Perisson Petroleum Corporation
Management Discussion & Analysis
For the year ended December 31, 2015

April 28, 2016

The following Management's Discussion & Analysis ("**MD&A**") of Perisson Petroleum Corporation ("**Perisson**" or the "**Company**") is provided by its management and reports on the financial condition and the results of operations for the year ended December 31, 2015 and should be read in conjunction with the audited consolidated financial statements and notes thereto as at and for the years ended December 31, 2015 and 2014 ("**Statements**"). The Company's Statements have been prepared in accordance with International Financial Reporting Standard ("**IFRS**") and all currency amounts are expressed in Canadian dollars except otherwise specifically indicated. This MD&A is prepared and is being filed on April 28, 2016. Additional information about Perisson can be found at www.sedar.com and www.perisson.com. The Company's shares are listed and traded on the Canadian Securities Exchange ("CSE" formerly known as "CNSX") under the symbol POG.

Forward looking statements

Certain statements contained in this MD&A constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. The use of any of the words "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "goal", "predict", "potential", "should", "believe" and similar expressions are intended to identify forward-looking information and statements. The information and 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 information and statements. Such statements reflect the Company's, as the case may be, current views with respect to certain events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance, or achievements to vary from those described in this MD&A. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A as intended, planned, anticipated, believed, estimated, or expected.

Overview of the Business

Perisson is engaged in the exploration for oil and gas assets in Colombia through its subsidiaries Perisson Petroleum Panama Corporation (incorporated in Panama), Morichal Sinoco, SA (incorporated in Venezuela) and the latter's Colombian branch. The Company's oil and gas activities are focused on commercially exploiting resources from its 100% interest in the VMM-17 block. The VMM-17 block covers 39,927 hectares of the Magdalena Basin, the oldest oil-producing basin in Colombia.

The Company considers its VMM-17 activities to be only at the exploration stage since it has not yet determined any proven reserves nor generated any production revenues. Since obtaining its VMM-17 exploration license the Corporation, including its subsidiary MSSA, has spent approximately $4,071,000 on in order to measure the commercial potential of the various drilling targets on its land. The majority of the effort to-date has consisted of analyzing and reviewing seismic and geological data from previously-drilled well locations on the VMM-17 block. Other activities have included filing environmental impact studies, preparing a social management plan and performing all the geology, scientific and engineering work required to chose and prepare a potential drilling location.

Discussion of Operations

Subsequent to the Agencia Nacional de Hidrocarburos ("**ANH**") issuing the VMM-17 Contract to the Company, the Parques Nacionales de Colombia ("**CNNP**") issued three directives to the Company outlining environmental concerns surrounding the proposed oil operations on the majority of the VMM-17 land block.

In April 2015, the ANH issued a suspension order on the VMM-17 land block as the Company has not been able to obtain an environmental license due to environmental concerns of the CNNP and local residents. Notwithstanding the CNNP directives, on December 17, 2015 the ANH advised the Company that it had until September 17, 2016 to complete its work obligations under the VMM-17 Contract. The Company disagrees with the position taken by the ANH given the CNNP directives and the resulting inability to obtain an environmental license and is negotiating with the ANH to resolve the situation.

The Company considers this to be a force majeure under the VMM-17 Contract and is working with the ANH to resolve the situation. Notwithstanding the ongoing negotiations taking place with the ANH and the CNNP, there is no guarantee that the Company will be able to obtain the requisite permits and licenses required to undertake drilling operations on the contract lands. The Company believes that in the event it is not be able to renegotiate the VMM-17 Contract with ANH, the letter of credit will be released to the Company and the deposit will become unrestricted.

As management believes that it is unlikely that the Company could conduct economic operations on the VVM-17 land block given current world oil prices and there is uncertainty regarding the Company successfully obtaining the environmental license and realizing on its current investment in the contract lands, the Company considers its exploration and evaluation assets impaired and, as such, has written down the carrying value to $1 at December 31, 2015. The Company also impaired a sales tax receivable related to the VVM-17 lands and is included as impairment of other assets in the statement of net and comprehensive loss in these Statements.

Consolidated Statements of Net Loss

	Financial years ended December 31, 2015 $	**Financial years ended December 31, 2014 $**	**Financial years ended December 31, 2013 $**
Revenue - Other income	12,880	29,299	35,644
Selected expenses			
Salaries	1,645,064	389,970	444,483
Professional and consulting fees	694,668	538,512	635,338
Accommodation and travel expenses	63,173	342,258	330,367
Office and general expenses	392,515	339,893	308,012
Share-based payments	273,835	89,847	4,809,274
Loss on sale of assets	233,608	-	-
Impairment	5,550,422	-	-
Net loss	**9,066,339**	**2,031,933**	**6,858,439**
Per share	**0.28**	**0.18**	**0.60**

Other Income

During the year ended December 31, 2015, the Company generated interest revenue of $12,880 (2014: $29,299) from cash on hand during the year. The Company has no other revenue generating assets.

Expenses

For the year ended December 31, 2015, the net loss and comprehensive loss is primarly due to:

(i) costs related to the negotiations with ANH over the environmental license issue;
(ii) compensation for directors and management;
(iii) professional and consulting fees;
(iv) share-based payments;
(v) loss on sale of assets; and
(vi) impairment recorded against the Company's property, plant and equipment and exploration and evaluation assets.

Salaries

For the year ended December 31, 2015, salaries totalled $1,645,064 compared to $389,970 in the previous year.

During the year, the Board of Directors of the Company, made a payment of $1,150,830 to the Company's Chief Executive Officer in recognition of his significant ongoing efforts and historical financial support to the Company and its operations. The funds were paid from the proceeds of the Company's September 2015 financing.

The Company did not capitalize salaries in the last half of 2015 as it had during Q1 and Q2 of 2015 and throughout 2014.

Professional and Consulting Fees

During the year ended December 31, 2015, the Corporation incurred $694,668 in professional and consultants' service charges compared to $538,512 in 2014. The increase was primarily due legal costs associated with the corporate restructuring.

Accommodation and Travel Expenses

For the year ended December 31, 2015, accommodation and travel expenses totaled $63,173 as compared to $342,258 in the previous year. This significant reduction was a result of travel not required for exploration activities resulting from the suspension order on the VMM-17 land block.

Office and General Expenses

For the year ended December 31, 2015, office and general expenses increased to $392,515 compared to $339,893 in 2014. The majority of the increase resulted from the move of offices from Montreal to Calgary.

Share-based Payments

During the year ended on December 31, 2015, the Corporation granted 7,670,730 stock options (2014: 475,000). Share-based payments expense of $273,835 was recorded in 2015. In 2014 $89,847 share-based payments was expensed and $40,470 was capitalized to intangible exploration and evaluation assets.

Loss on sale of assets

In 2015, the Company completed two dispositions of property and equipment: one in which the office assets in Canada were sold; and the second where machinery and equipment were sold in Columbia. These asset sales generated a loss on sale totalling $233,608 (2014 – nil).

Impairment

Property, plant and equipment impairment

Subsequent to year end, all remaining machinery and equipment in Columbia were sold for nominal proceeds. As such, the Company recorded impairment of $296,693 to write-down its property, plant and equipment to zero.

Exploration and evaluation asset impairment

In April 2015, the ANH issued a suspension order on the VMM-17 land block as the Company has not been able to obtain an environmental license due to environmental concerns of the CNNP and local residents. Notwithstanding the CNNP directives, on December 17, 2015 the ANH advised the Company that it had until September 17, 2016 to complete its work obligations under the VMM-17 Contract. The Company disagrees with the position taken by the ANH given the CNNP directives and the resulting inability to obtain an environmental license and is negotiating with the ANH to resolve the situation.

Given current world oil prices, management believes that it is unlikely that the Company could conduct economic operations on the VMM-17 land block and as there is significant uncertainty regarding the Company successfully obtaining the environmental license and realizing on its current investment in the contract lands, the Company considers its exploration and evaluation assets impaired and, as such, has recorded an impairment charge against its exploration and evaluation assets of $5,205,672.

Consolidated Statements of Financial Position

	December 31, 2015 $	**December 31, 2014 $**	**December 31, 2013 $**
Current Assets	1,605,730	1,893,171	3,998,471
Total Assets	1,605,731	7,095,375	8,343,990
Current Liabilities	756,084	453,633	423,468
Total Liabilities	756,084	453,633	423,468

Current Assets

The decrease in current assets to $1,605,730 as of December 31, 2015 (2014 - $1,893,171) is primarily attributable to a decrease in cash due and accounts receivable of $316,452 and $233,705 respectively, offset partially by the increase in restricted assets of $250,210. The reduction in accounts receivable relates to tax reimbursements that have been collected. The increase in restricted assets is a result of the weakening of the Canadian dollar against the U.S. dollar and the letter of credit is issued to the ANH is in U.S. dollars.

Cash is available to the Company only as it is able to raise new equity or debt financing.

Total Assets

In addition to the changes to current assets described above, the Company sold certain assets and recorded impairment against the carrying values of its property, plant and equipment and its exploration and evaluation assets, as described above (see Expenses – Impairment).

1. Property, plant and equipment expenditures

	Financial year ended December 31, 2015 $	**Financial year ended December 31, 2014 $**
Vehicles, machinery and equipment	2,134	70,286
Leasehold improvements	-	4,993

2. Exploration and evaluation asset expenditures:

	Financial year ended December 31, 2015 $	Financial year ended December 31, 2014 $
Salaries and share-based payments attributable to exploration program	-	279,119
Soil & 2D seismic analysis	-	31,381
Professional fees	57,501	95,083
Cartography, transport and others	-	22,815
Environmental works and management	-	8,652
Right, permit and easement	-	2,423

Current and Total Liabilities

Accounts payable and accrued liabilities increased to $756,084 in 2015 (2014 – $453,633) as a result of the limited cash on hand and the lack of cash flow generated by the Company. The Company has no cash generating assets and relies on equity financing to fund its operations. Of the 2015 balance, approximately $215,000 in accounts payable and accrued liabilities is over 90 days outstanding.

The Company has no long-term debt or other liabilities.

Summary of Quarterly Results

The following table contains selected financial information for the last eight quarters. On August 19, 2015, the Company completed a 10:1 consolidation of its common shares. All references to common shares and per share amounts in this table reflect this consolidation.

	December 31, 2015	**September 30, 2015**	**June 30, 2015**	**March 31, 2015**
Net loss and comprehensive loss	5,562,146	1,890,949	485,264	458,684
Basic and diluted loss per share	0.07	0.09	0.04	0.04
	December 31, 2014	**September 30, 2014**	**June 30, 2014**	**March 31, 2014**
Net loss and comprehensive loss	609,714	505,498	404,419	512,365
Basic and diluted loss per share	0.05	0.04	0.04	0.05

As stated earlier, the Company has no cash generating assets and therefore, other than interest income, no ongoing cash flow. The quarterly losses indicated above result from: salaries, professional and consulting fees and general office expenses incurred obtaining the VMM-17 contract, completing the required seismic work, and working to obtain the required environmental permit; share-based payments; and impairment of exploration and evaluation assets and property, plant and equipment.

In Q3 2015, the Board of Directors of the Company, made a payment to the Company's Chief Executive Officer in recognition of his significant ongoing efforts and historical financial support to the Company and its operations. The funds were paid from the proceeds of the Company's September 2015 financing. The Company also issued 7,670,730 stock options and recorded share-based payment expense of

$188,383. In addition, corporate offices were moved from Montreal to Calgary which resulted in additional expenses.

In Q4 2015, the Company recorded impairment totalling $5,502,365 on its property, plant and equipment and exploration and evaluation assets as outlined earlier (see Expenses – Impairment). In addition, the Company recorded a loss on the sale of assets of $233,608 and stock-based payment expense of $85,452 related to the issuance of the 2015 stock options.

Liquidity and Capital Resources

Perisson's current liabilities exceed its current assets (excluding restricted assets) by $661,604 at December 31, 2015. In addition to funding the current working capital deficit, the Company must secure sufficient external funding to meet its obligations and commitments on the Colombian exploration and evaluation program and pay ongoing general and administrative costs. This external funding may be met in a number of ways including, but not limited to, the issuance of new debt or equity instruments, the introduction of joint venture partners; and other business combinations. While management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future or that these sources of funding or other initiatives will be available for the Company or that they will be available on terms which are acceptable to the Company. If management is unable to obtain new external funding, the Company may be unable to continue its operations.

These aforementioned circumstances indicate the existence of a material uncertainty that casts significant doubt on the Company's ability to continue as a going concern.

The Company has been able to reduce general and administrative expenses a result of mid-year restructuring activities (including moving the office from Montreal to Calgary) which reduced annual salaries from approximately $609,000 to approximately $473,000.

Advanced exploration of the VMM-17 Property would require substantial financial resources. Specifically, management estimates the amount required to drill the first exporatory well to be approximately $6.0 million ($US). Under the terms of the VMM-17 Contract, the Company is required to drill a total of three wells within 276 days of receiving environmental approval, requiring an estimated $20 million ($US) to complete.

Historically, the Company has been able to rely on its ability to raise financing in public or privately negotiated equity offerings. Should negotiations result in an environmental license being issued, there is no assurance that equity financing will be available when required, or under terms that are favourable to Perisson. The Company may also elect to advance the exploration of its property through joint-venture drilling contracts, which would reduce Parisson's share of the potential future revenues from the project. Currently, however, the project would not be economic under either scenario given world oil prices.

As discussed earlier, the Company is not in a position to obtain the environmental approval and is in negotiations to amend or terminate the contract. In the event the contract is terminated on mutually agreeable terms, the Company expects that the security provided to ANH would be returned, and the restricted assets (GIC term deposits) would be available for the Company to use at its discretion.

Although the Statements have been prepared assuming Perisson is a going concern, the above-noted facts and circumstances indicate the existence of a material uncertainty that casts significant doubt on its ability to continue as a going concern. The Statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses or financial position classifications that would be necessary if the going concern assumption was inappropriate. Such adjustments could be material.

Off Balance Sheet instruments

In accordance with the Perisson's agreement with ANH, the Company obtained a letter of credit issued by its banker of US $1,091,739 to the ANH (2014: US $1,091,739). This letter of credit is supported by GIC deposits with the bank.

Key management compensation

During the year, the Board of Directors of the Company, made a payment to the Company's Chief Executive Officer in recognition of his significant ongoing efforts and historical financial support to the Company and its operations. The funds were paid from the proceeds of the Company's September 2015 financing. The payment has been included in the Company's statement of net loss and comprehensive loss.

Key management remuneration is as follows:

	Year ended December 31, 2015 $	Year ended December 31, 2014 $
Short-term benefits	325,000	445,050
Other short-term compensation	1,150,830	-
Share-based payments	218,000	97,500
Total compensation	1,693,830	542,550

Related party transactions

The Company had the following transactions with related parties that were carried out in the normal course of operations:

1) Professional and consulting fees include legal fees of $102,282 (2014 – nil) invoiced by a law firm in which an officer of the Company is a partner in the law firm;

2) Office and general expenses include rent payments of $16,000 (2014 – nil) paid to an arms-length oil and gas company, of which a director of the Company is a director and officer.

3) In 2015, the CEO of the Company advanced the Company $500,000 in short term funding which was subsequently repaid during the year. In addition, during 2014 and 2015, the CEO acted as an agent for the Company with respect to the Company's fund raising efforts. No compensation was paid for these services; and

4) Professional and consulting fees include legal fees of $33,015 (2014 – $170,100) invoiced by a law firm in which a former director of the Company is a partner of law firm.

At December 31, 2015, the balance due to related parties, including the amounts outlined above, totalled $265,456 (December 31, 2014 – $46,750; January 1, 2014 – $26,696). This amount is subject to the same conditions as those of non-related parties.

Disclosure of outstanding share data

	2015 Weighted Average Shares Outstanding	Outstanding at December 31, 2015
Common shares	32,000,964	83,457,281

As of the date hereof, there are 83,457,281 common shares issued and outstanding and 7,670,730 stock options outstanding.

Proposed Transactions

On March 7, 2016, the Company announced that it has entered into a definitive agreement with Forent Energy Ltd. ("**Forent**") whereby the companies will amalgamate under the *Business Corporations Act* (Alberta) (the "**Amalgamation**").

Pursuant to the Amalgamation, each common share of Forent and the Company will be exchanged for one common share of the amalgamated corporation. Prior to completion of the financing, Forent's shareholders are expected to own approximately 15% of the issued and outstanding common shares on an undiluted basis, and the Company's shareholders are expected to own approximately 85% of the issued and outstanding common shares on an undiluted basis. Upon closing, the corporate name will be Perisson Petroleum Corporation.

In conjunction with the Amalgamation, a new strategic investor group is proposing to undertake a concurrent non-brokered private placement into Perisson for gross proceeds of a minimum of USD$24 million at a weighted average subscription price of CDN$0.40 per share for the purposes of the Amalgamation as well as other oil and gas related strategic acquisitions anticipated to occur in the first half of 2016.

Completion of the Amalgamation is subject to the approval of regulatory authorities, the TSX Venture Exchange, the Canadian Securities Exchange, the shareholders of both Forent and the Company by way of special resolution, other customary closing conditions and non-solicitation provisions. Completion of the Amalgamation is also conditional upon closing of the minimum private placement and the Company's common shares being listed on the TSX Venture Exchange. All of the executive officers and directors of both Forent and the Company will have entered into support agreements pursuant to which they have agreed to vote in favour of the Amalgamation.

While management believes the Financing and Amalgamation will be successful, there is no guarantee that they will be completed.

Changes in accounting policies

The Company has not yet adopted certain standards, interpretations to existing standards and amendments which have been issued but have an effective date subsequent to December 31, 2015. Many of these updates are not relevant to the Company and are therefore not discussed herein.

IFRS 9 Financial Instruments

In July 2014, the IASB completed the final phase of its project to replace IAS 39, the current standard on the recognition and measurement of financial instruments. IFRS 9 is now the new standard which sets out the recognition and measurement requirements for financial instruments and some contracts to buy or sell non-financial items. IFRS 9 provides a single model of classifying and measuring financial assets and liabilities and provides for only two classification categories: amortized cost and fair value. Hedge accounting requirements have also been updated in the new standard and are now more aligned with the risk management activities of an entity. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company has not yet analyzed the impact, if any, IFRS 9 would have on its financial reporting.

IFRS 16 Leases

IFRS 16 replaces IAS 17 Leases and shall be applied to annual periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 establishes a single, on-balance sheet accounting model for lessees which will result in the recognition of a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term. The Company is currently assessing the impact of IFRS 16 on its consolidated financial statements.

Critical accounting estimates, judgments and assumptions

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. These judgments and estimates are continually evaluated and are based on management's experience and knowledge of the relevant facts and circumstances, including expectations about future events that are believed to be reasonable under the circumstances. Actual results may differ from the amounts included in the consolidated financial statements.

Areas of significant judgment and estimates affecting the amounts recognized in the Statements are disclosed in Note 5 to the Statements.

Financial instruments

Perisson is exposed to various financial risks resulting from both its operations and its investments activities. Perisson has not entered into any financial instrument agreements, including derivative financial instruments. Perisson's main financial risk exposures and its financial risk management policies are disclosed in Note 16 to the Statements.

The Company operates internationally and is exposed to currency risk arising from various currency exposures, primarily with respect to the Canadian dollar and the Colombian peso. Currency risk arises on recognized assets and liabilities, principally cash and cash equivalents.

The carrying amounts of the Company's significant foreign-currency-denominated financial assets and financial liabilities as at December 31 are as follows:

	2015	2014
	Colombian pesos	**Colombian pesos**
Cash	18,034,460	73,336,873
Restricted assets	-	33,000,000
Accounts payable and accrued liabilities	(228,953,270)	(364,851,572)
Net exposure	(210,918,810)	(258,514,699)
Canadian dollar equivalent	(91,960)	(108,299)

Assuming that all other variables are constant, a variation of 10% in the Colombian peso exchange rate would generate an impact of $44,000 on net loss for the year ended December 31, 2015 (2014 – income of $17,000).

Additional information

Further information related to the Corporation is available on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada and can be accessed at www.sedar.com. For additional information, the Corporation's website can be found at www.perisson.com