

ADDENDUM TO PROXY CIRCULAR OF TENTH AVENUE PETROLEUM CORP

This addendum (the "**Addendum**") to the proxy circular dated January 19, 2018 (the "Circular") to be used at the annual general and special meeting of holders (the "**shareholders**") of the common shares in the capital of Tenth Avenue Petroleum Corp ("**TAPC**") scheduled to be held on Tuesday, February 19, 2018 at 9:00 a.m. (Calgary Time) at 203, 221 10th Avenue SE, Calgary, Alberta T2G 0V9 and at any and all adjournments or postponements of such meeting.

This Addendum is being delivered to shareholders in the fashion set out by the Court of Queen's Bench of Alberta in Action #1701 17350 in order to address inadvertent errors and omissions in the Circular.

Errors: On page 5, the Circular states that the audit committee consists of Gerald Roe, Craig Leggatt and John Leia. John Leia (son of Gregory John Leia) is not a director and is not on the audit committee. The audit committee consists of Gerald Roe, Craig Leggatt and Gregory John Leia. Gregory John Leia is the CEO. Craig Leggatt is the interim CFO. On page 18, the disclosure headed "Composition of the Audit Committee" contains an error. The section states that Craig Leggatt is independent. It should have stated Mr. Leggatt is not independent because he is an executive officer. Upon Mr. Leggatt resigning as interim CFO he will become independent. TAPC has forwarded a name of a replacement CFO to TSX Venture Exchange for approval. Upon acceptance by TSX Venture Exchange, TAPC will press release the resignation and appointment. On page 16, the footnotes (3) and (4) should be deleted.

Omissions: First, the disclosure fails to include Gregory J. Leia as part of the audit committee. The second omission is found on page 18 under the heading "Education and Experience". The Circular fails to describe the education and experience of Gregory John Leia. Gregory John Leia received a Bachelor of Commerce and a Bachelor of Laws from the University of Saskatchewan. Gregory John Leia has taken supplemental accounting courses at the University of Alberta. Gregory John Leia has completed the CICA Indepth Tax Course. Gregory John Leia has practiced law in the Province of Alberta for over 34 years primarily in the tax, securities and commercial law areas of practice. Gregory John Leia has been President of oil and gas companies with audited financial statements for over 10 years. As such Gregory John Leia's education, professional practice and business experience have provided him with the requisite knowledge necessary to read and understand financial statements of the issuer. The third omission concerns the disclosure with respect to John Leia on page 5. John Leia has worked for TAPC since graduation in 2016 assisting in the review of target acquisitions. He has also worked as a labouror in oil service and non oil related jobs.

This Addendum should be read in conjunction with and incorporates by reference and forms part of the Circular which shall remain unamended except to the extent amended and modified by this Addendum. The Circular is also available under TAPC's SEDAR profile at www.sedar.com

CERTIFICATE

Information contained herein, unless otherwise indicated, is given as February 12, 2018.

Tenth Avenue Petroleum Corp

Signed: "Gregory J. Leia"

Per: _____