

FORM 27

**MATERIAL CHANGE REPORT UNDER SECTION 146(1)
OF THE SECURITIES ACT (ALBERTA)**

ITEM 1 Reporting Issuer:

Tenth Avenue Petroleum Corp
203, 221 10th Avenue SE
Calgary, Alberta T2G 0V9
Tel: (403) 265 7544
Fax: (403) 265 4138

ITEM 2 Date of Material Change:

June 2, 2017.

ITEM 3 News Release:

The Press Release was released on June 5, 2014 by Filing Services Canada Inc.

ITEM 4 Summary of Material Change:

The Corporation entered into an agreement to acquire oil and gas mineral rights from surface to base of the Bluesky Bullhead Group in 22 sections (gross 14,080 acres and net 9,726 acres) located near Fox Creek, Alberta. The assets consist of 8 vertical wells producing approximately 1,850 mcf/d of dry sweet gas from the Dunvegan/Getting formations. There are 4 shut in wells with 2 to come on line in Q3 2017. The transaction is subject to conditions including financing and regulatory approval. If the conditions can be satisfied the transaction is scheduled to close on June 28, 2017 with an effective date of May 1, 2017. The purchase price for the assets is \$1,400,000. The present value before tax of the assets as prepared by the vendors consulting engineer for proved producing assets was \$1,704,000 with a discount rate of 20% and \$2,391,000 proved plus probable effective December 31, 2016. The AER LLR is approximately 4.5.

ITEM 5 Full Description of Material Change:

See Item 4.

ITEM 6 Reliance on Section 146(2) of the Securities Act:

Not applicable.

ITEM 7 Omitted Information:

Not applicable.

ITEM 8 Senior Officer:

Gregory J. Leia, President
Tenth Avenue Petroleum Corp
203 221 10th Avenue SE
Calgary, Alberta T2G 0V9
Tel: (403) 265 4122
Fax: (403) 265 4138

ITEM 9 Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

DATED at the City of Calgary, in the Province of Alberta, this 5th day of June, 2017.

Tenth Avenue Petroleum Corp

Signed "Gregory J. Leia"
Per: _____
Gregory J. Leia, President