Wolfden Resources Corp.

Management's Discussion & Analysis
Form 51-102F1

For the three and nine months ended September 30, 2012

WOLFDEN RESOURCES CORPORATION
MANAGEMENT'S DISCUSSION & ANALYSIS
For the three and nine months ended September 30, 2012

Date of Report: November 21, 2012

General

The following Management's Discussion and Analysis ("MD&A") of Wolfden Resources Corp. (the "Corporation" or "Wolfden") should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2012 with a comparative period for the year ended December 31, 2011, and the notes thereto. The Corporation's unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. This MD&A was prepared as of November 21, 2012, and all information is current as of such date. Readers are encouraged to read the Corporation's public information filings on SEDAR at www.sedar.com.

This discussion provides management's analysis of Wolfden's historical financial and operating results and provides estimates of Wolfden's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessment of the Corporation's future plans and operations, contains forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Corporation's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, reliance should not be placed on forward-looking statements. Wolfden's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits, if any, that Wolfden will derive there from. Wolfden disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by applicable law.

Corporate Overview

Wolfden Resources Corp. (the "Corporation" or "Wolfden") was incorporated under the laws of the Province of Ontario on August 12, 2009. On April 23, 2010, the Corporation acquired all of the outstanding and issued shares in the capital of MPC Sub Corporation ("MPC Subco") from Mineral Processing Corporation ("MPC").

Operational Highlights Q3 2012

Wolfden Resources Corporation is engaged in the exploration and development of mineral properties in North America. Subsequent to period end the Corporation completed its IPO and satisfied all payments to finalize the acquisition of its 100% interest in the Clarence Stream Property, an advanced stage gold exploration property in New Brunswick, Canada, subject to an aggregate 3% net smelter return royalty, of which 1% can be repurchased for $1,000,000. The Corporation also holds interests in two early stage exploration properties consisting of the Lawman Property located in Minnesota, United States, and the Armstrong Property located in New Brunswick, Canada.

The Clarence Stream Property is the Corporation's flagship property. The Clarence Stream Property is an advanced stage gold exploration property that consists of 793 claims totalling 17,446 hectares located approximately 70 kilometres south of Fredericton, New Brunswick and 25 kilometres northwest of the town of St. George in Charlotte County, southern New Brunswick. The Clarence Stream Property highlights are as follows:

- Hosts a National Instrument 43-101 compliant Indicated Mineral Resource of 822,000 tonnes grading 6.90 g/t Au containing 182,000 ounces of gold (grading 9.11 g/t Au containing 241,000 ounces uncut) and an Inferred Mineral Resource of 1,226,000 tonnes grading 6.34 g/t Au containing 250,000 ounces of gold (grading 7.95 g/t Au containing 313,000 ounces uncut);
- Indicated antimony resources are estimated to be 114,000 tonnes grading 2.9% Sb containing 7,300,000 pounds of antimony;
- Hosts excellent resource expansion potential; most gold zones are open along strike and at depth; to date, the mineral resource is localized within a 1.8km strike-length of a defined 12 km-long structure;
- Numerous untested gold-in-soil anomalies and surface showings containing visible gold located separate and away from the known mineral resource, offer potential for further discoveries and the eventual adding to the gold resource; and

References to the acquisition cost per ounce of inferred and indicated mineral resources of the Clarence Stream Property provided herein are solely for comparative purposes when comparing the acquisition cost of the Clarence Stream Property against the acquisition cost of similar properties hosting a mineral resource in the Corporation's peer group. Such calculations in no way establish value of any kind and readers are reminded that mineral resources are not mineral reserves and mineral resources do not have any demonstrated economic viability.

The Corporation intends to undertake a major mineral resource expansion diamond drilling program for the late fall of 2012 and the duration of 2013 on the Clarence Stream Property.

Results of Operations

The following table provides selected financial information and should be read in conjunction with the Corporation's audited consolidated financial statements for the periods below.

	Year ended December 31, 2011 $ (Under IFRS)	Year ended December 31, 2010 $ (Under IFRS)	Year ended December 31, 2009 $ (Under CDN GAAP)
Operations			
Total revenue	7,163	463	47
Loss and comprehensive loss for the period	(1,405,402)	(3,265,697)	(37,074)
Basic and diluted loss per share	(0.06)	(0.19)	(0.03)
Balance Sheet			
Working capital	817,207	971,151	2,396,164
Total assets	949,251	1,115,818	2,418,674
Total liabilities	109,752	144,667	22,510

The year ended December 31, 2011 is the fourth reporting period completed using International financial reporting standards ("IFRS"). Previously, the Corporation prepared its consolidated annual and consolidated interim financial statements in accordance with Canadian GAAP.

Summary of Quarterly Results

The following table sets out selected quarterly financial data for the most recently completed interim quarters:

	2012	2012	2012	2011	2011	2011	2011	2010
Quarter	Third	Second	First	Fourth	Third	Second	First	Fourth
	($)	($)	($)	($)	($)	($)	($)	($)
Revenue	$nil	$nil	$3,352	$2,709	$2,486	$1,968	$nil	$120
Operating Expenses	$269,795	$214,629	$797,951	$485,206	$291,446	$294,113	$305,916	$527,198
Loss from operating activities	($269,795)	($214,629)	($784,599)	($482,497)	($288,960)	($292,145)	($305,916)	($527,078)
Loss and compre-hensive loss	($267,660)	($218,953)	($794,546)	($507,057)	($288,960)	($293,071)	($316,314)	($527,078)
Basic and diluted net loss per share	($0.01)	($0.01)	($0.03)	($0.01)	($0.01)	($0.01)	($0.02)	($0.02)

Overall Performance

The net loss for the nine months ended September 30, 2012 was $1,281,159 as compared to a net loss of $891,136 in the same period of the previous year. The Corporation incurred $500,711 in exploration expenses, which was slightly lower then the same period of the previous year. This is a direct result of the focus of the Corporation on the Initial Public Offering ("IPO") transaction completed subsequent to period end. Excluding the decrease of the exploration expenses, most of the operating expenditures have increased, as is to be expected as the Corporation expands its overall operating activities. General and administrative increased from $185,312 to $424,073. Professional fees decreased from $46,431 to $28,966, and depreciation increased from $1,015 to $10,698, share-based payment of $312,570 was incurred in the current year verse $nil in the same period of the previous year. Exchange loss of $5,357 incurred in current the period compared exchange gain of $1,543 in the same period of the previous year. On a go forward basis the Corporation believes there will be increased expenditures as the Corporation continues its work on the current property portfolio, and exploring other potential opportunities as they arise. The major components of general and administrative costs include transfer agent fees of $25,824, filing fees of $30,363, general consulting of $41,207, corporate accounting fees of $55,751, rent expense of $31,948, and executive salaries and wages of $136,564.

The Corporation recorded $3,352 in investment revenue during the nine months ended September 30, 2012 compared to $4,454 during the same period in the previous year. These amounts are lower as the Corporation retained the majority of its cash in a liquid operating bank account with a lower interest rate for a portion of the period and cash resources were depleted.

At September 30, 2012 the Corporation had exploration and evaluation expenses of $500,711 for the year to date, with the breakdown as follows:

	Carlton / Aitkin	**Rum River**	**Other**	**Total for current period**	**Total inception to date**
Analytical / Sampling	-	-	390	**390**	103,641
Geological	-	356	21,408	**21,764**	365,878
Geophysical	-	25,934	145,027	**170,961**	218,369
Transportation/ Accommodation	-	2,107	500	**2,607**	20,194
Exploratory Drilling	4,209	-	-	**4,209**	219,524
Operations Support	6	696	8,882	**9,584**	26,342
Administration	690	46	240	**976**	13,974
Total Exploration	4,905	29,139	176,447	**210,491**	967,922
Acquisition/ Development Costs	81,132	119,088	90,000	**290,220**	3,638,591
Total	86,037	148,227	266,447	**500,711**	4,606,513

Mineral property acquisitions and agreements

Armstrong agreement

On September 19, 2011 the Corporation signed an agreement, which was amended on September 12, 2012, to acquire a 100% interest in the Armstrong Property located in New Brunswick. As consideration, the Corporation is required to make the following payments: (i) $40,000 cash payment was paid upon signing the agreement ; (ii) $70,000 in exploration expenditures before the Corporation lists on the stock exchange (this has been satisfied by the Corporation); (iii) $30,000 in cash payment on the date the Corporation lists on the stock exchange; (iv) $90,000 worth of common shares on or prior to January 17, 2013; (v) $40,000 in cash payment and $40,000 worth of common shares on or prior to January 17, 2014; (vi) $40,000 in cash payment, $40,000 worth of common shares and $2,500,000 of exploration expenditures ($1,250,000 on diamond drilling) on or prior to January 17, 2015; (vii) $25,000 in cash payment, and $25,000 worth of common shares on or prior to January 17, 2016; and (viii) $25,000 in cash payment, and $25,000 worth of common shares and an additional $2,500,000 of exploration expenditures on or prior to January 17, 2017.

There is a 1.5% NSR on the property in favour of the vendor, 0.5% of the NSR can be purchased by the Corporation for $2,000,000 on or before delivery of a positive feasibility study. An additional 0.5% of the NSR can be purchased for $2,500,000 on or before commencement of commercial production.

The Corporation is required to make $25,000 annual advance royalty payments after the Corporation acquires a 100% interest in the property until delivery of a positive feasibility study. $50,000 in annual advance royalty payments shall be made following delivery of a positive feasibility study up until the first anniversary date following commercial production. Advance royalty payments are deductible against proceeds of the NSR.

Bonus cash payments to vendor are as follows: (i) $25,000 and $50,000 worth of common shares upon discovery of volcanic-hosted massive sulphides ("VHMS") in situ on the property greater than 5% lead-zinc-copper over 1 metre; (ii) $125,000 cash and $150,000 worth of common shares upon delineation of a VHMS deposit in excess of 1,000,000 tonnes (greater than 5% lead-zinc-copper).

Penalty payments to the vendor are as follows: (i) $25,000 in the event the Corporation does not list on a stock exchange in North America prior to March 19, 2012, and $25,000 in the event the Corporation does not list on a stock exchange in North America prior to October 17, 2012. $25,000 has been paid by the Corporation for not meeting the March 19, 2012 listing deadline.

Clarence Stream Agreements

(i) On March 7, 2012 the Corporation executed an agreement, which was amended March 29, 2012, and further amended September 6, 2012, to purchase a 30% interest in the Clarence Stream property located in New Brunswick from Rockport Mining Corp. ("RMC"). The amended agreement states that provided Wolfden obtains receipt for the preliminary prospectus on or before September 30, 2012, the agreement has amended the definition for the "Closing Date" to the date within 90 days of the Corporation's receipt of its Final Prospectus, and no later than November 30, 2012. On the Closing Date, RMC will sell, assign and transfer to the Corporation the Subject Interest and the Exploration Data, and the Corporation will purchase the Subject Interest and Exploration Data from RMC, for the following consideration:

(a) A non-refundable deposit of $75,000 paid on signing of the agreement;
(b) the sum of $1,000,000, payable by the Corporation to RMC (or its designated Affiliate); and
(c) the allotment and issuance by the Corporation to RMC (or its designated Affiliate, subject to compliance with Applicable Securities Laws), of that number of IPO Securities having a deemed aggregate value equal to $560,000 (the “Transaction Units”) at a price per Transaction Unit equal to the IPO price of the IPO Securities.

Following the Closing Date, the Corporation agrees to retain qualified RMC consultants and personnel (the "Consultants") to assist the Corporation with future exploration work with respect to the Property and pay such Consultants an aggregate of up to $5,000 per month at industry standard rates for a period of 12 months following the Closing Date for aggregate payments to the Consultants of $60,000. In the event exploration work ceases or is delayed during the 12 month period following the Closing Date, such retainer and payments will be delayed and such time deadline will be extended for a time equal to such period that exploration work on the Property has ceased or been delayed and the balance of the $60,000 not paid shall be carried forward until a total of $60,000 has been expended.

(ii) On January 13, 2012 the Corporation executed an agreement to purchase a 70% interest in the Clarence Stream property located in New Brunswick from Cliffs Chromite Ontario Inc ("Cliffs"). This agreement was amended on March 30, 2012, and then further amended on September 10, 2012 to extend the Effective Date of the agreement. On the Effective Date, Cliffs sold, assigned and transferred to the Corporation the Subject Interest and the Exploration Data, and the Corporation purchased the Subject Interest and Exploration Data from Cliffs, for the following consideration:

(a) the sum of $10, paid by the Corporation to Cliffs on the Effective Date;
(b) the sum of $2,000,000, payable by the Corporation to Cliffs (or its designated Affiliate) within five (5) Business Days of the Listing Date;
(c) the allotment and issuance by the Corporation to Cliffs (or its designated Affiliate, subject to compliance with Applicable Securities Laws), within five (5) Business Days of the Listing Date, of that number of Shares having a deemed aggregate value equal to $1,600,000 (the "Transaction Shares") at a price per Share equal to the IPO price of the Shares;
(d) the grant by, and agreement of, the Corporation to pay on behalf of itself and its successors and assigns, and the reservation by Cliffs on behalf of itself and its successors and assigns of, a 1% net smelter returns royalty on the Property (the "Net Smelter Returns Royalty") in perpetuity for each year with respect to all Minerals, all as more formally provided in the Royalty Agreement; and
(e) the assumption of certain liabilities by the Corporation.

There is a 2% and 1 % Net Smelter Royalty ("NSR") on the property, and the Corporation is required to make $15,000 advance royalty payments which are deductible against the 2% NSR.

On October 18, 2012 the Corporation completed its acquisition of a 100% interest in the Clarence Stream Property.

Liquidity and Capital Resources

The Corporation's cash and cash equivalents balance was $103,962 at September 30, 2012 compared to $814,376 at December 31, 2011. Current assets at September 30, 2012 were $260,518 compared to $926,959 at December 31, 2011 and total assets at September 30, 2012 were $362,862 compared to $949,251 at December 31, 2011. The Corporation completed the IPO in October 2012 (see subsequent events) and intends to use current cash resources to further our exploration projects and meet all required flow through expenditures. We also expect that if necessary, we will complete an additional financing.

Operating Activities

For the nine months ended September 30, 2012, the Corporation used $786,158 in cash related to operating activities. The most significant non-cash charges to earnings include share-based payments of $312,570, and depreciation of $10,698. For the nine months ended September 30, 2012, the majority of the cash used in operating activities can be attributed to funding of day to day operations.

Investment Activities

Cash used in investment activities for the nine months ended September 30, 2012 was $90,750. During the same period of the previous year the Corporation used cash of $27,068 on its investment activities. This change is a result of the spending on the purchase of equipment and leaseholds. The Corporation does not believe it is exposed to any material liquidity risks in relation to its investment activities.

Financing Activities

For the nine months ended September 30, 2012, the Corporation generated cash of $166,494; this was attributed to net proceeds from the private placements completed during the period.

Outstanding share data

Common Shares

The Corporation's authorized share capital consists of an unlimited number of common shares without par value. As at November 21, 2012, 49,689,733 common shares were issued and outstanding.

Escrowed shares and warrants

As at November 21, 2012, there were 6,925,074 common shares and 637,500 warrants held in escrow, with 2,308,358 common shares and 212,500 warrants being released on April 18, 2013, October 18, 2013 and April 18, 2014, respectively.

Pooled shares

As at November 21, 2012, there were 10,808,912 common shares restricted from trading according to a voluntary pooling agreement, with 2,702,228 common shares being released on January 18, 2013, April 18, 2013, October 18, 2013 and January 18, 2014, respectively.

Warrants

The following table reflects the share purchase warrants outstanding as at November 21, 2012:

Expiry Date	Exercise Price	Warrants Outstanding
February 25, 2013	0.40	2,547,500
March 23, 2014	0.40	360,000
October 18, 2014	0.55	1,339,208
October 18, 2014	0.75	8,220,000
		12,466,708

Stock Options

The following table reflects stock options that have vested as at November 21, 2012:

Expiry Date	Exercise Price	Options Granted	Options Vested
March 9, 2022	0.75	1,510,000	1,510,000

The Corporation applies the fair value method of accounting for all stock based compensation awards and accordingly, $312,570 was recorded as compensation for the options (2011 - $NIL was recorded as compensation for the year). As of September 30, 2012 there were no unvested stock options.

Related Party Transactions

The Corporation's related parties include key management personnel and entities over which they have control or significant influence as described below.

	Nature of transactions
DSA Corporate services	Corporate secretarial
The Alyris Group	Accounting, management and facilities rental
Alyris Leasing Inc.	Facilities

Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

The following are the related party transactions, recorded at the exchange amount as agreed to by the parties:

[a] Included in general and administrative expenses are amounts totaling $254 (2011 - $138) for corporate secretarial services provided by DSA Corporate Services of which is related to the Corporation through Shaun Drake, Corporate Secretary of Wolfden.

[b] Included in general and administrative expenses are amounts totaling $80,134 (2011 - $93,250) for IT consulting, and accounting and management services provided by 1752466 Ontario Inc., a company related to the Corporation through Ewan Downie, Director of Wolfden and Dan Mechis, Director of Wolfden.

[c] Included in general and administrative expenses are amounts totaling $940 (2011 - $22,476) or administrative and management services paid to Mineral Processing Corporation, a Company that is an insider of the Corporation and of which Thomas Quigley is a common director.

[d] Included in general and administrative expenses are amounts totaling $31,693 (2011 - $NIL) for rent, common cost, and co-op cost paid by Alyris Leasing Inc., a company related to the Corporation through Ewan Downie, Director of Wolfden and Dan Mechis, Director of Wolfden.

[e] Included in equipment and leaseholds are amounts totaling $90,750 (2011 - $NIL) for leasehold improvements paid to Alyris Leasing Inc., a company related to the Corporation through Ewan Downie, Director of Wolfden and Dan Mechis, Director of Wolfden.

Transactions with key management personnel

Key management personnel remuneration includes the following expenses:

	2012	2011
	$	$
Salary and wages	**$129,231**	$120,508
Share-based payments	**$56,925**	$nil
Total	**$186,156**	$120,508

Commitments

The Corporation has commitments relating to an office lease ending June 2017.

The minimum annual payments for the next five years and thereafter are as follows:

	$
2012	20,260
2013	81,043
2014	81,043
2015	81,043
2016	81,043
Thereafter	40,521
	384,953

Financial Instruments

Financial instruments consist of cash and cash equivalents, investments, accounts receivable and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying value due to the short term to maturity, unless otherwise noted.

Risk Factors

An investment in the Corporation involves a number of risks. You should carefully consider the following risks and uncertainties in addition to other information in this report in evaluating the Corporation and its business before making any investment decision in regards to the common shares of the Corporation. The Corporations' business, operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Corporation. Additional risks not presently known to us may also impair business operations.

Exploration and Mining Risks
The Corporation is engaged in mineral exploration and development activities. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. The long-term profitability of our operations will be in part directly related to the cost and success of our exploration programs, which may be affected by a number of factors beyond our control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Corporation has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fire, power outages, labour disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. We may become subject to liability for pollution, cave-ins or hazards against which we cannot insure or against which we may elect not to insure. The payment of such liabilities may have a material, adverse effect on our financial position.

The Corporation relies upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, importing and exporting of minerals and environmental protection.

Financing Risks
The Corporation is limited in financial resources, and as a mineral exploration company has no source of operating cash flow. The Corporation has no assurance that additional funding will be available to us for further exploration and development of our projects or to fulfill our obligations under any applicable agreements. There can be no assurance that we will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of our projects with the possible loss of such properties.

Regulatory Requirements
Even if our mineral properties are proven to host economic reserves of mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. The Corporation may acquire other properties in other jurisdictions or countries. Any changes in regulations or shifts in political conditions are beyond the control of the Corporation and may adversely affect our business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

Uninsurable Risks
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Corporation 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 Corporation.

No Assurance of Titles
It is possible that any of our properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

Permits and Licenses
The operations of the Corporation may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at our projects will be granted.

Competition
The mineral industry is intensely competitive in all its phases. We compete with many companies possessing greater financial resources and technical facilities than the Corporation for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of the Corporation may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on invested capital or losing our investment capital.

Environmental Regulations

Our operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our operations.

Stage of Development

The Corporation is in the business of exploring for, with the ultimate goal of producing, mineral resources from our mineral exploration properties. None of our properties have commenced commercial production and we have no history or earnings or cash flow from our operations. As a result of the foregoing, there can be no assurance that we will be able to develop any of our properties profitably or that our activities will generate positive cash flow. We are unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. A prospective investor in the Corporation must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of our management in all aspects of the development and implementation of our business activities.

Markets for Securities

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Corporation. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

Reliance on Key Individuals

Our success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Corporation.

Geopolitical risks

The Corporation may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploitation and production, price controls, export controls, currency availability, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on mineral exports, increased financing costs, and site safety. In addition, legislative enactments may be delayed or announced without being enacted and future political action that may adversely affect the Corporation cannot be predicted. Any changes in regulations or shifts in political attitudes that may result, among other things, in significant changes to mining laws or any other national legal body of regulations or policies are beyond the control of the Corporation and may adversely affect its business. The possibility that future governments may adopt substantially different policies, which might extend to the expropriation of assets, cannot be ruled out.

Financial instruments and related risks

The Corporation's operations include the acquisition and exploration of mineral properties in Canada. The Corporation examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other risks. Where material, these risks are reviewed and monitored by the Board of Directors.

[a] Credit Risk
Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Corporation by those counterparties, less any amounts owed to the counterparty by the Corporation where a legal right of off-set exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

i) Trade credit risk
The Corporation is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Corporation is not exposed to significant credit risk and overall the Corporation's credit risk has not changed significantly from the prior year.

ii) Cash and cash equivalents
In order to manage credit and liquidity risk the Corporation invests only in highly rated investment grade instruments that have maturities of six months or less. Limits are also established based on the type of investment, the counterparty and the credit rate.

iii) Derivative financial instruments
As at September 30, 2012, the Corporation has no derivative financial instruments. It may in the future enter into derivative financial instruments in order to manage credit risk, it will only enter into derivative financial instruments with highly rate investment grade counterparties.

[b] Liquidity risk
Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation manages liquidity risk through the management of its capital structure.

Accounts payable and accrued liabilities are due within the current operating period.

[c] Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Corporation will realize a significant loss as a result of a decline in the fair market value of investments and other items held within cash and cash equivalents is limited given that the majority of investments have a relatively short maturity. The Corporation manages its interest rate risk with investments by investing the majority of funds in short-term investments and therefore is not exposed to significant fluctuations in interest rates.

[d] Currency risk
The Corporation is exposed to the financial risk related to the fluctuation of foreign exchange rates. The functional and reporting currency of the Corporation is the Canadian dollar, however it has operations located in the United States, and as such is subject to fluctuations in that currency. Changes in the currency exchange rates between the Canadian dollar relative to the US dollar could have an effect on the Corporation's results of operations, financial position or cash flows. The Corporation has not hedged its exposure to currency fluctuations. At September 30, 2012 a 100 basis point decrease/increase in the U.S. Dollar would result in a foreign exchange gain/loss of approximately CDN$2,350.

The Corporation does not invest in derivatives to mitigate these risks.

Management of Capital Risk

The Corporation manages its common shares, stock options and warrants as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue as a going-concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares and, acquire or dispose of assets.

In order to maximize ongoing exploration efforts, the Corporation does not pay out dividends. The Corporation's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with short-term maturities, selected with regard to the expected timing of expenditures from continuing operations.

The Corporation expects its current capital resources will be sufficient to carry out its exploration plans and operations through 2012.

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Corporation's financial assets measured at fair value by level within the fair value hierarchy.

	Level 1 $	Level 2 $	Level 3 $	**Total** **$**
Assets				
Cash and cash equivalents	103,962			**103,962**
	103,962			**103,962**

Subsequent events

Initial Public Offering

On October 18, 2012 the Corporation completed its initial public offering (the "Offering") whereby the Corporation issued 16,440,000 units (each, a "Unit") at a price of $0.50 per Unit and 3,156,400 flow-through common shares (each, a "FT Share) at a price of $0.55 per FT Share for total gross proceeds of $9,956,020. Each Unit consists of one common share and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder to purchase one common share at an exercise price of $0.75 per share until October 18, 2014. The Corporation has the right to require the holders of the Warrants to exercise the warrants in the event that the average trading price of the common share is equal to or greater than $1.50 for a period of 20 consecutive trading days.

On the closing date, the Corporation paid the Agents a cash commission of $580,199 and issued 1,339,208 warrants (each, an "Agent's Warrant"). Each Agent's Warrant entitles the holder to acquire one common share at an exercise price of $0.55 per share until October 18, 2014.

The Corporation granted the Agents an over-allotment option (the "Over-Allotment Option") exercisable in whole or in part for a period of 30 days from the closing date of the Offering, to purchase 2,937,960 Units at a price of $0.50 per Unit. Of the 16,440,000 Units issued on the Closing Date, 10,000 Units were issued pursuant to a partial exercise of the Over-Allotment Option. in respect of the Over-Allotment Option, the Corporation agreed to pay the Agents a fee equal to 6% of the gross proceeds realized through the issue of the offered securities and agreed to issue Agent's Warrants equal to 7% of the number of offered securities sold pursuant to the Over-Allotment Option.

Acquisition of the Clarence Stream Property

On October 18, 2012 the Corporation paid $2,000,000 from the net proceeds of the Initial Public Offering to Cliffs Chromite Ontario Inc. ("Cliffs Ontario") and issued 3,200,000 common shares at $0.50 per common share to Cliffs Quebec Iron Mining Limited / Cliffs Quebec Mine de Fer Limitee ("Cliffs Quebec") in order to fulfill the Corporation's remaining obligations required in connection with its prior acquisition of a 70% interest in the Clarence Stream Property located in New Brunswick. Cliffs continues to hold a 1% net smelter returns royalty on the property.

On October 18, 2012 the Corporation paid an additional $1,000,000 from the net proceeds of the Initial Public Offering and issued 1,120,000 common shares to Rockport Mining Corp. ("Rockport") at a price of $0.50 per common share to acquire the remaining 30% interest in the Clarence Stream Property.

Off-Balance Sheet Arrangements

The Corporation has not participated in any off-balance sheet or income statement arrangements.

Changes in Internal Control over Financial Reporting (“ICFR”)

No changes occurred in the current period of the Corporation’s ICFR that have materially affected, or are reasonably likely to materially affect the Corporation’s ICFR.

Controls and Procedures

In accordance with the requirements of *National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings*, the Corporation's management, including Chief Executive Officer (CEO) and Chief Financial Officer (CFO), have evaluated the operating effectiveness of the Corporation's internal control over financial reporting. Management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under, the supervision of, the CEO and CFO and effected by management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Management assessed the effectiveness of the Corporation's internal control over financial reporting as of September 30, 2012. Based on this assessment, management believes that, as of September 30, 2012, the Corporation's internal control over financial reporting is designed effectively.

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the CEO and CFO, on a timely basis so that appropriate decisions can be made regarding annual and interim financial statement disclosure. Management believes these disclosure controls and procedures have been effective during the period ending September 30, 2012

Additional Information

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com.

Mr. Don Hoy, President and CEO of Wolfden Resources Corp. is the Qualified Person for the information contained in this MD&A and is a Qualified Person defined by National Instrument 43-101.

(Signed) Lance Dyll, CA
Chief Financial Officer

Thunder Bay, Canada
November 21, 2012