

MATERIAL CHANGE REPORT

Subsection 75(2) of the *Securities Act* (Ontario) and equivalent sections in the securities acts of each of the other provinces of Canada

1. **Reporting Issuer**

Tsodilo Resources Limited (formerly Trans Hex International Ltd.)
161 Bay Street, P.O. Box 508
Suite 2760
Toronto, ON M5J 2S1

2. **Date of Material Change**

June 14, 2002.

3. **Press Release**

A Press Release was issued on June 14, 2002.

4. **Summary of Material Change**

Tsodilo Resources Limited (formerly known as Trans Hex International Ltd.) (the "Company") (CDNX: THI) has announced that the closing of the private placement previously announced on May 2, 2002 as well as the following appointments that have taken effect with the substantive completion of the restructuring as approved by the holders of the common shares on April 9, 2002.

5. **Full Description of Material Change**

In a non-brokered private placement, 835,300 units of the Company (the "Units") were issued at a price of \$0.15 per Unit for proceeds to the Company of \$125,000. Each Unit consists of one common share of the Company and one warrant of the Company, each such warrant entitling the holder to purchase one common share of the Company at a price of \$0.40 for a period of two years. Mr. James Bruchs, Chief Executive Officer and a director of the Company, was the beneficial purchaser of 48.6% of the Units to hold 1,254,100 common shares or 26.4% of the issued and outstanding common shares of the Company, with other insiders and their associates purchasing the remainder of the Units. Proceeds from this financing will be added to the Company's working capital.

The restructuring of the Company, including the discontinuance of the Company from the Province of Ontario and the continuance of the Company under the Business Corporations Act (Yukon) as well as the change of name of the Company to Tsodilo Resources Limited, has been completed. The new trading symbol will be "TSD" and a news release will be issued as soon as the Company has been advised when trading under this new symbol will commence. The following appointments are confirmed:

Directors: Dr. Christopher M.H. Jennings - Chairman of the Board; Dr. Andrew E. Moore and James M. Bruchs.

Officer: James M. Bruchs - President and Chief Executive Officer.

Tsodilo Resources is an international diamond exploration company engaged in the search for economic kimberlites at its Ngamiland property in northwestern Botswana.

6. **Reliance on Subsection 75(3) of the Securities Act (Ontario)**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

For further information contact, Stephen Woodhead, the Chief Financial Officer of the Company at phone (416) 572-2033 or fax (416) 572-4164.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 12th day of July, 2002.

TSODILO RESOURCES LIMITED

Per: "Stephen Woodhead"
Stephen Woodhead
Chief Financial Officer