FERONIA INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2015

May 29, 2015

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited consolidated financial statements and accompanying notes for the quarter ended March 31, 2015 of Feronia Inc. ("Feronia" or the "Company"). Throughout this MD&A, unless otherwise specified, "Feronia", the "Company", "we", "us" or "our" refer to Feronia Inc. and its subsidiaries.

All amounts are expressed in U.S. dollars ($) unless otherwise stated and have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Throughout this MD&A, references are made to "gross margin". A description of this non-GAAP financial measure and its limitations are discussed below under "Non-GAAP Financial Measures".

Additional information relating to the Company may be found at www.sedar.com.

BUSINESS OVERVIEW

Feronia is an agribusiness operating in the Democratic Republic of the Congo (the "DRC").

At the heart of Feronia lies a long established palm oil business, Plantations et Huileries du Congo S.A ("PHC"), a company incorporated under the laws of the DRC, which has three remotely located plantations; Lokutu, Yaligimba and Boteka. Feronia also has an arable farming operation which grows and processes rice.

When Feronia acquired 76.17% of the shares of PHC from subsidiaries of Unilever plc on September 3, 2009, the three plantations had suffered from years of underinvestment and considerable disruption caused by conflict in the DRC.

Feronia's initial focus has been on rebuilding the business and resuming production to secure its future and the livelihoods of the 8,000+ people it directly and indirectly employs. This process has included the rehabilitation of palm oil mills at the Lokutu and the Boteka plantations and the construction of a new palm oil mill at the Yaligimba plantation which commenced production in October 2013. The Company has also rehabilitated the internal road systems, implemented a substantial replanting program, replacing less productive palm trees over 25 years old with new trees, and is in the process of rehabilitating its social infrastructure.

Feronia's plantations produce crude palm oil ("CPO") and palm kernel oil ("PKO"). CPO is part of the staple and traditional diet of the Congolese and, with Feronia's products sold locally in the DRC, the Company is well placed to help decrease reliance on imports and increase food security and quality in the DRC.

Feronia prides itself on being the guardian of its 104 year-old palm oil business and its employees, communities, and environment. It has made a long term commitment to improve the living and working environment of its employees and their communities and is committed to sustainable agriculture, environmental protection and community inclusion. Feronia has in place an Environmental and Social Action Plan ("ESAP") which is focused on implementing environmental and social best practice and improving social infrastructure.

Feronia is working towards certification by the Roundtable for Sustainable Palm Oil ("RSPO") and is implementing IFC/World Bank standards for environmental and social sustainability. Feronia's oil palm replanting programme is brownfield in nature – replacing old palms with new – and it has no reliance on deforestation.

BUSINESS PERFORMANCE

Oil Palm Plantations: Q1 2015 performance and recent developments

As at March 31, 2015, PHC, being the main operating unit of Feronia, had concessions of 107,892 ha located in the provinces of Equateur and Orientale in the DRC.

PHC accounted for 100% of Feronia's revenues in Q1 2015 and 96% of Feronia's revenue for the corresponding period in 2014.

The following table shows key data relating to PHC's operations as at and for the three months ended March 31, 2015:

	Three months ended March 31, 2015			**Total (as at and for the three months ended March 31)**		
	Lokutu	**Yaligimba**	**Boteka**	**2015**	**2014**	**2013**[1]
Production						
Fresh Fruit Bunch ('FFB') production (tonnes)	8,612	8,020	1,981	**18,613**	15,405	9,550
Crude Palm Oil ('CPO') produced (tonnes)	1,556	1,653	391	**3,599**	2,851	1,764
Oil Extraction Rate ('OER') (%)	18.07	20.61	19.74	**19.34**	18.51	18.47
FFB Yield/Mature Hectare (tonnes)	1.59	2.17	1.11	**1.71**	1.60	1.60
CPO Yield/Mature Hectare (tonnes)	0.29	0.45	0.22	**0.33**	0.30	0.30
Palm Kernel Oil ('PKO') Produced (tonnes)	133	125	-	**259**	175	92

Note:

(1) Yaligimba did not contribute to FFB or CPO production in the three months ended March 31, 2013.

During Q1 2015 the Company produced 18,613 tonnes of FFB and 3,599 tonnes of CPO, representing increases on Q1 2014 production levels of 21% and 26% respectively. The increase in FFB production can be attributed to:

- an improvement in harvesting at Yaligimba when compared with Q1 2014, when a backlog in weeding and pruning made accessing and harvesting fruit problematic; and

- an increase in the number of producing hectares of 1,293 ha to 10,901 ha (Q1 2014: 9,608 ha).

The increase in CPO production can be attributed to:

- the increase in FFB processed during the quarter; and

- an improvemnent in oil extraction rates during the quarter, when compared to Q1 2014.

The Company realized an Oil Extraction Rate ("OER") for the quarter ended March 31, 2015 of 19.3% (Q1 2014: 18.5%) which is largely the result of improvements in operational practices. The installation of the new boiler at Lokutu in 2015 and ongoing improvements in operational practices gives the Company confidence that achieving an OER similar to those achieved in Southeast Asia is realistic in the medium term.

The following three factors currently have an impact on overall performance of the plantations:

i) *Young age profile of plantation*
The large percentage of immature palms in our plantations will continue to negatively impact our average yield for the next several years. Normal course maturation of our plantations will result in substantially improving yields over time.

ii) *Processing capacity limitations at the Lokutu mill*
The installation of a new boiler at Lokutu in 2015 will facilitate greater throughput at the mill due to higher steam pressure reducing sterilisation times.

iii) *Nutrient deficiencies at Boteka Plantation*
Fertilizer, ground limestone, and guano have been applied to correct the deficiencies which, combined with a normal course fertilizer and soil maintenance regime, we anticipate will result in yield improvements in 2016.

The quality of the CPO sold in Q1 2015 remained high with an average Free Fatty Acid ("FFA") content of oil sold in the three months ended March 31, 2015 of 2.64% (Q1 2014: 2.23%). CPO with a FFA level of less than 5% is considered of a premium quality and can be used in food production. Low FFA levels are achieved through good harvesting and fruit evacuation practices.

The following table shows PHC's plantation profile as at March 31, 2015:

	As at March 31, 2015			Total as at March 31		
	Lokutu	**Yaligimba**	**Boteka**	**2015**	**2014**	**2013**
Plantations (Hectares)						
Immature						
Year 0	-	-	-	**-**	**298**	422
Year 1	2,400	1,802	437	**4,639**	**5,007**	3,924
Year 2	2,200	2,132	675	**5,007**	**3,924**	2,110
Year 3	1,707	1,447	770	**3,924**	**2,110**	1,027
	6,307	5,381	1,882	**13,570**	**11,339**	7,483
Producing						
4 - 7 Years	2,342	1,815	1,136	**5,293**	**3,941**	3,149
8 – 18 Years	294	418	650	**1,362**	**1,198**	1,515
19 – 25 Years	2,784	1,462	-	**4,246**	**4,469**	5,045
	5,420	3,695	1,786	**10,901**	**9,608**	9,709
Total Planted	11,727	9,076	3,668	**24,471**	**20,947**	17,192

The total number of producing hectares at March 31, 2015 was 10,901 ha (March 31, 2014: 9,608 ha). The net year-on-year increase of 1,293 ha is a result of 2,110 ha of young palms coming into production in Q1 2015 and 817 ha of old palms being removed during the period.

Until the Company secures additional financing, its replanting programme has been put on hold and nursery stocks are being utilized to replace any young palms from prior years' plantings which are underperforming or have been lost.

The Company has replanted in excess of 16,700 ha since it acquired PHC in 2009. All of the replanting the Company has undertaken has been brownfield in nature, where old palm trees are replaced with new. Feronia has no reliance on deforestation for the future growth of its three plantations and is able to increase its future producing hectares at far lower cost than if it were a greenfield operation.

When Feronia acquired PHC in 2009, approximately 47% of planted hectares were over 19 years old and past their peak producing age. In addition, few trees in the optimal producing age range of eight to 18 years had ever received fertilizer. Both of these factors contribute to the current average yield per hectare, which is lower than industry standards.

The extensive replanting programme over the last five years is beginning to reduce the average age of planted hectares and the Company believes that, with best practice planting and fertilizer regimes and a normalized plantation age profile, it will be able to achieve FFB yields in the longer term closer to those achieved in Southeast Asia.

Since Feronia acquired PHC, its priority has been to maximize production from existing plantings, rehabilitate processing operations, replant at scale and create a platform on which to rebuild the business. Having made considerable progress in these areas, the Company is implementing good practice international standards across its operations and is working with CDC Group plc ("CDC"), the UK Government's Development Finance Institution, to achieve this objective.

Supported by the $3.6 million ESG Facility (as described below under "Liquidity and Capital Resources"), the Company has an extensive Environmental and Social Action Plan ("ESAP") in place which covers areas including workers' housing, sanitation, schools, medical facilities, health and safety and environmental good practices. The ESAP has been developed as a roadmap to embed community and sustainability at the heart of Feronia's business and this objective is underpinned by an intention to achieve Roundtable of Sustainable Palm Oil ("RSPO") certification and to operate at ISO 14001 Environmental Management standards across all three of the Company's palm oil plantations. Whilst there is still considerable work required in order to bring the 104 year old business up to modern standards, the process to achieve this objective is well underway.

An important part of Feronia's ESAP is an Environmental and Social Assessment ("ESA") which is currently underway. The ESA is being undertaken by Digby Wells Environmental ("Digby Wells"), an international environmental and social consultancy with extensive experience throughout Africa and, in particular, the DRC. The ESA, which commenced in December 2014, is expected to take up to six months to complete, following which the Company will report on its findings. As at the date of this MD&A, all site visits by Digby Wells have been completed and the Company is awaiting Digby Wells' report, which is expected in mid-2015.

The ESA will analyze the positive and negative environmental, cultural and socio-economic impacts and risks associated with the Company's rehabilitation of its 104-year old palm oil business in the DRC, helping guide the implementation of measures to enhance, avoid and minimize such impacts.

The following table shows PHC's operational and social infrastructure as at March 31, 2015:

	As at March 31, 2015				**Total as at December 31**	
	Lokutu	**Yaligimba**	**Boteka**	**Total**	**2014**	**2013**
Palm Nurseries						
Total Hectares	24	20	6	**50**	*50*	50
Seedlings	395,062	255,645	1,693	**652,400**	*640,562*	844,235
Hectares plantable from seedlings	2,195	1,420	9	**3,624**	*3,202*	4,221
Palm Oil Mills						
Palm Oil Mills / Oil Produced	1 / CPO & PKO	1 / CPO & PKO	1 / CPO	***3***	*3*	3
Palm Oil Mill Capacity (tonnes/hour)	15	23	10	***48***	*48*	48
Infrastructure						
Operational Roads (Km)	863	643	380	**1,886**	*1,734*	1,670
Employees	-	-	-	**3,825**	*3,713*	3,474
Houses	1,985	1,095	640	**3,720**	*3,720*	3,730
Schools	60	21	13	**94**	*91*	90
Hospitals	2	1	1	**4**	*4*	4
Dispensaries	9	3	4	**16**	*15*	14
Health Centres	2	1	1	**4**	*4*	4

As at March 31, 2015, the Company employed 3,825 permanent staff in its palm oil operations (December 31, 2014: 3,713). A key asset for the Company is its experienced and knowledgeable workforce, which is proving to be a significant advantage in the rehabilitation process, in the operation of its three plantations and has been a major factor in the Company's ability to replant in a cost effective manner.

The Company also has in place a Management Training Programme to develop management capabilities and skills across four areas - agronomy, finance, technical (engineering) and personnel. The predecessor of this programme produced many of the Company's senior executives and many other talented managers working throughout the DRC and overseas. The Company believes this is essential to ensure the development of skills through the organisation and is a key part of the Company's succession planning. The two year programme is open to Congolese nationals under 33 years of age with relevant qualifications and experience. Successful applicants are required to pass a technical examination and interview and are subject to ongoing assessment during the training programme. The selection process for the 2015 intake is underway with successful applicants commencing the training programme later in the year.

The Company owns the Yaligimba Research Station, one of Africa's pre-eminent oil palm seed research and breeding operations. The Yaligimba Research Station supplies PHC with all of the oil palm seeds required for its replanting programme and undertakes research into increasing oil palm yields and optimal fertilizer regimes. The seeds provided by the Yaligimba Research Station are resistant to fusarium wilt, a soil-born fungal disease that is prevalent in Africa. The Yaligimba Research Station also sells both fusarium wilt resistant and non-resistant seed varieties to third party customers.

During 2014, the Company commenced a programme to install fibre boilers at all three of its plantations. The first new boiler, for Lokutu, has been manufactured and is currently awaiting customs clearance at the port of Matadi, DRC. It is expected to be operational in 2015 and will facilitate a greater throughput at the mill due to higher steam pressure reducing sterilisation times. The new boilers use the fibre by-product of the palm oil production process as fuel which will power turbines to generate electricity. As the Company's production levels increase, it will produce more fibre which will contribute to the Company's ability to meet its power requirements for the mills and other parts of the plantations including hospitals. The installation of fibre boilers is expected to greatly reduce the Company's reliance on expensive and imported fossil fuels.

Through the savings generated by reducing the Company's dependence on fossil fuels, the Company expects to recoup its investment on new boilers in one to two years. Additionally, moving from fossil fuel to a free, sustainable, fuel source, such as fibre, contributes to the Company's commitment towards environmental and sustainability good practice.

BUSINESS PERFORMANCE: Arable Farming

The Company's objective for its arable operation is to supply the growing demand for food in the DRC by producing staple crops locally on an economically compelling basis.

Feronia commenced arable farming operations in the DRC in late 2010 through its subsidiary Feronia PEK sprl ("Feronia Arable"). The Company owns 80% of Feronia Arable, with the remaining 20% held by Plantations et Elevages de Kitomesa sarl ("PEK sarl"), a private DRC company that transferred the concession rights to a 10,000 hectare Bas Congo property to

Feronia Arable in exchange for its 20% interest on the basis that the Company would provide the capital investment and services required to farm the concession area. The associated agro-processing is operated through Kimpese Agro Industrie sarl ("KAI"), which is owned 100% by the Company.

The Company has a five tonne per hour rice mill and associated drying facilities which is the only industrial-scale rice mill in the region. These facilities allow the Company to process its own crop and that produced by other local small-holder farmers.

Management believes that the market for domestically produced rice in and around the Bas Congo region of the DRC is considerable and the Company continues to believe in the immense agricultural potential of the DRC. As previously reported, the Company continues to seek a strategic partner for the development of this business.

DISCUSSION OF OPERATIONS – Three months ended March 31, 2015

Revenue and Gross Margin

(Expressed in thousands of US dollars)	Three months ended March 31		
	2015	2014	% Change
Revenues			
Oil Palm Plantations	**2,493**	1,552	61%
Arable Farming	**-**	69	n/a
	2,493	1,621	54%
Cost of sales			
Oil Palm Plantations	**3,667**	1,507	109%
Arable Farming	**206**	266	(23%)
	3,873	1,773	118%
Gross Profit (Loss)			
Oil Palm Plantations	**(1,174)**	45	
Arable Farming	**(206)**	(197)	
	(1,380)	(152)	
Gross Margin[(1)]			
Oil Palm Plantations	**(27)%**	3%	

Note:

(1) Gross margin is a non-GAAP financial measure. See "Non-GAAP Financial Measures" below.

Total revenues for Q1 2015 were $2,493,000, an increase of $872,000 or 54% on Q1 2014 revenues of $1,621,000. The increase in revenue can be attributed to:

- CPO sales of $2,267,000, being 57% higher than the prior year (Q1 2014: $1,447,000). This was a result of the volume of CPO sold in Q1 2015 of 2,917 tonnes being 61% higher than in Q1 2014 (Q1 2014: 1,813 tonnes), offset by a 3% reduction in the average CPO price achieved of $777 per tonne compared to $798 per tonne in Q1 2014. Over the same period, global CPO prices declined by approximately 25%;

- PKO sales of $152,000 in Q1 2015 (Q1 2014: $105,000) which represent 6% of the total revenue for the quarter; and

- Arable sales of nil in Q1 2015 (Q1 2014: $69,000).

Cost of sales for Q1 2015 was $3,873,000 (Q1 2014: $1,773,000), an increase of $2,100,000 or 118%. This was largely as a result of:

- a 61% increase in the volume of CPO sold in the quarter of 2,917 tonnes (Q1 2014: 1,813 tonnes); and

- a $400,000 increase in salary costs reflecting wage increases implemented from January 1, 2015 following the successful renegotiation of the plantation workers' Collective Agreement with six unions in 2014, and an increase in the number of employees.

Net profit for Q1 2015 was $4,369,000, an increase of $9,192,000 compared to the prior year (Q1 2014 loss: $4,760,000). This is largely made up of the $872,000 increase in revenues and a net positive movement on the valuation of biological assets totalling $14,892,000, offset by the increase in cost of sales of $2,100,000, a $377,000 increase in Selling, General and Administrative expenses and a net movement in income tax provisons of $5,285,000 which is directly attributable to the movement on the valuation of biological assets.

Since 2010, the Company has replanted 16,707 ha of new trees of which 3,137 ha, or 19%, were producing in Q1 2015. As a result of the high percentage of immature and young palms in the Company's plantation, the average yield per hectare is low. This impacts all key operating metrics including cost of goods sold and gross margin. The portfolio of immature and young palms is the Company's core asset. Young plants have a negative contribution to operating results and are a key factor in current gross losses. These losses, which are in line with Company expectations, are expected to reverse as the trees mature and more hectares come into production.

Over time the Company's cost of production on a per tonne basis is expected to decline substantially. Achieving this remains a key objective of the Company.

Selling, General and Administrative Costs

(Expressed in thousands of US dollars)	Three months ended March 31,		
	2014	2014	*% Change*
Selling, general and admin	**3,162**	2,785	*14%*
Other losses (gains)	**(69)**	86	
	3,093	2,871	*8%*

Selling, general and administrative ("SG&A") costs for Q1 2015 of $3,162,000 were $377,000 higher than in Q1 2014 (Q1 2014: $2,785,000), an increase of 14%. This was largely as a result of:

- a $186,000 increase in consultancy fees in Q1 2015 relating to the implementation of the Company's ESAP; and

- a $168,000 increase in salary cost reflecting wage increases implemented from January 1, 2015 following the successful renegotiation of the plantation workers' Collective Agreement with six unions in 2014, and an increase in the number of employees.

Gain (Loss) on Biological Assets and Planting Costs

(Expressed in thousands of US dollars)	Three months ended March 31		
	2015	2014	% change
Gain (loss) on Biological Assets	**12,654**	(2,238)	n/a

Under IFRS, the oil palm trees are classified as non-current biological assets and are valued on the basis of discounted cash flows taking into account the assets' expected 25-year economic life, the mature and immature hectares in production, the three-year rolling average price of CPO and a discount rate of 22% (2013: 22%). The Company reviews the discount rate, mature and immature hectares annually. The variable element in the computation at each quarter end is the price of CPO. If the price of CPO increases, the value of the biological asset will increase and if the price of CPO decreases, the value of the biological asset will decrease.

The three year rolling average price of CPO used at March 31, 2015 was $857 per metric tonne, a decrease of $35 from $892 per metric tonne as at December 31, 2014. However, improvement in sales terms achieved during the year eliminated direct selling costs of $150 per metric tonne which more than offset the reduction in the rolling average price of CPO used in the valuation model.

As a result, in Q1 2015, the gain on biological assets was $12,654,000 compared to a loss of $2,238,000 in Q1 2014.

During the three months ended March 31, 2015, $1,021,000 of nursery costs and costs incurred in the replanting and maintenance of immature trees were transferred from 'Assets Under Construction' to 'Non-current Biological Assets'.

Income Taxes Under IFRS

Under IFRS the Company has a fair value gain on non-current biological assets of $12,654,000 for Q1 2015 and a loss of $2,238,000 for the corresponding period in 2014. As a result of the valuation, there is an increase in the provision of deferred income tax of $4,429,000 for Q1 2015 compared to release to the provision of deferred income tax of $784,000 in Q1 2014. The deferred tax is calculated at a rate of 35% on the biological gain.

Net Profit (loss)

(Expressed in thousands of US dollars)	Three months ended March 31		
	2015	2014	% change
Net profit (loss)	**3,750**	(3,819)	n/a

The net profit attributable to Feronia for Q1 2015 was $3,750,000 (Q1 2014 Loss: $3,819,000) which is equivalent to $0.08 per share (Q1 2014 Loss: $0.09).

Net Profit (loss) Attributable to Non-controlling Interests

The net profit attributable to non-controlling interests for the quarter ended March 31, 2015 was $619,000 (Q1 2014 Loss: $941,000) which represents the share of losses attributable to the 23.83% and 20% holdings in PHC and Feronia Arable respectively.

COMPARISON OF FINANCIAL CONDITION

The following table provides a comparison of the Company's financial condition as at March 31, 2015 compared to December 31, 2014:

(Expressed in thousands of US dollars)	**March 31**	December 31	
	2015	2014	% Change
Total current assets	**11,832**	**8,675**	36%
Total current liabilities	**9,920**	**7,769**	28%
Net current assets	**1,912**	**906**	211%
Total shareholder's equity	**36,375**	**31,925**	14%

SUMMARY OF QUARTERLY RESULTS

The following table provides summary financial data for the Company's last eight quarters ended March 31, 2015:

(Expressed in thousands of US dollars, except per share amounts)	**Mar 31 2015**	**Dec 31 2014**	**Sep 30 2014**	**Jun 30 2014**
Revenues	2,493	2,304	2,928	3,977
Net Income (loss) attributable to owners of the parent	3,750	(2,656)	(5,604)	(3,608)
Net Income (loss) per share attributable to owners of the parent – Basic	0.08	(0.05)	(0.13)	(0.07)
Net Income (loss) per share attributable to owners of the parent – Diluted	0.06	(0.05)	(0.13)	(0.07)
	Mar 31 2014	**Dec 31 2013**	**Sep 30 2013**	**Jun 30 2013**
Revenues	1,621	1,012	2,282	2,182
Net Income (loss) attributable to owners of the parent	(3,819)	(2,551)	(2,970)	(1,988)

Net Income (loss) per share attributable to owners of the parent – Basic	(0.09)	(0.05)	(0.05)	(0.08)
Net Income (loss) per share attributable to owners of the parent – Diluted	(0.09)	(0.05)	(0.05)	(0.08)

Note:

Information in the above table is presented in accordance with IFRS and in U.S. dollars.

(1) The Company does not have any discontinued operations.

The variations in the Company's quarterly results were driven largely by fluctuations in the price of CPO, which impacts revenue, the valuation of the Company's biological assets and net losses. In October 2013, Yaligimba commenced production which increased revenues and costs. There is also seasonality in fruit production, with peak crop production typically occurring in the second quarter of the year.

CASHFLOWS AND LIQUIDITY

The cash balance at March 31, 2015 was $3,337,000 compared to $793,000 as at December 31, 2014. The increase in the cash balance of $2,544,000 was a result of net cash inflows from financing activities of $6,832,000 and a net cash loss from operations (excluding non-cash items) of $4,182,000, capital expenditure of $1,437,000 and a decrease in working capital of $1,368,000.

The net cash inflows from financing activities relate to the issue of debentures during Q1 2015 (see below under "Liquidity And Capital Resources").

The cash outflow attributable to the increase in working capital during Q1 2015 of $1,368,000 (Q1 2014: cash outflow of $1,306,000) comprised of an increase in accounts receivable of $786,000 and an increase in prepayments of $209,000, offset by a decrease in inventory of $382,000 and an increase in accounts payable of $1,982,000.

Investing activities in Q1 2015 resulted in cash outflows of $1,437,000 (Q1 2014: $924,000).

LIQUIDITY AND CAPITAL RESOURCES

The Company recorded net cash outflows in operations and investing activities for the quarter ended March 31, 2015 and it is probable that this will continue for an additional few years as the Company continues to make significant investments in equipment and infrastructure activities necessary to commercialize its products. Feronia's actual funding requirements will vary based on the factors noted above and its relationships with lead customers and strategic partners.

On November 8, 2013, the Company entered into a convertible loan facility with CDC, pursuant to which CDC has made available an unsecured non-revolving term loan (the "ESG Facility") in the maximum amount of US$3.6 million at an annual interest rate of 12% for a term of five years. The funds available under the ESG Facility are required to be used by the Company to support the implementation of an Environmental and Social Action Plan developed jointly with CDC. The principal under the ESG Facility will be either repaid or

converted into common shares on the maturity date and in certain other circumstances at a rate of CDN$2.40 per common share (subject to customary adjustment provisions). Subject to the approval of the TSX Venture Exchange (the "TSXV"), the interest payable under the ESG Facility will be convertible into common shares at a rate equal to the greater of CDN$2.40 and the Discounted Market Price (as defined by the policies of the TSXV) at the time of conversion. As of the date of this MD&A, advances and accrued interest under the ESG Facility total $1,191,940 and, as a result, 617,971 common shares are issuable thereunder at current exchange rates and assuming a conversion rate of CDN$2.40.

On January 22, 2015, the Company entered into subscription agreements for a private placement of up to $16.325 million of secured convertible debentures (the "Debentures") led by CDC. On January 22, 2015, a first tranche of $7.15 million closed and subsequent tranches of the offering will close at the option of the majority holders of the Debentures and upon the meeting of certain conditions.

Each of the subscribers of the Debentures received a 2% placement fee on the amount of Debentures purchased. Mr. Sood elected that the placement fee of $1,430 relating to his subscription be used to purchase educational supplies for schools on the Company's plantations.

The Canadian dollar equivalent of the principal amount of the Debentures is convertible into units of the Company (the "Units") at a rate of Cdn.$0.80 per Unit. Each Unit consists of one common share and one transferable common share purchase warrant. Each Warrant shall be exercisable into one common share at an exercise price of Cdn.$0.80 per share for a period of five years from the closing date of the first tranche. If the Company does not complete a Qualifying Debt Financing (as such term is defined in the Debentures) prior to September 30, 2015, the conversion price of the Debentures shall be reduced to Cdn.$0.45 per Unit and the exercise price of the Warrants shall be reduced to Cdn.$0.45 per share.

Interest on the Debentures is 12% per annum, compounded semi-annually, and shall accrue and be payable upon maturity, unless converted earlier. A minimum of one year's interest will accrue on the first tranche of the Debentures, regardless of when such Debentures are repaid or converted. The interest payable on a subsequent closing of Debentures will be a minimum of the interest for the portion of the fiscal quarter up to the date that such subsequent Debentures are repaid or converted plus interest for one additional fiscal quarter. Notwithstanding the foregoing, the guaranteed interest provisions above shall not apply if the Qualifying Debt Financing is not completed by September 30, 2015. Upon conversion, the Canadian dollar equivalent of the accrued interest on the Debentures shall, subject to the approval of the TSXV, be convertible into common shares at a per share price equal to the greater of Cdn.$0.80 and the Discounted Market Price (as defined in the policies of the TSXV) at the time of conversion. If the Qualifying Debt Financing is not completed by September 30, 2015, the interest on the Debentures shall convert at a price equal to the greater of Cdn$0.45 and the Discounted Market Price of the Common Shares at the time of conversion.

The Debentures will mature and convert on January 22, 2016, being one year from the closing of the first tranche of the Offering. At any time prior to maturity, the Debentures may be converted at the option of the holder. The Debentures shall automatically convert in the event that the Company draws down on a Qualifying Debt Financing. The Debentures have

been secured by way of a pledge by the Company of the outstanding shares of its wholly-owned Cayman Islands subsidiary, Feronia CI Inc.

Proceeds from the sale of the first tranche of the Debentures were used for working capital purposes and, in particular, to provide expansion capital for the Company's subsidiaries in the DRC.

In addition to the potential proceeds from the remaining tranches of Debentures, the Company is optimistic that it will be able to secure financing for its longer term requirements. Continuing operations of Feronia are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. There can be no assurance that the Company will be able to continue raising adequate financing or commence profitable operations in the future. See "Risks and Uncertainties" below.

OUTLOOK

The Company's strategy for its palm oil division is to continue to drive value creation through new plantings and increasing yields through the utilisation of best practices, improved harvesting and evacuation, and the application of fertilizer. The Company will also make improvements to its processing capacity and efficiency through further investment in its mills.

In its arable farming division, having demonstrated the demand for its products and having established an effective pricing structure, the Company is seeking a strategic partner with whom to further develop the business.

With the new Yaligimba palm oil mill now operational, the Company has access to an additional 3,368 hectares of mature oil palms for the production of CPO. The Yaligimba mill allows the Company to maximize production from legacy plantings and provides substantial excess processing capacity and expansion potential to accommodate anticipated production from its current replanting programme.

In summary, the key objectives of the Company for 2015 are to:

- (i) secure future funding to support the ongoing redevelopment of its palm oil business;
- (ii) install the new Lokutu boiler;
- (iii) secure a suitable partner to further develop the arable farming business; and
- (iv) improve operational performance and realize efficiencies in the palm oil business through the continued implementation of best practices.

KEY FACTORS AFFECTING THE COMPANY'S BUSINESS

The results of operations of the Company are, and will continue to be, affected by the cyclical nature of agricultural commodity markets. Prices and demand for agricultural commodities have been, and in the future are expected to be, subject to cyclical fluctuations.

The pricing of agricultural commodities is set by global markets which are affected by supply, demand and prevailing global stock levels. The increasing use of vegetable oils for biofuels is also developing a linkage between the price of agricultural products and the price of petroleum. These markets are, in turn, subject to fluctuations due to, among other factors:

- changes in domestic and international economic conditions;
- changes in market prices of commodities;
- interest rates;
- government regulations and policies;
- population growth and changing demographics; and
- seasonal weather cycles (e.g. dry or hot summers, wet or cold winters).

The profitability of the business depends upon the productivity of the oil palm plantations and arable farms, and the ability to realize expected yields while managing costs. Oil palm plantation and arable farm yields depend on a number of factors, many of which are beyond the Company's control. These include weather conditions, damage by disease, pests and other natural disasters, climate and soil conditions. The Company's ability to improve and maintain the yields will depend on these factors, among others, as well as the ability to improve the agronomy. If the Company cannot achieve yields at expected levels, the business, financial condition and results of operations could be materially and adversely affected. See also "Risks and Uncertainties" below for a discussion of the factors which could impact the Company's operations.

The local DRC palm oil market consists of a small number of refining factories located in Kinshasa. In April 2015 the Company signed a sales contract with a leading refiner in Kinshasa whereby it will supply a substantial part of its CPO production over the next two years at prices determined by a pre-agreed formulae based on global CPO prices.

To the Company's knowledge, there has never been a large scale commercial rice planting program in the DRC. While the Company's objective is to establish a large scale arable farming operation in the DRC, with a particular focus on its commercial rice planting program, the Company may be unable to achieve its growth objectives with respect to the arable farming operations.

The Company relies on relationships with national and local governments in the DRC, local land owners, key customers, suppliers and third party service providers for the plantation, farming and trading activities. Feronia relies to a significant extent on third party service providers for day-to-day transport on the Congo River to and from the Company's oil palm plantations.

The Company is heavily dependent on the expertise of senior management in the agricultural sector, research and development in oil palm plantation and farm management practice, agricultural products manufacturing production processes, and the relationships cultivated by them with major customers and others.

The Company is subject to regulations under a variety of national and local laws and regulations in the DRC. Violations of DRC laws or regulations could result in civil and criminal penalties.

As previously reported, on December 24, 2011, the government of the DRC promulgated a new law, "Loi Portant Principes Fondamentaux Relatifs A L'Agriculture" (the "Agriculture Law"), for the stated purposes of developing and modernizing the country's agricultural sector. The Agriculture Law has garnered some controversy with respect to various provisions, including a provision which purports to limit the rights of foreign corporations to farmland in the DRC. Certain agribusinesses in the DRC have raised concerns that this provision may impede existing and new foreign investment in the agricultural sector. In particular, Article 16 of the Agriculture Law appears to impose a requirement that a holder of farmland in the DRC be either a DRC citizen or, in the case of a corporation, that such corporation be incorporated in the DRC and be majority owned by the DRC government and/or by DRC citizens. Currently, Feronia's primary operating subsidiaries, PHC and Feronia Arable are owned 23.83% by the DRC government and 20% by a private DRC corporation, respectively.

The Company has been involved in discussions with various levels of government in the DRC with respect to the proper interpretation of the Agriculture Law and its application to the Company's concessions in the DRC. If the Agriculture Law is interpreted by the DRC government to apply to the existing concession rights held by the Company and the Agriculture Law is not amended, it could have a material and substantial adverse effect on the value of the Company's business and its share price. In such case, Feronia may be required to sell or otherwise dispose of a sufficient interest in its operating subsidiaries so as to ensure that it meets the local ownership requirements contained in this law. There is no assurance that such a sale or disposition would be completed at fair market value or otherwise on acceptable terms to Feronia. See also below under "Forward Looking Statements" and "Risks and Uncertainties" for further information regarding the Agriculture Law. The Agriculture Law came into force on June 24, 2012 and, according to its terms, holders of concessions to agricultural lands had until June 24, 2013 to comply with its provisions.

As previously disclosed, the Company is aware of various reports suggesting that proposals to amend the Agriculture Law have been tabled to the DRC parliament. The Company is unable to verify such reports and, as a result, is continuing to monitor the situation and is reviewing various alternatives for a number of possible outcomes. At this time, management has determined that it is in the best interest of the Company to take no action in respect of the Agriculture Law.

RELATED PARTY DISCLOSURES

The following transactions were carried out with related parties in Q1 2015:

Purchase of services from key management personnel **Purchase of services:**	**March 31, 2015**	**March 31, 2014**
Board fees (1)	61,250	56,250
Purchase of consultancy services, and property rental payments *(2)*	-	37,500
	61,250	**93,750**

Notes:

(1) Board fees paid to non-executive directors

(2) In relation to rental payment for use of a building owned by Mr. Bin Karubi for office space

Key management compensation

Key management includes the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the directors of the Company. The compensation paid or payable to key management for employee services is as follows:

	March 31, 2015	March 31, 2014
Salaries and short-term employee benefits	242,668	231,963

Change in fair value of share-based payments	March 31, 2015	March 31, 2014
Change in fair value of share-based payments	3,604	6,760

Payables to related parties	March 31, 2015	December 31, 2014
Board of Directors fees	61,250	125,136
Other Consultancy fees	-	-
Key management compensation	30,000	91,458
	91,250	216,594

The payables to related parties relate mainly to normal course expenses incurred on behalf of the Company.

SUMMARY OF OUTSTANDING SHARE DATA

As at the date of this MD&A, the authorized share capital of the Company consists of an unlimited number of common shares, of which 55,231,085 common shares are issued and outstanding. In addition, the Company has outstanding:

(i) CDN$5,363,000 principal amount of debentures issued in 2012 which are convertible into 3,064,571 common shares;

(ii) $7,150,000 principal amount of debentures issued in January 2015 which are convertible into 10,725,000 common shares at a fixed exchange rate and assuming a conversion rate of CDN$0.80 per share;

(iii) warrants issued in connection with the January 2015 issuance of debentures to purchase up to 10,725,000 common shares, assuming a conversion rate of CDN$0.80 per share;

(iv) advances and accrued interest under the ESG Facility totaling $1,191,940 and, as a result, 617,971 common shares are issuable thereunder at current exchange rates and assuming a conversion rate of CDN$2.40; and

(v) options outstanding to purchase up to 943,761 common shares.

Assuming the exercise or conversion of all of the outstanding debentures, options, warrants and principal amount and interest under the ESG Facility, an aggregate of 81,307,388 common shares will be issued and outstanding on a fully diluted basis.

CHANGES IN ACCOUNTING POLICIES

For information regarding changes in accounting policies including initial adoption, please refer to the sections "Changes In Accounting Policies" in the Company's annual management's discussion and analysis for the year ended December 31, 2014, available at www.sedar.com

NON-GAAP FINANCIAL MEASURES

Gross margin is not a financial measure recognized by IFRS and does not have a standardized meaning prescribed by IFRS. The Company's method of calculating gross margin may differ from other methods used. Gross margin is presented in this MD&A as additional information regarding the Company's financial performance. Gross margin has been calculated by deducting cost of sales from revenue.

RISKS AND UNCERTAINTIES

The Company is subject to various business, financial and operational risks that could materially adversely affect the Company's future business, operations and financial condition and could cause such future business, operations and financial condition to differ materially from the forward-looking statements and information contained in this MD&A. For a more comprehensive discussion of the risks faced by the Company, please refer to the Company's annual management's discussion and analysis for the year ended December 31, 2014, available at www.sedar.com

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, plans, objectives, goals and targets, future developments in the markets where the Company participates or is seeking to participate and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, the risk factors discussed herein under the section heading "Risks and Uncertainties". Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of

this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding expected crop yields, commodity prices, business and operating strategies, and the Company's ability to operate its production facilities and plantations on a profitable basis.

Some of the risks which could affect future results and would cause results to differ materially from those expressed in the forward-looking statements contained herein include: risks related to foreign operations (including various political, economic and other risks and uncertainties), the interpretation and implementation of the Agriculture Law, termination or non-renewal of concession rights or expropriation of property rights, political instability and bureaucracy, limited operating history, lack of profitability, lack of national infrastructure in the DRC, high inflation rates, limited availability of debt financing in the DRC, fluctuations in currency exchange rates, competition from other businesses, reliance on various factors (including local labour, importation of machinery and other key items and business relationships), the Company's reliance on one major customer, lower productivity at the Company's plantations and arable farming operations, risks related to the agricultural industry (including adverse weather conditions, shifting weather patterns, and crop failure due to infestations), a shift in commodity trends and demands, vulnerability to fluctuations in the world market, the lack of availability of qualified management personnel and stock market volatility.