



Perisson Petroleum Corporation

Management Discussion & Analysis ("MD&A")

For the year ended December 31, 2017

(Expressed in CDN dollars)

June 14, 2018

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 three and twelve months ended December 31, 2017 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2017 ("**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. 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 TSX Venture Exchange 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.

BOE PRESENTATION

Barrels of oil equivalents (boe) may be misleading, particularly if used in isolation. A boe conversion ratio of 6 Mcf: 1 bbl (barrel) is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. In addition, as the value ratio between natural gas and crude oil based on the current prices of natural gas and crude oil is significantly

different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indicated value.

NON-GAAP FINANCIAL MEASURES

Certain measures in this document do not have any standardized meaning as prescribed by GAAP and, therefore, are considered non-GAAP measures. Non-GAAP measures are commonly used in the oil and gas industry and by the Company to provide shareholders and potential investors with additional information regarding the Company's liquidity and its ability to generate funds to finance its operations. Non-GAAP measures used in this report include the term "Netback" which separately presents royalty which is not shown on the face of the consolidated financial statements. In addition, the Company presents "working capital", "net debt" and "surplus", which is calculated as current liabilities less current assets.

OVERVIEW OF THE BUSINESS

CANADA

In May 2016, the Company acquired a beneficial interest in certain producing oil and gas assets in the Twining area of Alberta. The assets generate oil and gas production of approximately 175 boe/d, which is comprised of 70% oil and 30% liquids rich gas with associated facilities.

In September 2016, the Company acquired a 10% interest in an oil producing asset in the Wainwright Area of Alberta, Canada, which produces approximately 5 bpd.

The Canadian operations are the primary focus of the Company.

COLOMBIA

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 ("MSSA") (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.

In August 2017, the regulator extended the license expiry for the VMM-17 block for 6 months to March 18, 2018. The Company and the regulator are now in discussions to define a satisfactory drilling program for a further extension of the license.

	Twelve months ended December 31		
<i>Cnd\$, except per BOE, BOEd and per share amounts)</i>	2017	2016	2015
Petroleum and natural gas sales, net of royalties	2,369,360	1,422,788	-
Cash used in Operating Activities	(3,316,515)	(1,690,906)	(2,477,419)
Net loss	(4,843,393)	(3,561,453)	(9,066,339)
per share, basic and diluted	(0.01)	(0.00)	(0.03)
Impairment of E&E assets	529,519	-	5,205,672
General and administrative	1,675,541	1,761,090	2,829,203
Property, plant & equipment impairment	-	-	344,750
Total assets	7,443,796	6,783,777	1,605,731
Surplus working capital (net debt)*	423,620	(3,069,953)	849,646
Production (BOEd)	163	101	-
Oil and gas average price (\$ per BOE)	42.82	40.67	-

Summary of Quarterly Results

The following table contains selected financial information for the last eight quarters. The Company's Canadian oil and gas assets were acquired in May 2016. In January 2018, the Company completed a 1:10 stock split of its common shares. All references to common shares and per share amount in this table reflect this stock split.

Selected quarterly information	Q4 2017	Q3 2017	Q2 2017	Q1 2017	Q4 2016	Q3 2016	Q2 2016	Q1 2016
Oil Production bopd	93	128	127	120	120	116	50	
Natural Gas Production mcf/d	245	277	308	292	330	292	100	
Total Production BOE/d	134	174	179	169	175	165	66	-
Revenue, net of royalty	538,859	531,809	639,558	659,134	615,354	563,852	243,582	-
Operating costs	579,034	595,221	179,203	407,414	577,622	301,658	173,470	-
Netback	(40,175)	(63,412)	460,355	251,720	37,732	262,194	70,112	-
General and administrative	468,815	353,546	431,234	421,946	520,348	636,844	294,018	309,880
Cash from (used in) operating activities	(986,222)	(662,582)	(622,587)	(1,045,124)	7,023	(724,203)	(934,508)	(39,218)
Loss and comprehensive loss	2,233,495	928,755	655,190	840,463	(593,893)	995,973	512,979	513,267
Per share – basic and diluted	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

In Q2 2016, the Company recorded its first oil and natural gas revenues, but significant costs of \$427,016 relating to the property acquisition resulted in negative cash flow from operating activities and a net loss for the period. During Q3 2016 the Company's oil property had a positive net back of approximately \$260,000 which reduced to \$38,000 in Q4 2016 as operating costs included charges for annual municipal tax expenses. In Q1, 2017, field operating costs were reduced from the previous period resulting in a netback from oil & gas operations of \$251,720. In Q2 2017, the netback of \$431,234 was almost double the previous quarter and resulted from a significant 13th month adjustment received from its operating partner that reduced operating costs by approximately \$120,000 in the quarter. During Q3 2017, it was determined that the Company's joint venture partner had withheld charging the Company approximately \$185,000 in operating costs that related to Q2 2017. This had a positive effect on Q2 2017 results and a negative effect on Q3 2017 results. In Q4 2017, operating costs were higher than expected due to equipment maintenance, a 13th month adjustment of \$22,000, surface rentals, and property taxes.

Production and oil and gas revenue	Three months ended Dec 31		Year ended Dec 31	
	2017	2016	2017	2016
Production				
Oil bopd	93	120	117	71
Gas mcf/d	245	330	280	180
BOE/d	134	175	163	101
Revenue				
Oil	\$ 531,546	\$ 571,947	\$ 2,302,778	\$ 1,323,126
Natural gas	30,496	104,816	247,745	186,617
Total	\$ 562,042	\$ 676,763	\$ 2,550,523	\$ 1,509,743
Prices				
Oil \$/barrel	\$ 62.09	\$ 51.89	\$ 54.10	\$ 50.63
Natural gas \$/mcf	\$ 1.35	\$ 3.46	\$ 2.43	\$ 2.83
\$/BOE	\$ 45.64	\$ 42.09	\$ 42.82	\$ 40.67

Netbacks	Three months ended Dec 31		Year ended Dec 31	
	2017	2016	2017	2016
Revenue				
Oil	\$ 531,546	\$ 571,947	\$ 2,302,778	\$ 1,323,126
Natural gas	30,496	104,816	247,745	186,617
Revenue	562,042	676,763	2,550,523	1,509,743
Royalty expense	(23,183)	(61,409)	(181,163)	(86,955)
Revenue, net of royalty	538,859	615,354	2,369,360	1,422,788
Operating expense	(579,034)	(577,622)	(1,760,872)	(1,052,750)
Netback	\$ (40,175)	\$ 37,732	\$ 608,488	\$ 370,038

Production				
Oil bopd	93	120	117	71
Gas mcf/d	245	330	280	180
BOE/d	134	175	163	101

Revenue per BOE				
Oil \$/barrel	\$ 62.09	\$ 51.89	\$ 54.10	\$ 50.63
Natural gas \$/mcf	1.35	3.46	2.43	2.83
\$/BOE	45.64	42.09	42.82	40.67
Royalty expense per BOE	(1.88)	(3.82)	(3.04)	(2.34)
Net Revenue per BOE	43.76	38.27	39.78	38.33
Operating expense per BOE	(47.02)	(35.93)	(29.56)	(28.36)
Netback per BOE	\$ (3.26)	\$ 2.34	\$ 10.22	\$ 9.97

Operating expenses in Q4 2017 was almost the same as in Q4 2016; however, as oil production volume was lower than the comparative period the operating expense in Q4 2017 was higher on a per BOE basis.

For the twelve months ended December 31, 2017, netback per BOE was similar to the prior year period as revenues per BOE increased slightly while operating costs were maintained in the \$28-\$30 per BOE.

The Company expects operating and royalty costs to be in the range of approximately \$22.00 - \$26.00 per BOE in subsequent quarters and netbacks to be approximately \$18.00 per BOE.

General & administrative expense	Three months ended		Year ended Dec 31	
	2017	2016	2017	2016
Salaries	\$ 150,496	\$ 214,274	\$ 576,125	\$ 544,807
Management fees	(67,691)	37,420	(7,691)	291,411
Professional and consulting fees	308,404	109,300	645,695	508,817
Accommodation and travel	92,358	141,510	209,411	195,237
Listing fees	11,885	5,584	49,125	79,982
Office and general	(26,637)	12,260	202,876	140,836
Total	\$ 468,815	\$ 520,348	\$ 1,675,541	\$ 1,761,090

Salaries

For the three months ended December 31, 2017, salaries totaled \$150,496 compared with \$214,274 in the prior year period with the primary difference between the comparative periods resulting from an overestimate of Colombia costs in Q3 which reverses in Q4. For 2017, salaries were slightly higher than in the prior year as an additional staff member was added offset partially by the reduction of a staff member in Colombia.

Management Fees

Since May 2016, in conjunction with the two property acquisitions, the Company utilized a third-party operator pursuant to two trust agreements to maintain its Canadian oil and gas assets. In Q2 2017, the third party was put into receivership by the Court of Queen's Bench of Alberta at the request of its primary lender. Perisson has an agreement with the Receiver to transfer title of Perisson's acquired properties from the third party and on Management fees to be charged. The negative management fee in Q4 2017 and for the 2017 year reflects an over estimation booked previously for management fees versus the agreed amounts.

Professional and Consulting Fees

During the three months ended December 31, 2017, the Company incurred \$308,404 in professional and consultants' service charges compared with \$109,300 in Q4 2016. The increased spending relates to increased legal activity relating to the recovery of the Company's oil and gas assets from a third-party operator who is in receivership. For 2017, the increase expense compared with the prior year is also related to legal expenses.

Accommodation and Travel Expenses

For the three months ended December 31, 2017, accommodation and travel expenses totaled \$92,358 compared with \$141,510 in Q4 2017; however, for 2017 the total accommodation and travel expense was slightly higher than in 2016.

Listing fees

For 2017, listing fee expenses totaled \$49,125 compared with \$79,982 in 2016. In the prior year the Company was charged approximately \$45,000 as part of its listing application to the TSX Venture Exchange.

Office and General Expenses

For the three months ended December 31, 2017, office and general expenses was negative due to an over accrual of third quarter expenses. For 2017, expenses of \$202,876 compared with 140,836 in 2016. The increase for the for the year resulted from increased activity with the Canadian operation.

Consolidated Statements of Financial Position

	As at year ended Dec. 31, 2017	As at year ended Dec. 31, 2016
Current assets	2,301,994	974,908
Current liabilities	1,878,374	4,044,861
Working capital (deficit)	423,620	(3,069,953)

Current Assets

Current liabilities have decreased compared with the prior year as the current portion of debentures are far less than at year end 2016 and the 2016 year-end shareholder loan has been repaid.

Current and Total Liabilities

At December 31, 2017, accounts payable and accrued liabilities of \$1.4 million were approximately \$0.2 million less than the prior year balance of \$1.6 million as the Company issued long term debentures to replace some current obligations. The Company has cash generating oil and gas assets but mostly relies on equity and or debt financing to fund its operations. Of the December 31, 2017 balance, approximately \$88,000 of accounts payable (December 31, 2016 - \$572,000) were over 90 days outstanding.

As of December 31, 2017, the Company has debentures of \$6,920,947 (December 31, 2016, \$1,501,985).

Liquidity and Capital Resources

These Statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due.

Perisson's current assets exceed its current liabilities by \$423,620 at December 31, 2017. 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 in Colombia and in Canada. 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 continues to be successful in securing financing, 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.

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 in Colombia 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 Perisson's share of the potential future revenues from the project.

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.

See note 3, going concern, and note 19 subsequent events, in the notes to the consolidated financial statements for the year ended December 31, 2017.

Off Balance Sheet instruments

During the year ended December 31, 2017, the Company had the following transactions with related parties that were carried out in the normal course of operations:

- i) Professional and consulting fees include legal fees of \$185,346 (2016 – \$354,379) invoiced by a law firm in which an officer of the Company is a partner in the law firm.

At December 31, 2017, the balance due to officers and directors, including the amounts outlined above, totaled approximately \$181,000 (2016 – \$522,000). These balances are refunded over a period of 30 to 90 days.

During the year ended December 31, 2017, \$570,335 (2016 - \$178,224) was paid to officers of the Company related to amounts paid by those officers on behalf of the Company. During the year ended December 31, 2017, the Company repaid the shareholder loan outstanding at December 31, 2016 of \$941,132.

Remuneration of Directors and Officers	Year ended Dec 31	
	2017	2016
Salaries, consulting & benefits	\$ 537,250	\$ 325,000
Other short term compensation		
Share based compensation	878,051	648,252
Gross expenses	1,415,301	973,252

Significant 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 the consolidated financial statements for the year ended December 31, 2017, see note 5.

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 Colombian peso. Currency risk arises on recognized assets and liabilities, principally cash, restricted assets and accounts payable.

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

FX Exposure to PESOS	December 31, 2017	Dec 31, 2016
Cash	5,845,041	198,835,418
AP and Accrued liabilities	(15,905,190)	(292,195,553)
NET exposure	(10,060,149)	(93,360,135)
rate	2,346.8242	2,232.1429
CAD equivalent	(4,287)	(41,825)

Assuming that all other variables are constant, a variation of 10% in the Colombian peso exchange rate would generate an impact of \$13,274 on net loss for the year ended December 31, 2017 (2016 – \$29,198).

Risk Factors

Overview

The Company's primary business consists of the exploration and development of oil and gas properties in western Canada and Colombia. There are a number of inherent risks associated with the exploration, development and production of petroleum and gas reserves, many of these risks associated with the exploration, development and production of petroleum and gas reserves, are beyond the control of the Company.

To mitigate these risks the Company continues to focus its activities within regions of its staff's area of expertise. The Company has access to a slate of full-time professionals, consultants and industry specialists that have combined experience of over 300 years both in Canada and worldwide.

The Company considers that, to be able to reduce its risk, it must ensure that it is able to obtain operatorship of its exploration and producing properties. This will allow Perisson to manage its capital resources on a monthly and annualized basis, in the most efficient manner necessary, with a focus on insuring that only the most defined opportunities are provided the capital required.

The Company's area of operations are confined to known geological settings that are prospective for oil and gas and exploration activities that are well understood and are within the capacity of Perisson's staff and their associated teams of professionals and services.

Oil and Gas Exploration and Development – General

Exploration, appraisal and development of petroleum and gas reserves are speculative and involve a significant degree of risk. There is no guarantee that exploration or appraisal of the properties in which the Company holds rights will lead to a commercial discovery or, if there is commercial discovery, that the Company will be able to realize such reserves as intended. Few properties that are explored are ultimately developed into new reserves.

The Company believes that its diversified production base both geographically and by commodity shelter it from abrupt events, but if at any stage the Company is precluded from pursuing its exploration or development programmes, or such programmes are otherwise not continued, the Company's business, financial condition and/or results of operations and, accordingly, the trading price of the common shares, is likely to be materially adversely affected.

Oil and gas exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration or development activities by the Company will result in discoveries of oil, condensate or natural gas that are commercially or economically possible. It is difficult to project the costs of implementing any exploratory drilling program due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions such as over pressured zones and tools lost in the hole, and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretations thereof.

The Company's operations are subject to the general risks of exploration, development and operation of petroleum condensate and natural gas properties and the drilling of wells thereon, including encountering unexpected formations or pressure, premature declines of reservoirs, blow-outs, cratering, sour gas releases, fires and spills. Losses resulting from the occurrence of any of these risks could have a materially adverse effect on the Company. The Company may become subject to liability for pollution, blow-outs or other hazards. The payment of such liabilities could reduce the funds available to the Company or could result in a total loss of its properties and assets.

Petroleum and natural gas exploration and development activities are dependent on the availability of skilled personnel, drilling and related equipment in the particular areas where such activities will be conducted. Demand for such personnel or equipment, or access restrictions, may affect the availability of such equipment to the Company and may delay exploration and development activities.

Uninsurable Risks

In the course of exploration, development and production of petroleum and gas properties, certain risks, and in particular, blowouts, pollution, and premature decline of reservoirs and invasion of water into producing formations may occur. Hazards such as unusual or unexpected geological formations, pressures or other conditions may be encountered in drilling and operating wells as the Company will initially have interests in a limited number of properties, such risk is more significant than if spread over a number of properties. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company. Insurance against damages caused by terrorism, and acts of war, is generally not available.

Although the Company intends to obtain insurance to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances, be insurable or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Company's financial position, results of operations or prospects. There can be no assurance that insurance will be available in the future.

Industry Risks

The Company's ability to acquire reserves will depend on its ability to select and acquire suitable producing properties or prospects. Competitive factors in the distribution and marketing of petroleum and gas include price methods and reliability of delivery. The marketability of oil and natural gas produced by the Company, if any, will also be affected by numerous other factors beyond the control of the Company. These factors include market fluctuations, the world price of petroleum, the supply and demand for oil and natural gas, the proximity and capacity of petroleum and natural gas pipelines and processing equipment and government regulations, including regulations relating to prices, taxes, royalties, land tenure, production allowable, the import and export of petroleum and natural gas and environmental protection. The effect of these factors cannot be accurately predicted.

Prices and Markets for Crude Oil, Condensate and Natural Gas

Petroleum condensate and natural gas are commodities whose prices are determined based on global demand, supply and other factors all of which are beyond the control of the Company. World prices for oil and condensate have fluctuated widely in recent years. Future price fluctuations in world petroleum prices will have a significant impact upon the projected revenue of the Company and the projected return from and the financial viability of the Company's existing and future reserves.

Alternatives to/Changing Demand for Petroleum Products

Fuel conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas, and technological advances in fuel economy and energy generation devices will reduce the demand for crude oil and other liquid hydrocarbons. The Company cannot predict the impact of changing demand for oil and natural gas products and any major changes would have a material adverse effect on the Company's business, financial condition, results of operations and cash flow.

Competition

The petroleum and gas industry is intensely competitive and the Company will compete with a substantial number of other companies, many of which have greater financial resources. Many such companies not only explore for and produce petroleum, condensate and natural gas, but also carry on refining operations and market petroleum and other products on a global basis. There is also competition between the petroleum industry and other industries supplying energy and fuel to industrial, commercial and individual consumers.

There is no assurance that the Company will be able to successfully compete against such competitors.

Governmental Regulation

The petroleum and gas business is subject to regulation and intervention by governments in such matters as the awarding of exploration and production interests, the imposition of specific drilling obligations, environmental protection controls, control over the development and abandonment of fields (including restrictions on production) and possible expropriation or cancellation of contract rights, as well as with respect to prices, taxes, export quotas, royalties and the exportation of petroleum and natural gas. Such regulations may be changed from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the petroleum and gas industry could reduce demand for petroleum and natural gas, increase the Company's costs and have a material adverse effect on the Company.

Permits and Licenses - General

The operations of the Company may require licenses and permits for various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and operations of its projects.

Permits and Licenses – Colombia

Although the Company has remained focused on the resolution of the Colombian VMM-17 land block, pursuant to the most recent letter received from ANH on August 14, 2017, work commitments on the property must be satisfied by the Company on or before March 18, 2018 in order to retain ownership of the property. The Company is in current talks with ANH to extend the licence further in conjunction with the submission of a revised drilling plan.

Environmental Regulation

The Company's operations are, and its future operations will be, subject to environmental regulations promulgated by the Government of Alberta or other governments from time to time in the regions where the Company carries on business. Current environmental legislation in Canada provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with petroleum, condensate and natural gas operations. In addition, certain types of operations may require the submission and approval of environmental impact assessments. Environmental legislation and policy is periodically amended. Such amendments may result in stricter standards and enforcement, and in more stringent fines and penalties for non-compliance. Environmental assessments of existing and proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The costs of compliance associated with changes in environmental regulations could require significant expenditures, and breaches of such

regulations may result in the imposition of fines and penalties, any of which may be material. There can be no assurance that these environmental costs will not have a material adverse effect on the Company's financial condition or results of operations in the future.

Going Concern and Financing

The Company recorded a net loss of \$4,843,393 and used cash in operating activities of \$3,316,515 for the year ended December 31, 2017 and has an accumulated deficit of \$39,357,161 as at December 31, 2017. The Company must secure sufficient external funding to meet its obligations and commitments as they come due and to 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 and the introduction of joint venture partners. While management continues to be successful in securing financing, 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 as a going concern.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It is likely that the quoted market price, if any, for the Common Shares will be subject to market trends generally, notwithstanding the financial and operational performance of the Company.

Dilution and Future Sales of Common Shares

The Company may issue additional shares in the future, which may dilute a shareholders holding in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares and an unlimited number of preferred shares issuable in series and shareholders will have no pre-emptive rights in connection with further issuances. The directors of the Company have the discretion to determine the provisions attaching to any series of preferred shares and the price and terms of further issuances of Common Shares.

No Assurance of Title

Title to or rights in petroleum and gas properties may involve certain inherent risks due to problems arising from the ambiguous conveyance history characteristic of many such properties. Although the Company will conduct reasonable investigations (including the employment of local legal counsel to inform itself as to the status of properties) with respect to the validity of ownership of and the ability of sellers to transfer interests to it, there can be no assurance that it will hold good and marketable title to all of its properties. If a title defect does exist, it is possible that the Company may lose all or a portion of its interest in properties to which the titles defect relates.

Dependence on Key Personnel

The success of the Company is dependent on the services of a number of members of senior management. The experience of these individuals will be a factor contributing to the Company's

continued success and growth. The Company retains key man insurance valued at \$2,000,000 firstly for the associated severance costs concurrent with the death of one key employee and secondly towards the cost of replacing the key employee and the on-going transitional costs for continuing operations of the Corporation. In the unlikely event of this occurrence the Company has established measure contingencies, also for all remaining employees but there remains a risk that the death or departure of one or more of the key individuals could have a material adverse effect on the Company.

Reserve Replacement

The Company's future petroleum and natural gas reserves, production and cash flows to be derived therefrom are highly dependent on the Company successfully acquiring or discovering new reserves. Without the continual addition of new reserves, any existing reserves the Company may have at any particular time and the production therefrom will decline over time as such existing reserves are exploited. A future increase in the Company's reserves will depend not only on the Company's ability to develop any properties it may have from time to time, but also on its ability to select and acquire suitable producing properties or prospects. There can be no assurance that the Company's future exploration and development efforts will result in the discovery and development of additional commercial accumulations of petroleum and natural gas. Should the Company not discover additional reserves, current operations may not be sustainable.

Reliance on Strategic Relationships

The Company's existing business relies on relationships with local government bodies and, other petroleum and gas companies. There can be no assurances that these strategic relationships will continue to be maintained although at present management is not aware of any issues regarding its strategic relationships.

Conflicts of Interest

There are potential conflicts of interest which the directors and officers of the Company may be subject in connection with the operations of the Company. Some of the directors and officers of the Company may be, or may become, engaged in the oil and gas industry, and situations may arise where directors, officers and promoters will be in direct conflict with the Company. All such activities that the Company deems are a conflict have been disclosed in accordance with, and as such if necessary are subject to the procedures and remedies as apply under the *Canada Business Corporations Act*.

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.