

**Form 45-106F1  
Report of Exempt Distribution**

**Issuer information**

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. If this report is filed by a vendor, other than the issuer, also state the full name and address of the vendor.

**Tenth Avenue Petroleum Corp.  
Suite 203, 221 – 10<sup>th</sup> Avenue SE  
Calgary, AB T2G 0V9  
Phone: (403) 265 4122**

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**Tenth Avenue Petroleum Corp. is a reporting issuer in British Columbia and Alberta.**

3. State the industry of the issuer.

Bio-tech

Financial Services

investment companies and funds

mortgage investment companies

Forestry

Hi-tech

Industrial

Mining

exploration/development

production

Oil and gas

Real estate

Utilities

Other (describe)

**Details of distribution**

4. Provide details of the distribution by completing the attached Schedule I.

**See attached.**

5. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**April 12, 2017**

6. For each security distributed:

(a) the type of security being distributed are: **Units.**

(b) **The issue and sale of 2,000,000 Units of the Issuer at a price of \$0.05 per Unit. Each Unit consists of (i) one common share; and (iii) one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of \$0.075 per common share for a period of 3 years from the date of issuance.**

(c) state the exemption(s) relied on: **Sections 2.3 and 2.5 of NI 45-106**

7. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	4	\$0.05 per Unit	\$100,000.00
<b>Total number of Purchasers</b>	4		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>		<b>\$100,000</b>	

### Commissions and finder's fees

8. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid or to be paid (cash and/or securities)				Total dollar value of compensation (Canadian \$)
	Cash (Canadian \$)	Securities			
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
N/A					

### Certificate

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

Dated effective: April 21, 2016

Tenth Avenue Petroleum Corp.

(name of issuer or vendor— please print)

Gregory J. Leia President

(print name and position of person signing)

Signed "Gregory J. Leia"

Signature

9. State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate. **IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**