



*(Incorporated and registered in England and Wales under the Companies Act 1985,
with registered number 3781581)*

NOTICE OF GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the general and special meeting (the “**Meeting**”) of shareholders of Tethyan Resources plc (“the **Company**”) will be held at the offices of Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY on 18 May 2018 at 12:00 p.m. (*London time*) for the following purposes:

Ordinary Resolutions

1. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting (the “**Circular**”), authorizing and approving the Company’s proposed acquisition of all of the issued and outstanding shares of Taor D.O.O. (the “**Acquisition**”), including the creation of a new control person of the Company (a “**Control Person**”), as such term is defined in the TSX Venture Exchange Corporate Finance Manual, being Dr. Radomir Vukcevic (or his wholly owned company, Balkan Minerals Limited), in connection with the Acquisition.
2. **THAT**, the directors be unconditionally authorized in accordance with section 551 of the Companies Act 2006 (“**the 2006 Act**”) to allot:
 - (i) up to a maximum nominal amount of £72,000 in connection with and upon the terms of the Acquisition (“**Consideration Shares**”); and
 - (ii) generally, up to a maximum nominal amount of £3,000,000.

provided that this authority shall expire on the date falling five years from the date of the passing of this resolution. This authority is in addition to, and does not revoke or replace, all unexercised authorities previously granted to the Directors to allot Ordinary Shares.

Special Resolution

3. **THAT**, the directors be empowered pursuant to section 570 of the 2006 Act to allot:
 - (i) the Consideration Shares pursuant to the authority conferred on them by resolution 2(i) above; and
 - (ii) generally, equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £3,000,000 pursuant to the authority conferred on them by resolution 2(ii) above,

in each case as if section 561(1) of the 2006 Act did not apply to such allotment, and provided that such power shall expire on the date falling 5 years from the date of the passing of this resolution. This authority is in addition to, and does not revoke or replace, all unexercised authorities previously granted to the Directors to allot Ordinary Shares.

Accompanying this Notice of Meeting is a Circular, and a Form of Proxy. The Circular includes more detailed information relating to the matters to be addressed at the Meeting and forms part of this Notice.

Dated this 19 day of April 2018.

BY ORDER OF THE BOARD

“Eileen Au”

Eileen Au
Corporate Secretary
Tethyan Resources plc
27-28 Eastcastle Street
London
W1W 8DH