TETHYAN RESOURCE CORP

(Tethyan Resources Plc to July 18, 2019)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED
DECEMBER 31, 2019

(Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A"), prepared as of April 7, 2020, should be read in conjunction with the audited consolidated financial statements of Tethyan Resource Corp. (Tethyan Resources Plc. to July 18, 2019), ("Tethyan" or the "Company") for the year ended December 31, 2019 and related notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian Dollars ("CAD" or "$") and have been rounded to the nearest thousand, unless otherwise indicated. Additional information is available on the Company's website at www.tethyan-resources.com.

Statements in this MD&A that are not historical facts are "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein. Readers are cautioned not to put undue reliance on forward-looking statements.

COMPANY OVERVIEW

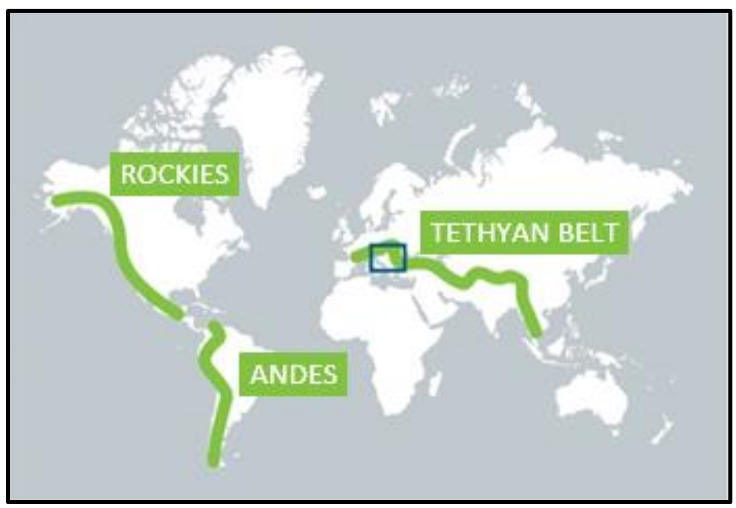
Tethyan Resource Corp. ("Tethyan" or the "Company") is a public company listed on the TSX Venture Exchange ("TSX.V") under the symbol "TETH". The Company is a junior mineral explorer with a focus on precious and base metals.

On July 18, 2019 via the completion of a scheme of arrangement Tethyan Resources Limited (previously Tethyan Resources Plc, herein "Old Tethyan") became a wholly owned subsidiary of Tethyan Resource Corp., a company registered in British Columbia, Canada. ("New Tethyan").

As part of the redomicile, Old Tethyan ordinary shares were exchanged on a one-for-one basis for common shares of New Tethyan and New Tethyan has been accounted for as a continuation of Old Tethyan. Tethyan continues to trade under the same stock symbol (TETH) on the TSX.V.

Tethyan is an active explorer for gold and base metals within the Tethyan Mineral Belt in Eastern Europe, primarily in Serbia. The Company's flagship exploration projects are located in the Raška Municipality of Southern Serbia, and include the "Rudnica" project (a copper and gold porphyry target), and the "Kizevak" project (a silver-zinc-lead vein-type target). The Company also has early-stage 'grassroots' exploration projects including the "Bucje" and "Zukovac" projects in Eastern Serbia and the "Cernac" and "Bistrice" projects in Kosovo. See Property Review and Outlook section below for more details on our exploration projects and activities.

Tethyan Mineral Belt



The Company identified Serbia as part of a high potential region for the discovery of base and precious mineral deposits, due in part to its geological setting (part of the Tethyan Mineral Belt), which hosts numerous world class mineral deposits and the fact that the region has been under-explored using modern exploration techniques. The Western Tethyan Mineral Belt is the portion of the Tethyan Belt with the highest endowment of gold, copper, lead and zinc and it is also the area where Tethyan has chosen to focus its mineral exploration efforts. Tethyan's land package totals more than 600 square kilometres, which surrounds several past producing mines.

To date, the Company has not generated revenues from operations and is considered to be in the exploration stage. The Company conducts its activities through wholly-owned subsidiaries, limited liability companies, partnerships and joint arrangements. For more detailed information regarding the Company's exploration projects, please refer to the Company's news releases, available at www.sedar.com or to the Company's website at https://www.tethyan-resources.com.

(In thousands, except share and per share data or otherwise stated)

FINANCIAL SNAPSHOT

		December 31, 2019		December 31, 2018(1)		January 1, 2018(1)
Total assets	$	4,592	$	3,173	$	368
Working capital (deficiency)	$	1,193	$	(896)	$	(640)
Net loss	$	10,631	$	3,470	$	4,478
Basic and diluted loss per share	$	0.14	$	0.09	$	0.16

(1) Upon the share exchange pursuant to the scheme of arrangement described in the Company Overview section above, Tethyan changed its functional and presentation currency and adopted the Canadian Dollar instead of the British Pound. The functional currencies of the underlying entities have not been changed. As a result on this change, quarterly results which were previously reported in GBP have been restated and reported in CAD in the table above.

RECENT EVENTS – FINANCING AND CORPORATE ACTIVITIES

On April 1, 2020, the Company announced it entered into an arms-length agreement to purchase EFPP d.o.o. ("EFPP"), a Serbian company that is the holder of two exploration licenses over the past-producing Kizevak and Sastavci silver-zinc-lead mines in the Raska district of Southwestern Serbia. The licences are contiguous with Tethyan's existing exploration rights. Closing of the transaction is subject to due diligence and TSX approval on or before April 15, 2020. First closing of the acquisition requires a payment of €625 to the sellers for a 10% ownership stake in EFPP. At any time within 12 months of the first closing, the Company may acquire the remaining 90% ownership stake (second closing) by: making a payment of €1,375 to the sellers of EFPP, grant a 2% NSR over the licences, issue four million shares of Tethyan to the sellers in four equal tranches every six months commencing on second closing and to make a €500 payment on the two-year anniversary of the first closing. Also on April 1, 2020, the Company announced the resignations of Mr. Richard Warke from the roles of Director and Executive Chairman of the Company and Professor Poonam Puri as a director of the Company.

On September 25, 2019 Mr. Fabian Baker was appointed Chief Executive Officer (remains the President and a Director of the Company) and Mr. Jerrold Annett resigned as Chief Executive Officer and as a Director of Tethyan Resource Corp.

On July 18, 2019, the Company completed the previously announced and approved redomiciling of the Company from the U.K. to British Columbia. As a result of the redomicile, the Company changed the presentation currency of its financial statements from the British Pound to the Canadian Dollar.

On May 21, 2019 in order to simplify its capital structure, the Company cancelled all of the issued and outstanding Class A and Class B deferred shares, at no cost to the Company.

On April 22, 2019, the Company welcomed Professor Poonam Purni to the Board of Directors, replacing Dr. Michael Andrews who resigned as a Director to focus on his other professional commitments.

On April 17, 2019, the Company closed an underwritten private placement of 6,250,000 ordinary shares of the Company at a price of $0.80 per ordinary share, for aggregate gross proceeds of $5,000.

On March 7, 2019, the Company announced the appointment of Edward Boney as the Chief Financial Officer, and Jacqueline Allison as Vice President, Investor Relations and Strategic Analysis of the Company. Ms. Allison ceased to be Vice President, Investor Relations and Strategic Analysis on December 18, 2019.

On January 30, 2019, the Company closed a non-brokered private placement which resulted in the issuance of 16,580,000 units at a price of $0.20 per unit, for aggregate gross proceeds of $3,316.

- In connection with the placement, the Company issued 700,000 finders' units. Each unit is comprised of one ordinary share and one transferable share purchase warrant of the Company. Each warrant is exercisable into one ordinary share of the Company at an exercise price of $0.25 per share for a period of five years from the closing date of the private placement.
- As part of the private placement, Augusta Investments Inc. ("Augusta"), a private company beneficially owned by Richard Warke, subscribed for 11,500,000 units, representing approximately 16% of the then issued and outstanding ordinary shares of Tethyan on a post-closing basis. Subject to the terms of an investor rights agreement between Augusta and the Company, Augusta has been granted certain rights including anti-dilution rights, allowing it to maintain its equity ownership interest in Tethyan.
- All securities issued in connection with the private placement were subject to a statutory hold period which expired on May 31, 2019. In connection with the closing of the private placement and following the resignation of John Proust and John Carlile from the board of directors, the Company appointed Richard Warke as the Executive Chairman, Donald Taylor as a Non-Executive Director, and Jerrold Annett as a Director and the Chief Executive Officer. At the same time, the Company also appointed Fabian Baker as President and Chief Operating Officer, and Susy Horna as Corporate Secretary.

PROPERTY REVIEW AND OUTLOOK

Tethyan has projects in Serbia, near the city of Raška which has excellent infrastructure, skilled workforce and strong local support for mining. The Company's main exploration licences in the Raška Mining District are illustrated below (Figure 1):

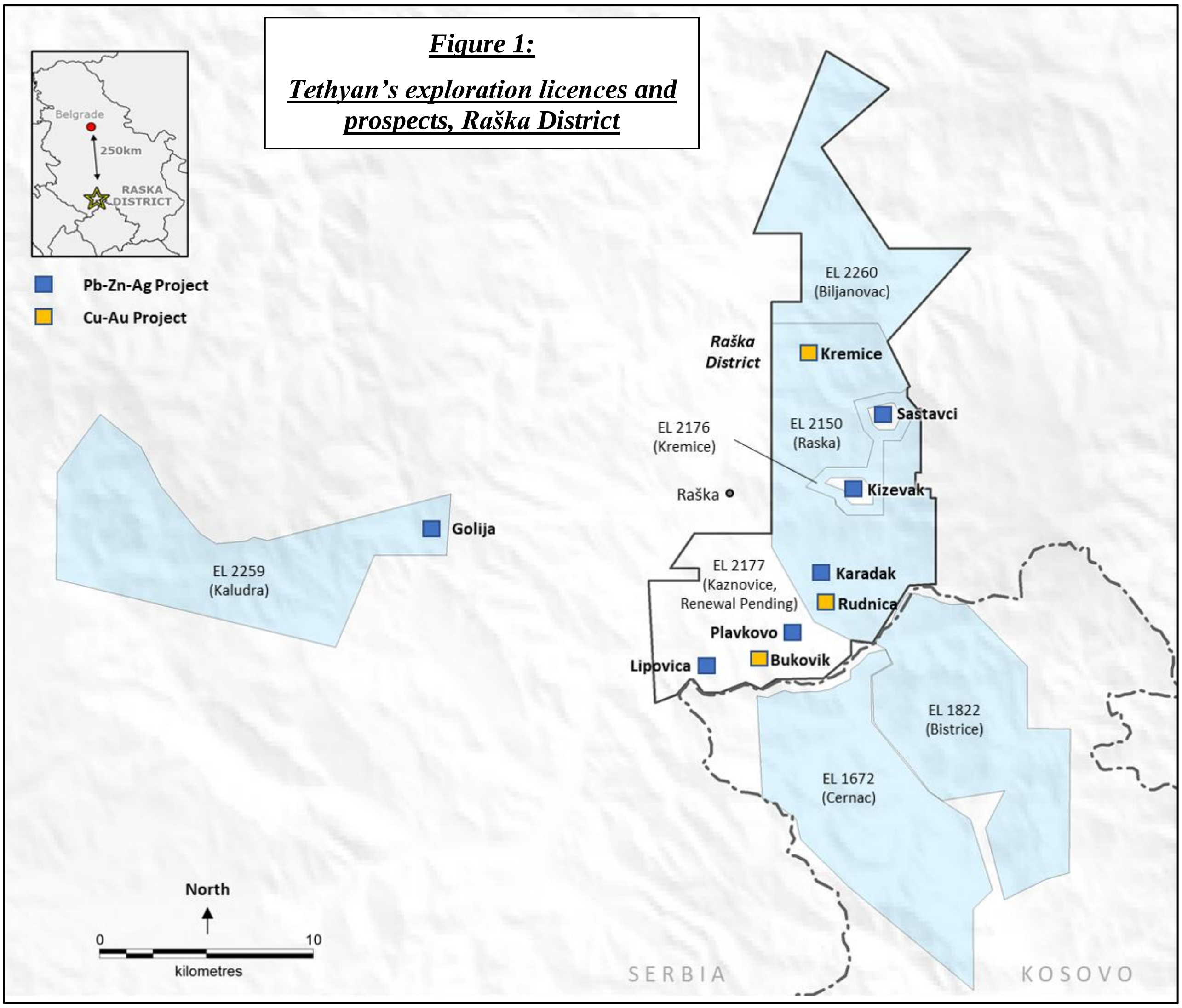


Figure 1:

Tethyan's exploration licences and prospects, Raška District

Exploration licence	Targets
Raska – exploration licence (Serbia)	Rudnica copper-gold porphyry Kremice gold-copper porphyry
Taor – exploration licences (Serbia)	
• Kaznovice – exploration licence	Lipovica silver -lead- zinc Plavkovo gold-copper
• Semetes – exploration licence	Kizevak silver-lead-zinc Sastavci gold-silver-zinc
Kaludra – exploration licence (Serbia)	Golija lead-zinc-silver prospect
Biljanovac – exploration licence (Serbia)	Grassroots exploration stage

The Company has the following projects in Kosovo:
Cernac – exploration licence (Kosovo)
Bistrice – exploration licence (Kosovo)

(In thousands, except share and per share data or otherwise stated)

In late June of 2019, senior management, geological staff, technical consultants and members of the Board, participated in a robust, on-site review of Tethyan's projects in the Balkans to formulate a district-wide exploration plan. Tethyan contracted Dr. Steve Garwin, a world-renowned porphyry expert, who was instrumental in the exploration success at SolGold Plc's Cascabel project to assist with the development of this strategy, along with Donald Taylor and others. Donald Taylor was the recipient of the Prospectors and Developers Association of Canada's ("PDAC") 2018 Thayer Lindsey Award for the 2014 discovery of the Taylor lead-zinc-silver deposit in Arizona, USA.

This collaborative process to develop a district-wide exploration plan, allowed our seasoned technical team and consultants in Serbia to share their geological thinking and target identification ideas with the group and benefit from their significant experience and insights. We believe that Tethyan's culture of inclusive geological discussion, will help to guide our projects toward continued exploration success in the future.

Raska Licence, Serbia

In October 2016, Tethyan signed an option agreement with Deep Research d.o.o. ("Deep Research"), a private Serbian company, that gives Tethyan the sole and exclusive right to acquire (the "Option") the Raska exploration licence in Serbia (the "Licence"). The Licence is located in Southern Serbia near Raška, a town of 30,000 inhabitants, 170 kilometres directly south of Belgrade and within the Raška Mining District. The Licence comprises one exploration permit with a surface area of 87 square kilometres. Under the terms of the option agreement, Tethyan is entitled to purchase 100% of the Licence or Deep Research (at Tethyan's discretion) for a cash payment of €6 million, plus a percentage of the eventual capital cost ("CAPEX") of building the mine (details set out below), at any time during the total duration of the Licence and any future extensions of the Licence (a minimum of 7 years from the date of the option agreement).

The decision whether or not to exercise the Option during this period is at the sole discretion of the Company. However, at the time of exercise, the Company must be in compliance with certain work and payment milestones including:

Option agreement milestones		Cash Payments	Meters Drilled	Project Evaluation	Ownership Interest
Completed as at December 31, 2019	€	400 (1)	7,000 (2)	-	-
To be completed:					
Preliminary Economic Assessment on or before September 13, 2022		-		Cost unknown	-
Feasibility study on or before September 13, 2023		-		Cost unknown	-
Purchase of Raska Licence (at any time during duration of the agreement)		6,000			-
	€	6,400	7,000 (2)	Cost unknown	100%
Plus					
Reasonable efforts to apply for mining permits (before the expiration of the licence)					
A percentage of the capital expenditures of mine construction (3)					

(1) €0.1 million paid on or before March 31, 2017, €0.1 million paid on or before each of September 13, 2017, 2018 and 2019.
(2) 2,000 meters of drilling completed before December 31, 2016 and a further 5,000 meters of drilling completed before December 31, 2018 in compliance with the agreement.
(3) The amount payable by Tethyan with respect to CAPEX post exercise of the option to acquire the Licence will be calculated as follows: 4% of capital expenditures up to €200 million; (up to €8 million), 2% of capital expenditures between €200 – 500 million; (between €4million and €10 million) and 1% of capital expenditures in excess of €500 million.

In accordance with the requirements of the Option agreement between Tethyan and Deep Research d.o.o. over the Licence, Tethyan successfully met all drilling requirements prior to December 28, 2018 in order for the Option agreement to remain in effect. Furthermore the exploration program requirements set out for the Raska Licence granted by the Serbian Government were met, and as a result the Raska exploration licence was renewed by the Ministry of Energy and Mines of the Republic of Serbia on February 19, 2019 for a further three years.

Results of exploration to date are discussed below.

Raska Licence Work Program

The Raska licence is prospective for porphyry copper-gold and intermediate sulphidation epithermal silver-zinc-lead vein type mineralization. Two porphyry centers have been identified at the Rudnica and Kremice prospects through remote sensing, soil sampling, detailed mapping, channel sampling and ground magnetic surveys. The Rudnica copper-gold porphyry has also been subject to an Induced Polarization geophysical survey and 9,422.2 meters of diamond drilling.

Rudnica Copper-Gold Project

The Rudnica project is defined at surface by a 1,200 metre by 600 metre gold in soil anomaly with coincident molybdenum and other pathfinder elements. Two zones of outcropping mineralization are observed at the "Rudnica project and Rudnica North prospect", hosted in diorite porphyry stocks and dykes emplaced within an andesitic volcanic package and underlain by a serpentinised metamorphic basement. The diorite porphyry intrusion which hosts mineralization is coincident with a one kilometre by 0.5 kilometre north-south elongate magnetic high which is flanked by a 1.4 kilometre by 0.3 to 0.6 kilometre north-south elongate chargeability anomaly. Rudnica and Rudnica North both occur above subtle magnetic highs observed in RTP magnetic inversion data, inferred as cupolas above a larger intrusive body at depth.

Rudnica is the more advanced of the two targets and comprises a central core of weak potassic alteration, which zones upwards and outwards to epidote-propylitic alteration and is overprinted by intermediate argillic, phyllic and argillic alteration. Mineralization comprises a central hypogene zone of stockwork quartz-pyrite-chalcopyrite-magnetite veins, with disseminated pyrite-chalcopyrite. The porphyry has been eroded and weathered resulting in a leached cap at surface and an irregular shaped supergene copper enrichment zone between 50 metres and 100 metres below surface. Porphyry mineralization at Rudnica has an areal extent of 430 metres by more than 200 meters and is open to the southwest and southeast. Mineralization has been drilled to 550 metres below surface and remains open to depth. The gold-bearing leached cap occurs from surface to a depth of 50 metres to 80 metres deep, and is underlain by the supergene zone which has an areal extent of 360 metres by 150 metres and thickness of 10 metres to more than 50 metres, and is open to the southeast and southwest.

Rudnica was first drilled to shallow depths by Phelps Dodge in 2004 and was followed up by Tethyan with 9,422 metres of diamond drilling between 2017 and 2019. Significant results from Tethyan's drilling are summarized below. For more detailed information regarding the Company's exploration result, please refer to the Company's news releases, available at Company's website at *https://www.tethyan-resources.com* or to *www.sedar.com*.

Select 2019 Rudnica drilling highlights:

- RDD-018 300 metres at 0.29% copper and 0.26 g/t gold from a depth of 94 metres, including:
  28 metres at 0.93% copper and 0.35 g/t gold *from a depth of 185 metres*
- RDD-019 318 metres at 0.21% copper and 0.24 g/t gold from a depth of 107 metres.
- RDD-016 303 metres at 0.15% copper and 0.27 g/t gold from surface, including:
  52 metres at 0.50% copper and 0.30 g/t gold *from a depth of 113 metres,* including: 32 metres at 3.7% zinc, 4.7% lead, 0.37% copper, 73 g/t silver and 0.25 g/t gold *from a depth of 160 metres*
- RDD-014 335 m at 0.36% copper and 0.31 g/t gold from a depth of 68 m, *including 59 m at 0.70% copper and 0.37 g/t from a depth of 142 m*
- RDD-012: 142 m at 0.51% copper and 0.31 g/t gold from surface, *including 50 m at 1.20% copper from a depth of 78 metres*

Holes RDD-012, RDD-014 and RDD-015 ended in significant copper-gold porphyry mineralization, which remains open at depth.

Select 2017 Rudnica drilling highlights:

- RDD-006: 460 m at 0.21% copper and 0.20 g/t gold from surface, *including 20 m at 1.04% copper*
- RDD-005: 260 m at 0.22% copper and 0.20 g/t gold from a depth of 6 m, *including 12 m at 0.78% copper*
- RDD-004: 356 m at 0.38% copper and 0.31 g/t gold from a depth of 48 m, *including 30 m at 1.45% copper and 0.39 g/t gold from 102 m*
- RDD-003: 285 m at 0.31% copper and 0.33 g/t gold from a depth of 42 m, *including 16.7 m at 1.55% copper*
- RDD-001 567 m at 0.28% copper and 0.45 g/t gold from surface, *including 36 m at 1.22% copper*

Up to the report date, Tethyan has also completed a wide-ranging exploration study including spectral analysis of drill core to determine alteration mineralogy, 3D inversion and structure detection of the ground magnetic data, a re-interpretation of Induced Polarisation data, and 3D modelling of geochemical data, and engaged the services of Dr. Steve Garwin to assist in target generation.

Rudnica North is located 500 metres north of Rudnica and was discovered by Tethyan in 2018 through detailed mapping and channel sampling. The target was tested with four diamond drill holes in 2018 for 1070 metres which defined broad intervals of low grade gold and copper from surface, hosted in the same diorite intrusion as Rudnica.

The drilling is interpreted to have intercepted the peripheral parts of a larger porphyry system which is potentially linked at depth to Rudnica. Significant results from the 2018 drilling and channel sampling are shown below. See Tethyan's news release dated March 2, 2018 for the full results of the channel sampling program and Tethyan's news release dated June 13, 2019 for complete results from the holes drilled in 2018 at Rudnica North.

Select Rudnica North channel sampling highlights:

- RCH015: 40 m at 0.21 g/t gold, from 15 m to 55 m;
- RCH016: 30 m at 0.24 g/t gold, from 0 m to 30 m; and
- RCH017: 10 m at 0.26 g/t gold, from 0 m to 10 m.

Select Rudnica North drilling highlights:

- RDD-009: 64 m at 0.12% copper and 0.18 g/t gold from a depth of 32 m
- RDD-010: 69 m at 0.05% copper and 0.21 g/t gold from a depth 93 m
- RDD-013: 26 m at 0.00% copper and 0.20 g/t gold from surface
- RDD-013: 50 m at 0.03% copper and 0.23 g/t gold from a depth of 71 m

<u>Kremice Cu-Au Prospect – see Figure 1</u>

Tethyan has conducted detailed mapping, stream sediment and soil sampling at Kremice, which has defined a 1200 m long by 600 to 1200 m wide gold-molybdenum-copper soil anomaly. This anomaly is west of and partly coincident with a 1000 m by 1000 m zone of manganese ± zinc in-soil depletion and weakly anomalous lead-bismuth. The geochemical signature at Kremice is indicative of potential high-level porphyry style alteration.

Detailed mapping shows that the area of gold-copper-molybdenum geochemical soil anomalism at Kremice is related to northwest and northeast trending phyllic and argillic alteration zones with sub-vertical, sheeted and stockwork quartz-pyrite veins. The andesitic volcanic and volcaniclastic host rocks are intruded by quartz diorite porphyry stocks and dykes which display weak propylitic, argillic and silica alteration. This suite of volcanic and intrusive rocks is flanked to the southeast by a large granodiorite pluton with localised areas of weak stockwork quartz-pyrite-magnetite veins. Several historical adits have been identified during the fieldwork, spatially associated with the strongest zones of alteration in the volcanic suite and along the serpentinite-granodiorite contact.

In October 2019, after completing two scout drill holes for a total of 680 metres, the Company announced that it had discovered an outcropping gold porphyry system on the western side of the Kremice project.

(In thousands, except share and per share data or otherwise stated)

Significant channel sample and drilling results from Kremice West are summarized below

Select Kremice West channel sampling highlights:

- KCH010 - 25 metres at 0.40 g/t gold
- KCH009 - 10 metres at 0.49 g/t gold
- KCH007 - 18 metres at 0.34 g/t gold

Select Kremice West drilling highlights:

- KRDD-001 71.2 m at 0.07% copper; and 0.27 g/t gold from surface, including 2.7m at 0.61% copper; and 0.36 g/t gold
- KRDD-002 45.3 m at 0.09% copper; and 0.19 g/t gold from surface, including 4.2m at 0.47% copper; and 0.21 g/t gold

This discovery is a testament to the untested potential of the Company's consolidated land package in the Raska District and provides the Company with a high-quality exploration target

Taor

On June 29, 2018, the Company acquired all of the issued and outstanding shares of a Serbian company, Taor d.o.o. ("Taor" or the "Transaction"). Taor holds two exploration licences totalling approximately 100 square kilometres situated adjacent to the Raska licence. The Transaction was accounted for as an asset acquisition. The fair value of the consideration paid was determined and allocated as to Exploration and evaluation assets as follows:

Fair value of consideration			
Cash paid	€250	$	387
Shares issued	12,000,000 x $0.19 (share price on closing date)		2,280
Transaction cost incurred			90
Total consideration		$	2,757

Kizevak silver-lead-zinc target – see Figure 1

The Kizevak project is situated on an exploration licence held by Tethyan's Serbian subsidiary Taor d.o.o. ("Taor") and is located one kilometre southeast along strike from a past-producing open pit zinc-lead mine. Historic mines at Kizevak and Sastavci produced lead, zinc and silver from open pits from the 1980's until the early 2000's when they ceased operation due to conflict in the region. The Kizevak silver-lead-zinc target is defined by a strong zinc-lead-silver soil anomaly (500 by 260m) coincident with small-scale pits and excavations containing galena and sphalerite mineralised float. Select intercepts from four holes drilled at Kizevak in 2018 are summarized below. See Tethyan's news release dated September 4, 2018, for the complete results of the 2018 drilling program at Kizevak, including the zinc equivalent ("ZnEq") computation assumptions.

Select 2018 Kizevak drilling highlights:

- KSEDD-002: 12.0 m at 22.03% zinc, 10.29% lead, 167 g/t silver and 0.18 g/t gold, from a depth of 130 m, *35.09% ZnEq*
- KSEDD-001: 43.0 m at 4.30% zinc, 2.49% lead, 26 g/t silver and 0.21 g/t gold, from a depth of 193 m, *7.39% ZnEq including 13.1 m at 11.28% zinc, 5.05% lead 57 g/t silver and 0.32 g/t gold, from a depth of 221m*, *17.44% ZnEq*
- KSEDD-003: 40.0 m at 4.35% zinc, 2.14% lead, 27 g/t silver and 0.34 g/t gold, from a depth of 137 m, *7.37% ZnEq*
- KSEDD-003: 22.2 m at 2.95% zinc, 2.41% lead, 41 g/t silver and 0.18 g/t gold, from a depth of 160 m, *6.23% ZnEq*

Kizevak holes were drilled on two sections 80 metres apart with a spacing of 40 metres between the holes. All holes intercepted significant mineralization between 85 metres and 190 metres below surface (polymetallic vein and breccia type mineralization). Mineralization remains open in all directions. 2018 drilling occurred one kilometre southeast and, along strike of the former Kizevak open pit mine.

The following map (Figure 2) illustrates the 2018 drill holes and the location of the past-producing Kizevak open pit mine.

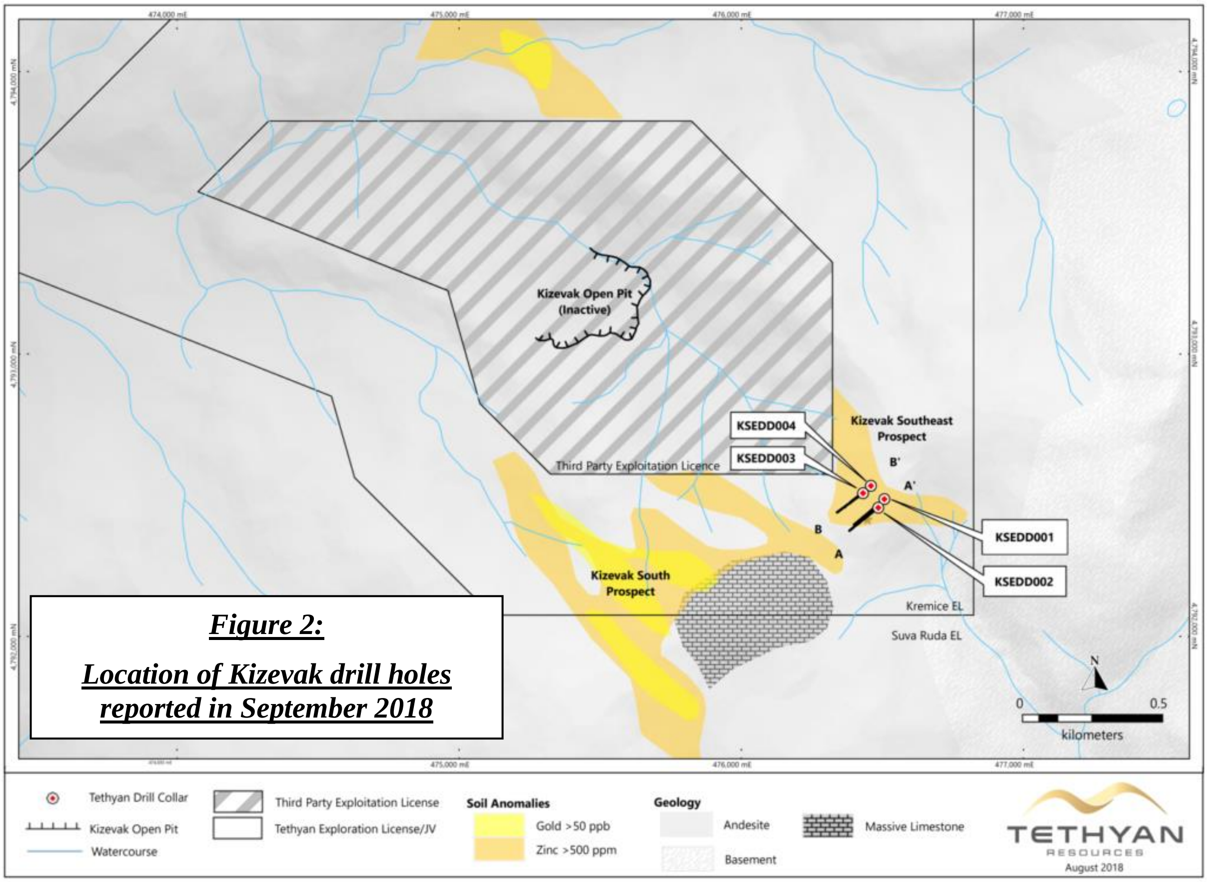


Figure 2:

Location of Kizevak drill holes reported in September 2018

On October 10, 2018, the Company announced that it had submitted two composite samples from the Kizevak project for metallurgical test work at the Mining and Metallurgy Institute, Bor, Serbia (MMI). The test work was aimed at providing preliminary data from which more detailed optimization test work can be designed, and to give a basic indication of the grade-recovery curves for zinc, lead and silver. Samples were selected from the two main styles of mineralization identified to date; massive sulphide vein breccias and fracture fill mineralization, and were collected from quarter-cut diamond drill core.

Terratec Geophysical Services GmbH conducted a Time Domain Induced Polarization (TDIP) geophysical survey on the Kizevak zinc-lead silver project. Tethyan has also completed a trenching and channel sampling program in the same area for approximately 400 metres, and acquired its own magnetometer and base station to be used to conduct ground magnetic surveys over priority exploration targets.

Kaludra and Biljanovac, Serbia

The Kaludra and Biljanovac exploration licences are prospective for vein type and sediment-hosted lead-zinc-silver mineralisation hosted in Cenozoic interbedded sandstone, shale and limestone overlain by Neogene andesitic volcanics intruded by latite stocks. Tethyan is currently performing stream sediment and soil sampling in conjunction with regional mapping to generate targets.

Zukovac and Bucje, Serbia

In March 2018, the Company announced that Tethyan Resources d.o.o., a subsidiary of the Company, was granted two exploration licences named Bucje and Zukovac, totalling 200 square kilometres and situated in the south of the Timok Magmatic Complex in Eastern Serbia. The licences are valid for an initial period of three years, following which the Mining Law of Serbia allows for the licence holder to apply, subject to various conditions, for extension periods of a further three years and finally two years, for a total of 8 years, before the licence holder is required to apply for a mining permit. The Company is reviewing these non-core projects determined a future course of action.

Cernac and Bistrice, Kosovo

The Cernac and Bistrice licences are located in northern Kosovo, immediately south of the Suva Ruda licence in Serbia, and are at a grassroots stage of exploration. The Company completed geological mapping, and rock-chip, stream sediment and soil sampling, and the results will be used to design follow up work programs to test the potential for copper-gold porphyry and polymetallic vein type mineralisation.

Gokcanica, Serbia

In May 2016, the Company executed a Joint Venture and Earn-in Agreement (the "Earn-in Agreement") with Rockstone Group LLC ("RSG") pursuant to which Tethyan can acquire up to an 80% interest in the Gokcanica project licences in southern Serbia (the "Gokcanica Permits"). On execution of the agreement, the Company paid €0.01 million in cash and issued 194,444 common shares in connection with this agreement.

The Gokcanica Permits consist of two adjoining permits with a combined area of 110 square kilometres located in southern Serbia, five kilometres to the north of the town of Josaniska Banja.

During 2017 and 2018 Tethyan completed geological mapping, stream sediment sampling and soil sampling, and a TITAN24 geophysical survey over the Gokcanica project. Interpretation of results from this program did not indicate a target worthy of further exploration and as a result on January 14, 2019, the Company terminated the Earn-In Agreement.

RECENTLY ANNOUNCED ACQUISITION OF EFPP:

See Tethyan's news release dated April 1, 2020.

The Kizevak and Sastavci exploration licences are located within Tethyan's existing licence holding in the Raska District of Serbia (Figure 3).

Kizevak is a past-producing mine reported to host considerable historic mineral resources, along-strike from which Tethyan drilled mineralization including 12 metres at 22.03% zinc, 10.29 % lead, 167 g/t silver and 0.18 g/t gold (refer to Tethyan's news release dated September 4, 2018). The mine was operated as an open pit by the Serbian state between 1984 and 2000, ceasing operations due to conflict in the region. The project benefits from numerous infrastructure advantages including water, power, road and rail access all within 5 kilometres, and a local workforce with a long history of mining. Additionally, the land comprising the wider project area is designated for mining purposes under the Serbian State spatial plan, providing many permitting benefits and efficiencies.

Mineralisation at Kizevak comprises steeply dipping, southeast striking, structurally controlled lenses of quartz-carbonate-sulphide vein breccias and stockwork zones hosted in andesite volcanics. Historic drilling and underground sampling data indicate that mineralisation occurs over a strike length of at least 1.2 kilometres, between 1 and 30 metres wide, and up to 200 metres down dip. This dominant southeast striking trend is intersected by at least one perpendicular southwest striking mineralised structure, which is inferred as an important control on high grade shoots.

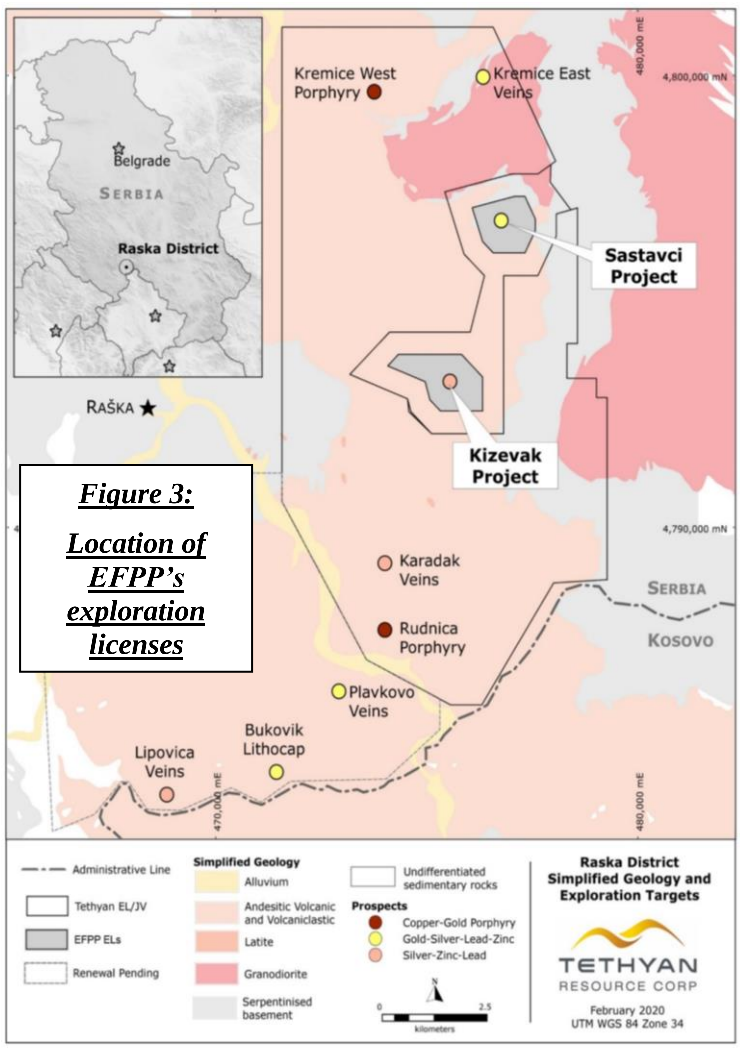


Figure 3:

Location of EFPP's exploration licenses

Mineralisation is open down dip and along strike to the northwest, southwest and southeast.

In 2018 Tethyan drilled four drill holes on its wholly owned licence 1.2 kilometres along strike to the southeast of the mine (refer to Tethyan's news release dated September 4th 2018 and Figure 2) that returned mineralized intervals including:

- 12 metres at 22.03 % zinc, 10.29 % lead, 167 g/t silver, and 0.18 g/t gold for 35.09 % ZnEq (Hole KSEDD002, from 130 m)
- 43 metres at 4.30 % zinc, 2.49 % lead, 26 g/t silver, and 0.21 g/t gold for 7.39 % ZnEq (Hole KSEDD001, from 193 m)
    - including 13.1 m @ 11.28 % zinc, 5.05 % lead, 57 g/t silver, and 0.32 g/t gold for 17.44 % ZnEq (from 221 m)
- 40.0 m @ 4.35 % zinc, 2.14 % lead, 27 g/t silver, and 0.34 g/t gold for 7.37 % ZnEq (Hole KSEDD003, from 137 m)

Sastavci (Figure 3) was also mined historically by open pit on a smaller scale than at Kizevak and represents a priority drilling target. Outcropping, steeply dipping, massive sulphide veins up to 5 metres wide are visible in the pit walls. Tethyan collected 65 rock-chip samples across the Sastavci area, which returned assays ranging from trace to >30 % zinc (over range), 7.1 % lead, 94.3 g/t silver and 0.47 g/t gold in the Sastavci pit. A historic resource estimate is reported in the Serbian geological archives (see Historical Resource and Reserve Estimates below).

Historic Resource and Reserve Estimates

In 1994 the Yugoslav Geological Survey reported combined estimated mineral resources in GKZ compliant A+B+C1+C2 categories of 8Mt at 45 g/t silver, 5.06 % zinc and 2.96 % lead at Kizevak, Sastavci and Karadak (a portion of the Kizevak resource, and Karadak are located on Tethyan's existing licences).

The mineral resource estimates were reported by the state geological survey according to Yugoslav GKZ guidelines and do not comply with NI 43-101 reporting requirements and associated CIM definition standards. The authors caution that a qualified person has not done sufficient work to validate the historical estimates, and Tethyan is not treating the historical estimates as current mineral resources or reserves. Tethyan has not completed a detailed review of the historical resource or completed a new mineral resource estimate.

The historical resource estimates were completed using the polygonal method using data acquired from diamond drilling and underground sampling.

For readers not familiar with Yugoslav mineral estimates, such estimates were always stated as "reserves" and classified according to the A+B+C1+C2 or "alphabetical" classification, which was derived from the Russian system and is still applied throughout many countries in southeast Europe. The reserves had to be approved by the official Commission for Ore Reserves. The A, B, C1 and C2 categories reflect the levels of confidence in the actual tonnage exploited from a reserve, with confidence levels being - 95%, 80%, 70% and 35% respectively. Henley (2004) and others have evaluated the alphabetical classification system with respect to the compliant codes in Canada and Australia, and concluded that A+B is comparable to "measured", C1 to "indicated" and C2 to "inferred" in internationally acceptable codes for reporting resources. However, these comparisons are only an approximation, and cannot be considered as equivalents.

To verify the historical resource estimate as current mineral resources or mineral reserves, drilling, mapping, detailed geological interpretation, geological modelling, grade mapping by interpolation using geostatistical analysis and mineral resource classification, using industry standard software, is required.

Closing of the transaction is subject to due diligence and TSX approval on or before April 15, 2020.

- First closing of the acquisition requires a payment of €625 to the sellers for a 10% ownership stake in EFPP.
- At any time within 12 months of the first closing, the Company may acquire the remaining 90% ownership stake (second closing) by:
    - making a payment of €1,375 to the sellers of EFPP;
    - grant a 2% NSR over the licences;
    - issue four million shares of Tethyan to the sellers in four equal tranches every six months commencing on second closing; and
    - make a €500 payment on the two-year anniversary of the first closing.

(In thousands, except share and per share data or otherwise stated)

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected consolidated financial information, presented in Canadian Dollars, for each of our eight most recently completed quarters:

	2019				2018			
	Q4	**Q3**	**Q2 (Restated)**	**Q1 (Restated)**	Q4 (Restated)	Q3 (Restated)	Q2 (Restated)	Q1 (Restated)
Total assets	**4,592**	**5,655**	**7,721**	**5,490**	3,173	3,587	3,021	830
Exploration properties	**2,732**	**2,590**	**2,641**	**2,764**	2,762	2,757	2,677	–
Working capital (deficiency)	**1,193**	**1,943**	**3,526**	**1,464**	(896)	309	(221)	(876)
Net income (loss)	**(1,105)**	**795**	**3,371**	**(13,692)**	(1,175)	(692)	(861)	(742)
Basic and diluted income (loss) per share	**(0.01)**	**0.01**	**0.04**	**(0.18)**	(0.02)	(0.02)	(0.03)	(0.02)

The Company did not generate any revenues and did not declare any dividends. The Company is not impacted by seasonality as it is able to conduct exploration activities year-round; however, exploration budgets can vary in size and scope due to the availability of funds.

Upon the share exchange pursuant to the scheme of arrangement described in the Company Overview section above, Tethyan changed its functional and presentation currency and adopted the Canadian Dollar instead of the British Pound. The functional currencies of the underlying entities have not been changed. As a result on this change, quarterly results which were previously reported in GBP have been restated and reported in CAD in the table above.

The increase in total assets from quarter to quarter, primarily reflects the cash raised through the sale and issuance of shares. Decreases in total assets from quarter to quarter primarily reflects the reduction in cash resulting from exploration programs and administrative operation of the Company.

In Q1 2019, the Company experienced a larger than normal loss, which was primarily due to the non-cash, fair value change (loss) on the derivate liabilities related to the Company's warrants. In Q2 and Q3 of 2019 the non-cash fair value change on the derivative liabilities resulted in non-cash gains, as the liability was reduced due to changes in valuation inputs. In Q3 2019, upon the completion of the redomicile and the Company's change in functional currency, the derivative liability was fair valued for a final time, with the remaining value transferred to the share based payment reserve. The Company no longer has a derivative liability on its statement of financial position.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2019

During the three-month period ended December 31, 2019, the Company had a net loss of $1,105 compared to a net loss of $1,175 for the three-month period ended December 31, 2018. Significant fluctuations occurred in the following categories:

- During the three-month period ended December 31, 2019, the Company recorded depreciation expense of $74 (three-month period ended December 31, 2018: $nil). This increase primarily reflects the adoption of IFRS 16 and the amortization on right-of-use assets; furthermore, the Company through its joint operation shared office leases in Vancouver and Toronto that it did not have in the comparative period which contributed amortization on those right-of-use assets.
- During the three-month period ended December 31, 2019, the Company incurred exploration and evaluation expenditures of $510 (three-month period ended December 31, 2018: $1,017). The reduction relates to a smaller exploration program in the current period than occurred in the comparative three month period.
- During the three-month period ended December 31, 2019, the Company incurred filling and regulatory fees of $15 (three-month period ended December 31, 2018: $2) with the increase due to costs associated with the redomicile of the Company, with no similar expenses in the comparative period.
- During the three-month period ended December 31, 2019 office and administrative expenditures were $233 (three-month period ended December 31, 2018: $111) increased costs were mainly due to increased current period administrative costs related to its shared management services company (joint operation).
- During the three-month period ended December 31, 2019, the Company incurred professional fees of $17 (three-month period ended December 31, 2018: $125 with the decrease mainly due to legal costs related to the negotiation of option agreements and other one-time legal costs, with no similar costs in the current period.

- In the three-month period ended December 31, 2019 the Company incurred project investigation costs of $65 related to potential acquisition opportunities, with no similar cost in the comparative period.

- In the three-month period ended December 31, 2019 the Company incurred share-based compensation expenses of $77 versus a recovery of $5 in the comparative period. The increase is primarily due to the vesting of options which occurred in 2019, in the comparative period, no options were granted and the recovery resulted from options which were forfeited.

- In the three-month period ended December 31, 2019 there were no expenses related to the fair value change in derivative liabilities, as they were extinguished in Q3 2019. In the comparative three-month period $263 represents the non-cash fair value change of the derivative liability due to changes in valuation inputs at that time.

RESULTS OF OPERATIONS FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2019

For the twelve-month period ended December 31, 2019, the Company had a net loss of $10,631 compared to a net loss of $3,470 for the twelve-month period ended December 31, 2018. Significant fluctuations occurred in the following categories:

- During the twelve-month period ended December 31, 2019, the Company incurred consulting fees of $195 (twelve-month period ended December 31, 2018: expense $150) with the increase primarily due to fees associated with the redomicile and a permitting review that the Company completed, with no comparable expenses in the prior year.

- During the twelve-month period ended December 31, 2019, the Company recorded depreciation expense of $265 (twelve-month period ended December 31, 2018: $5). This increase primarily reflects the adoption of IFRS 16 and the amortization on right-of-use assets. Furthermore, the Company through its joint operation have shared office leases in Vancouver and Toronto that it did not have in the comparative period which also contributed amortization on those right-of-use assets.

- During the twelve-month period ended December 31, 2019, the Company incurred exploration and evaluation expenditures of $2,597 (twelve-month period ended December 31, 2018: $1,815) (related primarily to the Suva Ruda region). The Company completed more exploration work in the period, which required more temporary site access to be constructed, drilled deeper than in the previous year, completed interpretations and 3-D models of geophysical and geochemical data for both the Rudnica and Kremice prospects, as well as completing trenching at Kaludra.

- During the twelve-month period ended December 31, 2019, the Company incurred filing and regulatory fees of $132 (twelve-month period ended December 31, 2018: $60). The increase primarily reflects costs associated with the redomicile of the Company from the U.K. to Canada.

- During the twelve-month period ended December 31, 2019, the Company incurred office and administrative expenditures of $1,353 (twelve-month period ended December 31, 2018: $657) the increased costs were mainly due to increased operational activities during the period, versus the comparative period, as well as additional current period administrative costs related to its shared management services company (joint operation).

- During the twelve-month period ended December 31, 2019, the Company incurred professional fees of $727 (twelve-month period ended December 31, 2018: $334) mainly due to costs associated with the redomicile of the Company from the U.K. to Canada, with comparative period costs representing typical legal and accounting related services.

- During the twelve-month period ended December 31, 2019, the Company incurred salaries of $433 (twelve-month period ended December 31, 2018: $296), The increase in salaries reflects additions made to the Tethyan team in Serbia, as well as modest salary increases for staff.

- In the twelve-month period ended December 31, 2019 the Company incurred share-based compensation expenses of $390 versus $284 in the comparative period. The increase is primarily due to a greater number of options granted in 2019 (4,050) versus 2018 (2,387).

- As result of the redomicile of the Company on July 18, 2019 and the adoption of the Canadian dollar as the functional and presentation currency, the derivative liability related to warrants was fair valued on July 18, 2019, with the loss of $4,250 expensed and the remaining derivative liability reclassified to equity and included in the share-based payment reserve. The comparable period gain of $263 resulted from the change to valuation inputs in the period, which decreased the derivative liability at that time.

(In thousands, except share and per share data or otherwise stated)

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position at December 31, 2019 was $1,478. As at December 31, 2019, the Company's working capital was $1,193 compared to a working capital deficiency of $896 as at December 31, 2018.

Net cash used in operating activities for the year ended December 31, 2019 was $5,972 compared to net cash used of $3,152 during the comparative year ended December 31, 2018.

Net cash used in investing activities during the year ended December 31, 2019 of $29 was used for the purchase of equipment. In the prior year, $482 of cash was used for the purchase of exploration and evaluation assets.

Financing activities during the year ended December 31, 2019 provided cash inflows of $7,464 primarily related to the issuance of shares and included net proceeds of $7,403 from private placements and $436 received on the exercise of options and warrants. Financing activities in the comparative year resulted in cash inflows of $3,825 with $2,787 of net proceeds related to private placements and $736 advanced as loans from related parties.

The consolidated financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has not generated significant revenues or cash flows from operations to date. The Company recorded a net loss of $10,631 for the year ended December 31, 2019. The Company expects that it will require additional debt or equity funding in the next year in order to continue its planned exploration and evaluation activities and meet its business objectives.

The Company's ability to continue on a going concern basis depends on its ability to raise financing successfully. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. Furthermore, subsequent to December 31, 2019, the COVID-19 outbreak was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the Company's business are not known at this time. These impacts could include an impact on our ability to obtain debt and equity financing to fund ongoing exploration activities as well as our ability to explore and conduct business. These conditions result in material uncertainties that cast substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

COMMITMENTS

As at December 31, 2019 and 2018, the Company had the following undiscounted contractual operating lease obligations:

As at	**December 31 2019**		**December 31 2018**	
2019	$	-	$	60
2020		167		20
2021		122		19
2022		27		19
2023 and beyond		32		32
	$	**348**	**$**	**150**

Should Tethyan no longer be a party to the joint arrangement, it is required under the agreement to payout its share of the remaining office lease obligations, which at December 31, 2019 would have been $222.

(In thousands, except share and per share data or otherwise stated)

RELATED PARTY TRANSACTIONS

The following transactions were recorded at the consideration established and agreed to by the related parties.

Key management personnel compensation

Key management personnel include directors and officers of the Company, with compensation consisting of the following:

	Twelve-months ended December 31	
	2019	2018
Salaries and short-term employee benefits (1)	$ 249	$ 184
Share-based compensation	345	228
Other compensation (2)	937	188
	$ 1,531	$ 600

(1) Amounts paid to the Company's President and COO in the current period, as well as the former President and CEO and Executive Chairman in the comparative period.

(2) Amounts paid to the Company's Executive Chairman, CEO, CFO, Corporate Secretary and Vice President of Investor Relations through its joint operations (shared services company), as well as amounts paid to J. Proust and Associates Inc. for CFO and corporate secretarial services in both the current and comparative nine-month periods.

Related party transactions

Related party transactions include the following payments which were made to related parties other than key management personnel:

	Twelve-months ended December 31	
	2019	2018
Payments to J. Proust & Associates	$ 70	$ 180
Payments made to joint operations (3)	1,328	$ -
Share based payments (6)	955	1,712
Other	33	5
	$ 2,386	$ 1,897

(3) The Company has an interest in one joint operation (a shared management services company - 688284 BC Ltd) that provides finance, management, accounting and administrative services to Tethyan and other companies which have directors in common. Amounts presented relate to the Company's share of joint operations including office leases, support staff and other operational costs. Comparative figures include amounts paid to J. Proust & Associates Inc. for administrative services, not related to key management personnel.

Payable to related parties

As at December 31, 2019 and December 31, 2018 the following amounts were payable to related parties.

	December 31 2019	December 31 2018
Loan from Southern Arc (4)	$ -	$ 131
Management support services (5)	22	15
Other (6)	-	955
	$ 22	$ 1,101

(4) On December 30, Southern Arc, a company with two directors in common with the Company (at the time) loaned $125 (£75) plus a financing expense of 5%, this amount is included in the December 31, 2018 amount payable. The loan was settled on January 31, 2019.

(5) Fees were owed to 688284 BC Ltd for finance, accounting and administrative services as at December 31, 2019 and to J. Proust & Associates Inc. for finance, accounting and administrative services as at December 31, 2018 and were included in accounts payable.

(6) Five million common shares of the Company were issued to Dr. Radomir Vukcevic, the Company's Executive Director and Vice President Development, in relation to the Taor d.o.o. acquisition (Note 6 b) in the first quarter of 2019. Seven million shares and €250 in cash ($387) was exchanged / paid on closing of the transaction in May 2018.

(In thousands, except share and per share data or otherwise stated)

On January 12, 2018, Dr. Michael Andrews, a then director of the Company (until his resignation in April of 2019) loaned the Company £350 or approximately $600 (the "Loan"). The Loan was non-interest bearing and was to mature on the earlier of 6 months from the date of the loan or 5 days following the date on which the Company raised in excess of £1,000 by way of an equity or debt financing with a third party. On June 29, 2018, the Company settled the loan in consideration for 2,450,000 units of the Company. Each unit was comprised of one ordinary share and one-half of one share purchase warrant of the Company. Each whole warrant is exercisable into one ordinary share of the Company at an exercise price of $0.35 per share for a period of three years from June 29, 2018.

On November 15, 2017, Southern Arc Minerals Inc. ("Southern Arc"), a company with 2 directors in common with the Company (until early 2019) advanced $400 to the Company pursuant to a convertible debenture financing. The convertible debenture bore interest annually at a rate of LIBOR plus 4% and had a maturity date of May 15, 2018. The convertible debenture was convertible at the option of Southern Arc, into securities of the Company at a share price determined by the share price of the Company's next equity financing subject to Southern Arc not owning more than 29.99% of the total issued and outstanding number of ordinary shares of the Company on completion of the financing and that the conversion price could not be less than the market price of the Company's shares on that date. The value of the conversion feature was not considered material at the date of issuance. On June 29, 2018 the Company settled its $400 convertible debenture in consideration for 1,600,000 units of the Company on completion of the Taor transaction. Each unit was comprised of one ordinary share and one-half of one share purchase warrant of the Company. Each whole warrant is to be exercisable into one ordinary share of the Company at an exercise price of $0.35 per share for a period of three years. During 2018, Southern Arc exercised 45,051 of the warrants it received in exchange for settlement of accrued interest owed to Southern Arc related to the loan granted in November of 2018.

On December 30, 2018, Southern Arc loaned an additional $125 to the Company. This loan included a financing expense of 5%. As at December 31, 2018, the balance of this loan including financing expense was $131. This loan was paid on January 31, 2019.

CURRENT SHARE DATA

As at the date of this MD&A, the Company had 80,432,732 ordinary shares issued and outstanding.

On July 18, 2019 ("Distribution Date"), the Company completed its redomiciliation to British Columbia, Canada from the U.K. Shareholders of Tethyan Resources Plc ("Old Tethyan") as of the Distribution Date received one common share of Tethyan Resource Corp ("New Tethyan") for each ordinary share of Old Tethyan owned. New Tethyan has been accounted for as a continuation of Old Tethyan and the Company's shares continue to trade on the TSX.V under the same symbol (TETH) as they had previously. All outstanding option and warrant terms and conditions remain the same as they were under Old Tethyan, prior to the redomicile.

As at April 7, 2020, the Company had share options outstanding as follows:

	Outstanding			Exercisable	
Range of exercise prices $	Number of options	Weighted-average exercise price ($)	Weighted-average remaining contractual life (years)	Number of options	Weighted-average exercise price
$0.25 (0.14p)	266,667	$ 0.25	1.71	266,667	$ 0.25
0.25 – 0.50	1,963,333	0.28	2.07	1,813,333	0.27
0.51 – 0.78	2,800,000	0.53	3.90	652,000	0.64
	5,030,000	$ 0.42	3.07	2,732,000	$ 0.33

As at April 7, 2020, the Company had share purchase warrants outstanding as follows:

Exercise period	Number of warrants	Weighted average exercise price $	Weighted-average life remaining (years)
Exercisable until April 24, 2021	2,559,830	0.35	1.05
Exercisable until June 29, 2021	1,979,949	0.35	1.23
Exercisable until August 17, 2021	3,179,520	0.35	1.36
Exercisable until January 30, 2024	17,280,000	0.25	3.82
Outstanding April 7, 2020	24,999,299	0.28	3.02

RISKS AND UNCERTAINTIES

The nature of the Company's operations exposes the Company to credit risk, foreign currency risk, liquidity risk, risk of global outbreaks of contagious diseases, and geopolitical risk, which may have a material effect on cash flows, operations and comprehensive income.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and to monitor market conditions and the Company's activities. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and policies.

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. All of the Company's financial liabilities such as accounts payable and accrued liabilities are classified as current. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents and accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. Credit risk is managed by ensuring that surplus funds are deposited only with well-established financial institutions of high-quality credit standing. The Company assess the collectability and fair value of this receivable at each reporting period. The Company's maximum exposure to credit risk is limited to its bank balances and trade and other receivables.

Geopolitical risk is the risk relating to the region related to the Company's projects. To date, all of the Company's properties and operations have been located in Eastern Europe. As such, the Company is subject to political, economic and other uncertainties, including, but not limited to, changes in policies and regulations or the personnel administering them, changes with regard to foreign ownership of property rights, exchange controls and royalty and tax increases, and other risks arising out of foreign governmental sovereignty over the areas in which the Company's operations are to be conducted, as well as risks of loss due to civil strife, acts of war and insurrections. If a dispute arises regarding the Company's property interests, the Company cannot rely on western legal standards in defending or advancing its interests.

Risk of global outbreaks of contagious diseases, including the outbreak of a novel coronavirus ("COVID-19") have the potential to significantly and adversely impact the Company's operations and business. On March 11, 2020, the World Health Organization recognized COVID-19 as a global pandemic. The Company is continuously evaluating the uncertainty and impact of the outbreak on the Company and its ability to operate due to employee absences, the length of travel and quarantine restrictions imposed by governments of affected countries, disruption in our supply chains, information technology constraints, government interventions, market volatility, overall economic uncertainty and other actors currently unknown and not anticipated.

To date, operations at the Company's exploration projects in Serbia have not been restricted by orders imposed by the Serbian government. The movement of people is currently forbidden during certain hours of the evening and on weekends. Businesses can apply for a special permit to operate during these hours. The Company does not need such a permit at this time, but expects to apply for a special permit once drilling commences. There is no guarantee that the movement of people will not be further restricted or that a special permit will be available in the future. While there have been no material disruptions to the Company's operations, there can be no certainty that COVID-19, or other infectious illness, and the restrictive measures implemented to slow the spread of the virus will not materially impact the Company's operations or personnel in the coming weeks and months. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business, results of operations or ability to raise funds at this time.

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The spread of COVID-19 is having a negative impact on the financial markets which may impact the Company's ability to obtain additional financing in the near term. A prolonged downturn in financial markets could have an adverse effect on the Company's business and ability to raise capital. The Company is currently exposed to interest rate risk to the extent that the cash and cash and cash equivalents maintained at the financial institutions are subject to a floating rate of interest. The interest rate risk on the Company's cash and cash equivalents is not considered significant. The Company is exposed to foreign exchange risk to the extent that financial instruments are not denominated in the functional currency of the Company or its subsidiaries. Such exposure relates primarily to financial assets and liabilities denominated in Canadian Dollars, US dollars and Euros.

As at December 31, 2019, the Company held net financial assets of $14 in GBP, $43 in Serbian Dinars and net financial liability of $10 in Euros. A 5% change in exchange rates would change net loss by 2.

Other factors

Industry

The Company is engaged in the acquisition and exploration of resource properties, an inherently risky business, and there is no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of economically mineable deposits. The focus of the Company is on areas in which the geological setting is well understood by management.

Gold and metal prices

The price of gold, copper and other metals are affected by numerous factors beyond the control of the Company including central bank sales, producer hedging activities, the relative exchange rate of the US$ with other major currencies, demand, political and economic conditions and production levels. In addition, the price of gold has been volatile over short periods of time due to speculative activities. The prices of other metals and mineral products for which the Company may explore all have the same or similar price risk factors.

Trends

Continued strength in the US dollar, and the rising gold price increases demand, especially from Asia, and perception of increased risk in major financial markets has supported a discernible need for the development of commodity exploration projects. Junior companies, like Tethyan, are key participants in identifying properties of merit to explore and develop.

CRITICAL ACCOUNTING POLICIES

Reference should be made to the Company's significant accounting policies contained in Note 3 of the Company's consolidated financial statements for the year ended December 31, 2019. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

Significant accounting judgment and estimates

In preparing these consolidated financial statements, the judgements made by management in applying the Company's accounting policies and key sources of estimation uncertainty were the same as described in and applied to the Company's consolidated financial statements for the year ended December 31, 2019.

New accounting policies adopted and amended

The significant accounting policies as disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2019 have been consistently applied to the preparation of these consolidated financial statements unless otherwise noted.

Presentation Currency

Upon the share exchange pursuant to the scheme of arrangement described in Note 1, the Company changed its presentation currency and adopted the Canadian Dollar instead of the British Pound. The functional currencies of the underlying entities have not been changed. See Note 16 of the consolidated financial statements for the impact that the presentation currency change had on the financial statements of the Company.

The assets and liabilities of the Group's foreign operations that do not have a CAD functional currency are translated at exchange rates prevailing at the balance sheet date. Income and expense items are translated at the dates of the transactions. Exchange differences arising on translation are recognized in other comprehensive income and in the currency translation reserve within equity. Such translation differences are reclassified to profit and loss in the period in which the operation is disposed of. The financial statements are presented in Canadian Dollars ("$" or "CAD"), including comparative amounts, which have been restated where applicable.

Joint arrangements

Tethyan become a party to the joint operation for management and administrative services on February 1, 2019. The following outlines the Company's accounting policy the Company uses to account for Joint operations.

Joint arrangements are arrangements where the Company has joint control, established by contracts requiring unanimous consent for decisions about the activities that significantly affect the arrangements' returns. They are classified and accounted for as follows:

i. Joint operation – when the Company has rights to the assets and obligations for the liabilities relating to an arrangement, it accounts for each of its assets, liabilities and transactions, including its share of those held or incurred jointly, in relation to the joint operation.

ii. Joint venture – when the Company has rights only to the net assets of the arrangement, it accounts for its interest using the equity method.

The Company has an interest in one joint operation relating to a shared management services company (688284 BC Ltd) that provides management and administrative services to Tethyan Resources Plc and other companies. The consolidated financial statements include the Company's proportionate share of the joint operations' assets, liabilities, revenue and expenses with items of a similar nature on a line-by-line basis from the date that the joint arrangement commences until the date that the joint arrangement ceases. These interests are governed by a contractual arrangement whereby rights to assets, liabilities and expenses of the management services company are attributed in proportion to the activity carried out through the arrangement that is directly related to Tethyan. Proportional sharing of costs is based on the amount of management services company time spent on each party to the joint operation.

The Company does not have any joint arrangement that are classified as joint ventures.

Changes in accounting standards

January 1, 2019, the Company adopted IFRIC 23, *Uncertainty over Income Tax Treatments* ("IFRIC 23") and IFRS 16, *Leases* ("IFRS 16").

<u>IFRIC 23 - Uncertainty over Income Tax Treatments</u>

The Company adopted IFRIC 23 on January 1, 2019, with retrospective application. IFRIC 23 clarifies the recognition and measurement requirements when there is uncertainty over income tax treatments. The effect of uncertain tax treatments are recognized at the most likely amount or expected value. The adoption of IFRIC 23 had no impact on the financial statements.

<u>IFRS 16 - Leases</u>

IFRS 16 replaces IAS 17, *Leases* ("IAS 17") and related interpretations. IFRS 16 sets out principles of recognition, measurement, presentation and disclosure of leases for both parties to a contract, the lessee and the lessor. IFRS 16 was applied using the modified retrospective approach, under which the cumulative effect of initial application is recognized in Deficit on January 1, 2019, with no restatement of comparative figures, which continue to be reported under IAS 17. The Company elected to measure its right-of-use assets at amounts equal to the corresponding lease liabilities, which resulted in no adjustment to Deficit on transition.

The Company identified certain leases for office space, which were previously treated as operating leases under IAS 17, as within the scope of IFRS 16 and required recognition as a right of use asset and a corresponding lease liability. Operating lease payments under IAS 17 were recognized in profit or loss on a straight line basis over the lease term. Lease incentives under IAS 17 were recognized on a straight line basis over the term of the lease.

Judgement was applied adopting IFRS 16 to identify contracts within the scope of IFRS 16,early cancellation options, evaluating lease renewal terms and determining the incremental borrowing rate used to present value the lease arrangements. On transition, lease liabilities were measured at the present value of the remaining lease payments under the agreement term, after considering early termination and extension options that were reasonably expected to be exercised. Right-of-use assets were measured at an amount equal to the lease liability.

<u>Practical expedients applied</u>

In applying IFRS 16 for the first time, we have used the following practical expedients under the modified retrospective approach:

- Recognition exemptions related to short-term leases; and
- An election to not reassess contracts which were previously identified as leases under IAS 17.

(In thousands, except share and per share data or otherwise stated)

Impact on transition

On January 1, 2019, the transition date to IFRS 16, the Company recognized $60 of new right-of-use assets and lease liabilities in the Statement of Financial Position, using a weighted average discount rate of 5%.

The following is a reconciliation between lease commitments disclosed as at December 31, 2018, under IAS 17 and lease liabilities recognized on January 01, 2019, upon initial application of IFRS 16, restated in Canadian dollars.

Significant accounting policies amended

As a result of the adoption of IFRS 16, the Company has amended its accounting policy for Leases, from the policy disclosed in the audited annual consolidated financial statements.

Operating lease commitment as at December 31, 2018 *(Note 11 annual audited financial statements – translated to CAD)*	$	150
Effect of discounting using the January 1, 2019 weighted average incremental borrowing rate		132
Leases with less than 12 months of lease term at transition		(30)
Leases with termination options reasonably certain to be exercised		(42)
Lease liabilities recognized on January 1, 2019	$	60
Current lease liabilities	$	27
Non-current lease liabilities		33
Lease liabilities recognized on January 1, 2019	$	60

Leases

This policy is applied to contracts entered into, or modified, on or after January 1, 2019 and is as follows:

At the inception of a contract, an assessment is made as to whether a contract is, or contains a lease. A contract is, or contains a lease if the contract offers the right to control the use of a specific asset, for a period of time, in exchange for consideration. To determine whether a contract conveys the right to control the use of an identified asset, the following criteria are considered:

- The contract involves the use of an identified asset that is physically distinct or represents substantially all of the capacity of a physically distinct asset. No asset is identified if the supplier of the assets has substantive substitution rights;
- Whether the Company has the right to obtain substantially all of the economic benefits from the asset throughout the agreement term; and
- Whether the Company has the right to direct the use of the asset and change how and for what purpose the asset is used.

A right-of-use asset and a corresponding lease liability are recognized on the date a leased asset is available for use by the Company. Assets and liabilities arising from the lease determination are initially measured on a present value basis of the following payments:

- Fixed payments, less any lease incentives receivable;
- Amounts expected to be payable by the lessee under any residual value guarantees;
- The exercise of a purchase option if the lessee is reasonably certain to exercise that option;
- Restoration costs; and
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate is used to calculate present value. The Company's borrowing rate is the rate that the Company, as the lessee, would pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Generally, the Company uses its incremental borrowing rate as the starting point in determining the discount rate, making adjustments based on the lease term, if required.

The lease term determined by the Company is comprised of the non-cancellable period of the lease contract, as well as options to terminate or extend the lease term if the exercise of either option is reasonably certain.

Right-of-use assets are subsequently measured at cost less depreciation on a straight-line basis and reduced to reflect impairment losses (if any) and adjusted for any remeasurement of the lease liability. After the lease commencement date, lease liabilities are measured at amortized cost using the effective interest method, which increases the liability amount to reflect interest on the lease liability and reductions to the lease liability, reflecting lease payments made and also reflects any remeasurement or lease modifications. If a remeasurement to the lease liability is deemed necessary, a corresponding adjustment is also made to the carrying value of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. Right-of-use assets are depreciated over the shorter of lease term and useful life of the underlying asset.

Payments related to short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss over the respective lease terms. Short-term leases are leases with a lease term of 12 months or less.

New accounting standards and pronouncements

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after December 31, 2019. There are no IFRSs or IFRS Interpretations Committee interpretations that are not yet effective that would be expected to have a significant impact on the consolidated financial statements of the Company.

LIMITATIONS OF CONTROLS AND PROCEDURES

Tethyan's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, the Company's management cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the fact that judgements in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, through collusion of two or more people, or by unauthorized override of the control.

The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. The Company's officers are not required to certify the design and evaluation of the Company's disclosure controls and procedures and internal controls over financial reporting and have not completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost-effective basis disclosure controls and procedures and internal controls over financial reporting for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

QUALIFIED PERSON AND QUALITY CONTROL AND ASSURANCE

The technical information in this document has been reviewed by Andrew Tunningley, MAusIMM(CP), Tethyan's Exploration Manager, who has sufficient experience relevant to the style of mineralization under consideration and qualifies as a Qualified Person as defined by National Instrument 43-101.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the British Columbia Securities Act. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by readers, as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company and its joint venture partners on its properties and work plans to be conducted.

With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- *uncertainties relating to receiving mining, exploration and other permits in Serbia;*
- *unknown impact related to potential business disruptions stemming from the COVID-19 outbreak, or another infectious illness;*
- *the impact of increasing competition;*
- *unpredictable changes to the market prices for gold, copper and other commodities;*
- *availability of additional financing and farm-in or joint-venture partners;*
- *anticipated results of exploration and development activities;*
- *the Company's ability to sell the securities in its investments for a profit, or at all;*
- *the Company's ability to obtain additional financing on satisfactory terms or at all.*

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A: volatility in the market price for minerals; uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.