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AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules are less demanding than those of the Official List. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document.

This document does not constitute a prospectus for the purposes of the Prospectus Rules of the FCA nor does it constitute an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been filed with the FCA or any other competent authority. This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefore. This document does not constitute an offer to the public of transferable securities and so is not subject to the requirements or any legislation that implements the EU Prospectus Directive.

TETHYAN RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 03781581)

Subscription of up to 39,100,000 new Ordinary Shares at CAN\$0.036 (£0.0218) per Ordinary Share

and Notice of General Meeting

Cairn Financial Advisers LLP, which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is the Company's nominated adviser for the purposes of the AIM Rules in connection with the Subscription and, as such, its responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person or entity in respect of his reliance on any part of this document.

This document should be read in conjunction with the Form of Proxy and the Notice of General Meeting set out at the end of this document. Your attention is drawn to the letter from the Chairman of Tethyan Resources Plc set out on pages 9 to 15 of this document containing a recommendation from the Board that you should vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of the General Meeting to be held at the **offices of Gowling WLG (UK) LLP at 4 More London Riverside, London, SE1 2AU on 12th December 2016 at 10.30 am** is set out on pages 16 to 20 of this document. A Form of Proxy for use in connection with the General Meeting is enclosed and should be completed and returned to the Company's registrars, Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA as soon as possible and, in any event, by no later than 10.30 am on Thursday 8th December 2016. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the General Meeting in person should they so wish. If you do not send in a valid Form of Proxy or attend the General Meeting in person to vote, no-one else may vote on your behalf.

Copies of this document will be available, free of charge, for a period of one month from the date of this document at the Company's registered office, 27-28 Eastcastle Street, London W1W 8DH, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted).

IMPORTANT NOTICE

Forward-Looking Statements

This document contains (or may contain) certain forward-looking statements with respect to certain of the Company's plans and its current goals and expectations relating to its future financial condition and performance and which involve a number of risks and uncertainties. The Company cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "predict" or other words of similar meaning. Examples of forward-looking statements include, amongst others, statements regarding or which make assumptions in respect of the planned use of the proceeds for the Subscription, the Group's liquidity position, the future performance of the Company and/or its subsidiary undertakings, future foreign exchange rates, interest rates and currency controls, the Group's future financial position, plans and objectives for future operations and any other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in interest rates and foreign exchange rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under IFRS applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under IFRS, the outcome of pending and future litigation or regulatory investigations, the success of future acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company's control. As a result, the Company's actual future results may differ materially from the plans, goals, and expectations set forth in the Company's forward-looking statements. Any forward-looking statements made in this document by or on behalf of the Company speak only as of the date they are made. These forward looking statements reflect the Company's judgement at the date of this document and are not intended to give any assurance as to future results. Except as required by the FCA, the London Stock Exchange, the AIM Rules or applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

Notice to overseas persons

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The Ordinary Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the "**US Securities Act**") and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. Outside of the United States, the Ordinary Shares are being offered in reliance on Regulation S under the US Securities Act. The Ordinary Shares will not qualify for distribution under the relevant securities laws of Australia, the Republic of South Africa or Japan, nor has any prospectus in relation to the Ordinary Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Ordinary Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a "**Restricted Jurisdiction**") or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction. The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

References

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading "Definitions".

All times referred to in this document are, unless otherwise stated, references to London time. All references in this document to "£", "pence" or "p" are to the lawful currency of the UK, and all references in this document to "CAN\$" or "\$" are to the lawful currency of Canada.

CONTENTS

Contents	Page
Subscription Statistics	4
Expected Timetable of Events	5
Definitions	6
Letter from the Chairman	9
Notice of General Meeting	16

SUBSCRIPTION STATISTICS

Number of Existing Ordinary Shares in issue	106,859,829
Number of Subscription Shares	39,100,000
Subscription Price (per Subscription Share)	CAN\$0.036 (£0.0218)
Estimated gross proceeds of the Subscription receivable by the Company	CAN\$ 1,407,600 £852,380
Estimated net proceeds of the Subscription receivable by the Company after commissions and expenses	CAN \$1,323,306 £801,664
Enlarged Share Capital immediately following the Subscription	145,959,829
Existing warrants 3.48 pence	105,560
Number of Broker Warrants	2,341,500
Employee options under the Company's employee share scheme	7,600,000
Fully diluted share capital immediately following the Subscription and issue of the Broker Warrants.	156,051,389
Percentage of the Enlarged Share Capital represented by the Subscription Shares	26.8%
Percentage of the Enlarged Share Capital held by or on behalf of the Directors on Admission	9.9%
Approximate market capitalisation of the Company at the Subscription Price on Admission	£3.2 million CAN\$5.3 million
AIM Symbol	TETH
ISIN	GB00BYVFRB16

Note 1: Any CAN\$:£ amounts stated in this document are based on a CAN\$:£ exchange rate of 1.6507 to £ GBP.

Note 2: Save for the date of publication of this document, each of the times and dates above are subject to change. Any change, including any consequential change to the Subscription Statistics above, will be notified to shareholders by an announcement on a Regulatory Information Service. Certain events in the timetable are conditional upon, inter alia, the approval of the Resolutions.

EXPECTED TIMETABLE OF EVENTS

Publication of this document and posting to Shareholders	22 nd November 2016
Latest time and date for receipt of Forms of Proxy	10.30 am on 8 th December 2016
General Meeting	10.30 am on 12 th December 2016
Admission effective and dealings commence on AIM in Subscription Shares	8.00 am on 13 th December 2016
CREST accounts of UK Subscribers credited with Subscription Shares	8.00 am on 13 th December 2016
Share certificates in respect of Subscription Shares dispatched	by week commencing 19 th December 2016

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

“Act”	the UK Companies Act 2006, as amended
“Admission”	the admission of the Subscription Shares to trading on AIM becoming effective pursuant to rule 6 of the AIM Rules
“AIM”	the market of that name operated by London Stock Exchange plc
“AIM Rules”	the 'AIM Rules for Companies' published by the London Stock Exchange governing, amongst other things, the admission to AIM and the continuing obligations of AIM companies
“Board”	the Directors of the Company
“Broker Warrants”	2,341,500 warrants to be granted to PowerOne conditional on Admission in accordance with the Introduction Agreement exercisable at CAN\$0.036 over a period of three years
“certificated” or “in certificated form”	the description of a share or security which is not in uncertificated form (that is, not in CREST)
“Circular” or “this document”	this circular of the Company giving (amongst other things) details of the Subscription and incorporating the Notice of General Meeting
“Company” or “Tethyan”	Tethyan Resources plc, a company incorporated in England and Wales with registered number 03781581
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations) in accordance with which securities may be held and transferred in uncertificated form
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or such enactment or subordinate legislation for the time being in force

"Directors" or "Board"	the directors of the Company, whose names are set out on page 9 of this document
"Enlarged Share Capital"	the issued Ordinary Shares of the Company immediately following Admission
"Euroclear"	Euroclear UK & Ireland Limited, a company incorporated in England and Wales and the operator of CREST
"Existing Ordinary Shares"	the 106,859,829 Ordinary Shares in issue at the date of this document
"FCA"	the Financial Conduct Authority
"Form of Proxy"	the accompanying form of proxy for use by Shareholders in relation to the General Meeting
"FSMA"	the UK Financial Services and Markets Act 2000 (as amended from time to time)
"General Meeting"	the general meeting of the Company convened for 10.30am on 12 th December 2016 (or any adjournment or postponement thereof)
"Group"	the Company, together with its subsidiary undertakings
"Introduction Agreement"	the agreement dated 14 th October 2016 between PowerOne and the Company pursuant to which PowerOne has agreed to introduce potential Canadian subscribers for up to 30 million Subscription Shares
"London Stock Exchange"	the London Stock Exchange plc
"Notice of General Meeting"	the notice of General Meeting, set out at the end of this document
"Official List"	the official list of the UK Listing Authority
"Ordinary Shares"	ordinary shares of 0.1 pence each in the capital of the Company
"PowerOne"	PowerOne Capital Markets Limited
"Relevant Securities"	Shares in the Company other than shares allotted pursuant to: <ul style="list-style-type: none"> a) an employee share scheme (as defined by section 1166 of the 2006 Act); b) a right to subscribe for shares in the Company

where the grant of the right itself constituted a Relevant Security; or

- c) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and

any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act).

"Resolutions"	the resolutions set out in the Notice of General Meeting
"Shareholders"	holders of Ordinary Shares from time to time, each individually being a "Shareholder"
"Subscriber"	a subscriber for Subscription Shares at the Subscription Price pursuant to a Subscription Agreement
"Subscription"	the subscription by Subscribers for the Subscription Shares at the Subscription Price pursuant to the Subscription Agreements, as described in this document
"Subscription Agreement"	a conditional agreement dated on or before 22 nd November 2016 between the Company and a Subscriber relating to the Subscription as further described on page 13 of this document
"Subscription Price"	CAN\$0.036 (£0.0218) per Subscription Share
"Subscription Shares"	39,100,000 Ordinary Shares, representing CAN\$ 1,407,600 (£852,380) at the Subscription Price
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland

TETHYAN RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 3781581)

Directors:

Christopher Goss (*Non-executive Chairman*)
Peter James Mullens (*Chief Executive Officer*)
Didier Fohlen (*Executive Director*)
Gokhan Kantarcigil (*Non-executive Director*)

Registered Office:

27-28 Eastcastle Street
London
W1W 8DH

22nd November 2016

*To holders of Ordinary Shares of 0.1 pence each in the capital of the Company ("**Ordinary Shares**") and, for information purposes only, to the holders of options to subscribe for Ordinary Shares*

Dear Shareholder,

Subscription of up to 39,100,000 Ordinary Shares at a Subscription Price of CAN\$0.036 (£0.0218) per Ordinary Share and Notice of General Meeting of Tethyan Resources plc.

I am writing to you with details of what your Board considers to be significant and positive developments for the Company. On 17th October 2016 the Company announced that it was proposing to raise further capital by means of a placing from new and existing investors.

On 21st November 2016 the Company announced that Southern Arc Minerals Inc. ("**Southern Arc**"), a TSX-Venture Exchange listed company, had subscribed for 16,500,000 new Ordinary Shares at a price of CAN\$0.036 per new Ordinary Share to raise CAN\$594,000 (approximately £353,570) before expenses, for the Company to, *inter alia*, further advance its Suva Ruda and Gokcanica projects (over which it has an option) in the Republic of Serbia ("**Southern Arc Subscription**").

In addition, Southern Arc has also purchased 14,653,967 Ordinary Shares from Newmont Ventures Limited ("**Newmont Acquisition**") as part of becoming a strategic investor in the Company. Taken together with the 16,500,000 new Ordinary Shares acquired in the Southern Arc Subscription, Southern Arc, following completion of the Newmont Acquisition, owns 31,153,967 Ordinary Shares being 29.15% of the Existing Ordinary Shares. Further details of Southern Arc and the Southern Arc Subscription are set out later in this letter.

I am also pleased to report that, subject to your approval as Shareholders, the Company has secured the additional equity financing which it also plans to use to advance its Suva Ruda project and its Gokcanica projects in the Republic of Serbia, as well as for general corporate purposes. The financing will be carried out by way of the Subscription rather than as a placing.

The Company has received signed Subscription Agreements for a total of 39,100,000 new Ordinary Shares at a Subscription Price of CAN\$0.036 (£0.0218), raising gross proceeds (before commission and expenses) of CAN\$1,407,600 (£852,380) and net proceeds of CAN\$1,323,306 (£801,664). The Subscription Price represents a discount of approximately 12.5 per cent. to the closing price of 2.5 pence per Ordinary Share on 21st November 2016 (being the last practical date prior to the announcement of the Subscription).

In accordance with the Introduction Agreement, the Company will, conditional on Admission, issue 2,341,500 Broker Warrants to PowerOne as part of its fee for co-ordinating the Subscription and introducing certain Subscribers to Tethyan. PowerOne will also be entitled to be paid a commission of CAN \$84,294 conditional on Admission.

The Subscription is conditional upon Admission and upon the Company obtaining the approval of Shareholders at the General Meeting to grant the Directors authority to allot the Subscription Shares and to dis-apply pre-emption rights which would otherwise apply to the allotment of the Subscription Shares. The Company has received irrevocable undertakings to vote in favour of the Resolutions in respect of approximately 40.8 per cent. of the Existing Ordinary Shares from certain Shareholders, including Southern Arc.

The purpose of this document is, amongst other things, to set out the background to and reasons for the Subscription, why the Board considers it to be in the best interests of the Company and its Shareholders, and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their beneficial interests amounting to, in aggregate, 12,401,141 Ordinary Shares, representing approximately 11.6 per cent. of the Existing Ordinary Shares.

If you would like to vote on the Resolutions but cannot attend the General Meeting, please complete the Form of Proxy enclosed with this document and return it as soon as possible to the Company's registrars Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. The Company's registrars must receive the completed Form of Proxy by 10.30 am on 8th December 2016 in order for it to be valid.

Background to and reasons for the Subscription

Tethyan has recently acquired an option over the "Suva Ruda Project", which hosts the "Rudnitza Prospect", a porphyry copper gold system, and has signed a joint venture agreement over the "Gokcanica Project". Both projects are located in the Republic of Serbia.

The Rudnitza Prospect is a porphyry copper gold target situated on the Suva Ruda Project and was previously drilled on a minor scale in 2004 by Phelps Dodge. Drilling intersected highly encouraging results including drill hole PDRC -004 which intersected 144 meters of 0.4 % Cu, 0.4 g/t Au from 100 meters depth and bottomed in mineralisation at 244 meters. The project was never tested at depth below around 300 vertical meters from surface. Despite intersecting very encouraging grades in several drill holes Phelps Dodge exited the project in 2006 due to the perception that it did not meet its corporate size objectives.

Following a review of the project by Tethyan's geological personnel, they concluded that Rudnitza has the potential to contain a major copper gold porphyry deposit which has the potential to be a flagship project.

As announced on 27th September 2016, as part of the option deal on the Suva Ruda Project, Tethyan is required to complete 2000 meters of drilling by 28th December 2016. Tethyan also announced on 1st November 2016 that it had commenced a 2500 meter drill program, further details of which are set out in that announcement. Should this drill program locate good grade mineralisation comparable to the previous drilling at depth, below 200 meters, then the Directors believe that this project has the potential to be a flagship project and be could be rapidly advanced to the development stage of exploration.

The Gokcanica Project, over which Tethyan have signed a joint venture agreement, covers an epithermal district that has seen small scale workings from Roman times through to recent. Tethyan plans to complete early stage geological mapping and sampling work over the Gokcanica Project plus a geophysical survey in early 2017 to identify targets for drilling later in 2017. Gokcanica hosts a large phyllic alteration zone over 7 km by 3 km with abundant small scale epithermal alteration and mineralisation. It is proposed that a buried porphyry copper system might be driving the system and Tethyan plans to drill test for this buried system. In addition, narrow veins with high grade gold up to 11 g/t have been identified on the project area. Follow-up work has commenced on this area to try and define drill targets. Further details are set out in the Company's announcement of 18th October 2016.

Tethyan plans to use the funds raised by the Subscription for advancing the Suva Ruda Project and Gokcanica projects and for general corporate purposes.

The Subscription

39,100,000 Subscription Shares have been subscribed for by the Subscribers at the Subscription Price to raise gross proceeds of CAN\$1,407,600 (£852,380) (before commission and expenses) and net proceeds of CAN\$1,323,306 (£801,664).

Southern Arc, as a strategic investor in Tethyan, has subscribed for 12,500,000 Subscription Shares. Following completion of the Subscription and the Newmont Acquisition Southern Arc will own 43,653,967 Ordinary Shares, being 29.9% of the Existing Ordinary Shares.

The Subscription is conditional on Admission and the approval of the Resolutions at the General Meeting, which is to be held at the offices of Gowling WLG (UK) LLP at 4 More London Riverside, London, SE1 2AU, on 12th December 2016 at 10.30 a.m. The Notice of General Meeting is set out on page 17 of this document. Subject to the passing of the Resolutions, it is expected that Admission will become effective and that dealings in the Subscription Shares will commence on 13th December 2016.

The Subscription Shares issued pursuant to the Subscription will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of issue.

Any Subscription Shares issued to Canadian Subscribers will be subject to a four month and one day hold period from Admission during which the Subscriber must not trade the Subscription Shares unless permitted under applicable Canadian securities laws.

The Directors intend to vote in favour of each of the Resolutions in respect of their aggregate beneficial interest in respect of 12,401,142 Ordinary Shares, representing approximately 11.6 per cent. of the Existing Ordinary Shares.

Following completion of the Subscription, the Company expects the following Shareholders to hold notifiable interests in the Company:

Shareholder	Number of Ordinary Shares held following Admission	Shareholding as a percentage of the Enlarged Share Capital
Southern Arc Minerals Inc.	43,653,967	29.9 %
Pat DiCapo	9,000,000	6.2 %
Frank Brewer	8,145,000	5.6%
Peter Mullens (Director)	8,171,975	5.6 %
Khuanchai Siphakanlaya	5,000,000	3.4 %
Alan Fairless	5,000,000	3.4 %

The Company has entered into the Subscription Agreements with the Subscribers pursuant to which the Subscribers have agreed to subscribe for the Subscription Shares at the Subscription Price conditional on the passing of the Resolutions and Admission. Each Subscription Agreement contains representations, warranties and covenants in favour of the Company which are customary for a subscription of this nature and each is on the same terms.

Certain of the Directors will be participating in the Subscription ("**Directors' Participation**") as set out below and the Company expects them to hold the following interests in the Company:

Director	Number of Subscription Shares	Number of Ordinary Shares held following Admission	Shareholding as a percentage of the Enlarged Share Capital
Christopher Goss	650,000	817,975	0.54%
Peter Mullens	1,000,000	8,021,975	5.5 %
Didier Fohlen	650,000	3,691,515	2.5 %

The Directors' Participation is a related party transaction for the purposes of Rule 13 of the AIM Rules. Mr. Gokan Kantarcigil, being the sole independent director of the Company for the purposes of the Directors' Participation, considers, having consulted with the Company's Nominated Adviser that the terms of Directors' Participation are fair and reasonable in so far as the Shareholders are concerned.

The Company expects that the commission and expenses payable in connection with the Subscription will be approximately CAN\$85,000 in cash (representing approximately 7.0 per cent. of the aggregate Subscription proceeds). In addition to the commission of CAN\$84,294 payable to PowerOne for

introducing Subscribers pursuant to the Introduction Agreement, the Company has granted to PowerOne 2,341,500 Broker Warrants to subscribe for Ordinary Shares, exercisable at the Subscription Price over a period of three years from the date of grant (such number being equal to 7 per cent. of the total number of Subscription Shares issued to Subscribers introduced by PowerOne, and being equivalent to 1.6 per cent. of the Enlarged Share Capital). The grant of the Broker Warrants is conditional on completion of the Subscription and Admission.

Southern Arc and the Southern Arc Subscription

Southern Arc has undertaken the Southern Arc Subscription for investment purposes and to become a strategic investor in the Company. Southern Arc will provide support to Tethyan in both its exploration and corporate activities, particularly in relation to a potential secondary listing on the TSX Venture Exchange ("**TSX-V**"). The Board has agreed to start the process of listing on the TSX-V which could potentially provide the Company with access to additional capital to fund its projects. Southern Arc is a Canadian mineral exploration company, (TSX-V:SA) focused on gold and copper-gold exploration and is a "project generator". Southern Arc's management team identifies undervalued or underexplored assets, acquires large prospective land positions, completes initial exploration to verify prospectivity, and then seeks out funding partners.

Southern Arc's strategy is to take major strategic stakes in emerging junior exploration companies, with promising early stage exploration projects. Southern Arc is a 43% shareholder in Japan Gold Corp., the recently listed company on the TSX-V (TSXV: JG), in addition to its holdings in Osisko Mining Inc. (TSX: OSK).

As part of the Southern Arc Subscription, the Company has agreed to:

- grant Southern Arc a first right of refusal on a sufficient share of any further fundraisings undertaken by the Company for a period of 2 years to enable it to increase its holding to, and maintain its interest at 29.9% of the issued share capital of the Company;
- allow Southern Arc to nominate two directors to the Board of the Company at any one time whose appointment will be subject to approval of the Company's Nominated Adviser. It is intended that such directors will be appointed shortly and a further announcement will be made in due course; and
- use its commercially reasonable efforts to seek a secondary listing on the TSX-V as soon as reasonably practicable following completion of the Southern Arc Subscription.

Southern Arc has agreed to vote with the recommendations of the Board on all Resolutions to be put to Shareholders of the Company at the General Meeting.

Admission, settlement and dealings

Application will be made to the London Stock Exchange for the Subscription Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Subscription Shares will commence on 13th December 2016.

Subscribers who are resident in Canada will receive share certificates for their Subscription Shares and will be subject to a four month and one day hold period from Admission in compliance with applicable Canadian securities laws during which they must not trade the Subscription Shares unless permitted under applicable Canadian securities laws.

General Meeting

A notice convening the General Meeting is set out at the end of this document. At the General Meeting the following Resolutions will be proposed:

Ordinary resolution 1: Grant of authority to the Directors to allot the Subscription Shares

This Resolution deals with the Directors' authority to allot the Subscription Shares and Ordinary Shares arising on exercise of the Broker Warrants in accordance with section 551 of the Act. This Resolution will not revoke or replace any unexercised similar authorities previously granted to the Directors to allot Relevant Securities, but will be in addition to them

Ordinary resolution 2: Grant of authority to the Directors to allot Ordinary Shares

This Resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the Act. This Resolution will, if passed, authorise the Directors to allot:

a. in relation to a pre-emptive rights issue only, equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £96,333.48 which represents 96,333,480 Ordinary Shares being approximately two thirds of the Company's issued Ordinary Shares (excluding treasury shares) as at 21st November 2016. This maximum is reduced by the nominal amount of any Relevant Securities allotted under paragraph 2b;

b. in any other case, Relevant Securities up to a maximum nominal amount of £48,166.74 which represents 48,166,740 Ordinary Shares being approximately one third of the Company's issued Ordinary Shares (excluding treasury shares) as at 21st November 2016. This maximum is reduced by the nominal amount of any equity securities allotted under paragraph 2a. in excess of £48,166.74.

Therefore, the maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £96,333.48.

As at close of business on 21st November 2016 the Company will not hold any treasury shares.

This authority does not replace any unexercised authorities granted by ordinary resolutions passed on 20th July 2016 and will expire on the date which is 18 months after the date on which the resolution is passed or, if earlier, the date of the next Annual General Meeting of the Company.

Special resolution 3: Disapplication of statutory pre-emption rights on allotment of Subscription Shares

This Resolution, which is conditional on Resolution 1, will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 1, to allot the Subscription Shares and Ordinary Shares arising on exercise of the Broker Warrants for cash without first offering them to existing Shareholders in proportion to their existing holdings. This Resolution will not revoke or replace any unexercised similar authorities previously granted to the Directors to allot equity securities for cash on a non pre-emptive basis, but will be in addition to them.

Special resolution 4: Disapplication of statutory pre-emption rights on allotment of shares

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the 2006 Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings.

This Resolution, which is conditional on Resolution 2, will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 2, to allot equity securities (as defined by section 560 of the 2006 Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £36,489.97 which represents 36,489,957 Ordinary Shares being approximately 25% of the Company's issued Ordinary Shares (excluding treasury shares) as at 21st November 2016.

The proposed Resolution also disapplies the statutory pre-emption provisions in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, and allows the Directors, in the case of any such offer, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

Resolutions 1 and 3 are required to implement the Subscription.

As the share authorities granted at the 2016 Annual General Meeting have now been fully utilised following completion of the Southern Arc Subscription, the Directors believe that Resolutions 2 and 4 are desirable to give the Company flexibility in future funding for exploration and corporate activities, which they consider to be important given the capital intensive nature of a junior mining company. The authorities to be granted under Resolutions 2 and 4 will expire on the date which is 18 months after the date on which the Resolutions are passed or, if earlier, the date of the next Annual General Meeting of the Company.

Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the General Meeting on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not you propose to attend the General Meeting in person, you are requested to complete and return the Form of Proxy to the Company's registrars Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and, in any event, so as to be received no later than 10.30 am on 8th December 2016.

Completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

Recommendation

The Directors consider that both of the Resolutions to be proposed at the General Meeting are in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of all of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully,

Christopher Goss

Chairman

TETHYAN RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 03781581)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Company will be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU on 12th December at 10.30 am to consider, and if thought fit, to pass the following Resolutions, Resolutions 1 and 2 being proposed as ordinary resolutions and Resolutions 3 and 4 as special resolutions.

ORDINARY RESOLUTIONS

- 1 THAT, in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the Directors are generally and unconditionally authorised to allot 41,466,000 ordinary shares of 0.1 pence each in the capital of the Company pursuant to the Subscription and arising on exercise of the Broker Warrants (each as defined in the circular dated 22nd November 2016 of which this notice forms part (the "**Circular**")), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company.

This Resolution shall not revoke or replace any unexercised authorities previously granted to the Directors to allot Relevant Securities.

- 2 THAT, the Directors be generally and unconditionally authorised, in accordance with section 551 of the 2006 Act, to exercise all the powers of the Company to allot Relevant Securities (as defined in the notes to this Notice):

a. comprising equity securities (as defined by section 560 of the 2006 Act up to an aggregate nominal amount of £96,353.48 such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 2 b. below) in connection with an offer by way of a rights issue:

- i. to holders of ordinary shares of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
- ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b. in any other case, up to an aggregate nominal amount of £48,166.74 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 2a. above in excess of £48,166.74),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This Resolution shall not revoke or replace any unexercised authorities previously granted to the Directors to allot Relevant Securities.

SPECIAL RESOLUTIONS

- 3 THAT, conditional upon the passing of Resolution 1 above, the Directors be and they are hereby generally and unconditionally empowered pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash pursuant to the specific authority conferred by Resolution 1 above as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of 41,466,000 ordinary shares of 0.1 pence each in the capital of the Company pursuant to the Subscription and arising on exercise of the Broker Warrants (each as defined in the Circular), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company. This Resolution shall not revoke or replace any unexercised authorities previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply.
- 4 THAT, conditional upon the passing of Resolution 2 above, the Directors be and are hereby empowered, pursuant to Section 570 of the 2006 Act, to allot
- a. equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by Resolution 2 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:
- (i) to the holders of ordinary shares of the Company and other persons entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b. (otherwise than pursuant to paragraph 4a. above) equity securities up to an aggregate nominal amount of £36,489.95

The power granted by this resolution shall expire (if not previously expired by non-fulfilment of conditions) on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This Resolution shall not revoke or replace any unexercised authorities previously granted to the Directors to allot Relevant Securities.

By Order of the Board

Oakwood Corporate Services Limited
Company Secretary

22nd November 2016

Registered office

27-28 Eastcastle Street
London
W1W 8DH

NOTES TO THE NOTICE OF GENERAL MEETING

Appointment of proxies

1. If you hold Ordinary Shares in the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a form of proxy with this Notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes.
2. A proxy does not need to be a member of the Company, but must attend the General Meeting to represent you.
3. If you wish your proxy to speak on your behalf at the General Meeting, you will need to appoint your own choice of proxy (not the chairman of the General Meeting) and give your instructions directly to them. Ordinary Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting.
4. If you so desire, you may delete the words "Chairman of the meeting" and inset the name of your own choice of proxy.
Please initial such alteration.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company to request additional forms of proxy.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 6.00 pm on 7th December 2016 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at such time. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 pm on the day preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
8. As at 21st November 2016 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 106,859,829 Ordinary Shares of 0.1 pence each and which each carry one vote, 368,716,729 A Deferred Shares and 89,193,163 B Deferred Shares which do not carry any votes. Therefore, the total voting rights in the Company as at 21st November 2016 will be 106,859,829.

Delivery of proxy forms

9. To appoint a proxy using the form of proxy, the form must be completed and signed, sent or delivered to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands BD63 3DA (the "Registrar's Office") and received by Neville Registrars not less than 48 hours before the time fixed for the General Meeting (or adjournment thereof) (excluding non-working days).
10. In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company and must state the capacity in which the proxy acts on behalf of such company.
11. In the case of a member holding its shares in the Company through a nominee company, any proxy must hold a corporate representative letter from such nominee company.
12. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

Appointment of proxy by joint members

13. The case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

14. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Please note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
15. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

16. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar's office. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
17. Such revocation notice must be received by the Company no later than 10.30 am on 8th December 2016.
18. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

19. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

20. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Voting

21. In accordance with the Company's articles of association, voting on all resolutions will be conducted by way of a show of hands, unless before or on the declaration of the result of the show of hands, a poll is demanded by the chairman or at least three members present in person or by proxy and entitled to vote or by a member or members entitled to vote and holding or representing by proxy at least one-tenth part of the total voting rights of all members having the right to at the General Meeting.
22. If any votes are counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the relevant resolution unless it is pointed out at the General Meeting, or at an adjournment, and it is, in the opinion of the chairman of the General Meeting, of sufficient magnitude to vitiate the relevant resolution.

**Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen B63 3DA
+44 (0) 121 585 1131**