Tethys Petroleum Limited

Condensed Consolidated Interim Financial Statements
(Unaudited)
September 30, 2018

NOTICE OF NO AUDITOR REVIEW
OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4.3 (3) (a), if an auditor has not performed a review of the financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying condensed consolidated interim financial statements of Tethys Petroleum Limited have been prepared by and are the responsibility of the Company's management and approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of financial statements by an entity's auditor.

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Responsibility Statement of the Directors in Respect of the Condensed Consolidated Interim Financial Statements

We confirm on behalf of the Board that to the best of our knowledge, these condensed consolidated interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting.

We draw attention to the section entitled "Going Concern" in Note 1 to the condensed consolidated interim financial statements which describes the material uncertainties relating to the Company's adoption of the going concern basis in preparing the condensed consolidated interim financial Statements for the period ended September 30, 2018.

For and on behalf of the Board

W. Wells	**A. Ogunsemi**
Chairman	Director
5 December, 2018	5 December, 2018

Tethys Petroleum Limited

Condensed Consolidated Interim Statements of Financial Position (unaudited)

(in thousands of US dollars)

	Note	As at September 30, 2018	As at December 31, 2017
Non-current assets			
Intangible assets		33,627	33,318
Property, plant and equipment		69,184	74,090
Restricted cash		3	5
Trade and other receivables		2,178	2,734
Deferred tax		75	75
		105,067	**110,222**
Current assets			
Cash and cash equivalents		2,800	77
Trade and other receivables		3,865	3,530
Assets held for sale		-	3,473
Inventories		518	626
Restricted cash		1	1
		7,184	**7,707**
Total assets		**112,251**	**117,929**
Non-current liabilities			
Financial liabilities - borrowings		5,945	5,587
Deferred tax		7,268	8,505
Provisions		1,034	980
		14,247	**15,072**
Current liabilities			
Financial liabilities - borrowings		26,906	26,668
Current taxation		582	582
Trade and other payables		26,497	27,665
		53,985	**54,915**
Total liabilities		**68,232**	**69,987**
Equity			
Share capital		5,107	5,081
Share premium		361,004	358,444
Other reserves		43,900	43,856
Accumulated deficit		(363,910)	(357,357)
Non-controlling interest		(2,082)	(2,082)
Total equity		**44,019**	**47,942**
Total equity and liabilities		**112,251**	**117,929**
Going concern	1		

The notes on pages 6 to 11 form part of these condensed consolidated interim financial statements. The condensed consolidated interim financial statements were approved by the Board on 5 December, 2018 and were signed on its behalf.

W. Wells
Chairman
5 December, 2018

A. Ogunsemi
Director
5 December, 2018

Tethys Petroleum Limited

Condensed Consolidated Interim Statements of Comprehensive Income (Loss) (unaudited)

(in thousands of US dollars except per share information)

		Three months ended September 30		Nine months ended September 30	
	Note	**2018**	**2017**	**2018**	**2017**
Sales and other revenues	3	2,511	2,593	6,444	5,928
Sales expenses		-	919	-	919
Production expenses		(996)	(1,004)	(3,176)	(3,112)
Depreciation, depletion and amortisation		(1,690)	(3,155)	(5,859)	(8,225)
Administrative expenses		(325)	(1,043)	(2,224)	(3,606)
Restructuring costs		-	-	-	(104)
Share based payments		(11)	(51)	(44)	(158)
Gain on assets held for sale		419	-	419	-
Foreign exchange gain		196	262	489	91
Finance costs		(830)	(1,322)	(3,821)	(3,402)
		(3,237)	(5,394)	(14,216)	(17,597)
Loss before tax from continuing operations		**(726)**	**(2,801)**	**(7,772)**	**(11,669)**
Taxation		403	(78)	1,219	495
Loss from continuing operations and total comprehensive income		**(323)**	**(2,879)**	**(6,553)**	**(11,174)**
Loss and total comprehensive income attributable to:					
Shareholders		(323)	(2,879)	(6,553)	(11,174)
Non-controlling interest		-	-	-	-
Loss and total comprehensive income		**(323)**	**(2,879)**	**(6,553)**	**(11,174)**
Loss per share attributable to shareholders:					
Basic and diluted - from continuing operations (USD)	4	(0.00)	(0.01)	(0.01)	(0.02)

No dividends were paid or are declared for the period (2017: none).

The notes on pages 6 to 11 form part of these condensed consolidated interim financial statements.

Tethys Petroleum Limited

Condensed Consolidated Interim Statements of Changes in Equity (unaudited)

(in thousands of US dollars)

	Attributable to shareholders						
	Share capital	Share premium	Accumulated deficit	Option reserves	Warrant reserves	Non-controlling interest	Total equity
At January 1, 2017	**5,081**	**358,444**	**(320,041)**	**27,047**	**16,601**	**6,096**	**93,228**
Comprehensive loss for the period	-	-	(11,174)	-	-	-	(11,174)
Transactions with shareholders							
Share-based payments	-	-	-	158	-	-	158
Total transactions with shareholders	-	-	-	158	-	-	158
At September 30, 2017	**5,081**	**358,444**	**(331,215)**	**27,205**	**16,601**	**6,096**	**82,212**
At January 1, 2018	**5,081**	**358,444**	**(357,357)**	**27,255**	**16,601**	**(2,082)**	**47,942**
Comprehensive loss for the period	-	-	(6,553)	-	-	-	(6,553)
Transactions with shareholders							
Ordinary shares issued	26	2,560	-	-	-	-	2,586
Share-based payments	-	-	-	44	-	-	44
Total transactions with shareholders	26	2,560	-	44	-	-	2,630
At September 30, 2018	**5,107**	**361,004**	**(363,910)**	**27,299**	**16,601**	**(2,082)**	**44,019**

The option reserve and warrant reserve are denoted together as “other reserves” on the condensed consolidated interim statement of financial position. These reserves are non-distributable.

The notes on pages 6 to 11 form part of these condensed consolidated interim financial statements.

Tethys Petroleum Limited

Condensed Consolidated Interim Statements of Cash Flows (unaudited)

(in thousands of US dollars)

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
Cash flow from operating activities				
Loss before tax from continuing operations	(726)	(2,801)	(7,772)	(11,669)
Adjustments for:				
Share based payments	11	51	44	158
Gain on assets held for sale	(419)	-	(419)	-
Net finance cost	830	1,322	3,821	3,402
Depreciation, depletion and amortisation	2,038	3,155	6,207	8,225
Net unrealised foreign exchange gain	-	32	-	99
Movement in provisions	-	(3)	-	(278)
Net change in working capital	(1,835)	(2,115)	(1,394)	416
Cash generated from operating activities	**(101)**	**(359)**	**487**	**353**
Corporation tax paid	-	(4)	-	(22)
Net cash generated from operating activities	**(101)**	**(363)**	**487**	**331**
Cash flow from investing activities:				
Proceeds from assets held for sale	393	-	3,891	-
Expenditure on exploration and evaluation assets	(8)	(57)	(309)	(161)
Expenditure on property, plant and equipment	(85)	(408)	(946)	(1,412)
Movement in restricted cash	-	1,991	2	4,779
Movement in advances to construction contractors	47	96	49	96
Movement in value added tax receivable	333	433	504	391
Net change in working capital	(105)	161	297	(67)
Net cash from/(used in) investing activities	**575**	**2,216**	**3,488**	**3,626**
Cash flow from financing activities:				
Proceeds from shares issued	2,586	-	2,586	-
Repayment of borrowings	73	(2,079)	(2,791)	(2,823)
Interest paid on borrowings	(73)	(61)	(357)	(815)
Movement in other non-current liabilities	-	(22)	-	(43)
Net cash used in financing activities	**2,586**	**(2,162)**	**(562)**	**(3,681)**
Effects of exchange rate changes	(727)	(322)	(690)	(539)
Net increase in cash and cash equivalents	**2,333**	**(631)**	**2,723**	**(263)**
Cash and cash equivalents at beginning of the period	467	817	77	449
Cash and cash equivalents at end of the period	**2,800**	**186**	**2,800**	**186**

The notes on pages 6 to 11 form part of these condensed consolidated interim financial statements.

1 General information and going concern

Tethys Petroleum Limited is incorporated in the Cayman Islands and the address of the Company's registered office is 190 Elgin Avenue, George Town, Grand Cayman, KY1-9007, Cayman Islands. Tethys is an oil and gas company operating within the Republic of Kazakhstan and Georgia. Tethys' principal activity is the acquisition of and exploration and development of crude oil and natural gas fields.

The Company had its primary listing on the Toronto Stock Exchange ("TSX") until March 23, 2018 when it transferred to the NEX Board of the Toronto Venture Exchange. The Company is also listed on the Kazakhstan Stock Exchange ("KASE").

Going concern

The Management and the Board has considered the Company's current activities, funding position and projected funding requirements for the period of at least twelve months from the date of approval of the condensed consolidated interim financial statements in determining the ability of the Company to adopt the going concern basis in preparing the condensed consolidated interim financial statements for the three and nine months ended September 30, 2018. The Company currently does not have sufficient funding to fund its obligations for the next twelve months.

Although these condensed consolidated interim financial statements have been prepared on a going concern basis in accordance with IFRS, which contemplates the realisation of assets and settlement of liabilities in the normal course of business as they come due, events and uncertainties which are discussed below raise significant doubt about the Company's ability to continue as a going concern, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company reported a loss of USD6.6 million for the nine months ended September 30, 2018 (year ended December 31, 2017: USD45.5 million) and an accumulated deficit as at that date of USD363.9 million (December 31, 2017: USD357.4 million) and negative working capital of USD46.8million (December 31, 2017: negative USD47.2 million). In addition, the Company reported cash flow from operating activities before tax of USD0.5 million for the nine months ended September 30, 2018 (year ended December 31, 2017: positive USD1.3 million).

The Company also has various commitments and contingencies as described in note 25 of the 2017 consolidated financial statements. These include unfulfilled work program commitments for its oil & gas licenses which could result in licenses being cancelled.

In order to support the Company's short term liquidity position and improve the Company's financial situation, management's focus in the short term is to:

- Work with the Company's shareholders in Kazakhstan to market the Company's oil and gas for better pricing, including potential export pricing for oil and gas. As previously announced, the Company has been receiving significantly higher price for oil and gas since August and will work to improve prices further;

- Increase gas production by upgrading gas compression facilities and tying-in of already drilled shallow gas wells. Funding is in place from the recent share issuances and this work is now underway;

- Drill new oil wells on the Akkulka licence and the Klymene prospect on the Kul-bas licence, subject to funding or farm-out arrangement;

- Complete the process of restructuring the Company's loans; and

- Implement further business restructuring and cost optimisation. Further progress has been made in this area including headcount reductions in Kazakhstan, salary reductions and tendering for audit services which has resulted in the appointment of Grant Thornton as the Company's auditor.

Three of the Company's loans falling due in 2017 were restructured during 2017 and the Company plans to negotiate restructurings with other lenders. Some loans and amounts due to other creditors are past due and there is a risk that lenders or creditors could take recovery action against the Company. Further details of loans are provided in note 18 of the 2017 consolidated financial statements.

In September and October 2018, the Company announced it had raised funds of approximately USD4.1m from the issuance of shares. Some of these proceeds are being used to upgrade gas production facilities and to tie in previously drilled gas wells to increase production and cash flow.

Tethys' future operations and earnings will depend upon the success of these efforts and the results of its operations in the Republic of Kazakhstan and Georgia. There can be no assurance that Tethys will be able to successfully conduct such operations, and a failure to do so would have a material adverse effect on Tethys' financial position, results of operations and cash flows. Also, the success of Tethys' operations will be subject to numerous contingencies, some of which are beyond management's control. These contingencies include general and regional economic conditions, prices for crude oil and natural gas, competition and changes in regulation. Since Tethys is dependent on international operations, Tethys will be subject to various additional political, economic and other uncertainties. Among other risks, Tethys' operations may be subject to the risks and restrictions on transfer of funds, import and export duties, quotas and embargoes, domestic and international customs and tariffs, and changing taxation policies, foreign exchange restrictions, political conditions and regulations.

These circumstances indicate the existence of a material uncertainty related to events or conditions that may cast significant doubt about the Company's ability to continue as a going concern and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to secure and deliver the above-described additional funding required to meet capital expenditure programs including its contractual obligations, its ability to renew and maintain access to debt facilities, equity issuances, manage risks associated with depressed oil prices and potential Tenge devaluation and ability to generate positive cash flows from operations. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported revenues, expenses and balance sheet classifications that would be necessary if the Company was unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2 Basis of preparation and accounting policies

The condensed consolidated interim financial statements of the Company are prepared on a going concern basis under the historical cost convention except as modified by the revaluation of financial assets and financial liabilities at fair value through profit and loss and are in accordance with International Financial Reporting Standards ("IFRSs") issued by the IASB and IFRIC interpretations issued by the IFRS Interpretations Committee and effective or issued and early adopted as at the time of preparing these condensed consolidated interim financial statements.

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" as applicable to interim financial reporting and do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual consolidated financial statements reported for the year ended December 31, 2017.

The condensed consolidated interim financial statements are presented in United States Dollars ("USD").

New accounting policies

There were no new and revised standards adopted by the Company during the nine months ended September 30, 2018 that had an impact on the condensed consolidated interim financial statements.

Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Company

There are no significant new or amended standards that have been early adopted by the Company.

(in thousands of US dollars)

3 Segmental Reporting

Geographical segments

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. Reports provided to the Board of Directors with respect to segment information are measured in a manner consistent with that of the condensed consolidated interim financial statements. The assets and liabilities are allocated based on the operations of the segment and for assets, the physical location of the asset.

The Board of Directors consider the business from predominantly a geographical perspective and the Company currently operates in two geographical markets: Kazakhstan and Georgia.

In Kazakhstan, the Company is producing oil and gas from the Kyzyloi and Akkulka fields and is undertaking exploration and evaluation activity in the Kul-bas field. In Georgia, the Company is currently undertaking exploration and evaluation activity. The Company previously undertook exploration activity in Tajikistan, however, on December 30, 2017 an arbitration tribunal ruled it should assign its interest to its partners.

The Company also operates a corporate segment which provides loan funding for development activities in Kazakhstan.

The following is an analysis of the Company's revenue, results and assets by reportable segment for the nine months ended September 30, 2018:

	Kazakhstan	**Tajikistan**	**Georgia**	**Corporate**	**Total**
Gas sales	4,537	-	-	-	4,537
Oil sales	1,893	-	-	-	1,893
Other income	14	-	-	-	14
Other operating income	-	-	-	81	81
Segment revenue and other income	**6,444**	**-**	**-**	**81**	**6,525**
Inter-segment revenue	-	-	-	(81)	(81)
Segment revenue and other income from external customers	**6,444**	**-**	**-**	**-**	**6,444**
Loss before taxation	(4,257)	-	-	(3,515)	(7,772)
Taxation	1,232	-	-	(13)	1,219
Loss for the period	**(3,025)**	**-**	**-**	**(3,528)**	**(6,553)**
Total assets[1]	102,576	8	4,088	110,247	112,251
Total liabilities[1]	127,881	13,884	-	31,135	68,232
Cash expenditure on exploration & evaluation assets, property, plant and equipment	946	-	-	-	946
Depreciation, depletion & amortization	6,177	-	-	30	6,207

Note 1 – Total is after elimination of inter-segment items of USD104,668,000.

No borrowing costs were capitalised during the period.

The following is an analysis of the Company's revenue, results and assets by reportable segment for the nine months ended September 30, 2017 are as follows:

	Kazakhstan	Tajikistan	Georgia	Corporate	Total
Gas sales	3,602	-	-	-	3,602
Oil sales	2,283	-	-	-	2,283
Other income	43	-	-	-	43
Other operating income	-	-	-	81	81
Segment revenue and other income	**5,928**	**-**	**-**	**81**	**6,009**
Inter-segment revenue	-	-	-	(81)	(81)
Segment revenue and other income from external customers	**5,928**	**-**	**-**	**-**	**5,928**
Loss before taxation	(4,259)	(32)	-	(7,378)	(11,669)
Taxation	531	-	-	(36)	495
Loss for the period	**(3,728)**	**(32)**	**-**	**(7,414)**	**(11,174)**
Total assets[1]	124,242	8	13,381	115,236	149,076
Total liabilities[1]	125,545	12,686	-	32,424	66,864
Cash expenditure on exploration & evaluation assets, property, plant and equipment	510	-	151	912	1,573
Depreciation, depletion & amortisation	6,268	-	-	1,957	8,225

Note 1 – Total is after elimination of inter-segment items of USD103,791,000.

No borrowing costs were capitalised during the period.

4 Loss per share

		Three months ended September 30		Nine months ended September 30	
Continuing operations	**Units**	**2018**	**2017**	**2018**	**2017**
Loss for the purpose of basic and diluted loss attributable to ordinary shareholders	$'000	(323)	(2,879)	(6,553)	(11,174)
Weighted average shares	000s	532,300	508,136	516,279	508,136
Per share amount	$	(0.00)	(0.01)	(0.01)	(0.02)

Basic loss per share is calculated by dividing the loss attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year. Diluted per share information is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Potential ordinary shares, comprising share options and warrants, are currently anti-dilutive and therefore there is no difference between basic and diluted earnings per share.

5 Related party transactions

Transactions between the Company's subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. There are no other related party transactions requiring disclosure.

6 Subsequent events

Tethys Receives a Further USD1.5 million for Warrants

On October 31, 2018 the Company announced that Jaka Partners FZC had exercised 48,075,000 share purchase warrants at USD0.031 per ordinary share with proceeds received by Tethys amounting to approximately USD1.5 million. Jaka Partners FZC now owns approximately 18.7% of the ordinary shares of the enlarged share capital of the Company.