Wolfden Resources Corporation

Management's Discussion & Analysis

Form 51-102F1

For the three months ended March 31, 2013
(Stated in Canadian Dollars)

MANAGEMENT'S DISCUSSION & ANALYSIS
For the three months ended March 31, 2013

Date of Report: May 24, 2013

General

The following Management's Discussion and Analysis ("MD&A") of Wolfden Resources Corporation (the "Corporation" or "Wolfden") should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2013 with a comparative period for the year ended December 31, 2012, 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 May 24, 2013, 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 Corporation (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").

On October 18, 2012 the Corporation completed its initial public offering and received approval from the TSX Venture Exchange to list its common shares on the TSX-V as a Tier 1 Mining Issuer.

Operational Highlights Q1 2013

Wolfden Resources Corporation is engaged in the exploration and development of mineral properties in North America. During the previous year 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:

- 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

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

The Corporation also owns a 100% interest in the Armstrong Property located in the world class Bathurst Mining Camp in New Brunswick, Canada. The Property comprises a high-grade polymetallic volcanogenic massive sulphide (VMS) prospect. There is a 1.5% NSR on the property, 0.5% of which can be purchased by the Corporation on or before delivery of a positive feasibility study. An additional 0.5% of the NSR can be purchased on or before commencement of commercial production.

Assay results from three samples taken from three separate locales from the new discoveries are summarized below:[1]

SAMPLE NO.	Coordinates (UTM)	% ZN	% PB	% CU	AG (G/T)	AU (G/T)
VMS1	5278520N, 0725333E	10.4	5.67	0.118	130	0.656
VMS2	5278365N, 0725348E	13.7	6.07	0.128	103	0.481
VMS3	5278915N, 0725289E	8.4	4.63	0.762	251	0.605

[1]Analysis of the samples were completed at ALS Chemex in Vancouver, utilizing the ME-OG46 method. A prepared sample is digested in 75% aqua regia for 120 minutes. After cooling, the resulting solution is diluted to volume (100 ml) with de-ionized water, mixed and then analyzed by inductively coupled plasma-atomic absorption spectrometry or by atomic absorption spectrometry. ALS Chemex is independent of the Company.

During the Quarter the Corporation announced the discovery of additional boulder clusters which are located close to the contact between mafic volcanic and sedimentary rocks. The contact locale is also characterized by the presence of minor outcrops and abundant float of felsic volcanic rocks. The Company believes that taken as a whole, the close spatial association of the massive sulphide boulders with the mafic volcanic ï sediment contact (and minor felsic volcanic component), suggests that the mafic volcanic-sediment contact marks a favourable stratigraphic horizon, potentially hosting significant VMS mineralization on the Property. An airborne geophysical survey completed in the fall of 2012, also shows a close relationship of the high-grade boulders with the boundary between conductive sediments and non-conductive volcanic rocks.

The new boulder discoveries enhance earlier discoveries made by prospecting on the Property, during 2011 and 2012. The 2011-2012 discoveries consist of 11 boulder clusters occurring over a sizeable area, a number of which returned bonanza-grade values in lead, zinc and silver. The 2011-2012 discoveries are located at least 5 kilometres away from the new discoveries reported above but show the same close spatial association of VMS boulders with the mafic volcanic-sediment contact. One cluster where 9 boulders were analyzed, yielded an average of 16.9% Zn, 5.09% Pb, 217 g/t Ag and 0.90 g/t Au. A second cluster returned average assays of 13.3% Zn, 4.01% Pb, 214 g/t Ag and 0.80 g/t Au 1 (see Wolfden news release dated November 26, 2012).

During the second quarter of 2013, the exploration program will commence. It will consist of prospecting, detailed ground geophysical surveys, trenching and diamond drilling.

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 period	**(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	**2013 First**	2012 Fourth	2012 Third	2012 Second	2012 First	2011 Fourth	2011 Third	2011 Second
	($)	($)	($)	($)	($)	($)	($)	($)
Revenue	**15,553**	10,356	Nil	Nil	3,352	2,709	2,486	1,968
Operating expenses	**991,395**	5,572,871	269,795	214,629	797,951	485,206	291,446	294,113
Loss from operating activities	**(975,842)**	(5,562,515)	(269,795)	(214,629)	(794,599)	(482,497)	(288,960)	(292,145)
Loss and compre-hensive loss	**(1,062,343)**	(5,272,353)	(567,660)	(218,953)	(794,546)	(507,057)	(288,960)	(293,071)
Basic and diluted net loss per share	**(0.02)**	(0.17)	(0.01)	(0.01)	(0.03)	(0.01)	(0.01)	(0.01)

Overall Performance

The comprehensive loss for the three months ended March 31, 2013 was $1,062,343 as compared to the comprehensive loss of $794,546 in the same period of the previous year. The Corporation incurred exploration expenses of $793,509 during the first quarter , which was over one and half times higher than the same period of the previous year. In addition, deferred tax expense of $84,313 was incurred during the three months ended March 31, 2013. Excluding the decreases of the exchange loss due to the foreign exchange rate fluctuation and share-based payments, the balance of the expenditure categories have increased relative to the same period of the previous year. General and administrative costs increased to $169,983 from $127,134, professional fees increased to $19,458 from $7,847, and depreciation increased to $6,540 from $1,672, all of which can be attributed to the operations now that the IPO has been completed and the property agreements are finalized. Flow through interest penalty of $1,949 were incurred in the current period compared with $Nil in the same period of the previous year. Exchange gain of $44 was incurred in the current period compared with exchange loss of $6,379 in the same period of the previous year. Exchange differences on translation of foreign operations were $2,188 for the three months ended March 31, 2013, and share based payments were $Nil in the current period as compared to $312,570 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 corporate accounting fees of $22,747, investor relations of $19,363, travel expense of $10,535, rent, common and co-op expense of $19,510, and executive salaries and wages of $55,179.

The Corporation recorded $15,553 in investment revenue during the three months ended March 31, 2013 compared to $3,352 in the same period of the previous year. 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 March 31, 2013 the Corporation incurred exploration and evaluation expenses of $793,509 for the year to date, with the breakdown as follows:

	Carlton / Aitkin	**Armstrong**	**Clarence Stream**	**Other**	**Total for current period**	**2012**	**Total inception to date**
Analytical / Sampling	-	4,082	678	10,752	**15,512**	124,502	**243,265**
Geological	1,897	-	742	-	**2,639**	49,876	**396,629**
Geophysical	12,391	-	-	-	**12,391**	25,897	**85,696**
Transportation / Accommodation	1,670	-	1,920	3,093	**6,683**	10,540	**34,810**
Exploratory Drilling	115,708	-	513,080	-	**628,788**	9,298	**853,401**
Operations Support	8,057	-	4,248	-	**12,305**	21,360	**50,423**
Administration	6,492	-	2,912	-	**9,404**	1,376	**23,778**
Total Exploration	146,215	4,082	523,580	13,845	**687,722**	242,849	**1,688,002**
Acquisition / Development Costs	787	90,000	15,000	-	**105,787**	5,589,204	**9,043,362**
Total	147,002	94,082	538,580	13,845	**793,509**	5,832,053	**10,731,364**

Mineral property acquisitions and agreements

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 agreed 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. To date the Corporation has paid $5,000 to satisfy this obligation.

(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 “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.

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 issued January 10, 2013 (this has been satisfied by the Corporation); (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.

Peacock Property Agreement

On February 14, 2013 the Corporation 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.

Subsequent to the period end the Corporation decided to relinquish its interest in the Peacock property, as such the Corporation has informed the property owners of the termination of the LOI.

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.

Subsequent to the period end the Corporation decided to relinquish its interest in the remaining leases that are part of the Carlton-Aitkin Property, as such the Corporation has informed the property owners of the termination

Liquidity and Capital Resources

The Corporation's cash and cash equivalents balance was $4,774,219 at March 31, 2013 compared to $5,589,589 at December 31, 2012. Current assets at March 31, 2013 were $4,869,536 compared to $5,685,210 at December 31, 2012 and total assets at March 31, 2013 were $4,969,316 compared to $5,791,530 at December 31, 2012. The Corporation intends to continue to use the 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 three months ended March 31, 2013, the Corporation used $815,370 in cash related to operating activities. The most significant non-cash charges to earnings include Non-cash acquisition costs of $90,000, deferred tax expense of $84,313 and depreciation of $6,540.
For the three months ended March 31, 2013, the majority of the cash used in operating activities can be attributed to funding of day to day operations.

Investment Activities

The Corporation had no investment activities for the three months ended March 31, 2013 and March 31, 2012.

Financing Activities

The Corporation had no financing activities for the three months ended March 31, 2013. During the comparative period for the previous year a private placement was completed that provided $166,493 after share issue costs.

Outstanding share data

Common Shares

The Corporation's authorized share capital consists of an unlimited number of common shares without par value. As at May 24, 2013, there were 50,011,161 common shares issued and outstanding.

Warrants

The following table reflects the share purchase warrants outstanding as at May 24, 2013:

Expiry Date	Exercise Price $	2013 Opening Balance #	Warrants Issued #	Warrants Exercised #	Warrants Expired #	March 31, Closing Balance #
February 25, 2014*	0.40	2,547,500	-	-	-	**2,547,500**
March 13, 2014**	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**
		12,466,708	-	-	-	**12,466,708**
Weighted average exercise price		0.65	-	-	-	**0.65**

* On February 13, 2013 the Corporation extended the term of 2,547,500 warrants to expire on February 25, 2014, which originally expired on February 25, 2013.
** On February 13, 2013 the Corporation extended the term of 360,000 warrants to expire on March 13, 2014, which originally expired on March 13, 2013.

Stock Options

The following table reflects stock options outstanding and that have vested as at May 24, 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, $NIL was recorded as compensation for the period as there were no options vesting (2012 - $312,570 was recorded as compensation for the year). As of March 31, 2013 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 rental
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 $7,731 (2012 - $194) for corporate secretarial services provided by DSA Corporate Services and for filing services provided by DSA Filing services,both of which are related to the Corporation through Shaun Drake, Corporate Secretary of Wolfden.

[b] Included in general and administrative expenses are amounts totaling $25,245 (2012 - $35,072), 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 $NIL (2012 - $940) for 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 $19,510 (2012 - $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 $NIL (2012 - $41,820) for leasehold improvements and $NIL (2012 - $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.

Key management personnel remuneration includes the following amounts:

	2013 $	2012 $
Salary and wages	**61,630**	54,227
Other compensation	**1,669**	-
	63,299	54,227

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	54,026
2014	72,035
2015	72,035
2016	72,035
2017	36,018
	306,149

Flow-through renunciation

As at March 31, 2013, the Corporation renounced 100% of its flow-through related resource expenditures to investors. The Corporation had 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 $586,083 in exploration expenses, and thus has $1,149,937 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 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 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 March 31, 2013, 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 March 31, 2013 a 100 basis point decrease/increase in the U.S. Dollar would result in a foreign exchange gain/loss of approximately CDN$1,499.

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

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).

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

In May 2013 the Corporation decided to relinquish its interest in the Peacock property, as such the Corporation has informed the property owners of the termination of the agreement.

Carlton-Aitkin Property

In May 2013 the Corporation decided to relinquish its interest in the remaining leases that were part of the Carlton-Aitkin Property, as such the Corporation has informed the property owners of the termination.

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 March 31, 2013. Based on this assessment, management believes that, as of March 31, 2013, 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 March 31, 2013

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
May 24, 2013