WOLFDEN
Resources Corporation

MANAGEMENT'S DISCUSSION & ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Form 51-102F1

For the years ended December 31, 2015 and 2014

(Stated in Canadian Dollars)

WOLFDEN
Resources Corporation

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
For the years ended December 31, 2015 and 2014

Date of Report: April 12, 2016

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 audited consolidated financial statements for the year ended December 31, 2015 with a comparative period for the year ended December 31, 2014, and the notes thereto. The Corporation's audited consolidated 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 April 12, 2016, 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 28, 2015 the Corporation received certification of the dissolution of MPC Subco from the Michigan Department of Licensing and Regulatory Affairs.

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, and began trading under the symbol WLF.

Operational Highlights Q4 2015

Wolfden Resources Corporation is engaged in the exploration and development of mineral properties in North America. Highlights from the final quarter are:

- The Corporation acquired, by claim staking, the Rice Island nickel-copper deposit, Manitoba. The deposit lies within the 496 hectares staked, 10 kilometres south-southeast of the Town of Snow Lake. The region hosts the well-established mining communities of Snow Lake, Flin Flon and Thompson. Proximity to such mining infrastructure allows the Corporation to explore on the Property year-round and at reasonable cost.
- During September, Wolfden conducted a property-wide airborne geophysical survey utilizing the VTEM system. The intent was to map out the extent and configuration of the gabbro hosting the nickel-copper mineralization and the mineralization itself, in efforts to enlarge the known mineral deposit and to delineate additional targets elsewhere on the Property. The survey was successful in delineating 3 previously unknown regional targets with geophysical signatures similar or stronger than the existing Rice Island deposit.
- The Rice Island nickel-copper deposit was explored by drill programs completed by Inco Ltd in 1949-1950 and 1967. As the pierce points were derived from very small diameter drill core (AX) and therefore only approximations, your company commenced drilling into the historic deposit in late September to confirm the grade and configuration of it and to find additional nickel-copper mineralization in the historic deposit locale.
- Subsequent to year-end 2015, Wolfden completed 4756 metres of drilling in 19 holes in the Rice Island locale (results are tabulated below). The drilling confirmed significant Ni-Cu mineralization at the Main Zone where higher grade semi-massive to massive sulphides occur at the base of a gabbro intrusion overlying sedimentary rocks. The Main Zone had been previously been drilled by Inco Ltd. in 1948, 1949 and 1965. Wolfden's drilling resulted in a new discovery known as the Lower and New Lower Zones, where intercepts of 2.48% Ni & 0.79% Cu over 15.60 metres (RI-15-01), 3.97% Ni & 0.95% Cu over 4.60 metres (RI-15-05), 1.14% Ni & 0.70% Cu over 14.10 metres and 1.07% Ni & 0.83% Cu over 6.1 metres were obtained.
- The Main Zone, Lower Zone and New Lower Zones are thought to be components of a conduit or feeder system, in which channeling magmatic fluids have deposited nickel-copper mineralization at multiple sites. Drilling will continue into 2016 testing this promising new discovery.

Results of Operations

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

	Year ended December 31, 2015 $	Year ended December 31, 2014 $	Year ended December 31, 2013 $
Operations			
Total revenue	**31,954**	33,057	54,122
Comprehensive loss for the year	**(2,549,964)**	(2,498,987)	(2,980,196)
Basic and diluted loss per share	**(0.04)**	(0.06)	(0.06)
Balance Sheet			
Working capital	**1,241,447**	3,518,533	2,802,047
Total assets	**1,431,576**	4,116,944	3,066,865
Total liabilities	**(153,985)**	(540,553)	(183,572)

Summary of Quarterly Results

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

Quarter	2015 Fourth	2015 Third	2015 Second	2015 First	2014 Fourth	2014 Third	2014 Second	2014 First
	($)	($)	($)	($)	($)	($)	($)	($)
Revenue	3,984	7,462	9,809	10,699	6,757	8,541	10,073	7,686
Operating expenses	1,393,332	713,274	520,345	457,618	786,707	789,548	391,738	560,076
Loss from operating activities	(1,389,348)	(705,812)	(510,536)	(446,919)	(779,950)	(781,007)	(381,665)	(559,337)
Compreh-ensive loss	(1,092,454)	(602,487)	(450,695)	(404,328)	(776,395)	(780,898)	(381,757)	(559,937)
Basic and diluted net loss per share	(0.02)	0.00	(0.01)	(0.01)	(0.02)	(0.01)	(0.01)	(0.01)

Overall Performance

The comprehensive loss for the year ended December 31, 2015 was $2,549,964, which was $50,977 higher when compared to the comprehensive loss of $2,498,987 in the same period of the previous year. The increase was due primarily to an increase in spending on exploration, as well as additional professional fees; these increases were partially offset by a reduction in general and administrative expenses and lower share-based payments. During the current year, the majority of spending was related to the Rice Island property and Nickel Island property, whereas in the prior year the focus was on other properties, some of which we no longer hold. Exploration expenses of $2,431,826 were incurred in the current period as compared to $1,649,198 in the same period of the previous year. Share-based payments of $Nil were incurred as compared to $163,602 in the same period of the previous year. general and administrative expenses costs decreased from $633,506 to $501,801, flow-through interest penalty of $12,288 was incurred in the current period compared with $Nil in the same period of the previous year as a result of the Corporation having fulfilled the flow-through obligation in the prior year. Depreciation decreased from $23,208 to $21,714 and professional fees increased from $66,322 to $117,890. The reason for the increase in professional fees is that the Corporation undertook evaluations of potential acquisitions that were no realized, and thus incurred the expenses associated with these evaluations. An exchange gain of $950 was realized in the current period compared with an exchange gain of $81 in the same period of the previous year. All of these noted fluctuations are a result of regular operating activities and the focus of the Corporation in the current quarter.

Deferred tax recovery of $405,307 was incurred during the current period compared with $3,453 in the same period of the previous year, this difference is the result of the reduction in the deferred flow-through premium liability in the current year. An amount of $305 was incurred in exchange differences on translation of foreign operations for the year ended December 31, 2015 versus $(258) in same period of the previous year. The exchange differences on translation of foreign operations is due to the foreign exchange rate fluctuation.

The major components of general and administrative costs for the year ended December 31, 2015 include corporate accounting fees not charged to exploration of $75,600, investor relations of $26,712, rent, common, and co-op expense of $70,715, executive salaries and wages not charged to exploration of $205,566, shareholder communications of $15,334, travel expense of $29,494, and business and director's insurance expense of $14,378 and $10,800, respectively.

On a go forward basis the Corporation will continue to monitor expenditures closely as the Corporation continues its work on the current property portfolio, as well as exploring other potential opportunities as they arise.

The Corporation recorded $31,954 in investment income for the year ended December 31, 2015 compared to $33,057 in the same period of the previous year, this is due to investment balances on hand through the period and fluctuating return rates.

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Exploration and evaluation expenditures

The Corporation incurred exploration and evaluation expenditures of $2,431,826 during the three months ended December 31, 2015, the breakdown of exploration and evaluation for the year to date is as follows:

	Rice Island	**Nickel Island**	**Teta-gouche**	**Clarence Stream**	**Other**	**Total for current period**	**2014**	**Total inception to date**
Analytical / Sampling	50,786	-	6,452	-	2,300	**59,538**	14,164	**515,759**
Geological	57,608	19,195	98,841	27,612	83,192	**286,448**	173,866	**984,534**
Geophysical	182,588	152,872	22,724	-	-	**358,184**	287,094	**887,492**
Geochemical	-	-	14,334	615	-	**14,949**	23,094	**165,984**
Transportation/ Accommodation	48,588	15,851	38,301	-	6,576	**109,316**	80,701	**265,676**
Exploratory Drilling	875,819	-	153,491	-	96,727	**1,126,037**	441,763	**2,809,790**
Property Work	6,790	-	34,770	-	5,443	**47,003**	84,340	**450,535**
Operations Support	39,369	4,445	79,468	14,595	7,664	**145,541**	109,345	**237,435**
Administration	65,152	7,291	121,553	213	-	**194,209**	161,677	**419,494**
Total Exploration	1,326,700	199,654	569,934	43,035	201,902	**2,341,225**	1,376,044	**6,731,448**
Acquisition / Development Costs	-	11,561	20,550	49,250	9,240	**90,601**	273,154	**9,552,420**
Total	1,326,700	211,215	590,484	92,285	211,142	**2,431,826**	1,649,198	**16,283,868**

Mineral property acquisitions and agreements

Manitoba

Rice Island property

On September 15, 2015, the Corporation acquired a 100% interest in the Rice Island nickel-copper deposit situated on the Rice Island property (the "Property") through claim staking. The Property consisting of 704 hectares, is located 10 kilometres south-southeast of the Town of Snow Lake in west-central Manitoba.

During the fourth quarter of 2015, a Notice of Dispute (the "Notice") was filed with the Province of Manitoba with respect to the Rice Island, Manitoba claims. Specifically, the Notice states that an individual (the "Disputant") has taken the position that one of the claims recorded in favour of Wolfden is invalid due to the existence of the Disputant's claims on the land prior to Wolfden's staking of the claim. Wolfden has responded to the Notice and is confident that it has clear and legal title to the subject claim as confirmed by the issuing of the recording certificate by the Manitoba Mining Recorder.

Nickel Island property

On May 21, 2015, the Corporation acquired a 100% interest in a nickel-copper property by claim staking (the "Property"). The Property comprises 600 hectares and is located in east-central Manitoba.

New Brunswick

Tetagouche Property

On January 6, 2014 the Corporation closed a definitive purchase agreement (the "Agreement") to acquire a large strategic land package situated in the Bathurst Mining Camp and surrounding area in north-eastern New Brunswick. Collectively, the property acquisition comprises land holdings totaling more than 20,000 hectares (the “Property”).

Wolfden acquired the Property from 8100896 Canada Inc., a wholly-owned subsidiary of GeoVenCap Inc. (the "Vendor"). Pursuant to the terms of the Agreement, the Corporation purchased all of the Vendor's right, title and interest to and in the Property for cash consideration of $125,000 and 571,428 common shares of Corporation (the "Consideration Shares") having a value of $100,000. The Consideration Shares were subject to a four-month hold period under applicable securities laws in Canada.

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"). 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 “Transaction Units”) at a price per Transaction Unit equal to the IPO price of the IPO Securities.

(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"). 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 annually which are deductible against the 2% NSR.

Brunswick No. 6 West Property acquisition

On April 29, 2015 the Corporation acquired, by claim staking, the Brunswick No. 6 West property (the “Property). The wholly-owned Property comprising 154 mineral claims totaling 3,367 hectares adjoins the formerly producing Brunswick No. 6 mine and is located proximal to infrastructure, 20 kilometers southwest of the City of Bathurst, in the heart of the Bathurst Mining Camp.

Liquidity and Capital Resources

The Corporation's cash and cash equivalents balance was $762,642 at December 31, 2015 compared to $699,767 at December 31, 2014. Current assets at December 31, 2015 were $1,395,432 compared to $4,059,086 at December 31, 2014 and total assets at December 31, 2015 were $1,431,576 compared to $4,116,944 at December 31, 2014. On December 30, 2015 the Corporation completed a non-brokered private placement (the "Offering") of 3,600,000 flow-through units (the "Flow-through Units") at a price of $0.10 per Flow-through Unit for gross proceeds of $360,000. Each Flow-through Unit consists of one common share of the Corporation that is a "flow-through share" within the meaning of the Income Tax Act (Canada) and one-half of one non-transferable common share purchase warrant (each whole warrant a "Warrant"). Each such Warrant entitles the holder to the purchase of one common share of the Corporation at a price of $0.20 per common share until December 30, 2017. The Flow-Through Unit Shares and Warrants issued under the Offering are subject to a four-month hold period that expires May 1, 2016..

The Corporation intends to use these funds to further our exploration projects and meet all required flow-through expenditures. We expect that if necessary, we will complete an additional financing, however at this time the Corporation is comfortable that our current resources are sufficient to carry out our operational and exploration plans in the near term.

Operating Activities

For the year ended December 31, 2015, the Corporation used $3,004,912 in cash related to operating activities. The only non-cash charges to earnings was depreciation of $21,714. The deferred tax recovery of $405,307 was credited to the earnings for the year ended December 31, 2015. For the year ended December 31, 2015 the majority of the cash used in operating activities can be attributed to funding of day to day operations.

Investment Activities

For the year ended December 31, 2015, the Corporation redeemed, on a net basis, $2,719,279 in cash related to investment activities. During the same period of the previous year the Corporation invested cash of $883,667 on its investment activities. 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, 2015, the Corporation generated cash of $348,813; this was attributed to net proceeds from the private placement completed during the year. During the comparative period for the previous year private placements were completed that provided $3,337,423 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 April 12, 2016, 70,651,589 common shares were issued and outstanding.

2015

On December 30, 2015 the Corporation completed a non-brokered private placement (the "Offering") of 3,600,000 flow-through units (the "Flow-through Units") at a price of $0.10 per Flow-through Unit for gross proceeds of $360,000. Each Flow-through Unit consists of one common share of the Corporation that is a "flow-through share" within the meaning of the Income Tax Act (Canada) and one-half of one non-transferable common share purchase warrant (each whole warrant a "Warrant"). Each such Warrant entitles the holder to the purchase of one common share of the Corporation at a price of $0.20 per common share until December 30, 2017. The Flow-Through Unit Shares and Warrants issued under the Offering are subject to a four-month hold period that expires May 1, 2016.

2014

Share issued for mineral properties

On January 6, 2014 the Corporation issued 571,428 common shares, valued at $100,000, in relation to an acquisition of the Tetagouche property, located in North-eastern New Brunswick.

Private Placement # 1

On April 7, 2014 the Corporation completed a non-brokered private placement (the "Offering") of 6,250,000 flow-through units (the "Flow-through Units") at a price of $0.20 per Flow-through Unit for gross proceeds of $1,250,000. Each Flow-through Unit consists of one common share of the Corporation that is a "flow-through share" within the meaning of the Income Tax Act (Canada) and one-half of one non-transferable common share purchase warrant (each whole warrant a "Warrant"). Each such Warrant entitles the holder to the purchase of one common share of the Corporation at a price of $0.27 per common share until April 4, 2016. In connection with the Offering, the Corporation paid an aggregate of $49,525 in finders' fees to certain arm's length parties in accordance with the rules of the TSX Venture Exchange (the "TSXV") in consideration for their efforts introducing subscribers to the Corporation. The Flow-Through Unit shares and warrants issued under the Offering were subject to a four-month hold period which expired August 5, 2014.

Private Placement # 2

On December 18, 2014 the Corporation completed a non-brokered private placement (the "Offering") whereby the Corporation issued 10,219,000 flow-through units (the "FT Unit") at a price of $0.22 per FT Unit for total gross proceeds of $2,248,180. Each FT Unit consists of one common share of the Corporation that is a "flow-through share" within the meaning in the Income Tax Act (Canada) and one-half of one non-transferable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one common share at an exercise price of $0.30 per share until December 18, 2016. In connection with the Offering, the Corporation paid an aggregate of $64,559 in finders' fees to certain arm's length parties in accordance with the rules of the TSX Venture Exchange (the "TSXV") in consideration for their efforts introducing subscribers to the Corporation. The Flow-Through Unit shares and warrants issued under the Offering were subject to a four-month hold period which expired April 19, 2015.

Warrants

The following table reflects the share purchase warrants outstanding as at April 12, 2016:

Expiry Date	Exercise Price $	Warrants Outstanding \#
December 18, 2016	0.30	5,109,500
December 30, 2017	0.20	1,800,000
		6,909,500

Stock Options

The following table reflects stock options outstanding and that have vested as at April 12, 2016:

Expiry Date	Exercise Price $	Options Granted \#	Options Vested \#
March 09, 2022	0.75	1,510,000	1,510,000
July 22, 2018	0.25	1,601,250	1,601,250
December 04, 2018	0.25	250,000	250,000
February 05, 2019	0.25	100,000	100,000
August 29, 2019	0.15	1,185,000	1,185,000
		4,646,250	4,646,250

The Corporation applies the fair value method of accounting for all stock based compensation awards and accordingly, $NIL was recorded as compensation for the year-end (2014 - $163,602 was recorded as compensation for the year). As of December 31, 2015 there were no unvested stock options (2014 - 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
The Alyris Group	Accounting, management and facilities rental
Alyris Leasing Inc.	Facilities
DRAX Services Limited	Corporate secretarial and filing services
Premier Gold Mines Limited	Rental

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 $135,670 (2014 - $144,896), for IT consulting, and accounting and management services provided by 1752466 Ontario Inc., O/A The Alyris Group, a company related to the Corporation through Ewan Downie, Director of Wolfden and Dan Mechis, Director of Wolfden.

(b) Included in general and administrative expenses are amounts totaling $68,303 (2014 - $69,521) 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.

(c) Included in general and administrative expenses are amounts totaling $12,892 (2014 - $13,489) for corporate secretarial services and filing service provided by DRAX Services Limited, a company related to the Corporation through Shaun Drake, Corporate Secretary of Wolfden.

(d) Included in general and administrative expenses are amounts totaling $7,200 (2014 - $7,200) for rent paid to Premier Gold Mines Limited, a Company that is related to the Corporation through Ewan Downie, a common director.

Key management personnel remuneration includes the following amounts:

	2015 **$**	2014 $
Salary and wages	**315,169**	328,354
Share-based payments	**-**	76,720
Other compensation	**11,704**	11,378
	326,874	416,452

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:

	$
2016	68,415
2017	34,208
2018	-
	102,623

Flow-through renunciation

As at December 31, 2014, the Corporation renounced 100% of its flow-through related resource expenditures to investors. The Corporation had until February 1, 2015 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 $3,496,533 in flow-through financing raised in 2014, the Corporation has incurred $3,496,533, thus fulfilling its obligation in relation to these renounced expenditures. With respect to the financing completed in 2015, as at December 31, 2015, the Corporation renounced 100% of its flow-through related resource expenditures to investors. The Corporation has until February 1, 2016 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 $359,340 in flow-through financing raised in 2015, the Corporation has incurred $109,598 in exploration expenses, and thus has $249,742 remaining to be spent by December 31, 2016.

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 Corporations' business, operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Corporation. Additional risks not presently known to us may also impair business operations.

Exploration and Mining Risks

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

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

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

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

Financing Risks

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

Regulatory Requirements

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

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Corporation may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Corporation.

No Assurance of Titles

It is possible that any of our properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

Permits and Licenses

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

Competition

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

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

Environmental Regulations

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

Stage of Development

The Corporation is in the business of exploring for, with the ultimate goal of producing, mineral resources from our mineral exploration properties. None of our properties have commenced commercial production and we have no history of 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, 2015, 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, 2015 a 100 basis point decrease/increase in the U.S. Dollar would result in a foreign exchange gain/loss of approximately CDN$17.

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 2016.

Subsequent event(s)

As at April 12, 2016, the Corporation has not incurred any subsequent events to disclose for the year ended December 31, 2015.

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, 2015. Based on this assessment, management believes that, as of December 31, 2015, 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, 2015

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, CPA, CA
Chief Financial Officer

Thunder Bay, Canada
April 12, 2016