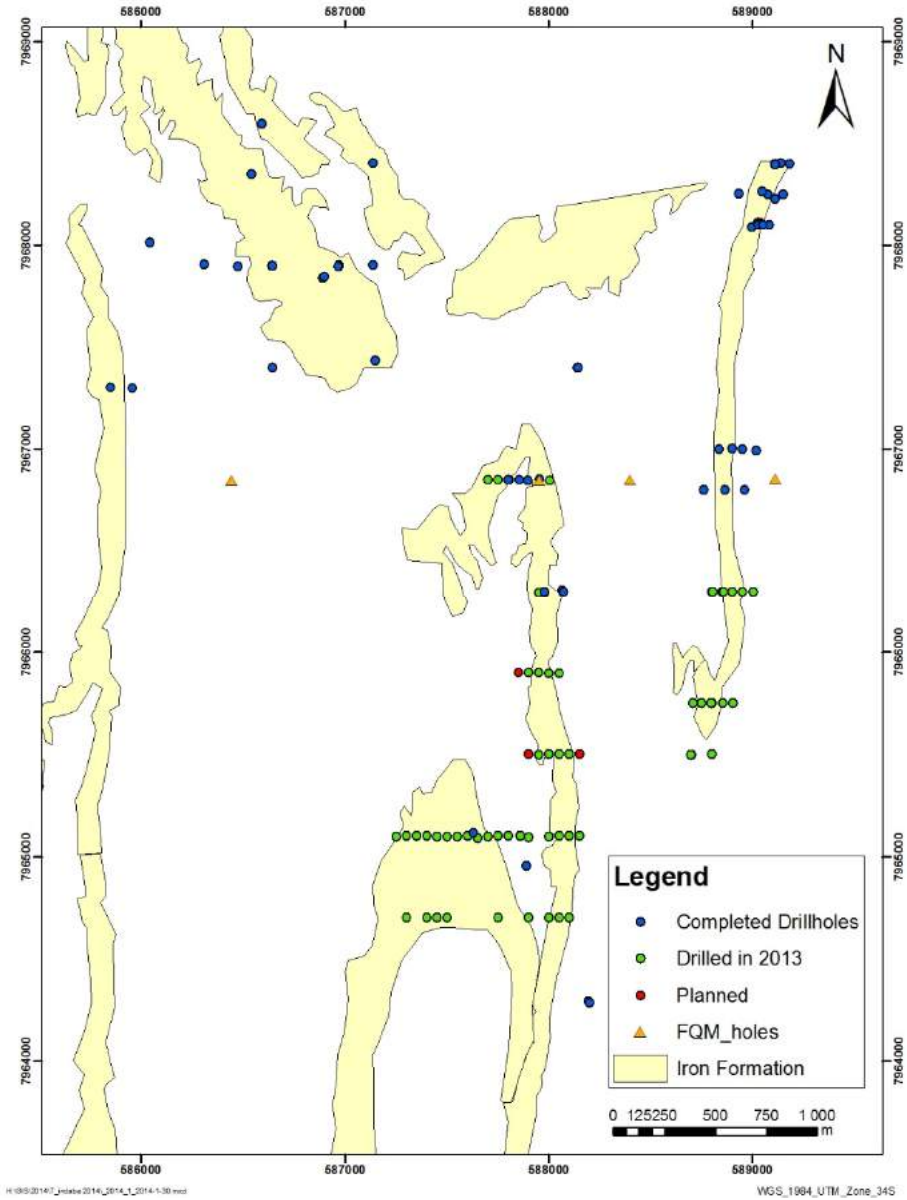


Figure 1. Location of the boreholes drilled on the northern limb of the Xaudum Iron Ore formation (green) that were drilled in 2013 and those planned for 1<sup>st</sup> Q, 2014 (red).

**Table 5.** Drill progress during 2013 with the Company's two drill rigs.

	Q1	Q2	Q3	Q4	2013 Total
<b>Metres drilled</b>	2,142	2,841	3,484	3,157	<b>11,624</b>
<b>Metres core</b>	1,825	2,628	3,116	2,848	<b>10,417</b>
<b>No of holes</b>	10	14	22	15	<b>61</b>

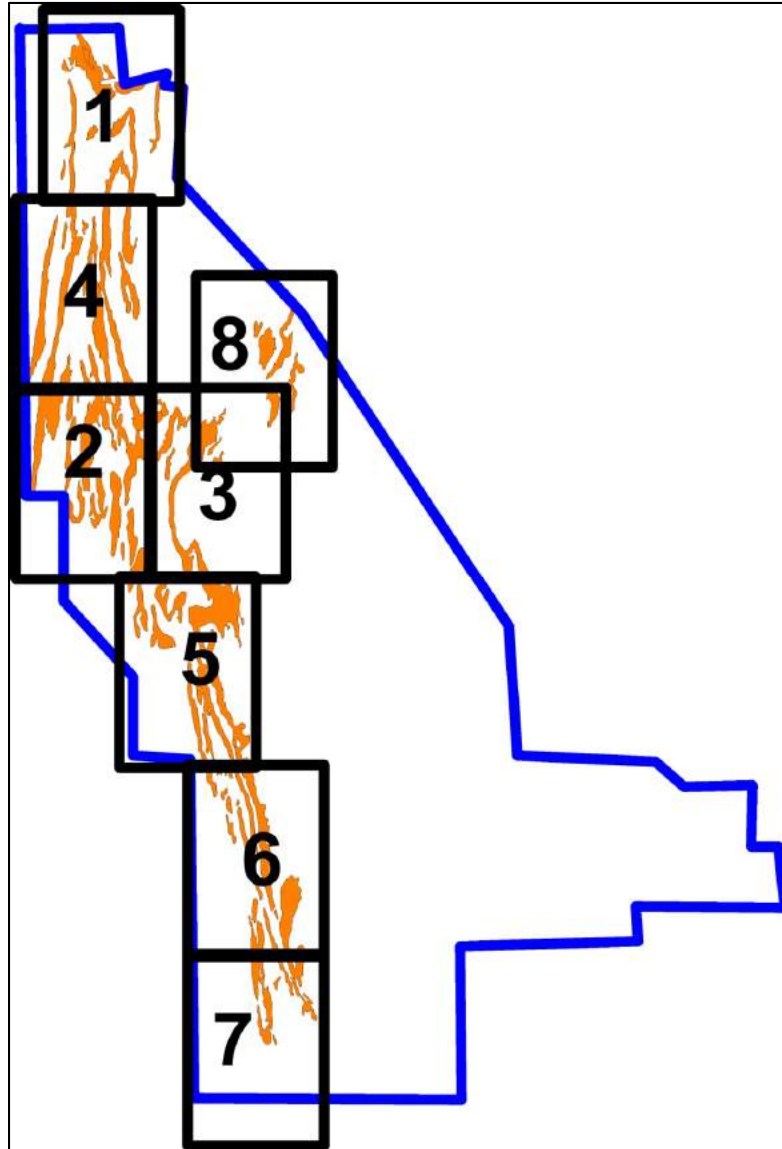


Figure 2. The planned drill blocks (**black**) in numerical order of priority. The XIF ground coverage is outlined in **blue**. The interpreted XIF from the second vertical derivative is shown in **orange**.

The focus of the drilling on the Xaudum Magnetite Banded Iron formation has been on block 1 (Fig. 1). A resource estimate of this block will be completed by Q2 of 2014 and will form the basis for the total evaluation of this Ironstone deposit. For this Tsodilo has engaged SRK Consulting (U.K.) Limited to prepare an initial National Instrument 43-101 compliant Mineral Resource Estimate and Technical Report for the Company's Botswana subsidiary, Gcwihaba Resources (Pty) Limited ("Gcwihaba"), on block 1 of the Xaudum Iron Ore Project.

The deposit has been subdivided into three geodomains:

1. MBA – Magnetite Banded Iron Formation
2. MBW – Partially oxidised (weathered) BIF
3. DIM – Magnetite schist or magnetite diamictite

The results of magnetic concentrate sizing, referred to as Davis Tube Recovery (DTR) test work, confirm that there is a significant potential for a premium magnetite product in the order of >68% Fe that can be produced from the Xaudum Iron Project's full range of mineralised rocks, including lower grade (15-25% Fe) and partially oxidised material.

The main activity during the year, besides drilling, was to continue to collect high resolution ground magnetic data over the Xaudum Magnetite body, mainly infilling lines and adding to the peripheral of the Ironstone Formation. During the year 2,523 line-kilometers of ground magnetic data was collected which equals 143 km<sup>2</sup> and almost completes the ground survey block over the entire Iron stone belt.

During 2013, the Company sent 2,957 samples for assaying and 41 samples for petrography. The results of 9,171 assays and all petrographic descriptions were received. At the same time, the Company has also audited its sample submission procedures and has collected a large bulk sample of clean river sand that will be used as blanc samples in each Ironstone consignment.

#### **Sedimentary Cu/Co in central shale belt**

Between the BIF in the north and the skarn IOCG-type mineralization in the south-east, are north-eastward trending mineralized metasediments in what is referred to as the Central Shale Basin. These are identical to the host rocks of the Kalumbila Cu-Ni-Co deposit, which is part of the Copper Belt in western Zambia and directly north of Ngamiland. The Central Shale Basin to the north-east of the project area contains a meta-sedimentary sequence which geologically is very similar to the stratiform Cu-Co (Copper-Cobalt) province of the Central African Copper Belt. The black shales, meta-pelites, meta-arenites, dolomites, with interbedded evaporates in particular bear strong resemblance to the Mwashya rocks in Zambia. Most lithologies are mineralized with pyrite, pyrrhotite, and chalcopyrite.

First Quantum Minerals (FQM) continued with the re-logging of the Tsodilo drill core and has now re-logged 157 diamond drill holes amounting to 34,750 m which has been entered into the FQM's SQL database.

Results of the multi-element geochemistry assays from the orientation sample grids around Sepopa have been received and returned values generally below 3ppm with a maximum of 10ppm which is extremely low. The results are associated with the different soil types that have been mapped during the sampling program. However, due to the blanketing effect of the Kalahari Group and Okavango Delta sediments, the effectiveness of geochemical sampling is greatly reduced.

FQM started their drilling program in the third quarter with both diamond and Reverse Circulation (RC) drilling, using Titan Drilling as their contractor. The first four diamond holes were drilled to between 700 and 900 meters in order to complete the geological model at depth and will be supplemented with the Tsodilo drill results. The objective of the RC work drilling is to sample the Kalahari sediments for geochemical anomalies but more importantly to sample the base of the Kalahari at the Kalahari/bedrock contact.

The four diamond holes that were drilled reached a cumulative depth of 3,136 m. and 3,193.63 m of core was recovered from these holes. The RC drilling program was initiated to cover the ground on a 2 km grid in order to

sample the Kalahari/bedrock interface geochemically. Initial drilling proved to be problematic as sample recovery has proved to be difficult as soon as the drill rods intersect ground water. Several different techniques have been tested and it has been decided to complete the program using one of the diamond drill rigs. By the end of the year, 54 holes (2,765.6 m) of almost 200 holes were completed.

The petrographic of 24 rock samples from the Tsodilo cores that were collected by FQM was completed and are as follows:

- Metamorphic assemblages are consistent with lower amphibolite facies P-T conditions.
- Early kyanite has been variably replaced by sericite/muscovite, indicating that fluid-migration continued after formation of the kyanite.
- The Tsodilo Hills grab sample of quartz conglomerate was found to contain kyanite in the matrix.
- Diamictites contain detrital feldspar, giving them an arenite matrix. Re-crystallisation and shearing of detrital feldspar grains and granite clasts might give a feldspar altered appearance to the diamictite.
- Meta-granitoid rocks have been confirmed in seven samples, including several that were previously suggested to be feldspar-altered metasediments.
- Rocks logged as syenite interfingered with mafics are confirmed to be a mafic intrusive with xenoliths of syenitic crystals.
- Electron Microprobe Analysis (EPMA) of green mica confirmed it is chromium-bearing (fuchsite).

Results of the geochronological and geochemical studies are still outstanding.

The Spectrem Airborne EM survey was completed over the main Gcwihaba Prospecting Licences. Three different line spacings were used for different blocks (Fig. 4). A 200 m line spacing was used over the central part of the area which also contains the Iron stone formation (Fig. 4). In total 16,933.6 m line kilometres were flown.

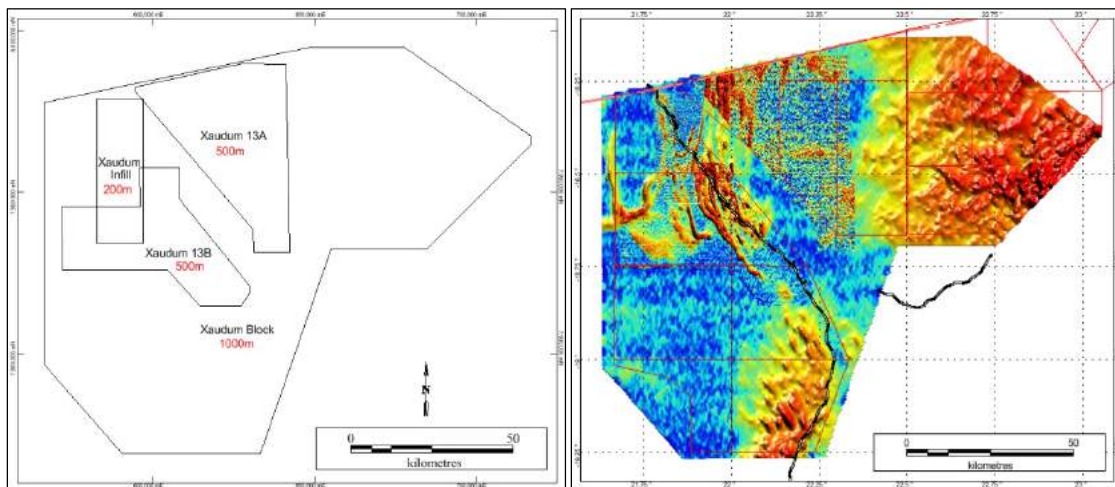


Figure 4. Spectrem EM blocks flown at different line intervals on the left, the gridded Spectrem EM survey data over the Tsodilo area on the right. **Red** denotes conductive material, **blue** denotes resistive. The data are 'late-time' channel Z9.



### Sepopa Cu/Au Skarn deposit (IOCG?)

The copper and gold showings of skarn-type targets, south-east of this banded magnetite iron deposit and central to the prospecting area, are associated with meta-basic rocks (garnet-epidote-scapolite-albite amphibolite and gabbros) and indicate that the mineralization model here could be associated with Iron Oxide Copper Gold ore deposits (“IOCG”) and skarns. So far several of these bodies have been identified and include 1822C26, 1822C27 and 1822C10.

Mineralisation associated with these skarn deposits are related to massive magnetite, metabasites, meta-mafic units and granofels in contact with Mwashya-type carbonates and metasediments. Mineralization here is characterized by elevated values of Cu, Ni, Ti, V, Co (Copper, Nickel, Titanium, Vanadium and Cobalt) and La (Lanthanum) and Ce (Cerium) both of which are rare earth elements (REE’s). Anomalous levels for Au (Gold) and Ag (Silver) have also been recorded in some samples. Follow up of these targets forms part of the First Quantum exploration program.

### Other base metal targets

The ground magnetic surveys and geophysical modelling of three airborne magnetic targets TOD 17, TOD 29 and 30 was completed and are not interpreted as kimberlite targets. However, since these anomalies are associated with Ni and Zr/Cr soil anomalies that were generated by the 1999 governments Ngamiland Geochemical soil sampling program, it is highly likely that these represent metal targets and will be drilled under the base metal licences, PL 051/2008 and PL 052/2008, which overlap the relinquished diamond permits, during the course of 2014.

### 3. Radioactive Licenses

The Company holds eight prospecting permits for radioactive minerals through its wholly owned subsidiary Gcwihaba Resources (Pty) Ltd in the north-west of Botswana directly west of the Okavango River. The area of the licenses in renewal cover 6,925 km<sup>2</sup> (Table 6) and overlap with some of the Gcwihaba diamond and metal permits. Applications for renewal for both sets of permits have been submitted to the Ministry of Minerals, Energy and Water Resources (MMEWR) and the Company is awaiting confirmation of the renewals from MMEWR.

**Table 6. Gcwihaba – Radioactive License Areas as at December 31, 2013**

PL numbers	Km <sup>2</sup>	Grant Date	Renewal date	Current Stage	Expenditure		Total Expenditure From Grant and if held to Full License Term	
					Rental Fee Per Annum (BWP)	Work Program Per Annum* (BWP)	BWP	USD as at 12.31. 2013
PL 150/2010	TBD	07/01/10	07/01/13	in renewal	TBD	TBD	TBD	TBD
PL 151/2010	TBD	07/01/10	07/01/13	in renewal	TBD	TBD	TBD	TBD
PL 045/2011	TBD	01/01/11	01/01/14	in renewal	TBD	TBD	TBD	TBD
PL 046/2011	TBD	01/01/11	01/01/14	in renewal	TBD	TBD	TBD	TBD
PL 047/2011	TBD	01/01/11	01/01/14	in renewal	TBD	TBD	TBD	TBD
PL 048/2011	TBD	01/01/11	01/01/14	in renewal	TBD	TBD	TBD	TBD
PL 049/2011	TBD	01/01/11	01/01/14	in renewal	TBD	TBD	TBD	TBD
PL 050/2011	TBD	01/01/11	01/01/14	in renewal	TBD	TBD	TBD	TBD

The Company has reviewed the exploration results from Union Carbide Exploration Corporation which had secured many prospecting licences in west and northwest Botswana for uranium. They explored northwest Botswana (Ngamiland) from 1977 until 1980, and of particular interest are their findings of anomalous uranium within what they called the Khaudom and Chadum palaeo-drainages. High counts of uranium in both calcrete and water samples and anomalous counts of vanadium from the water samples were obtained. Up to 30 m thick valley calcrete (the target calcrete) were drilled with geochemical anomalous concentration of uranium in certain trap environments. However at the time, no ore-bodies were delineated, but Union Carbide concluded “that there is definitely uranium in the system as is evident by some very high uranium contents in the water samples” (Union Carbide Final report 1980 by DJ Jack).

The age and origin of these types of calcretes further south has been incorporated in a research project conducted by AEON and the following field observations were made after some detailed fieldwork:

1. There are two types of duricrusts present both formed by ground water. A 3 m thick silcrete in the Groot Laagte drainage, south of the Kuke fence, which is slightly radioactive (1500 cpm) and also occurs in the Tsodilo-1 borehole (between -41 m and -47 m depth), and a 10 to 30 m thick calcrete in the Chadum drainage, west of Nxau Nxau. Both units occur at the base of the Kalahari Group, and represent good potential hosts for uranium, similarly to the well-known Langer Heinrich and Klein Trekkopje uranium deposits in Namibia that developed within Tertiary paleo-channel systems of the Namid Desert (liluende 2012). Samples from the field and from borehole Tsodilo-1 and KPH-4 have been collected for more detailed analysis.
2. Uranium-rich soils (3000-6000 cpm) in the Chadum and Kkhaudum drainages. Radiocarbon ( $^{14}\text{C}$ ) dating of these uppermost lignitic soils can determine the minimum age of deposition and thus constrains the age of uranium enrichments. This will be compared to the other records of paleo-climate (wetter periods) in the Kalahari such as at Lake Ngami, where drilling has recovered black carbon rich muds/soils at depth (below - 60 m).

Recent diamond drilling conducted by Gcwihaba (Pty) Ltd. on overlapping metal licences have returned anomalous uranium assay results in some of the Proterozoic meta-sedimentary units that are overlain by the Kalahari Group sediments. In 2013 values up to 24 ppm U in these cores have been encountered (Table 7) and this is particularly encouraging because of the presence of up to 100 and 40 ppm U in some other cores in the immediate vicinity. The link between these anomalous meta-sedimentary rocks and the surface uranium anomalies in the Kalahari calcretes is yet to be established.

Finally, radiometric airborne data was collected over the same area that was covered by the Spectrem EM survey (Fig. 4). Figure 5 shows the results of this radiometric survey over the Xaudum infill block of the Gcwihaba permits (Fig. 5). The main objective was to locate any obvious U deposits and secondly if it is possible to assess the source(s) for the valley calcrete uranium.

A total of 3,189 line kilometres was flown and there appears to be some overlap between the Xaudum Ironstones and some of the airborne radiometric data such as Technetium (Tc) and Thorium (Th) (Fig. 5). The Potassium values also shows similar trends but the Uranium shows very little variation over the Ironstones. Note the busy values over the fluvial clays of the panhandle which is also seen from the Uranium values. A full interpretation of these data is still outstanding.

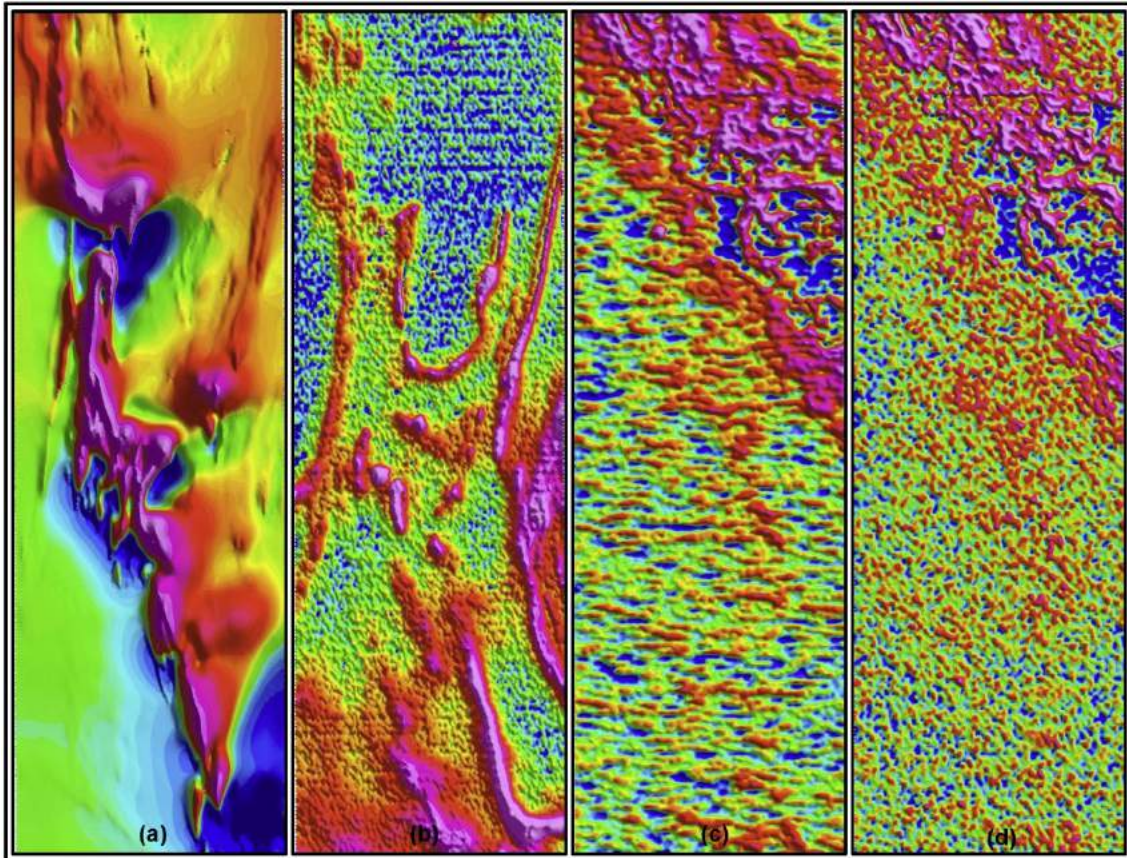


Figure 5. Xaudum Infill block: Magnetic data from ground surveys (a), Airborne Spectrem EM (b) and radiometric (Technetium Tc) surveys (c) and Thorium (Th) values (d).

### Exploration and Evaluation Additions

The Company owns and operates its own diamond core drill rigs and provides support to its drilling operations with a fleet of eight 6 x 6 heavy trucks and eight light trucks. Geophysical magnetic surveys are conducted by the company's employees using company owned magnetometers. Exploration and evaluation additions for the year ended December 31, 2013 are summarized as follows:

	Newdico Botswana		Gcwihaba Botswana		Subtotal	Total
	Precious Stones	Precious Stones	Metals	Radio-Active Minerals		
Drilling Expenditures	\$ 4,366	\$ 105,252	\$ 520,903	\$ 116,647	\$ 742,802	\$ 747,168
Amortization Drill Rigs, Vehicles & Trucks	2,741	35,250	164,498	35,250	234,998	237,739
GIS & Geophysics	6,742	2,046	21,331	1,451	24,828	31,570
Lab Analyses & Assays	--	94	315,613	11,115	326,822	326,822
License Fees	--	4,818	8,334	1,148	14,300	14,300
Office, Maintenance, & Consumables	46,868	18,231	56,056	19,203	93,490	140,358
Salaries, Wages & Services	41,482	122,946	596,729	115,326	835,001	876,483
<b>Balance at December 31, 2013</b>	<b>\$ 102,199</b>	<b>\$ 288,637</b>	<b>\$ 1,683,464</b>	<b>\$ 300,140</b>	<b>\$ 2,272,241</b>	<b>\$ 2,374,440</b>

### LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2013, the Company had a working capital surplus of \$300,599 [December 2012: 92,902], which included cash of \$610,622 (December 2012: \$982,051). These funds are managed in-house in accordance with specific investment criteria approved by the board of directors, the primary objective being the preservation of capital to assure funding for exploration activities. The Company had exercises of options for cash proceeds of \$284,441, \$35,506, \$35,285, \$34,094, \$32,913 and \$10,279 in May 2012, December 2012, January 2013, April 2013, December 2013, and December 2013 respectively. The Company issued units (common shares & warrants) for additional net cash proceeds in September 2012 (net of share issue cost) of \$2,008,780, and in April 2013 (net of issue cost) of \$2,409,340; see discussion in Financing Activities below. The Company does not hedge its activities. At year end, the Company did not have any material contractual obligations except for minimum spending requirements on exploration licenses and lease commitments of \$39,878 shown in footnote 11 in the financial statements. During the year ended December 31, 2013, the Company received proceeds of \$112,571 from the exercise of Stock Options and \$2,409,340 from the issuance of Units in private placements. The Company is required to spend a minimum on prospecting over the period of its licenses. On licenses current and not in renewal as of December 31, 2013, the expenditure requirements inclusive of license fees from the date of grant to and if held to their full terms are as follows:

Project Description	Required Expenditure	
	BWP	USD
Newdico - Diamond	TBD	TDB
Gcwihaba - Diamond	307,410	\$34,624
Gcwihaba - Metals	3,954,455	\$445,400
Gcwihaba - Radioactive Minerals	TBD	TBD

### Financial Instruments

The carrying amounts reflected in the consolidated Statement of Financial Position for cash, accounts receivable, accounts payable, and accrued liabilities approximate their fair values due to the short maturities of these instruments. Certain of the Company's warrants are classified as derivative liabilities and are recorded at their estimated fair value. The liability recognized at December 31, 2013 for those warrants is \$184,264 (2012: \$884,212). The Company is not required to pay cash to the holders of the warrants to settle this liability. Due to the nature of the Company's operations, there is no significant credit or interest rate risk.

### Operating Activities

Cash outflow used in operating activities before working capital adjustment increased from \$506,702 for the year ended December 31, 2012 to (\$852,933) for the period ended December 31, 2013. Increases in corporate remuneration resulted from concentrating more expenses to corporate activities, and resulting in savings capitalized by focusing Botswana activities with local personnel. Legal and audit increased due to our First Quantum investment/farm-out agreement. Stock based compensation expenses increased from lower capitalization of that expense along with stock price and volatility changes in options valuations.

**Annual Information**  
(in US Dollars)

	<b>Fiscal Year December 31, 2012</b>	<b>Fiscal Year December 31, 2013</b>
Net income (loss) for the year	(\$293,095)	(\$778,389)
Basic income (loss) per share	(\$0.01)	(\$0.03)
Basic diluted income (loss) per share	(\$0.01)	(\$0.03)
Total other comprehensive income (loss)	(\$462,409)	(\$1,462,172)
Total comprehensive income (loss) for the year	(\$755,504)	(\$2,240,561)
Basic comprehensive income (loss) per share	(\$0.03)	(\$0.07)
Diluted comprehensive income (loss) per share	(\$0.03)	(\$0.08)
Total assets	\$13,047,693	\$13,365,230
Total long term liabilities	--	--
Cash dividend	--	--

**Quarterly Information**  
(in US Dollar)

	<b>Quarter 1</b>	<b>Quarter 2</b>	<b>Quarter 3</b>	<b>Quarter 4</b>
<b>Fiscal Year ended December 31, 2012</b>				
Net income (loss) for the year	(\$157,954)	(\$309,887)	(\$178,518)	\$353,264
Basic income (loss) per share	(\$0.01)	(\$0.01)	(\$0.00)	\$0.01
Diluted basic income (loss) per share	(\$0.01)	(\$0.01)	(\$0.00)	\$0.01
Comprehensive income (loss) for the year	\$57,066	(\$792,276)	(\$258,478)	\$238,184
Basic comprehensive income (loss) for the year	(\$0.00)	(\$0.03)	(\$0.01)	\$0.01
Diluted comprehensive income (loss) per share	(\$0.00)	(\$0.03)	(\$0.01)	\$0.01
Total assets	\$11,662,096	\$11,366,904	\$13,297,755	\$13,047,693
Total long term liabilities	--	--	--	--

**Quarterly Information**  
(in US Dollars)

	<b>Quarter 1</b>	<b>Quarter 2</b>	<b>Quarter 3</b>	<b>Quarter 4</b>
<b>Fiscal Period ended December 31, 2013</b>				
Net income (loss) for the year	\$30,658	\$126,591	(\$461,724)	(\$473,914)
Basic income (loss) per share	\$0.00	\$0.01	(\$0.02)	(\$0.02)
Diluted basic income (loss) per share	\$0.00	\$0.01	(\$0.02)	(\$0.02)
Comprehensive income (loss) for the year	(\$670,413)	(\$462,546)	(\$391,720)	(\$715,882)
Basic comprehensive income (loss) for the year	(\$0.03)	(\$0.01)	(\$0.01)	(\$0.02)
Diluted comprehensive income (loss) per share	(\$0.02)	(\$0.02)	(\$0.01)	(\$0.03)
Total assets	\$12,366,937	\$14,087,792	\$13,805,179	\$13,365,230
Total long term liabilities	--	--	--	--

**Investing Activities**

Cash flow applied in investing activities decreased to \$2,103,398 for the year ended December 31, 2013 (December 31, 2012: \$2,406,209).

Total expenditures of \$2,061,548 on exploration properties for the year ended December 31, 2013 were attributable to the Newdico and Gcwihaba projects in northwest Botswana. Included in this amount is the proportionate contributory share, ranging from 2.48% to 2.41% attributed to the Trans Hex Group for the Newdico project. Trans Hex Group has a

2% interest for funding the expenses of Newdico. There were no material disposals of capital assets or investments during the year.

### Financing Activities

Following the restructuring of Tsodilo in April 2002 and the cancellation of the shares formerly held by Trans Hex, the source of financing for the Company's activities changed from debt (related party) financing to equity, through the issue of units by way of non-brokered private placements. Each unit has consisted of one common share of the Company and one or one-half a warrant with each full such warrant entitling the holder to purchase one common share of the Company for a purchase price equal to the unit price for a period of two to five years from the date of issuance.

During the year ended December 31 2011, the Company received gross proceeds in the amount of \$1,926,547 from the exercise of Warrants related to private placements. During the year ended December 31 2012, the Company received proceeds of \$319,947 from the exercise of Stock Options and \$2,008,780 from the issuance of Units in private placements. During the year ended December, 2013, the Company received proceeds of \$112,571 from the exercise of Stock Options and \$2,409,340 from the issuance of Units in private placements.

<b>Private Placement Date</b>	<b>No. of Units</b>	<b>Price per Unit</b>	<b>Net Proceeds USD</b>
September 7, 2012	1,181,181	C\$1.10	\$2,008,780
April 22, 2013	2,272,727	C\$1.10	\$2,409,340
<b>Warrant Exercise Date</b>	<b>No. of Shares</b>	<b>Price per Share</b>	<b>Proceeds USD</b>
February 26, 2011	728,061	C\$0.70	\$516,713
June 8, 2011	210,894	C\$0.70	\$150,979
August 15, 2011	201,519	C\$0.70	\$148,728
December 22, 2011	2,093,156	C\$0.55	\$1,110,217
<b>Options Exercised Date</b>	<b>No. of Shares</b>	<b>Price per Share</b>	<b>Proceeds USD</b>
May 1, 2012	250,000	C\$0.80	\$204,073
May 7, 2012	100,000	C\$0.80	\$80,368
December 19, 2012	50,000	C\$0.70	\$35,506
January 2, 2013	50,000	C\$0.70	\$35,285
April 24, 2013	50,000	C\$0.70	\$34,094
December 16, 2013	50,000	C\$0.70	\$32,913
December 31, 2013	20,000	C\$0.55	\$10,279

Tsodilo expects to raise the amounts required to fund its 98% share of the Newdico project, the Gcwihaba projects and corporate general and administration expenses, by way of non-brokered private placements.

## **RESULTS OF OPERATIONS**

On a consolidated basis, the Company recorded a comprehensive net loss of (\$2,240,561) for the year ended December 31, 2013 (\$0.07 per common share) compared to a comprehensive net loss of (\$775,504) for the year ended December 31, 2012 (\$0.03 per common share). The change in the loss in 2013 was due primarily due to increases in corporate remuneration, and stock-based compensation expenses, and due to increase in foreign currency translation losses.

Cumulative exploration expenditures including amortization of property, plant and equipment used in exploration activities on all projects amounted to \$12,125,174 as at December 31, 2013 compared to \$11,150,180 as at December 31, 2012. Cumulative exploration expenditures incurred on the Newdico project as at December 31, 2013 was \$6,779,575 compared to \$7,518,224 as at December 31, 2012. A net exchange translation difference accounted for a (\$854,035) reduction. The principal components of the Newdico and Gcwihaba exploration program were: (a) additional soil sampling and the completion of the processing and analysis of the soil samples; (b) commissioning of further ground magnetic surveys of selected aeromagnetic anomalies; (c) analyzing detailed proprietary aeromagnetic maps covering the target areas; and (d) commencement of a diamond core drilling program on selected targets. A table is presented above with specific details. Cumulative exploration expenditures incurred on Gcwihaba's projects as at December 31, 2013 were \$5,345,599 compared to \$3,631,956 as at December 31, 2012.

## **PERSONNEL**

At December 31, 2013, the Company and its subsidiaries employed forty (40) individuals compared to thirty-eight (38) at December 31, 2012, including senior officers, administrative and operations personnel including those on a short-term service basis.

## **FISCAL YEAR 2013**

The fiscal year 2013 was a normal operating year. Operating expenses were at normal levels for the year.

## **RISKS AND UNCERTAINTIES**

Operations of the Company are speculative due to the high risk nature of its business which includes acquisition, financing, exploration and development of diamond and metal properties (collectively "mineral"). Material risk factors and uncertainties, which should be taken into account in assessing the Company's activities, include, but are not necessarily limited to, those set below. Any one or more of these risks and others could have a material adverse effect on the Company.

### **Extension of Newdico License**

A two year extension application for PL 64/2005, Newdico's remaining license covering 851 km<sup>2</sup> has been submitted in order to continue and complete the first stage exploration and evaluation program for K10 and K11 and to resolve



target THC10. An acknowledgement of receipt has been received from the Botswana Department of Geological Survey and the extension application is currently being reviewed by the government. If the government does not extend this license, the carrying value of Newdico's exploration and evaluation assets of \$6,779,575 will be written off as an impairment loss in the Statement of Operations and Comprehensive Income (Loss) upon notification from the government that the license has not been extended.

### **Additional Funding Requirements**

Further development and exploration of the various mineral projects in which the Company holds an interest depends upon the Company's ability to obtain financing through equity or debt financing, joint ventures or other means. While the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be successful in obtaining additional financing in the amount and at the time required and, if available, that it can be obtained on terms satisfactory to the Company.

These 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 \$778,389 during the year ended December 31, 2013, and as of that date, the Company had an accumulated deficit of \$33,724,583 and net working capital of \$300,599. Management has carried out an assessment of the going concern assumption and has concluded that the cash position of the Company is insufficient to finance exploration and resource evaluation at the 2013 and 2012 levels, and may be insufficient to finance continued operations for the 12 month period subsequent to December 31, 2013. The continuity of the Company's operations is dependent on raising future financing for working capital, the continued exploration and development of its properties and for acquisition and development costs of new projects. The Company's failure to raise additional funds could result in the delay in the work performed on the Company's exploration properties and may lead to an impairment charge on the Company's exploration and evaluation assets." Management believes that it will be able to secure the necessary financing through a combination of the issue of new equity or debt instruments, the entering into of joint venture arrangements or the exercise of warrants and options for the purchase of common shares. However there is no assurance the Company will be successful in these actions. There can be no assurance that adequate financing will be available, or available under terms favorable to the Company. Should it be determined that the Company is no longer a going concern, adjustments, which could be significant, would be required to the carrying value of assets and liabilities. These consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities, or the impact on the consolidated statement of operations and comprehensive income (loss), and consolidated statement of financial position classifications that would be necessary were the going concern assumption not be appropriate.

Failure to obtain equity or debt financing on a timely basis may cause the Company to postpone its exploration and development plans or forfeit rights in some of its projects.

### **Uncertainties Related to Mineral Resource Estimates**

There is a degree of uncertainty attributable to the calculation of mineral resources and corresponding grades being mined or dedicated to future production. Until resources are actually mined and processed, the quantity of resources and grades must be considered as estimates only. In addition, the quantity and value of reserves or resources may

vary, depending on mineral prices. Any material change in the quantity of resources, grades or stripping ratio may affect the economic viability of the Company's properties. In addition, there is no assurance that recoveries in small-scale laboratory tests will be duplicated in larger-scale tests under on-site conditions, or during production. Determining the economic viability of a mineral project is complicated and involves a number of variables.

### **Commodity Prices and Marketability**

The mining industry, in general, is intensely competitive and there is no assurance that, even if commercial quantities of minerals are discovered, a profitable market will exist for the sale of minerals produced. Factors beyond the control of the Company may affect the marketability of any minerals produced and which cannot be accurately predicted, such as market fluctuations, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, any combination of which factors may result in the Company not receiving an adequate return on investment capital. Prices received for minerals produced and sold are also affected by numerous factors beyond the Company's control such as international economic and political trends, global or regional consumption and demand and supply patterns. There is no assurance that the sale price of minerals produced from any deposit will be such that they can be mined at a profit.

### **Currency Risk**

The Company's business is mainly transacted in Botswana Pula and U.S. dollar currencies. As a consequence, fluctuations in exchange rates may have a significant effect on the cash flows and operating results of the Company in either a positive or negative direction.

### **Foreign Operations Risk**

The Company's current significant projects are located in Botswana. This exposes the Company to risks that may not otherwise be experienced if its operations were domestic. The risks include, but are not limited to, environmental protection, land use, water use, health safety, labor, restrictions on production, price controls, currency remittance, and maintenance of mineral tenure and expropriation of property. There is no assurance that future changes in taxes or such regulation in the various jurisdictions in which the Company operates will not adversely affect the Company's operations. Although the operating environments in Botswana are considered favorable compared to those in other developing countries, there are still political risks. These risks include, but are not limited to terrorism, hostage taking, military repression, expropriation, extreme fluctuations in currency exchange rates, high rates of inflation and labor unrest. Changes in mining or investment policies or shifts in political attitudes may also adversely affect the Company's business.

### **Mineral Exploration and Development**

The business of exploring for minerals and mining is highly, speculative in nature and involves significant financial and other risks which even careful evaluation, experience and knowledge may not eliminate. There is no certainty that expenditures made or to be made by the Company in exploring and developing mineral properties in which it has an interest will result in the discovery of commercially mineable deposits. Most exploration projects do not result in the discovery of commercially mineable deposit. While discovery of a mineral deposit may result in substantial rewards,

few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. There can be no guarantee that exploration programs carried out by the Company will result in the development of profitable mining operations.

### **Title Matters**

Any changes in the laws of Botswana relating to mining could have a material adverse effect to the rights and title to the interests held in those countries by the Company. No assurance can be given that applicable governments will not revoke or significantly alter the conditions of applicable exploration and mining authorizations nor that such exploration and mining authorizations will not be challenged or impugned by third parties.

### **Infrastructure**

Exploration, development, mining and processing activities depend on the availability of adequate infrastructure. Reliable roads, bridges, sewer and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance of provision of such infrastructure could adversely affect activities and profitability of the Company.

### **Uninsured Risks**

The mining business is subject to a number of risks and hazards including, but not limited to, environmental hazards, industrial accidents, labor disputes, encountering unusual or unexpected geologic formations or other geological or grade problems, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions and other acts of God. Such risks could result in damage to mineral properties or facilities, personal injury or death, environmental damage, delays in exploration, development or mining, monetary losses and possible legal liability. The Company maintains insurance against certain risks that are associated with its business in amounts that it believes to be reasonable at the current stage of operations. There can be no assurance that such insurance will continue to be available at economically acceptable premiums or will be adequate to cover any future claim.

### **Competition**

The mining industry is intensely competitive in all its phases and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire prospective properties in the future.

### **Key Personnel**

The Company is dependent upon on a relatively small number of key employees, the loss of any of whom could have an adverse effect on the Company. The Company currently does not have key personal insurance on these individuals.

## **ADOPTION OF NEW ACCOUNTING STANDARDS**

### ***New Accounting Standards, Amendments and interpretations***

The following new standards and issued amendments to standards and interpretations are effective for the year ended December 31, 2013 and have been adopted when preparing these consolidated financial statements. The Company's assessment of the impact of these new standards and interpretations is set out below.

In May 2011, the IASB published five new and amended standards addressing the accounting for consolidation, joint arrangements and disclosures related to involvement with other entities, each of which is highlighted below:

#### **IFRS 10, Consolidated Financial Statements**

IFRS 10 replaces the consolidation guidance in IAS 27, *Consolidated and Separate Financial Statements* and Standing Interpretations Committee ("SIC") Interpretation 12, *Consolidation – Special Purpose Entities*, by introducing a single consolidation model for all entities based on control, irrespective of the nature of the investee. Under IFRS 10, control is based on whether and investor has: 1) power over the investee; 2) exposure, or rights, to variable returns from its involvement with the investee; and 3) the ability to use its power over the investee to affect the amount of the returns.

#### **IFRS 11, Joint Arrangements**

IFRS 11 replaces IAS 31, *Interest in Joint Ventures*. IFRS 11 focuses on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). It addresses the inconsistencies in the reporting of joint arrangements by requiring a single method to account for all joint arrangements. This new standard principally addresses two aspects of IAS 31: first, that the structure of the arrangement was the only determinant of the accounting and, second, that an entity had a choice of accounting treatment for joint arrangements. Accordingly, IFRS 11 removes the options to apply the proportional consolidation method and classifies joint arrangements into two types – Joint operations and joint ventures. A joint operation is where the parties have control of the arrangement (i.e. joint operators) and have rights to the assets and obligations relating to the arrangement. A joint venture is where the parties have joint control of the arrangement (i.e. joint ventures) and have rights to the net assets of the arrangements.

#### **IFRS 12, Disclosures of Involvement with Other Entities**

IFRS 12 is a new and comprehensive standard on disclosure requirements for all forms of interest in other entities, including joint arrangements, associations, special purpose vehicles and other off-balance sheet vehicles.

#### **IAS 27, Separate Financial Statements**

The requirements relating to separate financial statements are unchanged and included in the amended IAS 27. The consolidation guidance currently included in IAS 27 is replaced by IFRS 10.

### **IAS 28, Investment in Associates and Joint Ventures**

IAS 28 is amended to conform to changes resulting from issuance of IFRS 10, IFRS 11, and IFRS 12.

Each of the above five standards has an effective date for annual periods beginning on or after January 1, 2013.

The adoption of these standards did not have a significant impact on the Company's consolidated financial statements, and certain additional disclosures thereof are included in these statements.

### **IFRS 13, Fair Value Measurement, issued May 2011**

IFRS 13 replaces the guidance on fair value measurement in existing IFRS accounting literature with a single standard. IFRS 13 defines fair value, provides guidance on how to determine fair value and requires disclosures about fair value measurements. However, IFRS 13 does not change the requirements regarding which items should be measured or disclosed at fair value. IFRS is effective for annual periods beginning on or after January 1, 2013. The adoption of IFRS 13 did not have a significant impact on the Company's methodologies in determining fair values.

### ***New Accounting Standards, Amendments and interpretations not yet adopted***

#### **IFRS 9, Financial Instruments, issued in November 2009**

This standard is the first step in the process to replace IAS 39, *Financial Instruments: Recognition & Measurement*. IFRS 9 introduces new requirements for classifying and measuring financial assets. IFRS 9 establishes two primary measurement categories for financial assets: (i) amortized cost, and (ii) fair value; establishes criteria for classification of financial assets within the measurement category based on business model and cash flow characteristics; and eliminates existing held for trading, held for maturity, available for sale, loans and receivables and other financial liabilities categories. The IASB currently has an active project to make limited amendments to the classification and measurement requirements of IFRS 9 and add new requirements to address the impairment of financial assets and hedge accounting. IFRS 9 has an effective date of January 1 2015, with early adoption permitted. The Company continues to monitor and assess the impact of this standard.

### **RELATED PARTY TRANSACTIONS**

As of December 31, 2013, the Company has incurred leave benefits payable to an officer and director of the Company.

Remuneration of Key Management Personnel of the Company.

	<b>2013</b>	2012
Short term employee remuneration and benefits	<b>\$ 385,835</b>	\$ 453,118
Stock based compensation	<b>283,090</b>	586,813
Post employment benefits*	<b>71,835</b>	166,463
Total compensation paid to key management personnel	<b>\$ 740,760</b>	\$ 1,206,394

\*Post employment benefits include \$28,736 of accrued leave benefits.

There are no other related party transactions.

## **OUTLOOK**

Precious stones, metals and radio-active materials exploration remain a high-risk undertaking requiring patience and persistence. Despite difficult capital markets in the junior resource sector, the Company remains committed to international commodity exploration through carefully managed programs.

The company does not invest in financial instruments, nor does it do any hedging transactions.

## **ADDITIONAL INFORMATION**

Additional information relating to Tsodilo Resources Limited is available on its website [www.TsodiloResources.com](http://www.TsodiloResources.com) or through SEDAR at [www.sedar.com](http://www.sedar.com).

## **FORWARD-LOOKING STATEMENTS**

The Annual Report, including this MD&A, contains certain forward-looking statements related to, among other things, expected future events and the financial and operating results of the Company. Forward-looking statements are subject to inherent risks and uncertainties including, but not limited to, market and general economic conditions, changes in regulatory environments affecting the Company's business and the availability and terms of financing. Other risks are outlined in the Uncertainties and Risk Factors section of this MD&A. Consequently, actual results and events may differ materially from those included in, contemplated or implied by such forward looking statements for a variety of reasons. Readers are therefore cautioned not to place undue reliance on any forward-looking statement. The Company disclaims any intention and assumes no obligation to update any forward-looking statement even if such information becomes available as a result of future events or for any other reason.



James M. Bruchs  
Chairman and Chief Executive Officer  
February 24, 2014



Gary A. Bojes  
Chief Financial Officer  
February 24, 2014

THIS PAGE IS INTENTIONALLY LEFT BLANK

## Financial Reporting Responsibility of Management

The annual report and consolidated financial statements have been prepared by management. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and include amounts that are based on informed judgments and best estimates. The financial information presented in this annual report is consistent with the consolidated financial statements. Management acknowledges responsibility for the fairness, integrity and objectivity of all information contained in the annual report including the consolidated financial statements. Management is also responsible for the maintenance of financial and operating systems, which include effective controls to provide reasonable assurance that assets are properly protected and that relevant and reliable financial information is produced. Our independent auditors have the responsibility of auditing the consolidated financial statements and expressing an opinion on them.

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfills its

responsibilities for financial reporting and internal control. The Audit Committee is composed of three directors, all of whom qualify as unrelated directors and are independent of management and free from any interest or business relationship which could, or could be perceived to materially interfere with their ability to act in the best interests of the Company. This committee meets periodically with management and the external auditors to review accounting, auditing, internal control and financial reporting matters. The Audit Committee reviews the annual financial statements before they are presented to the Board of Directors for approval and considers the independence of the auditors.

The consolidated financial statements for the years ended December 31, 2013 and 2012 have been audited by Ernst & Young LLP, the external auditors, in accordance with Canadian generally accepted auditing standards on behalf of the shareholders. Their report follows hereafter.



James M. Bruchs  
Chairman and Chief Executive Officer  
February 24, 2014



Gary A. Bojes  
Chief Financial Officer  
February 24, 2014



# AUDITORS' REPORT

## To the Shareholders of Tsodilo Resources Limited:

We have audited the accompanying consolidated financial statements of Tsodilo Resources Limited, which comprise the consolidated statements of financial position as at December 31, 2013 and 2012, and the consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

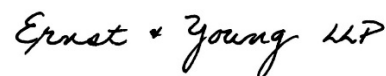
We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Tsodilo Resources Limited as at December 31, 2013 and 2012, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Emphasis of matter – going concern

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Company incurred a loss of \$778,389 during the year ended December 31, 2013, and as of that date, the Company had an accumulated deficit of \$33,724,583 and net working capital of \$300,599. These conditions, along with other matters as set forth in Note 1, indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern.



Vancouver, Canada  
February 24, 2014

Chartered Accountants

**Tsodilo Resources Limited****Consolidated Statements of Financial Position**

(In United States dollars)

	December 31 2013	December 31 2012
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 610,622	\$ 982,051
Accounts receivable and prepaid expenses	85,046	109,031
	695,668	1,091,082
<b>Exploration and Evaluation Assets</b> (note 3)	12,125,174	11,150,180
<b>Property, Plant and Equipment</b> (note 4)	544,388	762,761
<b>Deposits on Equipment</b> (note 4)	--	43,670
<b>Total Assets</b>	<b>\$13,365,230</b>	<b>\$13,047,693</b>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 210,805	\$ 113,968
Warrants (note 5b)	184,264	884,212
<b>Total Liabilities</b>	<b>395,069</b>	<b>998,180</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (note 5a)	40,094,987	37,525,377
Contributed surplus (note 5c)	9,765,939	9,174,340
Foreign translation reserve	(3,340,515)	(1,909,448)
Deficit	(33,724,583)	(32,946,552)
<b>Equity attributable to Owners of the Parent</b>	<b>12,795,828</b>	<b>11,843,717</b>
Non-controlling Interest (note 3)	174,333	205,796
<b>Total Equity</b>	<b>12,970,161</b>	<b>12,049,513</b>
<b>Total Liabilities and Equity</b>	<b>\$ 13,365,230</b>	<b>\$13,047,693</b>

**Commitments** (note 11)**Subsequent events** (note 13)*See accompanying notes to the consolidated financial statements***APPROVED ON BEHALF OF THE BOARD OF DIRECTORS**David J. Cushing  
Chairman, of the Audit CommitteeJames M. Bruchs  
Chairman

**Tsodilo Resources Limited**  
**Consolidated Statements of Operations and Comprehensive Income (Loss)**

(In United States dollars)

	Year Ended December 31	
	2013	2012
<b>Administrative Expenses</b>		
Corporate remuneration	\$ 399,137	\$ 90,228
Corporate travel and subsistence	29,458	33,920
Investor relations	43,301	22,310
Legal and audit	209,118	147,449
Filings and regulatory fees	32,881	35,080
Administrative expenses	139,528	177,715
Amortization	6,128	6,465
Stock-based compensation (note 5c)	550,191	375,646
	<b>1,409,742</b>	<b>888,813</b>
<b>Other Income (Expense)</b>		
Interest Income	490	--
Gain on disposal of assets	--	13,225
Unrealized gain on warrants (Note 5b)	699,948	616,554
Foreign exchange loss	(69,085)	(34,061)
	<b>631,353</b>	<b>595,718</b>
<b>Loss for year</b>	<b>(778,389)</b>	<b>(293,095)</b>
<b>Other Comprehensive Income (Loss)</b>		
Foreign currency translation	(1,462,172)	(462,409)
<b>Total Other Comprehensive Income (Loss)</b>	<b>(1,462,172)</b>	<b>(462,409)</b>
<b>Total Comprehensive Income (Loss) for the year</b>	<b>(\$ 2,240,561)</b>	<b>(\$ 755,504)</b>
Net Income (Loss) attributable to shareholders of the parent	(\$ 778,031)	(\$ 292,599)
Non-controlling interest	(358)	(496)
	<b>(\$ 778,389)</b>	<b>(\$ 293,095)</b>
Total Comprehensive Income (Loss) attributable to owners of the parent	(\$ 2,209,098)	(\$ 746,913)
Non-controlling Interest	(31,463)	(8,591)
	<b>(\$ 2,240,561)</b>	<b>(\$ 755,504)</b>
Basic income (loss) per share attributable to owners of the parent (note 7)	(\$0.03)	(\$0.01)
Fully diluted income (loss) per share attributable to the owners of the parent (note 7)	(\$0.03)	(\$0.01)
Basic comprehensive income (loss) per share attributable to the owners of the parent (note 7)	(\$0.07)	(\$0.03)
Fully diluted comprehensive income (loss) per share attributable to the owners of the parent (note 7)	(\$0.07)	(\$0.03)

*See accompanying notes to the consolidated financial statements*

**Tsodilo Resources Limited**

**Consolidated Statements of Changes in Shareholders' Equity**

(In United States dollars except for shares)

	Share Capital		Contributed Surplus	Foreign Translation Reserve	Deficit	Total attributable to equity holder of the parent	Non-Controlling Interest	Total Equity
	Shares Issued	Amount						
<b>Balance January 1, 2013</b>	<b>28,099,151</b>	<b>\$37,525,377</b>	<b>\$9,174,340</b>	<b>(\$1,909,448)</b>	<b>(\$32,946,552)</b>	<b>\$11,843,717</b>	<b>\$205,796</b>	<b>\$12,049,513</b>
Units Issued	2,272,727	2,409,340	--	--	--	2,409,340	--	2,409,340
Exercised Options	170,000	160,270	(47,699)	--	--	112,571	--	112,571
Stock Based Compensation			639,298			639,298		639,298
Comprehensive Income (loss)				(1,431,067)	(778,031)	(2,209,098)	(31,463)	(2,240,561)
<b>Balance December 31, 2013</b>	<b>30,541,878</b>	<b>\$40,094,987</b>	<b>\$9,765,939</b>	<b>(\$3,340,515)</b>	<b>(\$33,724,583)</b>	<b>\$12,795,828</b>	<b>\$174,333</b>	<b>\$12,970,161</b>

See accompanying notes to the consolidated financial statements.

**Tsodilo Resources Limited**

**Consolidated Statements of Changes in Shareholders' Equity**

(In United States dollars except for shares)

	Share Capital		Contributed Surplus	Foreign Translation Reserve	Deficit	Total attributable to equity holder of the parent	Non-Controlling Interest	Total Equity
	Shares Issued	Amount						
<b>Balance January 1, 2012</b>	<b>25,880,970</b>	<b>\$35,056,638</b>	<b>\$8,711,103</b>	<b>(\$1,455,134)</b>	<b>(\$32,653,953)</b>	<b>\$9,658,654</b>	<b>\$214,387</b>	<b>\$9,873,041</b>
Units Issued	1,818,181	2,008,780				2,008,780	--	2,008,780
Exercised Options	400,000	459,959	(140,012)			319,947		319,947
Stock Based Compensation	--	--	603,249	--	--	603,249	--	603,249
Comprehensive Income (loss)	--	--	--	(454,314)	(292,599)	(746,913)	(8,591)	(755,504)
<b>Balance December 31, 2012</b>	<b>28,099,151</b>	<b>\$37,525,377</b>	<b>\$9,174,340</b>	<b>(\$1,909,448)</b>	<b>(\$32,946,552)</b>	<b>\$11,843,717</b>	<b>\$205,796</b>	<b>\$12,049,513</b>

See accompanying notes to the consolidated financial statements.

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

	Year Ended December 31	
	2013	2012
<b>Cash provided by (used in):</b>		
<b>Operating Activities</b>		
Net Income (Loss) for the year	(\$ 778,389)	\$ (293,095)
Adjustments for non-cash items:		
Unrealized gain on warrants	(699,948)	(616,554)
Gain on disposal of equipment	--	(13,225)
Amortization	6,128	6,465
Foreign exchange loss	69,085	34,061
Stock-based compensation	550,191	375,646
	<u>(852,933)</u>	<u>(506,702)</u>
Net change in non-cash working capital balances <i>(note 12)</i>	<u>120,822</u>	<u>80,183</u>
	<u>(732,111)</u>	<u>(426,519)</u>
<b>Investing Activities</b>		
Additions to exploration properties	(2,047,594)	(2,342,142)
Deposit on equipment	--	(46,052)
Proceed received from disposal of equipment	--	13,225
Additions to property, plant and equipment	(55,804)	(31,940)
	<u>(2,103,398)</u>	<u>(2,406,909)</u>
<b>Financing Activities</b>		
Shares and warrants issued for cash, net of costs	2,521,910	2,328,727
	<u>2,521,910</u>	<u>2,328,727</u>
Impact of exchange on cash and cash equivalents	<u>(57,830)</u>	<u>(19,213)</u>
<b>Change in cash - for the year</b>	<b>(371,429)</b>	<b>(523,914)</b>
<b>Cash - beginning of year</b>	<b>982,051</b>	<b>1,505,965</b>
<b>Cash - end of year</b>	<b>\$ 610,622</b>	<b>\$ 982,051</b>

See accompanying notes to the consolidated financial statements

## **Tsodilo Resources Limited**

### **Notes to the Consolidated Financial Statements**

For the years ended December 31, 2013 and 2012  
(All amounts are in U.S. dollars unless otherwise noted)

#### **1. NATURE OF OPERATIONS**

Tsodilo Resources Limited ("Tsodilo" or "the Company") is an exploration stage company which is engaged principally in the acquisition, exploration and development of mineral properties in the Republic of Botswana.

The Company is considered to be in the exploration and development stage given that none of its properties are in production and, to date, have not earned any revenues. The recoverability of amounts shown for exploration and evaluation assets is dependent on the existence of economically recoverable reserves, the renewal or extension of exploration licenses, obtaining the necessary permits to operate a mine, obtaining the financing to complete exploration and development, and future profitable production. The Company is incorporated under laws of the Yukon Territory, Canada, under the Business Corporations Act of Yukon and the address of the Company's registered office is 161 Bay Street, P.O. Box 508 Toronto, Ontario, Canada, M5J 2S1. The Company currently exists under the Business Corporations Act of Yukon and its common shares are listed on the Toronto Venture Stock Exchange (TSXV) under the symbol TSD.

These 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 \$778,389 during the year ended December 31, 2013, and as of that date, the Company had an accumulated deficit of \$33,724,583 and net working capital of \$300,599. Management has carried out an assessment of the going concern assumption and has concluded that the cash position of the Company is insufficient to finance exploration and resource evaluation at the 2013 and 2012 levels, and may be insufficient to finance continued operations for the 12 month period subsequent to December 31, 2013. The continuity of the Company's operations is dependent on raising future financing for working capital, the continued exploration and development of its properties and for acquisition and development costs of new projects. The Company's failure to raise additional funds could result in the delay in the work performed on the Company's exploration properties and may lead to an impairment charge on the Company's exploration and evaluation assets." Management believes that it will be able to secure the necessary financing through a combination of the issue of new equity or debt instruments, the entering into of joint venture arrangements or the exercise of warrants and options for the purchase of common shares. However there is no assurance the Company will be successful in these actions. There can be no assurance that adequate financing will be available, or available under terms favorable to the Company. Should it be determined that the Company is no longer a going concern, adjustments, which could be significant, would be required to the carrying value of assets and liabilities. These consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities, or the impact on the consolidated statement of operations and comprehensive income (loss), and consolidated statement of financial position classifications that would be necessary were the going concern assumption not be appropriate.

## 2. Significant Accounting Policies

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

These 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 consolidated financial statements have been authorized for release by the Company's Board of Directors on February 24, 2014.

### (b) **Basis of Preparation**

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit and loss which are stated at their fair value. These consolidated financial statements are presented in United States dollars and include the accounts of the Company and the following direct and indirect subsidiaries:

	2013	2012
Tsodilo Resources Bermuda Limited ("Bermuda") [Bermuda]	100%	100%
Bosoto (Proprietary) Limited ("Bosoto") [Botswana]	100%	100%
Gcwihaba Resources (Proprietary) Limited ("Gcwihaba") [Botswana]	100%	100%
Newdico (Proprietary) Limited ("Newdico") [Botswana]	98%	98%
All intercompany transactions have been eliminated on consolidation		

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

### (c) **Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the 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.

Accounts that require estimates as the basis for determining the stated amounts include warrant liability, contributed surplus, stock-based compensation expense, and amortization expense. The amounts estimated for the warrant liability and stock based compensation are calculated using the Black-Scholes Merton valuation model, which requires significant estimates with respect to the expected life and volatility of such instruments. The estimated depreciation is influenced primarily by the estimated useful life of the Company's Property, Plant & Equipment.

Significant judgments are required with respect to the carrying value of the Company's exploration and evaluation assets, the determination of the functional currency of the Company and its subsidiaries and the recoverability of the Company's deferred tax assets. 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.

**(d) Earnings (Loss) per Common Share**

Earnings (loss) per share calculations are based on the net income attributable to common shareholders for the period divided by the weighted average number of common shares issued and outstanding during the period.

Diluted earnings per share calculations are based on the net income 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.

**(e) Exploration and Evaluation Assets**

Exploration and evaluation assets include acquired mineral use rights for mineral properties held by the Company. The amount of consideration paid (in cash or share value) for mineral use rights is capitalized. The amounts shown for exploration and evaluation assets represents 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.

Ownership of exploration and evaluation assets involves certain inherent risks, including geological, metal 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. Management's estimates of recoverability of the Company's investment in its Botswana exploration and evaluation assets have been based on current and expected conditions. However, it is possible that changes could occur which could adversely affect management's estimates and may result in future write downs of exploration and evaluation assets carrying values. See footnote 3 for additional disclosures related to license commitments and strategic partners commitments and earn-in agreement.

**Exploration and Evaluation Assets (Farm-Out)**

The Company has entered into a farm-out arrangement during the year, in which the Company is the farmor. Farm-out arrangements will be recorded at cost during the exploration and evaluation phase of the projects. The farmor will not record any exploration costs of the farmee. There are no accruals for future



commitments in farm-out agreements in the exploration and evaluation phase, and no profit or loss is recognized by the farmor. In the development phase, a farm-out agreement will be treated as a transaction recorded at fair value as represented by the costs borne by the farmee.

**(f) Property, Plant and Equipment**

Property, plant and equipment is stated at cost, less accumulated depreciation.

Depreciation is calculated on a straight line basis over the following terms:

Vehicles and drilling equipment	5 Years
Furniture and equipment	3 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 plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of plant and equipment. Expenditures incurred to replace a component of an item of plant and equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

**(g) Cash**

Cash consists of cash held in banks.

**(h) Foreign Currency Translation**

*(i) Functional and presentation currency*

The Company's functional and presentation currency is the United States dollar. The functional currency of the Company's subsidiaries are as follows:

Tsodilo Resources Bermuda Limited	U.S. Dollar
Gcwihaba Resources (Pty) Limited	Botswana Pula
Newdico (Pty) Limited	Botswana Pula
Bosoto (Pty) Limited	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 in the functional currency by applying the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated 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 and Bosoto 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 year. On consolidation, the exchange

differences arising on the translation are recognized in Other Comprehensive Income and accumulated in the foreign translation reserve.

If Gcwihaba, Newdico and Bosoto were sold, the amount recognized in the foreign currency reserve would be realized and reflected in the Statement of Operations and Comprehensive Income (Loss) as part of the gain and loss on disposal.

(i) **Income Taxes**

Current taxes are the expected tax payable or receivable on the local taxable income or loss for the year, using the local tax rate enacted or substantively enacted at the reporting date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the balance sheet method whereby deferred tax is recognized in respect to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they are realized or settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affect neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(j) **Share-based Compensation**

The Company follows the fair value method of accounting for stock option awards granted to employees, directors and consultants. 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 to earnings and portions are capitalized for indirect exploration costs over the vesting period of the related option.

The Company uses graded or accelerated amortization which specifies that each vesting tranche must be accounted for as a separate arrangement with a unique fair value measurement. Each vesting tranche is subsequently amortized separately and in parallel from the grant date.

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates.

(k) **Severance Benefits**

Under Botswana law, the Company is required to pay severance benefits upon the completion of 5 years of continued service 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 is extended to full-time employees residing and working outside of Botswana. The cost of these severance benefits is accrued immediately to the extent that the benefits are amortized on a straight line basis over the period of service until the benefit becomes payable. During the year ending December 31, 2013, \$85,956 (2012: \$209,545) in costs relating to severance benefits were incurred. Portions of the severance expenses are capitalized to exploration and evaluation assets.

(l) **Decommissioning, Restoration and Similar Liabilities (Asset Retirement Obligation or "ARO")**

The Company records the present value of estimated costs of legal and constructive obligations required to restore the site in a period in which the obligation is incurred. The nature of these restoration activities include dismantling and removing structures, rehabilitating mines and tailings dams, dismantling facilities, closure of plant and waste sites and restoration, reclamation and re-vegetation of affected areas.

The future obligations for mine closure activities are estimated by the Company using mine closure plans or other similar studies which outline the requirements that will be carried out to meet the obligations. Since the obligations are dependent on the laws and regulations of Botswana where the potential mines would operate, the requirements could change as a result of amendments in the laws and regulations relating to environmental protection and other legislation affecting resource companies.

As the estimate of the obligations is based on future expectations, a number of assumptions and judgments are made by management in the determination of closure provisions. The closure provisions are more uncertain the further into the future the mine closure activities are to be carried out.

The present value of decommissioning and site restoration costs are recorded as a long-term liability. The provision is discounted using a nominal, risk free pre-tax discount rate. Charges for accretion and restoration expenditures are recorded as operating activities. In subsequent periods, the carrying amount of the liability is accreted by a charge to the statement of operations and comprehensive income (loss) to reflect the passage of time and the liability is accreted by a charge to the statement of operations and comprehensive income (loss) to reflect the passage of time and the liability is adjusted to reflect any change in the timing of the underlying future cash flows.

Changes to the obligation resulting from any revisions to the timing or amount of the original estimate of undiscounted cash flows are recognized as an increase or decrease in the decommissioning provision, and a corresponding change in the carrying amount of the related long term asset. Where rehabilitation is conducted systematically over the life of the operation, rather than at the time of closure, a provision is made for the estimated outstanding continuous rehabilitation work at each reporting date and the cost is charged to the statement of operations and comprehensive income (loss).

The Company had no asset retirement obligations as of December 31, 2013 and 2012.

**(m) Financial Assets**

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held for maturity, available for sale, loans and receivables, or at fair value through profit or loss ("FVTPL"). Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses, recognized through earnings. The Company does not have any financial assets classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. The Company's cash and accounts receivable are classified as loans and receivables. Financial assets classified as available for sale are measured at fair value with unrealized gains or losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings. At December 31, 2013 and 2012, the Company has not classified any financial assets as available for sale. Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

**(n) Financial Liabilities**

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities 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, to, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities are classified as other financial liabilities. Financial liabilities classified as FVTPL include warrants with exercise prices denominated in a currency other than the Company's functional currency. Derivatives, including separated embedded derivatives are also classified as FVTPL and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. Transaction costs associated with FVTPL liabilities are expensed as incurred.

**(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.

When an impairment subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

**(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. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations between related parties.

**(q) New Standards, Amendments and Interpretations**

The following new standards and issued amendments to standards and interpretations are effective for the year ended December 31, 2013 and have been adopted when preparing these consolidated financial statements. The Company's assessment of the impact of these new standards and interpretations is set out below.

In May 2011, the IASB published five new and amended standards addressing the accounting for consolidation, joint arrangements and disclosures related to involvement with other entities, each of which is highlighted below:

**IFRS 10, Consolidated Financial Statements** IFRS 10 replaces the consolidation guidance in IAS 27, Consolidated and Separate Financial Statements and Standing Interpretations Committee ("SIC") Interpretation 12, Consolidation – Special Purpose Entities, by introducing a single consolidation model for all entities based on control, irrespective of the nature of the investee. Under IFRS 10, control is based on whether and investor has: 1) power over the investee; 2) exposure, or rights, to variable returns from its involvement with the investee; and 3) the ability to use its power over the investee to affect the amount of the returns.

**IFRS 11, Joint Arrangements**

IFRS 11 replaces IAS 31, Interest in Joint Ventures. IFRS 11 focuses on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). It addresses the inconsistencies in the reporting of joint arrangements by requiring a single method to account for all joint arrangements. This new standard principally addresses two aspects of IAS 31: first, that the structure of the arrangement was the only determinant of the accounting and, second, that an entity had a choice of accounting treatment for joint arrangements. Accordingly, IFRS 11 removes the options to apply the proportional consolidation method and classifies joint arrangements into two types – Joint operations and joint ventures. A joint operation is where the parties have control of the arrangement (i.e. joint operators) and have rights to the assets and obligations relating to the arrangement. A joint venture is where the parties have joint control of the arrangement (i.e. joint venturers) and have rights to the net assets of the arrangements.

**IFRS 12, Disclosures of Involvement with Other Entities**

IFRS 12 is a new and comprehensive standard on disclosure requirements for all forms of interest in other entities, including joint arrangements, associations, special purpose vehicles and other off-balance sheet vehicles.

**IAS 27, Separate Financial Statements**

The requirements relating to separate financial statements are unchanged and included in the amended IAS 27. The consolidation guidance currently included in IAS 27 is replaced by IFRS 10.

**IAS 28, Investment in Associates and Joint Ventures**

IAS 28 is amended to conform to changes resulting from issuance of IFRS 10, IFRS 11, and IFRS 12.

Each of the above five standards has an effective date for annual periods beginning on or after January 1, 2013.

The adoption of these standards did not have a significant impact on the Company's consolidated financial statements, and certain additional disclosures thereof are included in these statements.

**IFRS 13, Fair Value Measurement, issued May 2011**

IFRS 13 replaces the guidance on fair value measurement in existing IFRS accounting literature with a single standard. IFRS 13 defines fair value, provides guidance on how to determine fair value and requires disclosures about fair value measurements. However, IFRS 13 does not change the requirements regarding which items should be measured or disclosed at fair value. IFRS 13 is effective for annual periods beginning on or after January 1, 2013. The adoption of IFRS 13 did not have a significant impact on the Company's methodologies in determining fair values.

**(r) New Standards, Amendments and Interpretations, Not Yet Adopted****IFRS 9, Financial Instruments, issued in November 2009**

This standard is the first step in the process to replace IAS 39, *Financial Instruments: Recognition & Measurement*. IFRS 9 introduces new requirements for classifying and measuring financial assets. IFRS 9 establishes two primary measurement categories for financial assets: (i) amortized cost, and (ii) fair value; establishes criteria for classification of financial assets within the measurement category based on business model and cash flow characteristics; and eliminates existing held for trading, held for maturity, available for sale, loans and receivables and other financial liabilities categories. The IASB currently has an active project to make limited amendments to the classification and measurement requirements of IFRS 9 and add new requirements to address the impairment of financial assets and hedge accounting. IFRS 9 has an effective date of January 1 2015, with early adoption permitted. The Company continues to monitor and assess the impact of this standard.

### 3. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets are summarized as follows:

	Newdico Botswana		Gcwihaba Botswana		Subtotal	Total
	Precious Stones	Precious Stones	Metals	Radio-Active Minerals		
<b>Balance at December 31, 2011</b>	<b>\$6,291,558</b>	<b>\$1,677,187</b>	<b>\$565,829</b>	<b>\$240,083</b>	<b>\$2,483,099</b>	<b>\$8,774,657</b>
Additions	1,524,592	421,262	536,758	344,679	1,302,699	2,827,291
Net Exchange Differences	(297,926)	(49,749)	(63,388)	(40,705)	(153,842)	(451,768)
<b>Balance at December 31, 2012</b>	<b>\$7,518,224</b>	<b>\$2,048,700</b>	<b>\$1,039,199</b>	<b>\$544,057</b>	<b>\$ 3,631,956</b>	<b>\$ 11,150,180</b>
Additions	102,199	288,637	1,683,464	300,140	2,272,241	2,374,440
Net Exchange Differences	(840,848)	(70,957)	(413,856)	(73,785)	(558,598)	(1,399,446)
<b>Balance at December 31, 2013</b>	<b>\$6,779,575</b>	<b>\$2,266,380</b>	<b>\$2,308,807</b>	<b>\$770,412</b>	<b>\$5,345,599</b>	<b>\$12,125,174</b>

Exploration and Evaluation additions for the year ended December 31, 2013 are summarized as follows:

	Newdico Botswana		Gcwihaba Botswana		Subtotal	Total
	Precious Stones	Precious Stones	Metals	Radio-Active Minerals		
Drilling Expenditures	\$ 4,366	\$ 105,252	\$ 520,903	\$ 116,647	\$ 742,802	\$ 747,168
Amortization Drill Rigs, Vehicles & Trucks	2,741	35,250	164,498	35,250	234,998	237,739
GIS & Geophysics	6,742	2,046	21,331	1,451	24,828	31,570
Lab Analyses & Assays	--	94	315,613	11,115	326,822	326,822
License Fees	--	4,818	8,334	1,148	14,300	14,300
Office, Maintenance, & Consumables	46,868	18,231	56,056	19,203	93,490	140,358
Salaries, Wages & Services	41,482	122,946	596,729	115,326	835,001	876,483
<b>Balance at December 31, 2013</b>	<b>\$ 102,199</b>	<b>\$ 288,637</b>	<b>\$1,683,464</b>	<b>\$ 300,140</b>	<b>\$ 2,272,241</b>	<b>\$ 2,374,440</b>

The Company's significant exploration and evaluation assets are summarized as follows:

#### 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. The Company has evaluated title to all of its

mineral properties and believes, to the best of its knowledge, that evidence of title is adequate and acceptable given the current stage of exploration.

#### **Newdico (Proprietary) Limited (“Newdico”) - Botswana**

Newdico’s Prospecting License (“PL”) is located in the Ngamiland District of northwest Botswana. The Company acquired the various licenses in 1999, 2001 and 2003. In 2005, the Company was reissued its prospecting licenses for an initial term of three years expiring June 30, 2008, renewable for 2 additional two year periods upon application and which have a final expiry of June 2012. In June of 2008, Newdico relinquished approximately 7,400 square kilometers of the then outstanding 16,800 square kilometers under license. The licenses relinquished were evaluated and determined to be non-prospective for an economic kimberlite discovery. In June 2010, Newdico relinquished approximately 5,463 of the then outstanding 9,402 square kilometers under license. The relinquishment of this portion of the overall licenses did not cause a reduction or change in the continuing overall exploration program nor impact the chances of the overall success of the program. The three remaining licenses totaling 3,949 square kilometers were renewed for a two-year period and expired in June 2012. Two of the three remaining licenses totalling 3,098 square kilometres were relinquished in 2012. These were the subject of extensive exploration during their license terms and were determine not to be prospective for an economic kimberlite. The relinquishment of these licenses will not have an adverse impact on the Ngamiland’s kimberlite exploration program.

A two year extension application for Newdico’s remaining license covering 851 square kilometres has been submitted in order to continue and complete the first stage exploration and evaluation program. The application was made in April 2012 and an acknowledgement of receipt was received from the Department of Geological Survey (“DGS”) (Reference number PL19042012103322-2010) in the same month. The DGS requested additional information which the Company provided in April 2013. The extension application is currently being reviewed by the government.

If the government does not extend this license, the carrying value of \$6,779,575 will be written off as an impairment loss in the Statement of Operations and Comprehensive Income (Loss), upon notification from the government that the license has not been extended. As at the date of this filing the Company has not received any indication that the license will not be extended.

Originally, as a result of an agreement completed on June 30, 2002, Newdico was owned 75% by Tsodilo and 25% by Trans Hex Group Limited (“THG”); with Tsodilo being the operator. Both Tsodilo and THG funded their initial investments in Newdico through a combination of an equity and debt interest. Based on the terms of the equity and debt interests, THG’s equity and debt interest in Newdico has been accounted for as a non-controlling interest.

Starting in 2005, THG decided not to fund its proportionate share of expenditures on certain cash calls. Accordingly, the Company’s interest in Newdico has increased from 75% to 97.57% at December 31, 2013.



### **Gcwihaba Resources (Proprietary) Ltd ("Gcwihaba") – Botswana**

Gcwihaba, a wholly owned subsidiary of the Company, holds one (1) prospecting license for precious stone in the Kgalagadi District; twenty-two (22) metal prospecting licenses in the North-West district of which seven (7) are currently in renewal; and, eight (8) radioactive mineral licenses located in the North-West district, all of which are currently in renewal.

#### **Diamond Exploration**

Gcwihaba currently holds one precious stone prospecting license as at December 31, 2013. PL 195/2012 has an initial expiry date of July 1, 2015 and requires a minimum spending commitment of Botswana Pula 307,410 (US\$34,624) if held to its full term. As of December 31, 2013 the Company believes it has fulfilled the spending requirements associated with this license.

Prospecting licenses PL's 46/2008, 47/2008 and 49/2008 were relinquished during the year. The licenses relinquished were evaluated and based on current available data were determined to be non-prospective for an economic kimberlite discovery.

#### **Metal Exploration**

Gcwihaba holds twenty-two (22) metal (base, precious, platinum group, and rare earth) prospecting licenses inclusive of 7 licenses currently in renewal in the North-West District of Botswana. The current licenses, those not presently in renewal, cover 10,290 square kilometers. The Company initially acquired the various licenses in 2005, 2008, 2009 and 2012. In October 2010, PL's 118 and 119/2005 were relinquished in part and in December 2010, PL's 051 and 052/2008 were relinquished in part. In 2012, PL118 was relinquished in its entirety. The relinquishment of the aforementioned licenses or portions thereof did not cause a reduction or change in the continuing overall exploration program nor impact the chances of the overall success of the program. The expiry /renewal dates of the 15 current licenses range from December 31, 2014 to April 1, 2015 and require a minimum spending commitment of Botswana Pula 3,954,455 (US \$445,400) over the term of the licenses, if held to their full-term. The Company has fulfilled the spending commitments associated with these licenses.

#### **Strategic Exploration and Evaluation Partner**

On November 20, 2013, Tsodilo announced that, further to its April 17, 2013 Memorandum Of Understanding ("MOU") with First Quantum Minerals Ltd. (TSX:FM) (LSE:FQM) ("First Quantum"), the Company, its wholly-owned subsidiary Gcwihaba Resources (Pty) Ltd. ("Gcwihaba"), First Quantum and First Quantum's wholly-owned subsidiary Faloxia (Proprietary) Limited ("FQM Subco") have entered into a definitive Earn-In Option Agreement (the "Option Agreement") pursuant to which First Quantum (which term for the purposes of this section includes FQM Subco) has acquired the right to earn up to a 70% interest in metals prospecting licences in Botswana granted to Gcwihaba insofar as they cover base, precious and platinum group metals and rare earth minerals by meeting certain funding and other obligations as set forth below. The interests that may be earned by First Quantum specifically exclude any rights to iron held by Gcwihaba.

Under the terms of the Option Agreement, First Quantum can earn either a 51% participating interest or a 70% participating interest in designated projects within the overall license area covered by the Option Agreement (the "Project Area") by satisfying the following requirements:

- ◇ funding exploration expenditures within the Project Area in the aggregate amount of US\$6 million by November 20, 2015 (the "Tranche 1 Funding Commitment");
- ◇ funding an additional US\$9 million in exploration expenditures within the Project Area by November 20, 2017; and
- ◇ completing a technical report ("Technical Report") on a designated area within the Project Area prepared in compliance with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators and that meets certain requirements with respect to resources as described below.

The Tranche 1 Funding Commitment is a firm commitment by First Quantum and must be satisfied irrespective of whether First Quantum elects to pursue the other requirements to earn an interest in Gcwihaba's licences.

In the event that First Quantum satisfies the funding obligations as set forth above but a Technical Report has not been completed by the end of the fourth year following the execution of the earn-in option agreement, First Quantum may maintain the earn-in option for up to an additional three years by continuing to spend a minimum of \$2 million per year on exploration and evaluation studies on the Project Area.

If the Technical Report delineates a "Major Defined Project" (being a designated project within the Project Area with respect to which the Technical Report delineates a measured, indicated and inferred mineral resource within the Project Area of not less than 2,000,000 tonnes of copper), First Quantum will be deemed to have earned a 70% interest in the property that is the subject of such report. If the Technical Report delineates a "Minor Defined Project" (being a designated project within the Project Area with respect to which the Technical Report delineates a measured, indicated and inferred mineral resource within the Project Area of less than 2,000,000 tonnes of copper, or another base, precious or platinum group metal and rare earth mineral), First Quantum will be deemed to have earned a 51% interest in the property that is the subject of such report; provided, however, that it may elect to retain an option for up to five years to convert such property into a Major Defined Project. If First Quantum makes such election, it will be responsible for all further costs and expenses associated with the Minor Defined Project, including for operations and capital expenditures, until the earliest of: (a) the completion of a Technical Report for a Major Defined Project, in which event the Minor Defined Project will be deemed to be converted into a Major Defined Project and First Quantum will be deemed to have earned a vested 70% participating interest therein; (b) written notice from First Quantum to the Company that First Quantum no longer wishes to retain the option to convert such Minor Defined Project into a Major Defined Project; and (c) five years after the date of the original vesting of a 51% interest in the Minor Defined Project. If First Quantum fails to satisfy the requirements to convert a Minor Defined Project into a Major Defined Project it will retain a vested 51% participating interest in the Minor Defined Project.

Upon First Quantum's participating interest in a defined project being crystallized at either 51% or 70%, Gcwihaba and First Quantum will enter into a joint venture agreement for such project. Under the terms of each such joint venture agreement, Gcwihaba's participating interest in each joint venture will be carried until the commencement of construction of a mine for the project. Accordingly, all costs and expenses

associated with the defined project until such time, including for operations and capital expenditures, will be funded by First Quantum.

First Quantum has reported that expenditures as per the MOA amounted to \$4,103,204 as at December 31, 2013.

**Radioactive Minerals**

As at December 31, 2013, Gcwihaba holds prospecting permits for eight (8) radioactive mineral licenses in the North-West District of Botswana. In general, these licenses overlap or are contiguous to the Company's metal licenses. PL's 150 and 151/2013 had an initial grant expiration date of June 30, 2013 and first renewal applications have been filed. PL's 045/2011 – 050/2011 had an initial grant exploration date of December 31, 2013 and first renewal applications have been filed.

If the government does not renew this license, the carrying value of \$770,412 will be written off as an impairment loss in the Statement of Operations and Comprehensive Income (Loss), upon notification from the government that the license has not been renewed. As at the date of this filing the Company has not received any indication that the license will not be renewed.

This space intentionally left blank

#### 4. PROPERTY, PLANT, AND EQUIPMENT AND DEPOSITS ON EQUIPMENT

##### Property, Plant, and Equipment

Cost	Vehicles	Furniture and Equipment	Total
As at December 31, 2011	\$ 1,704,620	\$ 220,371	\$ 1,924,991
Additions	22,134	9,806	31,940
Disposals	(25,556)	--	(25,556)
Net Exchange Difference	(59,176)	(6,472)	(65,648)
As at December 31, 2012	\$ 1,642,022	\$ 223,705	\$ 1,865,727
	Vehicles	Furniture and Equipment	Total
As at December 31, 2012	\$ 1,642,022	\$ 223,705	\$ 1,865,727
Additions	68,141	31,333	99,474
Disposals	--	--	--
Net Exchange Difference	(186,788)	(21,789)	(208,577)
As at December 31, 2013	\$ 1,523,375	\$ 233,249	\$ 1,756,624

##### Accumulated Depreciation

	Vehicles	Furniture and Equipment	Total
As at December 31, 2011	\$ 759,217	\$ 147,836	\$ 907,053
Depreciation	219,585	44,426	264,011
Disposals	(25,556)	--	(25,556)
Net Exchange Difference	(36,472)	(6,070)	(42,542)
As at December 31, 2012	\$ 916,774	\$ 186,192	\$ 1,102,966
	Vehicles	Furniture and Equipment	Total
As at December 31, 2012	\$ 916,774	\$ 186,192	\$ 1,102,966
Depreciation	210,932	32,935	243,867
Disposals	--	--	--
Net Exchange Difference	(116,140)	(18,457)	(134,597)
As at December 31, 2013	\$ 1,011,566	\$ 200,670	\$ 1,212,236

##### Net book value

As at December 31, 2012	\$ 725,248	\$ 37,513	\$ 762,761
As at December 31, 2013	\$ 511,809	\$ 32,579	\$ 544,388

##### Deposits on Equipment

As at December 31, 2012	\$43,670	--	\$43,670
As at December 31, 2013	--	--	--

For the year ended December, 2013, an amount of \$237,739 (2012: \$257,546) of amortization has been capitalized under exploration properties.

The deposits as at December 31, 2012 relate to the purchase of three trucks delivered in April 2013.

## 5. 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: 30,541,878 Common Shares as at December 31, 2013 (December 31, 2012: 25,099,151)**

#### 1) During the year ending December 31, 2013:

- i. On January 3, 2013, 50,000 options were exercised at a price of C\$0.70 for proceeds to the Company of \$35,285 (C\$35,000). The fair value associated with the exercised options that were reclassified from contributed surplus to share capital was \$20,130.
- ii. On April 22, 2013, 2,272,727 Units were issued at a price of C\$1.10 for gross proceeds to the Company of \$2,434,510 (C\$2,500,000). Each unit includes one common share and one warrant entitling the holder to purchase one common share of the Company for a period until the close of business on April 22, 2015 at USD\$1.21. \$25,170 of issuance costs were netted against the proceeds.
- iii. On April 24, 2013, 50,000 options were exercised at a price of C\$0.70 for proceeds to the Company of \$34,094 (C\$35,000). The fair value associated with the exercised options that were reclassified from contributed surplus to share capital was \$16,872.
- iv. On December 9, 2013, 50,000 options were exercised at a price of C\$0.70 for proceeds to the Company of \$32,913 (C\$35,000). The fair value associated with the exercised options that were reclassified from contributed surplus to share capital was \$5,972.
- v. On December 31, 2013, 20,000 options were exercised at a price of C\$0.55 for proceeds to the Company of \$10,279. (\$11,000). The fair value associated with the exercised options that were reclassified from contributed surplus to share capital was \$4,725.

#### 2) During the year ending December 31, 2012:

- i. On May 1, 2012, 250,000 options were exercised at a price of C\$0.80 for proceeds to the Company of \$204,073 (C\$200,000). The fair value associated with the exercised options that were reclassified from contributed surplus to share capital was \$85,630.
- ii. On May 7, 2012, 100,000 options were exercised at a price of C\$0.80 for proceeds to the Company of \$80,368 (C\$80,000). The fair value associated with the exercised options that were reclassified from contributed surplus to share capital was \$34,252.
- iii. On September 7, 2012, 1,818,181 Units were issued at a price of C\$1.10 for net proceeds to the Company of \$2,008,780 (C\$1,963,779). Each unit includes one common share and one warrant entitling the holder to purchase one common share of the Company for a period until the close of business on June 29, 2015 at USD\$1.21. \$36,730 of issuance costs were netted against the proceeds.
- iv. On December 19, 2012, 50,000 options were exercised at a price of C\$0.70 for proceeds to the Company of \$35,506 (C\$35,000). The fair value associated with the exercised options that were reclassified from contributed surplus to share capital was \$20,130.

**(b) Warrants**

As December 31, 2013, the following warrants were outstanding:

Expiry	Exercise Price	Number of Warrants - Units				
		December 31, 2012	Issued	Exercised	Expired	December 31, 2013
June 29, 2015	C\$2.17	2,702,702	--	--	--	2,702,702
June 29, 2015	USD\$1.21	1,818,181	--	--	--	1,818,181
April 22, 2015	USD\$1.21	--	2,272,727	--	--	2,272,727
		4,520,883	2,272,727	--	--	6,793,610

On September 7, 2012, the Company issued 1,818,181 warrants with an exercise price of USD\$1.21, expiring on June 29, 2015. As the strike price of these warrants is in U.S. Dollars, the warrants were classified as equity instruments. The value of the Units equals the value of the Common Shares, and no amount was allocated to the warrants.

On April 22, 2013, the Company issued 2,272,727 warrants with an exercise price of USD\$1.21, expiring on April 22, 2015. As the strike price of these warrants is in U.S. Dollars, the warrants were classified as equity instruments. The value of the Units equals the value of the Common Shares, and no amount was allocated to the warrants.

Under IFRS, warrants having a strike price other than the functional currency of the issuer are a derivative liability and are marked to market as the end of each reporting period. For the year ended December 31, 2013 the Company recorded a mark to market gain of \$699,948 (2012 - \$616,554) on the revaluation of warrants. As at December 31, 2013, the outstanding liability portion of the warrants have a fair value of \$184,264 (2012: \$884,212) which is determined using the Black-Scholes Option Pricing Model with an expected volatility of 76.5%, expected life of 1.49 years at a risk free rate of 1.13%.

On January 20, 2012, 465,245 warrants with an exercise price of C\$1.00 expired.

	Warrant Liability	
	Number of Units	Value of Warrants
<b>Balance December 31, 2011</b>	3,167,947	<b>\$1,500,766</b>
Additions	--	--
Exercise	--	--
Expiry	(465,245)	--
Valuation Change	--	(616,554)
<b>Balance December 31, 2012</b>	2,702,702	<b>\$884,212</b>
Additions	--	--
Exercise	--	--
Expiry	--	--
Valuation Change	--	(699,948)
<b>Balance December 31, 2013</b>	2,702,702	<b>\$184,264</b>

### c) Stock Option Plan

The Company has a stock option plan providing for the issuance of options that cannot exceed 5,629,830 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 Toronto Stock 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.

The following Table summarizes the Company's stock option activity for the year ended December 31, 2012 and 2013:

	<b>Number of Options</b>	<b>Weighted average exercise price (C\$)</b>
Outstanding as at December 31, 2011	2,800,000	C\$1.11
Granted	710,000	C\$0.97
Exercised	(400,000)	C\$0.78
Cancelled	--	--
Expired	(65,000)	C\$1.00
Outstanding as at December 31, 2012	3,045,000	C\$1.13
Granted	685,000	C\$1.09
Exercised	(170,000)	C\$0.70
Cancelled	(25,000)	C\$1.00
Expired	(360,000)	C\$0.70
Outstanding as at December 31, 2013	3,175,000	C\$1.19

On January 2, 2012, 65,000 stock options at C\$1.00 expired.

On January 3, 2012, the Company issued 235,000 options at C\$0.90 under its Stock Option Plan to persons who are officers and employees of the Company.

On April 2, 2012, the Company issued 475,000 options at C\$1.00 under its Stock Option Plan to persons who are officers and employees of the Company.

On May 1, 2012, 250,000 options granted under its Stock Option Plan ('SOP') were exercised pursuant to the SOP at C\$0.80 for total proceeds of C\$200,000 (USD \$204,073).

On May 7, 2012, 100,000 options granted under its Stock Option Plan ('SOP') were exercised pursuant to the SOP at C\$0.80 for total proceeds of C\$80,000 (USD \$80,368).

On December 19, 2012, 50,000 options granted under its Stock Option Plan ('SOP') were exercised pursuant to the SOP at C\$0.70 for total proceeds of C\$35,000 (USD \$35,506).

On January 3, 2013, the Company issued 235,000 options at C\$1.20 under its Stock Option Plan to persons who are officers and employees of the Company.

On January 3, 2013, 50,000 options granted under its Stock Option Plan ('SOP') were exercised pursuant to the SOP at C\$0.70 for total proceeds of C\$35,000 (USD \$35,285).

On January 3, 2013, 110,000 stock options at C\$0.70 expired.

On March 22, 2013, the Company issued 450,000 options at C\$1.04 under its Stock Options Plan to persons who are officers and employees of the Company.

On April 24, 2013, 50,000 options granted under its Stock Option Plan ('SOP') were exercised pursuant to the SOP at C\$0.70 for total proceeds of C\$35,000 (USD \$34,094).

On May 7, 2013, 250,000 stock options at C\$0.70 expired.

On May 23, 2013, 25,000 stock options at C\$1.00 were cancelled.

On December 16, 2013, 50,000 options granted under its Stock Option Plan ('SOP') were exercised pursuant to the SOP at C\$0.70 for total proceeds of C\$35,000 (USD \$32,913).

On December 31, 2013, 20,000 options granted under its Stock Option Plan ('SOP') were exercised pursuant to the SOP at C\$0.55 for total proceeds of C\$11,000 (USD \$10,279).

The following table summarizes the stock option compensation expense and capitalized stock compensation for the year ended December 31, 2013 and 2012.

	<b>2013</b>	2012
Stock-based compensation expense	<b>\$ 550,191</b>	\$ 375,646
Capitalized Stock-based compensation expense	<b>89,107</b>	227,603
	<b>\$ 639,298</b>	\$ 603,249

The following assumptions were used in the Black Scholes option pricing model to fair value the stock options granted during the year ended December 31, 2013 and 2012:

	<b>2013</b>	2012
Expected lives	<b>4.5 years</b>	3.0 to 4.5 years
Expected volatilities (based on Company's historical prices)	<b>143.0% - 146.4%</b>	111.4% - 158.0%
Expected dividend yield	<b>0%</b>	0%
Risk free rates	<b>1.30 - 1.46%</b>	0.41% - 0.92%
Weighted average fair value of option	<b>\$0.95</b>	\$0.82



The following table summarizes stock options outstanding as at December 31, 2013:

Options Outstanding				Options Exercisable		
Exercise Price (C\$)	Number of Outstanding Options	Weighted Average Exercise Price (C\$)	Weighted Average Remaining Contractual Life (Years)	Number of Exercisable Options	Weighted Average Exercise Price (C\$)	Weighted Average Remaining Contractual Life (Years)
C\$0.55	80,000	C\$0.55	0.84	80,000	C\$0.55	0.84
C\$0.70	410,000	C\$0.70	0.22	410,000	C\$0.70	0.22
C\$0.90	235,000	C\$0.90	3.01	235,000	C\$0.90	3.01
C\$1.00	580,000	C\$1.00	2.75	580,000	C\$1.00	2.75
C\$1.03	300,000	C\$1.03	2.29	300,000	C\$1.03	2.29
C\$1.04	450,000	C\$1.04	4.22	225,000	C\$1.04	4.22
C\$1.19	100,000	C\$1.19	2.57	100,000	C\$1.19	2.57
C\$1.20	235,000	C\$1.20	4.01	117,500	C\$1.20	4.01
C\$1.25	285,000	C\$1.25	2.01	285,000	C\$1.25	2.01
C\$2.23	500,000	C\$2.23	1.34	500,000	C\$2.23	1.34
	3,175,000	C\$1.19	2.36	2,832,500	C\$1.20	2.14

## 6. 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 2013 of approximately 26.5% (2012: 26.5%) to net income (loss) before income taxes as follows:

	December 31, 2013	December 31, 2012
Net Income (Loss) for the year	<b>(\$778,389)</b>	(\$293,095)
Canadian statutory Income tax rates	<b>26.50%</b>	26.50%
Expected tax expense (recovery)	<b>(206,273)</b>	(77,670)
Effect of statutory tax rate change	--	(36,853)
Foreign operation taxed at lower rates	<b>426,351</b>	3,233
Permanent differences	<b>(351,434)</b>	(65,396)
Change in benefits not recognized	<b>573,714</b>	88,980
Expiry of tax losses	<b>115,622</b>	--
Changes in estimate and foreign exchange	<b>(567,980)</b>	5,273
Other	--	82,383
Provision for (recovery of) income taxes	<b>\$ --</b>	\$ --

The following summarizes the principal temporary differences and related future income tax effect:

	December 31, 2013	December 31, 2012
Losses carried forward - Botswana	<b>2,458,000</b>	\$2,602,000
Exploration & Development - Botswana	<b>(2,401,000)</b>	(2,470,000)
Property, Plant and Equipment - Botswana	<b>(57,000)</b>	(132,000)
Net future income tax asset recorded	<b>\$ --</b>	\$ --

As at December 31, 2013 the following temporary differences have not been recognized :

	<b>December 31, 2013</b>	December 31, 2012
Losses carried forward - Botswana	<b>1,290,000</b>	556,000
Losses carried forward - Canadian	<b>3,860,000</b>	2,387,000
Property Plant & Equipment	--	86,000
Reserve Properties - Canadian	<b>137,000</b>	302,000
Other	<b>468,000</b>	218,000
	<b>\$5,763,000</b>	\$3,549,000

As at December 31, 2013, the Company has Canadian net operating losses carried forward that expire as follows:

<b>Year of Expiry</b>	<b>Loss</b>
<b>2014</b>	\$ 580,000
<b>2015</b>	275,000
<b>2026</b>	335,000
<b>2027</b>	235,000
<b>2028</b>	213,000
<b>2019</b>	136,000
<b>2030</b>	272,000
<b>2031</b>	457,000
<b>2032</b>	468,000
<b>2033</b>	889,000
	<u>\$3,860,000</u>

	<b>December 31, 2013</b>	<b>December 31, 2012</b>
--	--------------------------	--------------------------

Total assessable losses relating to the activity in		
Botswana	<b>\$12,464,920</b>	<b>\$10,961,093</b>

## 7. EARNINGS (LOSS) PER SHARE

Net earnings (loss) per share were calculated based on the following:

Year ended December 31	<b>2013</b>	2012
Net income (loss) for the year	<b>(\$ 778,389)</b>	(\$ 293,095)
Effect of Dilutive Securities		
Stock options and warrants	--	--
Diluted net earnings (loss) for the year	<b>(\$ 778,389)</b>	(\$ 293,095)

Net loss per share from for the year ended December 31 were calculated based on the following:

	<b>2013</b>	2012
Basic weighted-average number of shares outstanding	<b>29,754,294</b>	26,722,663
Effect of dilutive securities:		
Stock Options	<b>41,800</b>	--
Warrants	--	--
Diluted weighted-average number of shares outstanding	<b>29,796,094</b>	26,722,663

The diluted loss per share is the same as the basic loss per share for the year ended December 31, 2013 because the stock options and warrants that were dilutive did not have a material impact on the EPS calculation. In addition, the number of stock options and warrants outstanding as at the year ended December 31, 2013, was 9,968,610 of which 9,964,430 were anti-dilutive.

## **8. RELATED PARTY TRANSACTIONS**

During the year ended December 31, 2013 and 2012, the Company incurred leave benefits payable to an officer and director of the Company, however all amounts for 2013 were paid by year end.

Remuneration of Key Management Personnel of the Company

	<b>2013</b>	2012
Short term employee remuneration and benefits	\$ 385,835	\$ 453,118
Stock based compensation	283,090	586,813
Post employment benefits*	71,835	166,463
Total compensation paid to key management personnel	<b>\$ 740,760</b>	<b>\$1,206,394</b>

\*Post employment benefits include \$28,736 of accrued leave benefits.

There are no other related party transactions.

## **9. SEGMENTED INFORMATION**

The Company is operating in one industry. As at December 31, 2013 the Company's Property, Plant, and Equipment in the United States was \$4,132 (2012: \$10,260) and in Botswana was \$540,256 (2012: \$752,501). No revenues or expenses were realized for Exploration and Evaluation Properties that are detailed in note 3 above. Segment long term Exploration and Evaluations properties in the United States were zero (2012: nil) and in Botswana \$12,125,174 (2012: \$11,150,180).

## **10. FINANCIAL INSTRUMENTS**

The Company's financial instruments include cash and cash equivalents, accounts receivable and accounts payable and accrued warrants liabilities. The carrying value of cash, restricted cash, accounts receivable, accounts payable, and accrued liabilities as presented in the financial statements are reasonable estimates of fair values due to the relatively short periods to maturity and the terms of these instruments.

The Company's financial instruments have been classified as follows:

Financial Instrument	Classification	Fair Value Hierarchy
Cash and cash equivalents	Loans and receivables	n/a
Accounts receivable	Loans and receivables	n/a
Accounts payable and accrued liabilities	Other financial liabilities	n/a
Warrants	Fair value through Profit and Loss	Level 3

See the Company's statement of financial position for financial instrument balances.

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobserved inputs).

### **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 in order 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, stock options and share purchase warrants. The Company manages the capital structure and makes adjustments to it in light of 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. In 2013 and 2012 the Company raised cash capital as shown in note 5(a) in the amount of \$2,521,911 and \$2,328,727, respectively.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets, which are approved by the Board of Directors and updated as necessary depending on various factors, including capital deployment and general industry conditions.

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.

**(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 maintains sufficient cash balances to meet current working capital requirements. 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 cash is invested in business accounts with quality financial institutions and which is available on demand for the Company's programs, and is not invested in any asset backed commercial paper.

**(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 liquid financial assets including cash and equivalents and accounts receivable, there are no amounts at risk. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and equivalents with high-credit quality financial institutions. There are no allowances for doubtful accounts required.

The majority of the Company's cash is held with a major Canadian based financial institution.

**(d) Interest Rate Risk**

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. Because the cash is held on deposit at financial institutions and may be withdrawn at any time, the Company's exposure to interest rate risk is not significant.

**(e) Foreign Exchange Risk**

The Company is exposed to currency risks on its Canadian dollar denominated working capital balances due to changes in the USD/CAD exchange rate and the functional currency of the parent company. A ten percentage change in the exchange rate would result in a \$51,354 impact to the Company's net income (loss).

The Company issues equity in Canadian dollars and the majority of its expenditures are in U.S. dollars. The Company purchases U.S. dollars based on its near term forecast expenditures and does not hedge its exposure to currency fluctuations.

Based on the net Pula denominated asset and liability exposures as at December 31, 2013, a 10% change in the USD/Pula exchange rate would not materially impact the Company's earnings. A ten percentage change in the exchange rate would result in a \$1,766 impact the Company's net income (loss).

**11. COMMITMENTS**

All operating leases that are for a period of no longer than one year are prepaid.

The aggregate minimum lease payments exclusive of VAT are as follows:

2014	19,939
2015	19,939
Total	\$ 39,878

The lease commitment is for storage space in Maun, Botswana at an annual rental of Pula 175,165 for years 2014 and 2015 plus taxes converted at an exchange rate as at December 31, 2013 to US dollars.

The Company holds prospecting licenses which require the Company to spend a specified minimum amount on prospecting over the period of the terms as outlined in note 3.

## 12. NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	<b>December 31, 2013</b>	December 31, 2012
Net change in noncash working capital balances		
Decrease in accounts receivable and prepaid expenses	<b>\$23,985</b>	\$70,320
Increase in accounts payable and accrued liabilities	<b>96,837</b>	9,863
Total	<b>\$120,822</b>	\$ 80,183

## 13. SUBSEQUENT EVENTS

On January 2, 2014, the Company issued 260,000 options at C\$0.75 under its Stock Option Plan to persons who are officers and employees of the Company.

On January 2, 2014, 150,000 stock options issued at C\$0.70 expired.

## Corporate Information

### DIRECTORS

**James M. Bruchs, Chairman**

McLean, VA

*Appointed as director in 2002*

**Patrick C. McGinley**

Washington, D.C.

*Appointed as director in 2002*

**Jonathan R. Kelafant**

Arlington, Virginia

*Appointed as director in 2007*

**David J. Cushing**

Chevy Chase, Maryland

*Appointed as director in 2008*

**Michiel C. J. de Wit, Ph.D.**

Irene, South Africa

*Appointed as director in 2009*

**Murray Hitzman, Ph.D.**

Golden, Colorado

*Appointed as director in 2011*

**Thomas S. Bruington**

Vancouver, British Columbia

*Appointed as director in 2013*

### OFFICERS

**James M. Bruchs, B.Sc., J.D.**

Chairman and Chief Executive Officer

*Appointed in 2002*

**Michiel C. J. de Wit, Ph.D.**

Irene, South Africa

President and Chief Operating Officer

*Appointed in 2010*

**Gary A. Bojes, CPA, Ph.D.**

Chief Financial Officer

*Appointed in 2007*

**Gail McGinley**

Corporate Secretary

*Appointed in 2005*

### CORPORATE HEAD OFFICE

TD Canada Trust Tower

161 Bay Street, Box 508

Toronto, Ontario M5J 2S1

Telephone: (416) 572-2033

Facsimile: (416) 987-4369

Website: [www.TsodiloResources.com](http://www.TsodiloResources.com)

E-Mail: [info@TsodiloResources.com](mailto:info@TsodiloResources.com)

### AUDITORS

Ernst & Young, LLP

Vancouver, Canada

### LEGAL COUNSEL

Norton Rose Fulbright, LLP

Toronto, Ontario

### REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada

Toronto, Ontario

### STOCK EXCHANGE LISTING

TSX Venture Exchange

Trading Symbol: TSD

