

# Tsodilo Resources Limited Closes Private Placement Financing of 4,947,297 Units

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[Tsodilo Resources Ltd.](#) (TSXV: TSD) (OTCQB: TSDRF) (FSE: TZO) ("Tsodilo" or the "Company") is pleased to announce the closing of a non-brokered private placement financing (the "Financing") for gross proceeds to the Company of C\$742,095 on February 2, 2026, through the issuance of 4,947,297 units of securities of the Company (the "Units") at a subscription price of C\$0.15 per Unit.

Each Unit is comprised of one common share in the capital of the Company ("Common Share") and one Common Share purchase warrant ("Warrant") of the Company. Each Warrant entitles the holder thereof to purchase one Common Share for a period of 5 years from the date of issuance at an exercise price of USD\$0.15. The Common Shares (including the Common Shares underlying the Warrants) and the Warrants comprising the Units are subject to a statutory four month and one day hold period, which expires on June 3, 2026.

In the event that the closing price of the Company's Common Shares on the TSX Venture Exchange is the equivalent of USD \$0.30 or greater per Common Share during any 10 consecutive trading day period at any time subsequent to four months and one day after the closing date, the Warrants will expire at 4:00 p.m. (Toronto time) on the thirtieth day after the date on which the Issuer provides notice of such accelerated expiry to the warrant holders, and the warrant holders will have no further rights to acquire any Warrant Shares of the Issuer under the Warrant.

The proceeds from this Financing will be used for the advancement of the Critical and Rare Earth Metals project and the Xaudum Iron Formation project, and for general corporate purposes and working capital.

## About Tsodilo Resources Limited

Tsodilo Resources Limited is an international resource exploration company engaged in the search for economic metal deposits at its Gcwihaba Resources (Pty) Limited ("Gcwihaba") projects in Botswana. The Company has a 100% stake in its Gcwihaba project area consisting of five metal (base, precious, platinum group, and rare earth elements) prospecting licenses all located in the North-West district of Botswana.

## FOR FURTHER INFORMATION PLEASE CONTACT:

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This press release may contain forward-looking statements. All statements, other than statements of historical fact, which address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements pertaining to the use of proceeds, the impact of strategic partnerships and statements that describe the Company's future plans, objectives or goals) are forward-looking statements. These forward-looking statements reflect the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, changes in equity markets, changes in general economic conditions, market volatility, political developments in Botswana and surrounding countries, changes to regulations affecting the Company's activities, uncertainties relating to the availability and costs of financing needed in the future, exploration and development risks, the uncertainties involved in interpreting exploration results and the other risks involved in the mineral exploration business. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by

applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not a guarantee of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

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