

Tenth Avenue Petroleum Corp. Management's Discussion and Analysis For Three Month Period Ended March 31, 2017

The following management discussion and analysis (“**MD&A**”) of the financial position and results of operations and cash flows of Tenth Avenue Petroleum Corp. (“**TAPC**” or the “**Company**”) is dated May 30, 2017 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016 and notes thereto. The financial data presented herein has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as summarized in the accounting policies in the Notes to the Company’s financial statements. All financial amounts are expressed in Canadian dollars, except as otherwise indicated.

This MD&A of TAPC has been prepared by management and approved by the Audit Committee and Board of Directors of the Company in accordance with National Instrument 51-102 released by the Canadian Securities Administrators.

DESCRIPTION OF THE COMPANY

TAPC is a Calgary, Alberta based petroleum and natural gas exploration, production and development company, with operations in the Canadian provinces of Alberta and British Columbia. TAPC trades on the Toronto Stock Venture Exchange (“**TSXV**”) under the symbol TPC. Additional information related to the Company, may be found on the Canadian Securities Administrators’ System for Electronic Distribution and Retrieval (“**SEDAR**”) website at www.sedar.com.

INTERNATIONAL FINANCIAL REPORTING STANDARDS

NON-IFRS MEASURES

The Company uses the following terms for measurement within the MD&A that do not have a standardized prescribed meaning under IFRS and these measurements may differ from other companies and accordingly may not be comparable to measures used by other companies. The terms “funds flow from operations”, “funds flow from operations per share”, “operating netback per boe” and “cash flow netback per boe” in this MD&A are not recognized measures under IFRS. Management of the Company believes that these terms are useful, in addition to profit and loss and cash flow from operating activities as defined by IFRS, for evaluating the Company’s operating performance.

Operating netback is a measure of operating margin used in capital allocation decisions. TAPC defines operating netback as average realized price per boe, less royalties per boe, less operating and transportation expenses per boe, plus any realized gain or loss per boe on financial instruments.

Cash flow netback is a measure of operating netback, plus other operating income less net cash general and administrative and cash interest expenses. Readers are cautioned that these measures should not be construed as an alternative to profit or loss, or cash flow from operating activities as calculated under IFRS, as an indication of the Company’s performance.

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BOE Conversion (51-101 Advisory)

In accordance with National Instrument 51-101, Standards for Disclosure of Oil and Gas Activities (“NI 51-101”), petroleum and natural gas reserves and volumes are converted to an equivalent measurement basis referred to as a “barrel of oil equivalent” (“boe”) on the basis of 6 thousand cubic feet of natural gas equal to 1 barrel of oil. This conversion is based on an energy equivalency conversion method applicable at the burner tip and does not represent a value equivalency at the wellhead. Readers are cautioned that boe may be misleading, particularly if used in isolation.

Frequently Used Terms:

Barrels	Bbl
Barrels of Oil equivalent	Boe
Barrels of oil equivalent per day	boed
Thousand cubic feet	mcf
Natural Gas Liquids	NGL's

Forward-looking Information

Management of TAPC caution that certain statements contained in this document constitute forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. 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. TAPC 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 document should not be unduly relied upon. These forward-looking statements speak only as of the date of this document.

In particular, the MD&A contains forward-looking statements relating to, among other things:

- capital expenditure programs;
- projections of market prices and costs;
- supply and demand for oil and natural gas;
- exploration and development; and
- treatment under governmental regulatory regimes.

The 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 the MD&A:

- volatility in market prices for oil and natural gas;
- liabilities inherent in oil and natural gas operations;
- changes to royalty regimes and government regulations
- competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel;
- incorrect assessments of the value of acquisitions;
- geological, technical, drilling and processing problems;
- imprecision in estimating capital expenditures, operating expenses, levels of production and drilling
- fluctuations in foreign exchange or interest rates and stock market volatility; and
- product supply and demand
- ability to obtain financing for its projects and operations
- general economic conditions in Canada and globally.

These factors should not be considered exhaustive. Management undertakes no obligation to publicly update or revise any forward-looking statements applicable to them, except as required by applicable securities laws.

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1. Description of Business

TAPC is a Calgary-based junior oil and gas exploration company operating in Western Canada. Canadian oil operations are carried on in the name of TAPC. TAPC has two subsidiaries. TAPC owns a wholly owned subsidiary, Jadela Oil (US) Operating LLC (“**Jadela US**”). Jadela Disposal Well Corp (“**JDWC**”) has a 22% co-ownership interest in a disposal well in Ft. Nelson, British Columbia. The focus for TAPC in 2017 will be to acquire producing oil and gas assets in the Canadian Western Sedimentary Basin.

Jadela US had acquired rights by way of mineral lease or options to acquire mineral leases to exploit oil and gas mineral rights in Maverick County, Texas. As of December 31, 2015, all of the oil and gas mineral lease rights had expired. Commencing on that date, as the Company no longer has oil and gas properties in Texas, the previous United States segment has been treated as discontinued operations and removed from current and comparative period results throughout this MD&A. All tables, except those expressly described as discontinued operations, contain information from the Company’s continuing operations only.

2. Consolidated Financial Results For the Three Month Period Ended March 31, 2017

The Company incurred a net (loss) for the Three Month period ended March 31, 2017 of \$(26,927) (2016 – \$(33,278). Depletion, accretion, depreciation and impairment expense was \$5,772.

TAPC has expended efforts on acquiring oil and gas assets in Alberta. It has made several offers. It expects to enter into a binding transaction in the second quarter of 2017.

Activities in 2017

(a) Land – Maverick County – Texas 660 Acres Earned on Drilling El Indio #1H

Jadela US acquired its rights through a series of agreements with El Indio Investment Corp (“**EIIC**”), a company owned by an officer and director of the Company, which in turn entered into a series of agreements with respect to the mineral rights under a 5,576 acre tract in Maverick County, Texas. EIIC entered into a farmout agreement (“**EIIC/RA Farmout Agreement**”) with two private companies (“**RA/CMR**”) to farm in to 5,576 gross acres (net 4,915 acres) which had been leased by RA/CMR from: (a) Cinco 1994 Family Limited Partnership Ltd. (“**Cinco**”); (b) a lessor which owned approximately 673 net acres within the 5,576 acre tract; and (c) 8 other mineral lessors which owned approximately 160 net acres within the 5,576 acre tract. Pursuant to the EIIC/RA Farmout Agreement, EIIC has earned a 87.5% working interest in 660 acres (“**660 Acre Lands**”) as a result of drilling a 2,400 foot horizontal well called El Indio #1H. Jadela US entered into a sub-farmout agreement with EIIC (“**Sub-Farmout Agreement**”) to earn a 65% interest. The 660 Acre Lands lease has been terminated by the Lessor because the company has not produced the minimum required production. The Company plans to abandon the well in the second quarter of 2017.

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(b) Cinco Lands

As of December 31, 2014, Jadela US had acquired rights to explore for oil and gas under oil and gas mineral leases in approximately 6,468 gross acres (355 net acres) (“**Cinco Lands**”) These leases expired on November 30, 2015. Strata-X Energy Ltd. drilled a vertical wells on the Cinco Option Lands in the fourth quarter of 2013 (Saus Creek #1) preserving 40 acres of the leases. The well is on jointly held property. Jadela has a 3.125% working interest. Jadela was served with an AFE for approximately \$2,500,000 to earn its proportional share of the 40 acres. The Company elected not to participate in the well. The well has not been completed. It is expected that Strata-X Energy Ltd. will abandon the well and surrender the 40 acres in 2017.

As at December 31, 2014 the carrying value on the 660 Acre Lands, Cinco Lands and the related downhole and surface well equipment was approximately \$60,000 which is included in Exploration and Evaluation Assets. The assets were written off in 2015. The Company has unsold oil worth approximately \$10,000 and a deposit with the Texas Railroad Commission of \$25,000. The Company has unpaid receivables to a non-operator joint venturer in excess of \$20,000 US which are not reflected in the balance sheet as assets. It is estimated that the cost to abandon the well and remediate the well site will be approximately \$52,000US. The Company is responsible for 65% of the cost. It is likely the Company will have to sue one of its non operator joint venturer to pay for unpaid receivables and their proportionate share of the abandonment and remediation.

4. Oil & Gas Production

(a) Texas

The El Indio #1 well was shut in for all of 2016. As a result of the failure to meet minimum oil production the lease rights were terminated. The Company will be disassembling the well in the second quarter of 2017.

(b) Crossfield, Alberta, Area

In August 2008, the Company entered into a farm-in in the Crossfield area to tie in an existing Ellerslie zone gas well located at 10-29-030-03W5. The pipeline tie-in project was completed in early April 2009 and the well commenced production on April 9, 2009. In return for paying 35% of the costs associated with re-connecting the suspended gas well, the Company earned a 35% working interest in the well and in certain lands, subject to a 12.5% lessor’s royalty. The Company is the operator but subcontracts the operations to another oil company. This well represents the majority of the Company’s gas production in both 2015 and 2016. Production has continued to decline in 2015 and 2016. The decline in production represented depletion and deferred workovers due to low commodity prices. A Viking formation well under Section 10-29-030-03W5th was drilled in February and completed in April 2012. The Company has a 7% working interest in the well. The Company net revenues to December 31, 2016 were for this area and were approximately \$102,816, with royalties of \$13,150 and production and operating costs of \$15,070.

(c) Northeast British Columbia Water Disposal Well

The Company owns a 22% working interest in the Ft. Nelson British Columbia salt water disposal well (Kotcho c-B67-K 94-I-14). Cancen Oil Processors BC Ltd. owns 78% working interest and is the operator. The well has been shut in for all of 2016 and the operator has not provided any accounting information for the fiscal period. Operating results include the Company’s share of revenues for the year ending December 31, 2016 of \$Nil (2015 - Nil) and operating expenses of \$Nil (2015 Nil). The operations have been restricted in 2017 due to low commodity prices and reduced activity in the Horn River, British Columbia area. The Company and Cancen Oil Processors BC Ltd. have \$566,500 on deposit, of which 22% is TAPC’s portion, with the British Columbia Oil & Gas Commission under the Liability Management Rating program under the Oil & Gas Activities Act of British Columbia.

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5. Selected Quarterly Information

The following table sets out certain financial information pertaining to TAPC for each three month period end:

	Mar 31 2017	Dec 31 2016	Sept 30 2016	June 30 2016	March 31 2016	Dec 31 2015	Sept 30 2015	June 30 2015
Total Revenue	17,395	\$(33,001)	\$28,485	\$88,135	\$19,197	\$28,304	\$47,573	\$25,203
Net income/ loss – continuing operations	(26,230)	(42,048)	\$(16,065)	\$10,120	\$(29,153)	\$(147,071)	\$(19,941)	\$(77,319)
Net (loss) – discontinued operations	(26,230)	0	0	0	\$(4,125)	\$(7,601)	\$(8,537)	\$(6,704)
Net income (loss) per share – Continuing operations	(0.00)	(0.01)	0.00	0.00	\$(0.00)	\$(0.02)	\$(0.00)	\$(0.01)
Discontinued operations	0.00	0.00	0.00	0.00	\$0.000	\$0.00	\$(0.00)	\$(0.00)

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6. Results of Operations

The following table summarizes the Company's results of operations.

	Note	March 31, 2017	March 31, 2016
REVENUE			
Oil & natural gas sales		\$ 17,395	\$ 22,044
Royalties		(699)	(2,847)
		<u>16,696</u>	<u>19,197</u>
EXPENSES			
Production and transportation		10,312	2,981
General and administrative		26,842	28,899
Depletion, depreciation and impairment		5,772	16,495
		<u>42,926</u>	<u>48,375</u>
Operating loss from continuing operations		(26,230)	(29,178)
Other (income) expense items			
Interest income		-	(4,100)
Interest expense and accretion		697	-
Loss from continuing operations		<u>(26,927)</u>	<u>(33,278)</u>
Net loss		<u>(26,927)</u>	<u>(33,278)</u>
Foreign exchange translation adjustment		-	-
COMPREHENSIVE LOSS		<u>\$ (26,927)</u>	<u>\$ (33,278)</u>
(LOSS) PER SHARE			
Basic and diluted - continuing operations		\$ (0.00)	\$ (0.00)
Basic and diluted - discontinuing operations		\$ (0.00)	\$ (0.00)

7. Liquidity

These financial statements do not reflect the adjustments and classifications of assets, liabilities, revenues and expenses which would be necessary if the Company were unable to continue as a going concern. The accompanying financial statements have been prepared using the going concern assumption which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

TAPC is subject to certain fluctuations and trends, such as market conditions, interest rate levels, commodity prices, and industry conditions which could affect its ability to raise the necessary capital to remain as a going concern. In addition, TAPC remains focused on exploration of oil and gas prospects and the results of drilling these prospects could materially affect TAPC's ability to raise additional capital. TAPC plans to meet its exploration and development expenditures and overhead costs through the raising of additional debt or equity financing and/or the completion of joint venture partnerships with third parties.

As at March 31, 2017, TAPC had working capital deficit of \$105,124 if the current asset retirement obligations are excluded. TAPC had a working capital deficiency of \$295,285 if the current asset retirement obligations of \$190,215 are included along with the \$208,411 in restricted cash which may offset the current assets retirement obligation. The Company also has approximately \$10,000 US of unsold oil in the US. The Company has downhole equipment and wellsite equipment to offset the abandonment and remediation liability. Because the value of the oil and

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equipment is contingent this receivable and the other US assets have undetermined value these assets are not included in the financial statement disclosure.

8. Capital Resources

The Company plans to continue financing the acquisition of assets in the Canadian Western Sedimentary Basin via issuance of shares through private placements.

9. Related Party Transactions

During the three month period ended March 31, 2017, the Company was charged \$17,600 (2016 - \$61,623) by Gregory J. Leia, an officer and director for legal fees. In 2016 the Company was billed \$15,825 by 903164 Alberta Ltd which was related to Brian Page, CFO, who provided accounting services to the company. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

10. Commitments

The Company has a commitment to remediate a well site in Crossfield. The cost to the Company will be approximately \$30,000 and the remediation will occur in the summer of 2017.

The Company will also be disassembling the El Indio #1 well located in Texas by end of the second quarter in 2017. The estimated cost is \$26,000 US but the Company has allocated \$52,000US in its current asset retirement obligation in the event that it does not receive contribution from its joint venture partners. The Company also has approximately \$10,000 US of unsold oil. The Company has downhole equipment and wellsite equipment to offset the abandonment and remediation liability. The assets are not included in the financial statement disclosure. The Company is responsible for 77% of the costs.

11. Off Balance Sheet Arrangements

The Company is not party to any off balance sheet arrangements or transactions.

12. New Accounting Pronouncements

The Company has reviewed the following new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company's financial statements:

The Company has reviewed the following new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company's financial statements:

(a) IFRS 15 Revenue from Contracts with Customers:

As of January 1, 2018, the Company will be required to adopt IFRS 15 Revenue from Contracts with Customers. The new standard replaces IAS 11 Construction Contracts; IAS 18 Revenue, IFRIC 13 Customer Loyalty Programs, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC 31 Revenue-Barter Transactions Involving Advertising Services. The new standard dictates the recognition and measurement requirements for reporting the nature, amount, timing and uncertainty of revenue resulting from an entity's contracts with customers. As of December 31, 2016, the Company is still determining the impact that the adoption of this standard will have on its financial statements.

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(b) IFRS 9 Financial Instruments:

As of January 1, 2018, the Company will be required to adopt IFRS 9 Financial Instruments, which is the result of the first phase of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has two classification categories: amortized cost and fair value. In addition, updates have also been applied surrounding hedge accounting requirements which are now more aligned with an entity's risk management activities. As of December 31, 2016, the Company is still determining the impact that the adoption of this standard will have on its financial statements.

(c) IFRS 16 Leases:

As of January 1, 2019, the Company will be required to adopt IFRS 16 Leases, which will replace IFRS 17 Leases. For lessees applying the new standard, a single recognition and measurement model for leases would apply, with required recognition of assets and liabilities for most leases. As of December 31, 2016, the Company is still determining the impact that the adoption of this standard will have on its financial statements.

13. Outstanding Share Data

TAPC's authorized share capital consists of an unlimited number of common shares without nominal or par value and an unlimited number of First Preferred Shares without nominal or par value.

	December 31, 2016	May 30, 2017
Common shares	6,892,667	8,892,667
Over issuance	20,000	20,000
Warrants	0	2,000,000
Stock Options, Convertible to Common shares	377,500	887,500
Fully diluted	7,290,167	11,800,167

In the private placement completed March 6, 2014, in error, a subscriber who subscribed for 20,000 common shares received 2 certificates of 20,000 common shares. The Company is taking steps post year end to have the over issuance cancelled.

The Company completed a private placement in April and May of 2017 consisting of 2,000,000 units at \$0.05 per unit. Each unit consisted of 1 common share and one common share purchase warrant entitling the holder to purchase 1 common share within 3 years of issuance for \$0.075 per common share.