

FORM 27

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

ITEM 1 Reporting Issuer:

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

ITEM 2 Date of Material Change:

May 27, 2019

ITEM 3 News Release:

Issued May 27, 2019

ITEM 4 Summary of Material Change:

The Alberta Securities Commission (the "ASC") has revoked the cease trade order issued against the Company on May 6, 2019 (the "Cease Trade Order"). The Cease Trade Order was issued as a result of the TAPC's failure to file its audited annual financial statements for the year ended December 31, 2018, its management's discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2018, together with the related certifications (collectively, the "Disclosure Documents"), on or before the prescribed filing deadline of April 30, 2019 as required by National Instrument 51-102, Continuous Disclosure Obligations, and NI 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, respectively. TAPC filed the Disclosure Documents on May 15, 2019.

ITEM 5 Full Description of Material Change:

The Alberta Securities Commission (the "ASC") has revoked the cease trade order issued against the Company on May 6, 2019 (the "Cease Trade Order"). The Cease Trade Order was issued as a result of the TAPC's failure to file its audited annual financial statements for the year ended December 31, 2018, its management's discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2018, together with the related certifications (collectively, the "Disclosure Documents"), on or before the prescribed filing deadline of April 30, 2019 as required by National Instrument 51-102, Continuous Disclosure Obligations, and NI 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, respectively. TAPC filed the Disclosure Documents on May 15, 2019.

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 27st day of May, 2019.

Tenth Avenue Petroleum Corp

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