

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Tethys Petroleum Limited (the "Company")
P.O. Box 524, St. Peter Port
Guernsey, GY1 6EL
British Isles

Item 2 Date of Material Change

June 20, 2008

Item 3 News Release

The press release attached as Schedule "A" was disseminated through Marketwire on June 20, 2008 with respect to the material change.

Item 4 Summary of Material Change

The Company announced that it had filed a final short form prospectus in seven of the provinces of Canada for a new issue of a minimum of 8,510,638 ordinary shares and a maximum of 21,276,596 shares at a price of US\$2.35 (C\$2.39) per share, for minimum gross proceeds of US\$20 million and maximum gross proceeds of US\$50 million to the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the press release attached as Schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable

Item 8 Executive Officer

The following executive officer is knowledgeable about the material change and may be contacted about this report.

Sabin Rossi
Vice President Investor Relations
(416) 572-2065

Email: info@tethys.gg
Website: www.tethyspetroleum.com

Item 9 Date of Report

June 27, 2008

Schedule “A”



FOR IMMEDIATE RELEASE

Tethys Petroleum Files Final Prospectus

**THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES**

Friday, June 20, 2008 – Toronto, Canada – Tethys Petroleum Limited (“Tethys” or the “Company”) (TSX: TPL) today announced that it has filed a final short form prospectus in seven of the provinces of Canada for a new issue of a minimum of 8,510,638 ordinary shares and a maximum of 21,276,596 shares at a price of US\$2.35 (C\$2.39) per share, for minimum gross proceeds of US\$20 million and maximum gross proceeds of US\$50 million to Tethys Petroleum Limited.

The net proceeds of the Offering will be used by Tethys for project development, capital expenditures, working capital and general corporate purposes. The Offering is being conducted through Jennings Capital Inc. as Lead Agent and TD Securities Inc as Co-Lead Agent. Quam Securities Company Limited of Hong Kong and Brokerage Company Astana Finance JSC of Astana, Kazakhstan are acting as Special Selling Agents. Closing of the offering is expected to occur on or about June 27, 2008.

Tethys is focused on oil and gas exploration and production activities in Central Asia with activities currently in the Republic of Kazakhstan and in the Republic of Tajikistan. Central Asia represents a rapidly developing, highly prolific oil and gas area where Tethys believes there exists significant potential in both exploration and in discovered deposits.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered or sold within the United States or to United States Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

This press release contains “forward-looking information” which may include, but is not limited to, statements with respect to our operations. Such forward looking statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions, including, the risks outlined under the section titles “Risk Factors” in our prospectus (available at www.sedar.com). Should one or more of these risks materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected.

For more information please contact:



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