

**TETHYS PETROLEUM LIMITED**  
**89 NEXUS WAY, CAMANA BAY, GRAND CAYMAN, KY1-9007, CAYMAN ISLANDS**

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of ordinary shares (“**Ordinary Shares**”) of Tethys Petroleum Limited (the “**Company**”) will be held at Embassy Suites by Hilton Atlanta Airport, 4700 Southport Road, Atlanta, Georgia, 30337 on January 27, 2017 at 11:00 a.m. (Eastern Daylight Time – local time in Atlanta, Georgia) to:

1. Consider, and if thought advisable, approve a resolution (the “**Warrant Exercise Resolution**”), the full text of which is set out in the Circular (as defined below), authorizing the Company to issue up to an aggregate of 192,300,000 Ordinary Shares, 96,150,000 to each of (i) Jin Guang Ltd., a nominee company owned by Medgat Kumar and formed under the laws of the Seychelles (“**JGL**”), and (ii) Prax Pte. Ltd., a nominee company owned by Winston Sanjeev Kumar Soosaipillai and formed under the laws of Singapore (“**Prax**”, and together with JGL, the “**Investors**”), in each case upon the exercise of warrants previously issued to the Investors, which issuances (a) could result in either of the Investors owning or controlling greater than 20% of the issued and outstanding Ordinary Shares, thereby materially affecting control of the Company under Section 604 of the Toronto Stock Exchange Company Manual (the “**TSX Manual**”), and (b) would result in the Company having issued an aggregate number of Ordinary Shares greater than 25% of the Ordinary Shares that were outstanding at the time that the Company first issued Ordinary Shares to the Investors, and which Ordinary Shares were deemed by section 607 of the TSX Manual, to have been issued at a price below the market price, thereby requiring Shareholder approval under section 607(g)(i) of the TSX Manual, all as more particularly described and set forth in the management information circular of the Company dated December 22, 2016 (the “**Circular**”); and
2. Consider, and if thought advisable, approve a resolution (the “**Debt Conversion Resolution**” and with the Warrant Exercise Resolution, the “**Resolutions**”), the full text of which is set out in the Circular, authorizing the Company to amend certain debt instruments with Annuity and Life Reassurance Ltd. (“**ALR**”) an affiliate of Pope Asset Management LLC (together with ALR and its other affiliates, “**PAM**”) pursuant to which, among other things, the Company may issue up to an aggregate of 186,316,064 Ordinary Shares to ALR in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and applicable sections of the TSX Manual which issuances would result in (a) PAM owning or controlling greater than 20% of the issued and outstanding Ordinary Shares, thereby materially affecting control of the Company under Section 604 of the TSX Manual, (b) the Company having issued an aggregate number of Ordinary Shares greater than 25% of the Ordinary Shares that were outstanding at the time that the Company first issued Ordinary Shares to ALR to satisfy some of its debt obligations to ALR, and which Ordinary Shares were deemed by section 607 of the TSX Manual, to have been issued at a price below the market price, thereby requiring Shareholder approval under section 607(g)(i) of the TSX Manual, and (c) more than 10% of the issued and outstanding Ordinary Shares having been issued or made issuable to insiders during a six month period, all as more particularly described and set forth in the Circular.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Circular. At the Meeting, Shareholders will be asked to approve the Resolutions, all as more particularly described in the Circular. To be approved, (i) the Warrant Exercise Resolution must be approved by a majority of the votes attached to the Ordinary Shares held by Shareholders present in person or by proxy at the Meeting, excluding any Ordinary Shares held by the Investors or any of their affiliates, and (ii) the Debt Conversion Resolution must be approved by a majority of the votes attached to the Ordinary Shares held by Shareholders present in person or by proxy at the Meeting, excluding any Ordinary Shares held by PAM in accordance with MI 61-101 and applicable TSX rules. The Resolutions are not conditional on each other, so either Resolution may be approved even if the other is not.

Only Shareholders of record as of December 22, 2016, the record date (the “**Record Date**”), are entitled to receive notice of the Meeting and to attend and vote at the Meeting. Each outstanding Ordinary Share will entitle the holder thereof, as of the Record Date, to one vote at the Meeting.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT SECURITYHOLDERS VOTE IN FAVOUR OF  
THE WARRANT EXERCISE RESOLUTION AND THE DEBT CONVERSION RESOLUTION**

**DATED** this 22nd day of December, 2016.

**BY ORDER OF THE BOARD OF DIRECTORS**  
signed "*Clive Oliver*"  
Corporate Secretary