

**Tenth Avenue Petroleum Corp.
Management's Discussion and Analysis
For the Six Months Ended June 30, 2021**

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 August 27, 2021 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2020 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

Sometimes the Company may use 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. If such terms are used, in addition to profit and loss and cash flow from operating activities as defined by IFRS, they are used as additional tools for evaluating TAPC's operating performance and will be defined where used.

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 may 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 may contain 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 had two subsidiaries at year end. TAPC owned two wholly owned subsidiaries: (a) Jadela Oil (US) Operating LLC ("**Jadela US**"); and (b) Waskahigan Oil & Gas Corp ("**WOGC**") (formerly Jadela Disposal Well Corp) ("**JDWC**"). WOGC has a 22% co-ownership interest in a disposal well in Ft. Nelson, British Columbia. On January 12, 2021, WOGC incorporated a wholly owned subsidiary called Odaat Oil Corp ("**Odaat**"). The focus for TAPC in 2021 will be to acquire producing oil and gas assets in the Canadian Western Sedimentary Basin. On July 15, 2021 TAPC incorporated another subsidiary 2361990 Alberta Ltd. ("**#ABCo**")

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 Jadela US 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 TAPC's continuing operations only.

On July 31, 2017, the Corporation completed the purchase of certain oil and gas producing assets (the "**Waskahigan Acquisition**") in the Waskahigan area of Alberta (the "**Waskahigan Assets**").

The Waskahigan Acquisition included 8 wells and associated production of approximately 1,800 mcf/d of dry sweet natural gas and 17 barrels of natural gas liquids per day. TAPC acquired mineral rights to 22 gross sections (15.19 net sections) (14,080 gross acres 9,726 net acres). The majority of the mineral rights are above Bullhead Bullhead Group formation (primarily Dunvegan, Notikewin and Gething formation) near Fox Creek, Alberta. TAPC has identified drilling locations on the lands acquired and has plans to increase production upon natural gas prices improving. The Company acquired oil and gas assets of \$1,577,590 and asset retirement liabilities of \$324,664 for a final adjusted purchase price for the Waskahigan Assets of \$1,252,926 which includes customary purchase adjustments. The transactions costs incurred on the acquisition of \$52,500 were expensed. This acquisition was accounted for using the acquisition method of accounting, which only includes operating results subsequent to the date of acquisition. The fair value of the P & NG purchases has been determined with reference to an independent reserve report and equates the purchase price above. The fair value of the ARO was initially estimated using a credit adjusted rate of 13 % and has been changed to a risk free rate of 0.25% for the fiscal period ended December 31, 2020.

The calculation of the final statement of adjustments is set out below:

	\$
Purchase Price:	
P&NG Rights	1,120,000
Tangibles	279,990
Miscellaneous Interest	10
GST on Tangible	14,000
Total Purchase Price	1,414,000
Interest	9,528
Net Operating Income	(257,412)
P&NG Rental Payments	6,230
Surface Rental Payments	6,898
Inventory (Oil & NGL)	41,928
Taxes and fees	31,754
Consideration paid	1,252,926

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On July 31, 2017, the Company entered into a Loan and Participation Agreement with Smoky Oil & Gas Corp ("Smoky") and 1454871 Alberta Ltd ("1454871") (formerly Batoche Oil & Gas Exploration Ltd. which are related companies by way of common directors and officers. Pursuant to the terms of the Loan and Participation Agreement ("LPA"), Smoky lent the Company the sum of \$1,326,593 to make the acquisition of the Waskahigan Assets. The interest rate on the loan principal is 6% per annum. All obligation owing are secured by a general security agreement charging all of the assets of the Company.

The loan is a related party loan. For the fiscal period ended December 31, 2017 (as restated) and 2018 the interest rate charged on the loan was deemed to be below the interest market rate which was estimated to be 15%. The expected future cash flows from the loan were discounted by 15% and the resulting difference of \$491,920 between the fair value of the loan and the face value was charged to contributed surplus when the loan was initially recognized. On May 6, 2019 the LPA was amended and the loan was converted to a demand loan. When the loan was modified to a demand loan, for the fiscal period ended December 31, 2019 the entire value became a current liability and was required to be shown at face value which resulted in a \$399,408 loss on the modification of the debt which was included in profit and loss. Subsequent to the modification of the loan, the interest on the loan will be recorded at the 6% stated rate from the loan agreement rather than the 15% market rate. On September 18, 2020, the LPA was amended again to reinstate terms from the original contract that were previously modified. They changes reinstated the restriction to charging a maximum of \$75,000 per year for general and administration costs for the administration of the Waskahigan Assets and \$75,000 per year for the administration of the Waskahigan Participation Assets. As the Company has had general and administrative charges in excess of this maximum, the Company is currently not in compliance with the terms of the loan.

2. Consolidated Financial Results for the Six Month Period Ended June 30, 2021

The Company incurred a net loss for the six months ended June 30, 2021 of \$80,583 (2020 – net income of \$28,503). Depletion and depreciation was \$32,281 (2020 - \$66,730) and accretion was \$1,739 (2020 - \$25,829). The operating loss (excluding depletion and depreciation, and accretion) was \$8,229 (2020 – income of \$102,732). . Lavi Krasney advanced \$92,247 to fund a possible reverse take-over of TAPC. This transaction was terminated on August 13, 2021. The payments were non-refundable. All funds advanced to TAPC from Lavi Krasney have been recorded as deposits received and all amounts paid relating to the RTO transaction have been recorded as prepaid expenses until the transaction is completed or terminated. The transaction was terminated on August 13, 2021. If the transaction was recorded effective June 30, 2021, it would result in the loss reported by TAPC to be reduced from 80,583 to \$60,611. If the non-cash items from the income statements were reversed (\$1,739 accretion, \$41,335 stock based compensation and \$32,281 depletion and depreciation) TAPC would have shown a \$14,744 profit.

Current liabilities exceeded current assets by \$1,519,906 (December 31, 2020 - \$1,511,473). Included in current liabilities for 2020 is the debt due to Smoky (a non arms length party) of \$1,144,395. The loan was advanced in July 31, 2017. The loan has not been called. The loan is in the current liability section because it is a demand loan. Included in current liabilities is ARO of \$287,455 (December 31, 2020 - \$288,902). The current portion of the ARO increased both due to a change in planned timing of remediation of certain wells as well as because of an accounting policy change to the amortization rate from 6% risk adjusted to 0.25% risk free rate which resulted in an increase of the current liabilities of \$222,742. Current liabilities exclude \$210,038 in deposits with oil and gas regulatory authorities to satisfy ARO obligations. If you exclude the Smoky loan, deferred revenue, deposits and the ARO from current liabilities, then the current assets exceed the accounts payable by \$7,999 as of June 30, 2021 and accounts payable exceeds current assets by \$59,970 as of December 31, 2020. The Company made all of its interest payments for the 6 month period ended June 30, 2021.

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Activities in 2021

(a) Waskahigan Assets

TAPC bought the Waskahigan Assets on July 31, 2017. In the first six months of 2021 PNG rights to SE21-63-25-W5th in land were purchased for \$5,969.

(b) 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 fourth quarter of 2021.

(c) 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 2020.

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 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.

3. Oil & Gas Production

(a) Processing Plant Closure - Low AECO Natural Gas Price in shutting in Production

TAPC has 5 wells which flow into the processing plant in Deep Valley owned by Paramount Resources Ltd. (“**Paramount**”) The plant was closed May 31, 2020 to make repairs. Two other producers produce into the plant. Murphy Oil Company (“**Murphy**”) and Cequence Energy Ltd (“**Cequence**”) shut their production in in April 2020. Cequence filed for creditor protection on May 29, 2020. Murphy announced they are closing their Calgary office. Because Paramount is looking to TAPC, Cequence and Murphy to pay for repair costs it is uncertain how long the plant will remain closed.

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(b) Waskahigan

Production from one well which is normally processed through the I3 Energy Energy Ltd.'s ("I3 Energy") Tony Creek gas plant (Wooster meter station) (approx. 800 -1,000 mcf/day). Production which was being processed through the Paramount Deep Valley gas plant (Maddenville meter station)(approx. 600 mcf/d) was shut in because producers are unwilling to pay the repair cost of the plant.

Production which was being processed through Canadian Natural Resources Ltd.'s ("CNRL") Waskahigan plant (on Waskahigan meter station) was shut in on September 1, 2017 (approx. 200/mcf/d). Production will not recommence into Waskahigan processing plant until commodity prices recover and TAPC has made certain credit provisions in favour of CNRL. CNRL has not advised TAPC what they will require in order to permit recommencement of production.

(c) Crossfield, Alberta, Area

Gas production from 10-29-030-03-W5 well has been shut in for 2019 because of mechanical issues

The Company has a 35% working interest in the well, subject to a 12.5% lessor's royalty. The Company is the operator but subcontracts the operations to another oil company.

A Viking formation oil 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 and the well is producing.

(d) 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 since 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 since 2016 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.

(e) Texas

The El Indio #1 well was shut in since 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 fourth quarter of 2021.

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4. Results of Operations

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

PRODUCTION

	Three months ended June 30			Six months ended June 30		
	2021	2020	% Change	2021	2020	% Change
Total BOE	4,916	19,790	(75)	15,124	45,319	(67)
Oil (BBL/d)	1	1	0	1	2	(50)
Natural Gas (MCF/D)	263	1,217	(78)	457	1,394	(67)
NGL (BBL/D)	9	13	(31)	7	15	(53)
Total (BOE/D)	54	217	(75)	84	249	(66)

REVENUE

	Three months ended June 30			Six months ended June 30		
	2021	2020	% Change	2021	2020	% Change
Oil Sales (\$)	6,203	1,843	237	10,837	15,824	(32)
Natural Gas Sales (\$)	164,152	200,902	(18)	353,866	477,612	(26)
NGL Sales (\$)	42,937	25,258	70	66,779	80,763	(17)
Oil & Natural Gas Sales (\$)	213,292	228,003	(6)	431,482	574,199	(25)

ROYALTIES

	Three months ended June 30			Six months ended June 30		
	2021	2020	% Change	2021	2020	% Change
Royalties (\$)	53,174	32,408	64	88,394	76,823	15
Royalties as a % of sales	25%	14%	75	20%	13%	53
Royalty expense per BOE (\$)	10.82	1.64	560	5.84	1.70	244

PRODUCTION EXPENSE

	Three months ended June 30			Six months ended June 30		
	2021	2020	% Change	2021	2020	% Change
Production costs (\$)	102,902	105,012	(2)	181,940	266,058	(32)
Productions costs per BOE (\$)	20.93	5.31	294	12.03	5.87	105

GENERAL AND ADMINSTRATIVE EXPENSE ("G&A")

	Three months ended June 30			Six months ended June 30		
	2021	2020	% Change	2021	2020	% Change
G&A Costs (\$)	57,047	67,930	(16)	128,056	128,626	0
G&A costs per BOE (\$)	11.60	3.43	238	8.47	2.84	198

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NETBACKS

	Three months ended June 30			Six months ended June 30		
(\$/BOE)	2021	2020	% Change	2021	2020	% Change
Oil and Natural Gas Sales	43.39	11.52	277	28.53	12.67	125
Royalties	(10.82)	(1.64)	560	(5.84)	(1.70)	244
Production costs	(20.93)	(5.31)	294	(12.03)	(5.87)	105
Operating Netback	11.64	4.57	155	10.66	5.10	109

DEPLETION, DEPRECIATION, AND AMORTIZATION ("DD&A")

	Three months ended June 30			Six months ended June 30		
	2021	2020	% Change	2021	2020	% Change
DD&A (\$)	10,580	29,184	(64)	32,281	66,730	(52)
DD&A costs per BOE (\$)	2.15	1.47	46	2.13	1.47	45

5. Selected Quarterly Information

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

SUMMARY OF QUARTERLY INFORMATION

	2021			2020			2019	
Quarters ended	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
OPERATING								
Average daily production								
Oil (BBL/D)	1	1	2	1	1	3	1	1
Natural gas ((MCF/D)	263	651	674	630	1,217	1,571	1,481	547
Total BOE (BOE/D)	54	115	122	115	217	281	260	96
Average sales price								
Oil (\$/BBL)	74.20	63.96	42.05	49.62	20.76	43.59	67.38	67.52
Natural gas (\$/MCF)	2.96	3.27	2.42	1.74	1.79	1.92	1.98	0.97
Total (\$/BOE)	12.67	21.37	16.04	12.68	12.67	13.56	13.91	8.28
Operating netback (\$/BOE)								
Oil & gas sales	43.39	21.37	16.11	12.70	11.52	13.56	14.84	8.28
Royalty expense	(10.82)	(3.45)	(3.19)	(2.40)	(1.64)	(1.74)	(1.99)	(0.24)
Operating expense	(20.93)	(7.74)	(6.37)	(9.19)	(5.31)	(6.31)	(4.59)	(8.50)
Netback	11.64	10.18	6.55	1.11	4.57	5.51	8.26	(0.46)
FINANCIAL								
Oil & gas sales	213,292	218,190	180,923	133,745	228,003	346,196	353,850	73,533
Cash flow from (used in)	(63,008)	57,104	(13,153)	(28,230)	38,733	46,334	(41,753)	4,890
Net Income (loss)	(30,161)	(50,422)	(29,372)	(85,316)	(36,251)	7,748	(303,374)	(124,717)
Per share – Basic/Diluted	(0.003)	(0.005)	(0.003)	(0.008)	0.003	0.001	(0.03)	(0.012)
Capital expenditures	-	-	-	-	-	1,348	2,382	-
Total Assets	2,326,786	2,372,889	2,316,001	1,871,060	1,870,555	1,927,219	1,971,889	1,867,141
Working capital (deficiency)	(1,519,906)	(1,496,643)	(1,511,473)	(1,322,285)	(1,265,686)	(1,271,629)	(1,319,323)	(374,352)
Shareholders' Equity	(592,287)	(562,126)	(553,039)	(523,667)	(438,351)	(402,100)	(409,848)	(106,474)
Shares Outstanding	10,512,658	10,512,658	10,512,658	10,512,658	10,512,658	10,512,658	10,512,658	10,512,658

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6. Liquidity

The June 30, 2021 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 June 30, 2021 TAPC had working capital deficit of \$1,519,906. The working capital calculation excludes \$210,038 in restricted cash on deposit with regulatory authorities to which may offset the current assets retirement obligation. The Company has downhole equipment and wellsite equipment to offset the abandonment and remediation liability. Because the value of the oil and equipment is contingent this receivable and the other US assets have undetermined value these assets are not included in the financial statement disclosure.

Pursuant to the terms of the LPA, Smoky lent TAPC the sum of \$1,326,593 to make the acquisition. The loan is payable on demand. The interest rate on the loan principal is 6% per annum. All obligation owing are secured by a general security agreement charging all of the assets of TAPC. The loan is a demand loan.

TAPC has commitments to abandon and remediate the El Indio #1 well in Texas. TAPC expects to do this by the end of the fourth quarter in 2021. The cost will be US \$26,000 to US \$52,000 which will have to be funded from cash flow. Upon completion and appropriate certificates being obtained the Texas Railroad Commission should release the \$25,000 US deposit. TAPC has a commitment to remediate an unused well site in Crossfield, Alberta. TAPC will require approximately \$25,000 to \$30,000 to remediate the well in 2021 and the remediation will occur in 2021 provided cash flow from operations is available.

7. Credit Risks relating to Financial Instruments

TAPC generates accounts receivable upon sale of its natural gas, oil and condensate. Overall, the parties to which TAPC relies on to pay for the sale of petroleum products do not constitute any significant credit risk.

TAPC has an oil and liquids marketing agreement for Waskahigan Assets with Tidal Energy Marketers Inc. ("Tidal").

Effective December 1, 2017, TAPC entered into a gas marketing agreement with BP Canada Energy Group ULC ("BP") for any natural gas taken in kind in Waskahigan for 1 year period. This was extended to November 30, 2021.

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Effective January 1, 2018, TAPC entered into a gas handling agreement with Paramount for gas processed by the Deep Valley plant (TCPL Maddenville meter station) which provided TAPC could not take in kind until it had provided Paramount with financial assurances that they would be paid for processing and compression costs. TAPC provided a \$20,000 deposit at end of June 2018 which permits TAPC to take in kind. TAPC has a compression and processing agreement with I3 Energy for natural gas processed through the Tony Creek plant (TCPL Wooster meter station). Occasionally, TAPC will rely on the firm service of i3 Energy to market its gas and in such case i3 Energy will bill on a JIB basis and pay the net proceeds from the sale of such gas to TAPC.

Until August 31, 2017, TAPC had processed gas through CNRL's Waskahigan plant (TCPL Waskahigan meter station). TAPC does not have TCPL firm service through the Waskahigan meter station and CNRL will not permit TAPC to process gas through their plant and take in kind until such time as appropriate credit arrangements have been made. CNRL has not specified what their requirements are for permission to process gas through their facility. It is assumed that CNRL requirements will be for TAPC to post letters of credit sufficient to cover 3 months processing, compression and well service charges (\$10,000) and a further \$202,970 based on TAPC's share of deemed abandonment and remediation liability on shared wells. According to the AER January 2017 LLR calculation this amount would be as set out in the following table:

	License Number	License Status	UWI	SEC	TWP	RGE	MER	Deemed Asset Amount	Deemed Liability Amount	CNRL's %	TAPC's	TAPC share of net Deemed Liability
A	W 0415238	Amended	16	19	62	21	5	0	96,270	50%	6%	\$(5,776)
B	W 0349372	Amended	15	24	63	24	5	68,248	254,127	50%	50%	(127,063)
C	W 0349170	Issued	5	32	63	23	5	11,599	108,593	20.835	64.582%	(70,131)
												\$(202,970)

With respect to accounts payables, TAPC has and will likely provide security to creditors for services: TAPC has provided a \$14,000 letter of credit to TCPL to guarantee payment of transportation fees. It is expected that TAPC will provide letter of credit to Paramount (\$21,000), I3 Energy (\$10,000) and CNRL (\$10,000) in order to permit TAPC to take in kind natural gas processed through their respective facilities which would allow TAPC to market the gas through BP and hedge the production to avoid the vicissitudes of AECO pricing. Monies to fund letters of credit will have to come from cash flow when available.

TAPC has provided security for its abandonment and remediation obligations and will likely do so in the future: TAPC has on deposit \$54,424 in trust for the Alberta Energy and Utilities Board, \$124,629 in trust for the British Columbia Minister of Energy, Mines and Petroleum Resources and USD \$25,000 held by the Texas Railway Commission. It is likely CNRL will require TAPC deposit funds to secure its abandonment and remediation obligations in wells which TAPC and CNRL have working interests. The requirement, the nature of the security and the quantum of this security, if any, has not been provided by CNRL. See table above for management estimate.

The Company's financial liabilities and contractual obligations as at June 30, 2021 are due as follows:

Accounts payable and accrued liabilities	\$	241,219	Due within 90 days
Loan payable	\$	1,144,395	Due on demand
Long term loan	\$	33,175	Due in 1.5 years

There are no drilling commitments. There are no ARO commitments other than the US and Crossfield properties. There are no lease commitments.

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Liquidity risk - TAPC's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its obligations when due, under normal and stressed conditions without incurring unacceptable losses or risking harm to the TAPC's reputation. TAPC has to date required funds from private placements to finance capital expenditures and operations.

Commodity price risk - TAPC is exposed to oil and gas commodity price risk and has not entered any financial derivatives to manage this risk.

Interest rate risk – TAPC's exposure to interest rate risk is low.

8. Capital Resources

TAPC 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 June 30, 2021 TAPC was charged \$77,103 (2020 - \$53,450) by a company controlled by Gregory J. Leia, an officer and director for consulting fees. There were an additional \$50,810 in fees paid to a company controlled by a director that are related to the Plan of Arrangement which are included in prepaid expenses as at June 30, 2021. 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.

TAPC entered into a LPA with Smoky and 1454871 on July 31, 2017. Pursuant to the terms of the LPA, Smoky lent TAPC the sum of \$1,326,593 to make the Waskahigan Asset acquisition. All obligations owing are secured by a general security agreement charging all of the assets of the Company. The interest rate on the loan principal is 6% per annum. During the three month period ending June 30, 2021 TAPC incurred \$34,040 (2020 – \$36,499) of interest on the loan. Gregory J. Leia is President and a director of TAPC. Gregory J. Leia is an officer and director of Smoky. Gregory J. Leia owns approx. 65% of the common shares and preferred shares of Smoky.

10. Commitments

TAPC has a commitment to remediate a well site pad in Crossfield. TAPC will require approximately \$25,000 to \$30,000 to remediate the well in 2021 and the remediation will occur in 2021 provided cash flow from operations is available.

TAPC will also be plugging and abandoning the El Indio #1 well located in Texas by the fourth quarter of 2021. The estimated cost to be incurred in the next year is between US \$26,000 and US \$52,000. TAPC has approximately US \$6,800 in used oilfield equipment. It is expected that the downhole equipment and wellsite equipment will in part offset the abandonment and remediation liability. Upon abandonment and remediation, TAPC will be entitled to the return of the US \$25,000 on deposit with the Texas Railroad Commission. Any costs will have to be funded from cash flow if available.

11. Off Balance Sheet Arrangements

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

12. Adoption of New Accounting Standards

The Company has not adopted any new standards during the period.

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13. Private Placement/Options/Warrants

In December 2018, the Company closed a non-brokered private placement with a company related to the President to sell 1,600,000 units at \$0.05 per unit. Each unit consisted of 1 common share and 1 common share and 1 common share purchase warrant entitling the holder to purchase 1 common share within 5 years at \$0.05 per common share. TAPC granted 510,000 options to its directors in February 2021. The exercise price is \$0.075/share.

14. Outstanding Share Data

The Company authorized share capital consists of an unlimited number of common shares without nominal or par value and an unlimited number of Preferred Shares without nominal or par value.

		June 30, 2021	August 27, 2021
Common shares		10,492,658	10,492,658
Over issuance		20,000	20,000
Warrants		1,600,000	1,600,000
Stock Options, Convertible to Common shares		<u>1,020,000</u>	<u>1,020,000</u>
Fully diluted		13,132,658	13,132,658

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.

15. Plan of Arrangement

On March 24, 2021, TAPC entered into a formal Plan of Arrangement with WOGC and Odaat to divest all of its assets, liabilities and operations through a series of transactions. The sale of assets, Plan of Arrangement and subsequent private placements are all subject to applicable regulatory, legal and shareholder approvals.

The transaction details are summarized as follows:

- a) Effective January 1, 2021, TAPC will divest of all of its assets and liabilities to Odaat in exchange for a promissory note in the amount of \$10.00 and the assumption of all liabilities of TAPC.
- b) WOGC will settle the Odaat promissory note through the issuance of 10,512,668 common shares to TAPC.
- c) The shares of WOGC held by TAPC will be distributed to the shareholders of TAPC as of April 9, 2021 in exchange for their shares of TAPC; and
- d) WOGC intends to raise \$500,000 by way of a private placement of 10,000,000 units at \$0.05 per unit post completion of the plan of arrangement. Each unit shall consist of one common share and one transferrable common share purchase warrant. Each warrant entitles the subscriber to acquire one additional common share at an exercise price of \$0.075 per unit for a five year period from the date of issuance of such warrant.

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If all approvals are obtained, conditions met and the plan of arrangement closes, WOGC will become a stand alone reporting issuer carrying on the former business operations of TAPC. TAPC must enter into a transaction to acquire assets which meet minimum listing requirements if it wishes to maintain the listing and trading of its common shares TSX Venture Exchange. Failure to do so will result in the delisting of TAPC.

On May 21, 2021 the shareholders of the Company approved: (a) the Plan of Arrangement; and (b) the issuance of more than 100% of the issued and outstanding shares of TAPC by way of private placement. On May 25, 2021, Justice Douglas R. Mah of the Court of Queen's Bench of Alberta approved the Plan of Arrangement. On June 8, 2021, the Alberta Energy Regulator approved the transfer of oil and gas assets to Odaat. There remains a number of conditions which must be satisfied before TAPC can implement the Plan of Arrangement. Even if all of the conditions are satisfied or waived, the Board of Directors reserves the right not to implement the plan of arrangement.

16. Subsequent Events

On March 5, 2021, TAPC executed a non-binding letter of intent with Lavi Krasney of Tel Aviv, Israel. On March 5, 2021, Gregory J. Leia, Gregory J. Leia Professional Corporation ("**GJLPC**") and EIC executed a non binding letter of intent with Lavi Krasney to sell the TAPC control block shares. Both letters of intent provided that Lavi Krasney would pay all legal, accounting and out of pocket costs of TAPC associated with the RTO transaction regardless whether the transaction closed. Lavi Krasney/Capitalink Ltd. advanced \$92,247 pursuant to the letters of intent. All funds advanced to TAPC from Lavi Krasney/Capitalink Ltd. have been recorded as deposits received and all amounts paid relating to the RTO transaction have been recorded as prepaid expenses until the transaction is completed or terminated. The transaction was terminated on August 13, 2021. If the transaction was recorded effective June 30, 2021, it would result in the loss reported by TAPC to be reduced from 80,583 to \$60,611.

Lavi Krasney was seeking to consummate a reverse take-over of TAPC by Personalized Natural Medicine Ltd. ("**Elements**"), an Israeli company. TAPC has oil and gas assets. Elements is in the cannabis technology space. The TAPC letter of intent contemplated that the oil and gas assets would be spun out of TAPC to WOGC and its subsidiary Odaat by plan of arrangement. The TAPC letter of intent confirmed TAPC willingness to participate in the steps to be taken over by Elements which would result from the following events: (a) Lavi Krasney purchasing 5,527,300 TAPC shares [which changed to securities to be issued by #ABCo]; (b) the securityholders of Elements exchanging their Element securities for TAPC securities [which changed to #ABCo securities] pursuant to a to be negotiated definitive securities exchange agreement ("**#ABCo/Elements RTO SEA**"); (c) change the business of TAPC from oil and gas to a cannabis technology. business; and (d) change name of TAPC to Elements. The "**Plan of Arrangement**" (as of March 5, 2021) consisted of WOGC distributing 10,512,668 WOGC common shares to the shareholders of TAPC (as of April 9, 2021) such that upon filing of the TAPC/WOGC Articles of Arrangement, such that WOGC would become a standalone reporting issuer in Alberta (no longer a subsidiary of TAPC). Lavi Krasney was to fund a private placement ("**Post SCB WOGC PA SEA PP**") [changed to Post SCB #ABCo PA SEA PP] to close concurrently with the: (a) sale of control block; (b) registration of the TAPC/WOGC Articles of Arrangement [changed to TAPC/#ABCo Articles of Arrangement]; and (c) signing of the TAPC/Elements RTO SEA to meet any minimum listing requirements. By virtue of a March 29, 2021 letter, Lavi Krasney could be repaid by TAPC from the funds he was to invest, provided, and if and only if: (a) the sale of control block closed; (b) the TAPC/WOGC Articles of Arrangement spinning out WOGC were filed [changed to TAPC/#ABCo Articles of Arrangement were filed]; (c) the TAPC/Elements RTO SEA was signed; and (d) Lavi Krasney raised the money.

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Lavi Krasney did not sign definitive agreements to purchase the TAPC control block shares by August 13, 2021. Lavi Krasney did not pay for the TAPC control block shares by August 13, 2021. Lavi Krasney did not pay for the costs of the RTO as agreed by August 13, 2021. Elements did not sign the #ABCo/Elements RTO SEA by August 13, 2021. On August 13, 2021, the two letters of intent were terminated. Lavi Krasney has asked to be repaid the \$92,247. The letters of intent provide that any funds advanced are non-refundable in he even that the proposed transaction did not close. TAPC considers there to be no liability. Lavi Krasney signed a certificate of independent legal advice wherein he acknowledged the payments were non-refundable if he did not close. Lavi Krasney's lawyer, William Lorne MacDonald of Vancouver certified the certificate.

On July 15, 2021, TAPC amended the plan of arrangement ("**Amended Plan of Arrangement**"). On July 15, 2021, TAPC incorporated #ABCo. On July 19, 2021, TAPC obtained Court of Queen's Bench of Alberta approval for the Amended Plan of Arrangement (Justice D. Shelley). Upon filing the TAPC/#ABCo Articles of Arrangement, #ABCo would become a reporting issuer in Alberta and could be listed on a stock exchange in Canada.