Wolfden Resources Corporation

Management's Discussion & Analysis

Form 51-102F1

For the year ended December 31, 2012 and 2011
(Stated in Canadian Dollars)

WOLFDEN
Resources Corporation

MANAGEMENT'S DISCUSSION & ANALYSIS
For the year ended December 31, 2012 and 2011

Date of Report: April 22, 2013

General

The following Management's Discussion and Analysis (ñMD&Aò) of Wolfden Resources Corporation (the ñCorporationò or "Wolfden") should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2012 with a comparative period for the year ended December 31, 2011, and the notes thereto. The Corporationôs audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (ñIFRSò). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. This MD&A was prepared as of April 22, 2013, and all information is current as of such date. Readers are encouraged to read the Corporationôs public information filings on SEDAR at www.sedar.com.

This discussion provides management's analysis of Wolfdenôs historical financial and operating results and provides estimates of Wolfdenôs 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 Corporationôs 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. Wolfdenôs 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 Corporation (the ñCorporationò 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

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 totaling 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:

Å 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);

Å Indicated antimony resources are estimated to be 114,000 tonnes grading 2.9% Sb containing 7,300,000 pounds of antimony;

Å 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;

Å 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 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 Corporationõs audited consolidated financial statements for the periods below.

	Year ended December 31, 2012 $	Year ended December 31, 2011 $	Year ended December 31, 2010 $
	(Under IFRS)	(Under IFRS)	(Under IFRS)
Operations			
Total revenue	**13,708**	7,163	463
Loss and comprehensive loss for the year	**(6,853,512)**	(1,405,402)	(3,265,697)
Basic and diluted loss per share	**(0.22)**	(0.06)	(0.19)
Balance Sheet			
Working capital	**5,399,069**	817,207	971,151
Total assets	**5,791,530**	949,251	1,115,818
Total liabilities	**300,096**	109,752	144,667

Summary of Quarterly Results

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

Quarter	2012 Fourth	2012 Third	2012 Second	2012 First	2011 Fourth	2011 Third	2011 Second	2011 First
	($)	($)	($)	($)	($)	($)	($)	($)
Revenue	10,356	Nil	Nil	3,352	2,709	2,486	1,968	Nil
Operating expenses	5,572,871	269,795	214,629	797,951	485,206	291,446	294,113	305,916
Loss from operating activities	(5,562,515)	(269,795)	(214,629)	(794,599)	(482,497)	(288,960)	(292,145)	(305,916)
Loss and compre-hensive loss	(5,272,353)	(567,660)	(218,953)	(794,546)	(507,057)	(288,960)	(293,071)	(316,314)
Basic and diluted net loss per share	(0.17)	(0.01)	(0.01)	(0.03)	(0.01)	(0.01)	(0.01)	(0.02)

Overall Performance

Overall, during the 2012 fiscal year the Corporation has grown and expanded its operation significantly. During the fourth quarter of the year the Corporation successfully completed the Initial Public Offer ("IPO") and began trading on the TSXV under the symbol WLF. The comprehensive loss for the year ended December 31, 2012 was $6,853,512 as compared to the comprehensive loss of $1,405,402 in the previous year ended. The Corporation incurred exploration expenses and acquisition costs of $5,832,053 in the current year which was almost 5 times higher than the previous year ended. This is a direct result of the completion of IPO financing and the acquisition of Clarence Stream and Armstrong properties. Excluding the decrease of the exchange differences on translation of foreign operations due to the foreign exchange rate fluctuation, the balance of the expenditure categories have increased. General and administrative increased from $333,943 to $592,909 professional fees increased from $91,205 to $95,142, and depreciation increased from $4,776 to $17,240, all of which can be attributed to a full year of operation and the work associated with completing the acquisition and IPO. 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 $5,332 incurred in the current year compared with exchange gain of $31,807 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, as well as exploring other potential opportunities as they arise. The major components of general and administrative costs include transfer agent fees of $34,982, general consulting of $50,074, corporate accounting fees of $84,579, rent expense of $52,478, and executive salaries and wages of $194,739.

The Corporation recorded $13,708 in investment revenue during the year ended December 31, 2012 compared to $7,163 in the previous year ended. These amounts are higher due to the investment of the proceeds from the IPO in liquid accounts with a higher interest rate than the previous year.

At December 31, 2012 the Corporation incurred exploration and evaluation expenses of $5,832,053 for the year to date, with the breakdown as follows:

	Carlton / Aitkin	Armstrong	Clarence Stream	Other	Total for current year	2011	Total inception to date
Analytical/Sampling	-	3,250	-	121,252	**124,502**	48,267	**227,753**
Geological	-	-	49,040	836	**49,876**	243,189	**393,990**
Geophysical	-	-	-	25,897	**25,897**	46,719	**73,305**
Transportation/ Accommodation	-	-	8,436	2,104	**10,540**	1,151	**28,127**
Exploratory Drilling	4,203	-	5,095	-	**9,298**	219,351	**224,613**
Operations Support	588	-	20,077	695	**21,360**	733	**38,118**
Administration	689	-	687	-	**1,376**	9,199	**14,374**
Total Exploration	5,480	3,250	83,335	150,784	**242,849**	568,609	**1,000,280**
Acquisition/ Development	65,818	55,000	5,334,221	134,165	**5,589,204**	409,955	**8,937,575**
Total	71,298	58,250	5,417,556	284,949	**5,832,053**	978,564	**9,937,855**

Mineral property acquisitions and agreements

Carlton / Aitkin and Rum River Properties

As a part of the acquisition of MPC Subco, the Corporation acquired the right, title, and interest to mineral property interests located in Carlton, Aitkin, Kanabec and Mille Lacs counties in Minnesota. The Corporation relinquished its interest in the Rum River properties, as well as a portion of the Carlton-Aitkin properties, located in Minnesota U.S.A. The Corporation now retains only its interest in the Lawman leases that are part of the Carlton-Aitkin property.

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 cash payment was paid on the date the Corporation listed on the stock exchange; (iv) $90,000 worth of common shares were issued on January 10, 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)

A penalty payment was made to the vendor of $25,000 when the Corporation did not list on a stock exchange in North America prior to March 19, 2012.

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 agreement 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, October 18, 2012, RMC 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 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, paid 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 ñTransaction Unitsò) 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, October 18, 2012, 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, paid by the Corporation to Cliffs (or its designated Affiliate);
(c) the allotment and issuance by the Corporation to Cliffs (or its designated Affiliate, subject to compliance with Applicable Securities Laws), of that number of Shares having a deemed aggregate value equal to $1,600,000 (the ñTransaction Sharesò) 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 ñNet Smelter Returns Royaltyò) 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 $5,589,589 at December 31, 2012 compared to $814,376 at December 31, 2011. Current assets at December 31, 2012 were $5,685,210 compared to $926,959 at December 31, 2011 and total assets at December 31, 2012 were $5,791,530 compared to $949,251 at December 31, 2011. The Corporation completed the IPO in October 2012 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 year ended December 31, 2012, the Corporation used $4,314,216 in cash related to operating activities. The most significant non-cash charges to earnings include Non-cash acquisition costs of $2,160,000, share-based payments of $312,570, and depreciation of $17,240. For the year ended December 31, 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 year ended December 31, 2012 was $101,268. 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 year ended December 31, 2012, the Corporation generated cash of $9,190,697; this was attributed to net proceeds from the private placements completed during the year.

Outstanding share data

Common Shares

The Corporation's authorized share capital consists of an unlimited number of common shares without par value. As at April 22, 2013, 50,011,161 common shares were issued and outstanding.

Warrants

The following table reflects the share purchase warrants outstanding as at April 22, 2013:

Expiry Date	Exercise Price $	Opening Balance #	Warrants Issued #	Warrants Exercised #	Warrants Expired #	Closing Balance #
February 25, 2013*	0.40	2,547,500	-	-	-	**2,547,500**
March 13, 2013*	0.40	-	360,000	-	-	**360,000**
October 18, 2014	0.75	-	8,220,000	-	-	**8,220,000**
October 18, 2014	0.55	-	1,339,208	-	-	**1,339,208**
		2,547,500	9,919,208	-	-	**12,466,708**
Weighted average exercise price		0.40	0.71	-	-	**0.65**

* On February 13, 2013 the Corporation applied to the TSX Venture Exchange (the "Exchange") to extend the term of the following warrants being (1) 2,547,500 warrants that were originally issued on February 25, 2011 and are exercisable at $0.40 per share presently expiring on February 25, 2013 until February 25, 2014; and (2) 360,000 warrants that were originally issued on March 13, 2012 and are exercisable at $0.40 per share presently expiring on March 13, 2013 until March 13, 2014. The exercise price of all of the warrants to be extended will remain the same.

Stock Options

The following table reflects stock options outstanding and that have vested as at April 22, 2013:

Expiry Date	Exercise Price $	Opening Balance #	Granted #	Exercised #	Expired/ Cancelled #	Closing Balance #
March 9, 2022	0.75	-	1,510,000	-	-	**1,510,000**
Weighted average exercise price		-	0.75	-	-	**0.75**

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 December 31, 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
DSA Filing services	Filing services
The Alyris Group	Accounting, management and facilities rental
Alyris Leasing Inc.	Facilities
Mineral Processing Corporation	Management services

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 $2,618 (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 $149,174 (2011 - $93,250), 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 $46,821 (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 $88,148 (2011 - $NIL) for leasehold improvements and $13,120 (2011 - $NIL) for computer equipment paid to Alyris Leasing Inc., a company related to the Corporation through Ewan Downie, Director of Wolfden and Dan Mechis, Director of Wolfden.

[f] On March 29, 2012, the Corporation entered into a Loan Facility with Ewan Downie, Director of the Corporation, as amended on September 12, 2012, whereby amounts drawn down on the facility incur interest at 10% per annum and mature on November 30, 2012. During the year the Corporation drew down $125,000 of the loan facility, this amount was subsequently paid back including the required interest.

Key management personnel remuneration includes the following amounts:

	2012 $	2011 $
Salary and wages	**168,000**	120,508
Share-based payments	**56,925**	-
Other compensation	**5,462**	-
	230,387	120,508

Commitments

The Corporation has commitments relating to an office lease, which includes rent, common cost, and co-op cost, expiring June 2017.

The minimum payments are as follows:

	$
2013	81,043
2014	81,043
2015	81,043
2016	81,043
Thereafter	40,523
	364,695

Flow-through renunciation

As at December 31, 2012, the Corporation renounced 100% of its flow-through related resource expenditures to investors. The Corporation has until February 1, 2013 to incur the expenditures before monthly interest charges begin to accrue on unspent funds. Interest charges incurred by the Corporation as a result of this income tax legislation are charged to income in the period incurred. Of the $1,736,020 in flow-through financing raised in 2012, the Corporation has incurred $55,421 in exploration expenses, and thus has $1,680,599 left to be spent by December 31, 2013.

Financial Instruments

Financial instruments consist of cash and cash equivalents, 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 Corporationsô 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 fulfil 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 and are cashable at any time. Limits are also established based on the type of investment, the counterparty and the credit rate.

iii) Derivative financial instruments
As at December 31, 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 December 31, 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 2013.

Subsequent events

Peacock Property Agreement

On February 14, 2013 entered into a Letter of Intent ("LOI") to purchase a 100% interest in the Peacock Property in the District of Cochrane in Ontario. The Corporation shall have the right to earn an undivided 100% interest in the Property, subject to the NSR, by making cash payments and issuing common shares in the capital of the Corporation over a three year period:

[a] The estimated cost of $8,500 to resample the drill core and verify gold assays, will be borne by Wolfden, upon signing of this LOI;
[b] $7,500 and 20,000 shares of Wolfden on or before the 6 month anniversary date of signing of the LOI;
[c] $10,000 and 20,000 shares of Wolfden on or before the 1st anniversary date of signing of the LOI;
[d] $20,000 and 20,000 shares of Wolfden on or before the 2nd anniversary date of signing of the LOI;
[e] $40,000 and 40,000 shares of Wolfden on or before the 3rd anniversary date of signing of the LOI;

There is a 2% NSR on the property in favour of the vendor, the Corporation has the right to purchase 1% of the NSR for $500,000 per each 0.5% increment.

Warrant Extension

On February 13, 2013 the Corporation applied to the TSX Venture Exchange (the "Exchange") to extend the term of the following warrants being (1) 2,547,500 warrants that were originally issued on February 25, 2011 and are exercisable at $0.40 per share presently expiring on February 25, 2013 until February 25, 2014; and (2) 360,000 warrants that were originally issued on March 13, 2012 and are exercisable at $0.40 per share presently expiring on March 13, 2013 until March 13, 2014. The exercise price of all of the warrants to be extended will remain the same.

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 December 31, 2012. Based on this assessment, management believes that, as of December 31, 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 December 31, 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 Corporation 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
April 22, 2013