WOLFDEN

Wolfden Resources Corporation

MANAGEMENT'S DISCUSSION & ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Form 51-102F1

For the twelve months ended December 31, 2022 and 2021

(Stated in Canadian Dollars)

WOLFDEN

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For the twelve months ended December 31, 2022 and 2021

Date of Report: April 27, 2023

General

The following Management's Discussion and Analysis ("MD&A") of Wolfden Resources Corporation ("Wolfden" or the "Corporation") should be read in conjunction with the consolidated financial statements for the year ended December 31, 2022 with a comparative period for the year ended December 31, 2021 and the notes thereto. The Corporation's 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 27, 2023, 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 fourth 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 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.

Quarterly and Year-End Operational Highlights

Wolfden Resources Corporation is engaged in the exploration and development of mineral properties in North America. Its principal focus is on advancing its wholly owned high-grade (Zn, Pb, Cu, Ag, Au) VMS Pickett Mountain Project in Maine, USA (the "Project"). Located close to excellent infrastructure, the Corporation has applied for a rezoning application to allow for the construction, operation and reclamation of a state of the art, small foot print underground metallic mineral mine in a manner that is fully protective of the environment. Upon a rezoning approval, the Corporation intends to complete sufficient definition drilling and various technical studies in order to complete a mine permitting process for the Project.

Exploration and Field Work

Exploration work during the period included drill programs and field work at our Tetagouche Project in Bathurst, New Brunswick.

Pickett Mountain – Maine

Work during the fourth quarter was focused on the completion of a rezoning petition to be submitted to the Maine Land Use Planning Commission (LUPC) in order to re-zone a 374 acre parcel of our wholly owned 7,135 acre Pickett Mountain Project land holdings, from a General Management (M-GN) designation to Planned Development (D-PD) in T6 R6 WELS. The proposed purpose of the D-PD rezoning is to allow for the construction, operation and reclamation of a state of the art, small foot print underground metallic mineral mine in a manner that is fully protective of the environment. (See also Subsequent Events section on page 21).

In addition, management and the team continued to host public meetings and information sessions in many of the surrounding towns that have resulted in growing community interest as members appreciate the protective nature of Maine's Chapter 200 mining regulations and their right to be heard in the mine permitting process. Several neighboring towns have passed ordinances or resolutions, by public vote, in support of the Project, subject to the prerequisite regulatory approvals.

The re-zoning application is subject to and will be reviewed under the Commission's Chapter 10 and Chapter 12 rules. Chapter 12 requires a public hearing to be held by the Commission (in the area of the project) before a final decision on the application. The many public meetings and significant local support for the project are all positive milestones achieved in 2022, in the overall permitting process.

The Company hopes to achieve a rezoning decision in 2023, followed by a mine permitting application and mine permitting process that could take an additional two to three years to complete before any form of construction could begin on the project.

Pickett Mt Mineral Resource Estimate

NOVEMBER 17, 2021 - MINERAL RESOURCE STATEMENT								
Category	**Tonnes**	**% Zn**	**% Pb**	**% Cu**	**g/t Ag**	**g/t Au**	**Density**	**% ZnEq**
Indicated	2,724,000	8.91	3.83	1.22	97.2	0.8	3.84	17.72
Inferred	3,593,600	9.27	3.83	1.00	105.4	0.7	3.81	17.65

The mineral resource estimate has been prepared, supervised, and reviewed by an Independent qualified person ("QP") Finley Bakker, P. Geo. of A-Z Mining Consultants and has an effective date of November 17, 2021. The updated estimate methodology, parameters and metal prices utilized remain largely unchanged from the September 14, 2020 mineral resource statement and therefore the Corporation did not file an updated technical report. The Mineral Resource estimate was classified into indicated and inferred categories in accordance with CIM Definition Standards on Mineral Resources and Reserves adopted by the CIM Council on May 10, 2014.

A number of potential cut-off grades for Zinc Equivalent were calculated for each resource category as represented in the sensitivity tables below. The tonnage and grade are robust over the intervals chosen. A 7% Zinc Equivalent cut-off was considered to be conservative until further technical studies have been completed.

SENSITIVITY TO CUT-OFF GRADES - INDICATED MINERAL RESOURCE - November 17, 2021								
% ZnEq Cut-off Grade	**Tonnes**	**% Zn**	**% Pb**	**% Cu**	**g/t Ag**	**g/t Au**	**Density**	**% ZnEq**
3 % ZnEq	5,539,000	5.25	2.22	0.92	64.0	0.6	3.85	11.12
4 % ZnEq	4,723,000	5.95	2.52	0.99	71.2	0.6	3.84	12.44
5 % ZnEq	3,752,000	7.10	3.02	1.09	81.5	0.7	3.83	14.50
7 % ZnEq	2,724,000	8.91	3.83	1.22	97.2	0.8	3.84	17.72
9 % ZnEq	2,393,000	9.69	4.17	1.28	103.9	0.9	3.84	19.08

SENSITIVITY TO CUT-OFF GRADES - INFERRED MINERAL RESOURCE – November 17, 2021								
% ZnEq Cut-off Grade	**Tonnes**	**% Zn**	**% Pb**	**% Cu**	**g/t Ag**	**g/t Au**	**Density**	**% ZnEq**
3 % ZnEq	6,471,000	5.88	2.42	0.82	71.7	0.6	3.83	11.83
4 % ZnEq	5,426,000	6.79	2.79	0.87	81.9	0.6	3.81	13.44
5 % ZnEq	4,479,000	7.90	3.25	0.92	93.5	0.7	3.79	15.33
7 % ZnEq	3,593,000	9.27	3.83	1.00	105.4	0.7	3.81	17.65
9 % ZnEq	3,003,000	10.46	4.32	1.05	114.2	0.8	3.82	19.57

Mineral Resource Estimate Parameters and Assumptions

- Indicated Resources were estimated using a maximum distance of 25 metres from a drill hole and meeting a single hole minimum.
- Inferred Resources were estimated utilizing a no hole minimum and using a minimum of 25 metres and maximum of 200 metres from a drill hole in the East and West Lenses and 50 metres in the Footwall Lens. Limited drilling has occurred in the Footwall lens and due to the narrow high-grade nature of the mineralization, a smaller area of influence was utilized.
- The MRE encompasses 3 mineralized massive to semi-massive sulphide lenses.
- The database is comprised of 204 drill holes including 7,030 samples; of these approximately 1,417 samples were utilized in the estimate.
- Grade capping was not utilized as it was noted that the general uniformity of grade was fairly consistent with no significant outliers in the assay results.
- The specific gravities used in the MRE were based on a total of 549 physically measured specific gravities within the mineralized lenses.

Mineral Resource Comments

Drilling of the West Lens led to an increase in resources related to 1) updated geological modelling of the West Lens along its eastern margin where short amplitude folds resulted in repetition of the West Lens, and 2) where the West Lens was previously clipped at depth and locally along strike resulting in the exclusion of inferred resources in those select areas. The discovery and delineation of the Footwall Zone (FWZ) has also resulted in the addition of Indicated and Inferred mineralization situated below and under the East Lens (using 12 of the 179 intersections). The FWZ is an exciting new addition to the volcanogenic massive sulphide system as it shows considerable geological continuity and the potential for continuity in grade over distance.

Future Work

Wolfden plans to continue to work with the regulatory authorities of Maine to secure the required approvals to develop the project as an underground mining operation. In order to upgrade the inferred resource, a limited infill drill program with a 25 m by 25 m pattern is required in each lens to confirm if the current 50 by 50 metre drill pattern is sufficient.

Pickett Mountain Preliminary Economic Assessment

On November 2, 2020, the Corporation filed on SEDAR an independent technical report entitled "National Instrument 43-101 Technical Report, Preliminary Economic Assessment Pickett Mountain Project, Penobscot County, Maine, USA" with an effective date of September 14, 2020 . Highlights of the economic study were previously announced by the Corporation in a news release dated September 14, 2020. **Metal prices and the mineral resources have increased from those used in the 2020 PEA and could have positive and material impact on the already positive economics of the project.**

Highlights of the 2020 PEA Base Case Financial Model are as follows:

- 37% After-tax IRR
- US$ 198 million After-tax NPV8% to Wolfden
- US$ 147 million initial capital expenditure including a 20% contingency and closure costs
- 2.4 year Payback
- 0.38 $/lb Zinc AISC

Note: The PEA financial model used 2020 consensus metal prices assumptions of $1.15/lb Zinc, $1.00/lb Lead, $3.00/lb Copper, $18.00/oz Silver and $1,500/oz Gold.

Mineral Resources used in the PEA Mine Plan

The mineral resource used in the PEA includes indicated and inferred resources and is a restatement of the January 7, 2019 mineral resource statement using a 7% cutoff grade (or an NSR value of $139/t) rather than the previous 9% cutoff grade ($178/t NSR). The same methodology used in the 2019 estimate was applied to the updated estimate where the metal prices were not updated (to those used in the PEA financial model) and no additional information was either included or excluded. Infill drill results since the 2019 resource estimate are expected to upgrade the mineral resource and could potentially lead to an increase.

Pickett Mt. Mineral Resource Statement as of September 14, 2020

	Tonnes	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Density**	**ZnEq %**
Indicated Resource	2,177,000	9.25	3.68	1.32	96.4	0.9	3.98	18.23
Inferred Resource	2,294,000	9.79	3.88	1.15	101.1	0.9	3.99	18.62

The mineral resources were estimated using the metal prices of US$1.20/lb Zn, $2.50/lb Cu, $1.00/lb Pb, $16.00/oz Ag, and $1,200/oz/Au, using a 7% cutoff grade that equates to an NSR cut-off of $139/tonne at the same metal prices. An average recovery of 75% for all metals was assumed. A 10% mining dilution at zero grade was only added to the financial model which also used different metal prices.

Big Silver – Maine

Drill results from the 8 hole, 1,750 metre Fall 2021 include the following highlights:

- 173.3 g/t AgEq over 50.1 metres from 67.9 metres in hole PB21-02
- 217.1 g/t AgEq over 42.9 metres from 116.2 metres in hole PB21-03
- 123.6 g/t AgEq over 36.7 metres from 67.2 metres in hole PB21-05

Notes: 1) True widths are estimated at 70% of hole length shown. 2) Silver Equivalent grades (AgEq) was calculated using metal prices of $20/oz silver, $1.25/lb zinc and $1.00/lb lead. AgEq = Ag g/t + (Zn% x 42.8) + (Pb% x 34.2). No assumed metallurgical recoveries were included in the AgEq calculation as no metallurgical testing has been completed to date.

The core of the Big Silver Project is a 1,500 m by 2,000 m area of silver, zinc, lead, copper and gold mineralization with historic drill intercepts including 530.2 g/t AgEq over 15.2 metres and 14.63 g/t Au and 1.07% Cu over 7.0 metres. The high precious-metal polymetallic mineralization is hosted by sediments, mafic volcanics/intrusions and hydrothermal breccias. Wolfden's objective was to confirm and expand on the historic results utilizing several techniques including drilling, soil sampling, an induced polarization and ground magnetic geophysical surveys. Wolfden's work has defined and expanded the footprint of the mineralized zones with the new data providing context and prioritized target areas for future drill programs

The grade and size implications of this silver rich mineralization system is encouraging and its coincidence with recently defined soil and geophysics anomalies. The goal has been to discover and delineate an underground resource of 20 million tonnes or more, which appears achievable with this type of mineralized system. The hydrothermal system appears to be very strong, well-endowed and both structurally and stratigraphy controlled. Further testing would focus on two principle emerging trends that have not been well explored and include a series of new, buried geophysical targets.

Silver Projects – New Brunswick

Trenching to discover the source of kilometre-scale, silver (+- antimony, lead and arsenic)-in-soil anomalies were carried out over the California Lake, Carroll and Bear Creek silver targets. As well, an induced polarization geophysical survey was completed over the Bear Creek target area. Trenching to follow-up anomalous base metal anomalies in soil were carried out over the McMaster and Restigouche Properties. Soil sampling was carried out to validate soils with anomalous base metal values at California Lake.

Rice Island – Manitoba

The Rice Island Ni-Cu-Co-PGE sulphide deposit is comprised of a U-shaped 'keel' and 'feeder' dyke of higher-grade mineralization where an initial NI43-101 compliant mineral resources estimate was released on December 13, 2021.

Rice Island Mineral Resource Estimate Summary:

DECEMBER 13, 2021 - UNDERGROUND MINERAL RESOURCE ESTIMATE									
Classification	**Tonnage**	**Ni**	**Cu**	**Au**	**Pt**	**Pd**	**Co**	**NiEq**	**NiEq**
	tonnes	%	%	g/t	g/t	g/t	%	%	tonnes
Indicated	4,293,000	0.74	0.49	0.06	0.02	0.03	0.03	1.11	47,700
Inferred	3,395,000	0.55	0.37	0.09	0.02	0.04	0.04	0.89	30,300

1. *NiEq was calculated using metal prices of US$7.50/lb nickel, US$3.50/lb copper, US$24 per pound cobalt, US$1,700/oz gold, US$1,000/oz platinum and US$2,100/oz palladium. NiEq% = Ni% + (Cu% x 0.467) + (Co% x 3.200) + (Au g/t x 0.331) + (Pt g/t x 0.194) + (Pd g/t x 0.408). An assumed metallurgical recovery of 85% was used in the Mineral Resource Estimate and is therefore incorporated into the NiEq% value calculation.*

2. *Underground Mineral Resources were calculated using a 0.5% NiEq cut-off after an estimated process recovery of 85% using a nickel price of US$7.50/lb, an exchange rate US$:C$ of 0.78, mining cost of C$65/t, processing cost of C$20/t and G&A cost of C$5/t.*

3. *The Mineral Resource Estimate was prepared, supervised, and reviewed by Independent Qualified Persons ("QPs") Yungang Wu, P.Geo., Eugene Puritch, P.Eng. and David Barga, P.Geo. of P&E Mining Consultants Inc. with an effective date of December 13, 2021.*

The Fly nickel zone occurs as layer of disseminated to coarse blebby copper- and nickel-bearing sulphides within a 3 km by approximately 1 km, north-south oriented gabbro intrusion. Locally sulphides comprise up to 20% of the rock, are not conductive and would respond much better to induced polarization surveys, as now planned in future work. Prospecting suggests that additional parallel gabbro-hosted sulphide zones are present and could have the potential for additional nickel bearing mineralization similar to the Rice Island deposit or as a stand alone deposit type.

The 2022 winter drill program was carried out between January 27, 2022 to March 17, 2022. A total of 8 holes comprising 2,653.95 metres were drilled. A narrow zone of Feeder Zone nickel-rich massive sulphides was intersected in hole 52 with an intercept of 4.2% NiEq over 0.4 metres (see Table below). Blebby type nickel Feeder Zone mineralization was intersected in hole 45 and disseminated to blebby-style nickel mineralization was intersected in hole 49. Of interest, low-grade gold zones were intersected in three holes (46, 48 and 50). Strong off-hole borehole electromagnetic anomalies, both centered above and to the right, were noted in holes 45 and 52. These anomalies point toward known mineralization. A summary of the 2022 drill results is presented below.

Highlights of Rice Island 2022 drill intercepts

Hole ID	**From (m)**	**To (m)**	**Length (m)**	Ni %	Cu %	Co %	Au ppb	Pd ppb	Pt ppb	**PGE ppb**	**NiEq %**
RI-22-45	340.6	341.6	**1.00**	0.67	0.64	0.06	869	67		**936**	**1.37**
RI-22-46	182.9	190.6	**8.95**				231			**231**	**0.08**
RI-22-46	197.4	203.3	**5.90**				265			**265**	**0.09**
RI-22-46	238.6	239.3	**0.75**	0.13	0.16	0.01	10	6		**16**	**0.23**
RI-22-47	348.5	350.0	**1.50**			0.01	398	0.05		**398**	**0.14**
RI-22-48	307.9	308.4	**0.55**			0.01	259	0.05		**259**	**0.10**
RI-22-48	316.9	320.2	**3.25**				242			**242**	**0.08**
RI-22-48	361.5	362.0	**0.50**		0.01	0.01	226	0.05		**226**	**0.09**
RI-22-48	367.9	372.2	**4.30**				502			**502**	**0.17**
RI-22-49	24.2	24.7	**0.50**		0.01		282	0.05		**282**	**0.11**
RI-22-50	26.3	34.3	**7.95**				331			**331**	**0.11**
RI-22-50	97.0	98.5	**1.50**	0.15	0.14	0.01	37	15	8	**60**	**0.25**
RI-22-50	115.0	126.0	**11.00**	0.10	0.15	0.01	40	26	12	**78**	**0.21**
RI-22-52	320.6	321.0	**0.40**	3.43	0.74	0.22	235	137	25	**38**	**4.20**

Nickel Island – Manitoba

Similar to Rice Island, modeling and independent consultant work was completed in advance of an intial NI43-101 compliant resource estimate for Nickel Island, that was released on January 10, 2022.

The Company had applied and received a $275,000 grant from the Manitoba Government Mineral Development Fund to advance the Nickel Island. A work permit was received by the Manitoba Ministry of Mines in December 2022, however, the program had to be deferred until later in 2023. The granted funds may be redirected toward another drill program at the Rice Island Project in the 2023 season. The next program at Nickel Island includes a ground geophysical survey to be followed-up with a diamond drill program pending the positive outcome of a demonstration program to the neighboring First Nations community. Planning and dialogue for these programs remains ongoing.

The relogging of four Nickel Island Deposit reduced core holes clearly show the major geological units including the peridotite intrusion host of the disseminated to massive nickel-bearing sulphide mineralization. Surrounding geological units include intermediate to felsic volcanics, clastic sediments and scapolite skarns. An additional 64 reduced historic core holes were moved to Wolfden's facilities in 2022 and remain to be re-logged in due course.

The initial NI43-101 compliant resource estimate for Nickel Island of 8.5 million tonnes @ 0.86% NiEq, was released on January 10, 2022. NiEq was calculated using metal prices of US$7.50/lb nickel and US$3.50/lb

copper. NiEq% = Ni% + (Cu% x 0.467). An assumed metallurgical recovery of 85% was used in the Mineral Resource Estimate and is therefore incorporated into the NiEq% value calculation. Underground Mineral

Resources were calculated using a 0.5% NiEq cut-off after an estimated process recovery of 85% using a nickel price of US$7.50/lb, an exchange rate US$:C$ of 0.78, mining cost of C$65/t, processing cost of C$20/t and G&A cost of C$5/t. The Nickel Island Mineral Resource Estimate was prepared, supervised, and reviewed by Independent Qualified Persons of P&E Mining Consultants Inc. with an effective date of January.

The relogging and sampling of the historical drill holes exhibits better than expected values of palladium and platinum that averaged 0.72 g/t and 0.21 g/t, respectively in 11 samples, that averaged 2.32% Ni and with highs of 0.15 g/t Au, 2.72 g/t Pd, 0.67 g/t Pt and 0.08% Co in a sample that returned 7.43% Ni and 0.49% Cu. The addition of these previously un-assayed metals could represent some significant upside to the potential economic importance of the deposit and any extensions. The next drill program will include analysis for these metals.

Results of Operations

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

	Year ended December 31, 2022 $	Year ended December 31, 2021 $	Year ended December 31, 2020 $
Operations			
Other Income	**1,515,500**	233,316	3,140,880
Loss for the year	**(2,687,340)**	(4,633,983)	(624,185)
Comprehensive loss for the year	**(2,778,037)**	(4,661,341)	(627,534)
Basic and diluted loss per share	**(0.02)**	(0.03)	(0.00)
Balance Sheet			
Working capital	**3,093,885**	3,069,292	544,146
Total assets	**3,663,230**	3,302,880	1,000,993
Total liabilities	**(568,795)**	(232,843)	(455,837)

Summary of Quarterly Results

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

Quarter	2022 Fourth ($)	2022 Third ($)	2022 Second ($)	2022 First ($)	2021 Fourth ($)	2021 Third ($)	2021 Second ($)	2021 First ($)
Investment income	185	322	548	1,910	2,854	3,544	1,574	197
Operating expenses	1,260,168	743,430	301,432	1,723,048	1,730,827	3,276,622	2,176,529	1,313,845
Net loss	(1,369,390)	(757,406)	(218,696)	(435,831)	(1,568,473)	(3,273,078)	(763,292)	(1,313,648)
Comprehensive loss	(1,268,687)	(905,200)	(262,136)	(406,741)	(1,567,050)	(3,089,480)	(2,098,807)	(1,320,148)
Loss per share	(0.02)	(0.00)	(0.01)	(0.00)	(0.01)	(0.02)	(0.01)	(0.01)

Quarter on quarter, the Corporation has seen the loss vary depending primarily on the amount of exploration expenditures, as well as financing available, while managing to keep a control on the administrative expenses, with slight variances due to personnel levels.

Overall Performance

The loss for the three months ended December 31, 2022 was $1,268,687 which was a decrease of $298,363 over the loss for three months ended December 31, 2021 of $1,567,050 due to a lower level of exploration and development expenditures. Furthermore, a loss of $2,778,037 has been recorded for the twelve months ended December 31, 2022, as compared to the loss of $4,661,341 for the twelve months ended December 2021, primarily due to a reduction in exploration and evaluation expenditures at the Company’s Big Silver and Pickett Mt Projects in Maine and Rice Island Project in Manitoba. This significant reduction in losses for the twelve months ending December 31, 2022 as compared to the twelve months ending December 31, 2021 can be attributed to a decrease in exploration and evaluation expenses from $3,238,735 to $2,953,698, a decrease in general and administrative expenses from $1,196,502 to $1,007,158 and a reduction in share based payments from $405,849 as compared to $544,022 . This reduction was primarily due to decrease in compensation, since there were fewer employees for the twelve months ending December 31,2022 as compared to the prior year.

The major components of general and administrative costs for the twelve months ended December 31, 2022 include contractors’ filing services fees of $ 96,085, legal fees $76,127, director’s fees of $72,861, audit fees of $38,900, travel expense of $32,577 and marketing expense of $ 87,984.

The Corporation recorded $185 in investment revenue for the three months ended December 31, 2022 as compared to $2,854 in the previous year. There was also the sale of an additional 10% royalty on the timber rights at the Pickett Mt. Project, that resulted in an increase of $1,282,184 in other income that resulted in total other income of $1,515,500 for the twelve months ending December 31, 2022 as compared to $233,316 in total other income for same period in 2021.

Exploration and Evaluation Expenditures

The Corporation incurred exploration and evaluation expenditures of $2,953,698 for the twelve months ended December 31, 2022, as compared to $3,238,735 in the previous year mainly due to a reduction in exploration and evaluation expenditures at the Company's Big Silver and Pickett Mt Projects in Maine and Rice Island Project in Manitoba . The breakdown of exploration and evaluation for the period is as follows:

For the twelve months ended December 31, 2022

	Manitoba Nickel	Pickett Mountain	Teta-gouche	Big Silver	Total for 2022	Total from inception
Analysis	-	27,915	14,487	-	**42,402**	998,784
Geological	71,123	32,215	22,338	30,333	**156,008**	3,800,437
Geophysical	74,440	-	47,715	107,437	**229,591**	3,237,891
Geochemical	27,188	1,570	30,468	57,189	**116,414**	454,005
Travel	58,755	43,088	12,455	12,434	**126,732**	880,933
Drilling	944,541	888	780	3,883	**950,091**	8,786,919
Property Work	-	16,123	175,008	-	**191,131**	1,013,828
Ops Support	5,375	17,441	21,095	37,212	**81,124**	605,585
Administration	5,533	832	9,242	-	**15,607**	767,729
General expense	5,599	399	19,232	196	**25,426**	60,200
Site Acquisition costs	50,000	-	-	-	**50,000**	167,837
Mine Permitting	10,000	959,169	-	-	**969,169**	1,239,858
Total Exploration	1,252,553	1,099,641	352,821	248,684	**2,953,698**	22,014,009
Other costs	-	-	-	-	**-**	21,133,497
Total	1,252,553	1,099,641	352,821	248,684	**2,953,698**	43,147,506

*Included in other costs is government assistance received.

Mineral Property Acquisitions and Agreements

Maine, U.S.A.

Pickett Mountain Property

On November 16, 2017, the Corporation acquired a 100% interest in the Pickett Mountain Property (the "Property"), located in Penobscot County, northern Maine, U.S.A for a cash purchase price of $11,292,055 (US$8.5 million) (the "Acquisition").

To fund the acquisition of the Property, the Corporation entered into a Royalty Agreement that granted a 1.35% gross sales royalty on the Property to Altius Resources Inc. ("Altius"), a wholly owned subsidiary of Altius Minerals Corporation, for cash consideration of $7,663,800 (US$6,000,000) and completed a non-brokered private placement (the "Offering") of 20,200,000 subscription receipts ("Subscription Receipts") at a price of $0.25 per Subscription Receipt for gross proceeds of $5,050,000, with Altius subscribing for 14,200,000 Subscription Receipts. The subscription receipts were converted into 14,200,000 common shares of the Corporation.

Pursuant to the Royalty Agreement, Altius has the option to purchase an additional 0.50% gross sales royalty at any time before the first anniversary of commercial production for US$7,500,000. In addition, the Corporation granted Altius certain rights to convert the Pickett Mountain Royalty to equity under certain terms, or to exchange the royalty for a similar royalty on the Corporation's Orvan Brook property. Furthermore, the Corporation agreed to use its best efforts to sell or transfer the timber from the project for gross proceeds of US$5,000,000 or such other amount as agreed to by Wolfden and Altius, acting reasonably (the "Timber Proceeds"). Wolfden is required to pay Altius 20% of the Timber Proceeds. These terms as shown were amended from the original agreement on October 7, 2020.

On January 22, 2020, the Corporation secured up to US$4.5 million in non-dilutive funding by selling-forward $5 million worth of timber from its Pickett Mountain Property. Under the terms of the agreement the Corporation received US$3 million and is entitled to receive an additional US$1.5 million between the 4th and 5th anniversary of the agreement. The timber company has the right to harvest US$5 million of timber from the property over 5 years. For the year ended December 31, 2020, the Corporation recorded net timber sales proceeds of $3,140,880 (US$ 2,400,000), that are net of 20% (US$600,000) that was passed onto to Altius as per the Royalty Agreement (2019 - $252,326). The entire amount of the proceeds was recognized as no further performance obligation is required by the Corporation. These funds are not being placed in escrow and have been included in the working capital of the Corporation.

Pursuant to the Royalty Agreement, Altius has a conversion right and exchange right. The Call Right, which related to Alitus's call option on the Timber Rights, was eliminated in the October 7, 2020 amendment of the Royatly Agreement as a direct result of the Corporations January 22, 2020 $4.5 M timber sale agreement which by effect, eliminated the possibility for any potential call option on those Timber Rights. Each or the other two rights are valid and are summarized below.

Conversion Right

At any time after November 14, 2023, Altius will have the right to convert the Pickett Mountain Royalty, in accordance with the terms of the Royalty Agreement, to cash or Common Shares, or a combination thereof (the "Conversion Right"). Upon the exercise of the Conversion Right, the Common Share consideration to be received by Altius will be equal to the lesser of: (a) the number of Common Shares that is equal in Royalty Value; and (b) the number of Common Shares that does not exceed 19.99% of all outstanding Common Shares on a partially diluted basis. The remaining balance of the Royalty Value is to be paid to Altius in cash. Under the Royalty Agreement, "Royalty Value" means an amount equal to the aggregate of: (i) all amounts paid by Altius to Wolfden (including the purchase price consideration paid by Altius) in respect of the Pickett Mountain Royalty, minus (ii) all timber Proceeds received by Altius, minus (iii) all other payments received by Altius in respect of the Pickett Mountain Royalty. The Common Share conversion price is the greater of: (i) $0.05 per Common Share; and (ii) the volume weighted average trading price of the Common Shares on the TSXV (or any other principal exchange on which the Common Shares are trading) for the twenty consecutive trading days immediately preceding the date of the exercise of the Conversion Right. Upon the exercise of the Conversion Right and satisfaction of the payment thereof by Wolfden, any remaining Escrowed Proceeds will be released to Wolfden.

Exchange Right

Under the Royalty Agreement, Altius has the right to exchange the Pickett Mountain Royalty to a gross sales royalty in respect of the Orvan Brook property, which will be calculated and payable on the same terms as the terms of the Pickett Mountain Royalty in effect on the date of exchange, mutatis mutandis.

During the period ending September 30, 2019, Altius and Wolfden agreed to an amendment to their Offering and Subscription Agreements, dated November 14, 2017 whereby during any period when the common shares of Wolfden are trading on the Toronto Stock Exchange Venture Exchange at a volume-weighted average trading price of not less than $0.60 per common share for at least 20 consecutive trading days, it will, upon written request by Wolfden during such period, exercise its warrants. The warrants expired on November 15, 2022.

Timber Agreements

On January 22, 2020, the Corporation secured up to US$4.5 million in non-dilutive funding for its exploration projects by selling-forward timber from its wholly owned Pickett Mountain Zn-Pb-Cu-Ag-Au Project in Maine, USA. Under the terms of a 5 year stumpage agreement with a privately owned Maine timber company, the Corporation received US$3 million upon closing and is entitled to receive an additional US$1.5 million between the 4th and 5th anniversary of the agreement. The timber company has the right to harvest US$5 million of timber from the property over 5 years. In addition, the timber company also granted Wolfden an option to earn a 100% interest (less an NSR) in the mineral rights of the property that adjoins Pickett Mountain as well as long-term road access rights for the current forest road used to reach the Pickett Mountain deposit from the state highway #11. As part of the Altius Royalty agreement on Pickett Mt., dated November 2017 and as amended on October 7, 2020 and on February 8, 2022, Altius and the Corporation executed an amendment to their Pickett Mountain Royalty Agreement where Altius increased its royalty for the payment of US$1 million to the Corporation on signing. As per the terms of the agreement, Altius will receive the next US$1.2 million in net timber revenues and thereafter increases its future timber royalties from 20% to 30%. The 30% royalty will also apply to any revenue generated from the sale of any timber related carbon credits from the Property.

<u>Other properties, Maine USA</u>

On April 6, 2019, the Corporation's U.S. subsidiary entered into a mineral rights earn-in agreement on a property located in Maine, U.S.A. The agreement called first and second year lease payments of US$25,000, both of which have been paid.

On November 30, 2020, the Corporation's U.S. subsidiary entered into a mineral rights earn-in agreement on a property in Maine referred to as the Big Silver Project. The agreement called for a first-year payment of $50,000 which has been paid. The Corporation is assessing the project, including the positive results of its 2021 and 2022 programs and the potential economic impact of a new town ordinance that would restrict commercial mining of this project in the future.

<u>New Brunswick, Canada</u>

Tetagouche Properties

On January 6, 2014, the Corporation closed a definitive purchase agreement (the ""Agreement"") to acquire a large strategic land package (the ""Property"") situated in the Bathurst Mining Camp and surrounding area in northeastern New Brunswick. 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. (See also Subsequent Events section on page 22)

Orvan Brook Property

On January 3, 2017, the Corporation acquired through claim staking the Orvan Brook property located in the Bathurst Mining Camp, west of the town of Bathurst, New Brunswick. Orvan Brook is included under the Tetagouche Properties.

Clarence Stream Property Agreements

On August 2, 2016, the Corporation entered into a definitive option agreement with 2520885 Ontario Inc. and Galway Metals Inc., whereby Galway could earn a 100% interest in the property, located in southwestern New Brunswick.

As per the terms of the agreement, and as of July 9, 2019 Galway successfully completed exploration expenditures and made cash payments to Wolfden totaling $3,250,000 to earn a 100% interest in the property less a 1% Net Smelter Return Royalty held by Wolfden that can purchased at any time for the sum of $2,000,000.

Brunswick No. 6 West Property

On April 29, 2015, the Corporation acquired, by claim staking, the Brunswick No. 6 West property (the "Property). The wholly owned Property is located southwest of the City of Bathurst, in the heart of the Bathurst Mining Camp.

Manitoba Nickel Properties, Canada

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 is located in west-central Manitoba at Wekusko Lake, just east of the Snow Lake concentrator complex owned by Hudbay Minerals Inc.

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. This matter was brought to a resolution in conjunction with the signing of the Rice Island Tie-On Property ("RITOP") agreement described below. On September 21, 2016, the Corporation entered into an option agreement to expand the Rice Island property by earning a 100% interest in the Rice Island Tie-On Property, located adjacent to Wolfden's existing Rice Island property. Under terms of the option agreement with the Vendor, to earna 100% interest in the RITOP, the Corporation must make cash payments totaling $250,000 and issue 500,000 common shares of Wolfden annually over a five year period, on or before the anniversary date of the signing of the agreement. A $25,000 cash payment and the issuance of 100,000 common shares was completed on signing. In addition, the Corporation must incur $1,000,000 in exploration expenditures over the same five year period including $100,000 in the first year. As at December 31, 2019, the exploration commitments have been completed and, in 2021 the cash annual cash payments to earn into the project were completed. Starting in September 2022, a cash payment of $50,000 as an advance royalty payment, shall be paid to a maximum of $250,000.Under an amendement to the agreement, the first payment was deferred and paid in January 2023.

Upon earning a 100% interest in the RITOP, the Vendor retains a 2.5% Net Smelter Royalty on the RITOP as well as on the Rice Island property; of which, Wolfden can purchase 1.5% of the Net Smelter Royalty for the sum of $1,500,000 (0.5% increments at $500,000 per each increment) for each of the properties. Wolfden also retains the right of first refusal on the remaining 1.0% Net Smelter Royalty held by the Vendor for each of the RITOP and Rice Island property.

Liquidity and Capital Resources

The Corporation's cash and cash equivalents balance was $3,511,011 as at December 31, 2022 compared to $3,229,005 as at December 31, 2021. Current assets as at December 31, 2022 were $3,662,680 and total assets as at December 31, 2022 were $3,663,230.

Operating Activities

For the twelve months ended December 31, 2022, the Corporation used $2,032,210 in cash related to operating activities and compared to $4,358,238 for the twelve months ending December 31, 2021, as a direct result of reduced exporations activities and related charges as compared to the same period in 2021., the non-cash charges to earnings included depreciation of $195 and share-based payments of $405,849 as compared to $265 and $544,022 the twelve month period ending December 31, 2021, as a result of less depreciation and lower financing expenses for the twelve month period ended December 31, 2022. During the twelve month period ended December 31, 2022, the majority of the cash used in operating activities can be attributed to the funding of day to day operations related to the drill program at the Rice Island Project and the preparation and public consultation for the Pickett Mt. Project rezoning application (and submitted

January 2023) as compared to the same period ending December 31, 2021 where the the exploration and operations expenditures were primarily focused on the exploration and oversight of all of the Company's projects.

Financing Activities

For the twelve months ended December 31, 2022, the Corporation received cash of $2,299,985 through the proceeds of private placements and $96,600 from the exercising of stock options as compared to $6,552,500 in cash through the proceeds of private placements and $89,700 from exercise of stock options for the same period in 2021.

Outstanding share data

Common Shares

The Corporation's authorized share capital consists of an unlimited number of common shares without par value. As at December 31, 2022, 152,818,670 common shares were issued and remains unchanged as at April 27, 2023.

2022

Private Placement

On December 16, 2022, the Corporation completed a non-brokered (no agent or fees) private placement of 10,952,310 Common shares of the Corporation at a price of $0.21 per Common Share for gross proceeds of $2,299,985.

2021

Private Placement # 1

On January 27, 2021, the Corporation completed a non-brokered (no agent) private placement of 6,250,000 common shares of the Corporation at a price of $0.32 per Common Share with Altius Mineral Corporationand Kinross Gold Corporationfor gross proceeds of $2,000,000("the Offering"). Upon closing, Altius held approximately 12.6% and Kinross held approximately 11.4% of the issued and outstanding shares of the Corporation.

Private Placement # 2

On February 24, 2021, the Corporation completed a non-brokered (no agent) private placement of 1,550,000 common shares of the Corporation that are "flow through shares" within the meaning in the Income Tax Act (Canada) at a price of $0.40 per Common Share for gross proceeds of $620,000. The proceeds from the financing ($620,000) were allocated between share capital ($480,500) and flow-through liability ($139,500) using residual method. All flow-through expenditures were completed during the year.

Private Placement # 3

On March 30, 2021, the Corporation completed a non-brokered (no agent) private placement of 12,725,000unit of the Corporation at a price of $0.32 per unit for gross proceeds of $4,072,000.Each unit is comprised of one common share of the Corporation (a"Common Share") and one hal of a common share purchase warrant of the Corporation (each whole warrant, a "Warrant"). Each whole purchase warrant can be converted in one common share of the Corporation at a price of $0.45 for two years, subject to acceleration in certain circumstances.

Warrants

The following table reflects the share purchase warrants outstanding as at December 31, 2022. As at April 27, 2023 all of 6,737,500 share purchase warrants have expired with no warrants outstanding

Warrant Expiry Date	Exercise Price	Warrants Outstanding
	$	#
November 15, 2022	0.35	**-**
January 15, 2023	0.61	**375,000**
March 30, 2023	0.45	**6,362,500**
Total		**6,737,500**

Stock Options

The following table reflects the stock options outstanding as at December 31, 2022. As at April 27, 2023 8,625,000 options are outstanding with a weigthed average share price of $0.28:

Expiry Date	Exercise Price	2022 Opening Balance	Granted	Exercised	Expired/ Cancelled	2022 Closing Balance
	$	#	#	#	#	#
March 9,2022	0.75	1,000,000	-	-	(1,000,000)	**-**
July 20, 2022	0.14	690,000	-	(690,000)	-	**-**
December 29, 2022	0.53	600,000	-	-	(600,000)	**-**
July 10, 2023	0.30	2,390,000	-	-	-	**2,390,000**
April 29, 2024	0.30	530,000	-	-	-	**530,000**
June 26, 2024	0.20	200,000	-	-	-	**200,000**
September 1, 2024	0.20	200,000	-	-	-	**200,000**
July 13, 2025	0.20	200,000	-	-	-	**200,000**
February 4, 2026	0.32	1,750,000	-	-	-	**1,750,000**
April 27,2026	0.32	200,000	-	-	-	**200,000**
September 1, 2027	0.25	-	3,155,000	-	-	**3,155,000**
Total		7,760,000	3,155,000	(690,000)	(1,600,000)	**8,625,000**
Weighted Average exercise price		0.36	0.25	0.14	0.67	**0.28**

The Corporation applies the fair value method of accounting for all stock based compensation awards.During the year 3,155,000 stock options were granted, out of which 3,055,000 vested immediately and related compensation of $ 393,813 was recorded (2021 -$10,077 was recorded as compensation for the July 17, 2025 options that vested during the period, $409,459 for the February 4, 2026 options that vested during the period and $42,684 for the April 27,2026 options that vested during the period).

As of December 31, 2022, there were 100,000 unvested stock options (December 31, 2021 - 0 unvested stock options).

*690,000 options were exercised during the year with a weighted average share price of $0.14 (December 31, 2021 - 690,000 options were exercised during the year with a weighted average share price of $0.13). The Corporation credited $155,625 to the share capital in respect of the 690,000 shares issued (December 31, 2021 – credited $170,175 to share capital in respect of 690,000 shares issued).

** The weighted average remaining life of the outstanding stock options is 2.33 years (December 31, 2021 – 2.03 years).

Restricted Share Units

1,070,000 Restricted Share Units ("RSUs") were issued in 2020 under the restricted share unit plan of the Corporation. The RSUs vest equally over a three year period, vesting on August 31 2020, April 29, 2021 and April 29, 2022. Each RSU has the same value as one Wolfden Resources Corporation common share. Additional, 1,208,750 Restricted Share Units ("RSUs") were issued under the restricted share unit plan of the Corporation in 2019. The RSUs vest equally over a three year period, vesting on June 26, 2019, April 29, 2020 and April 29, 2021.The RSUs are expected to be settled in equity and are therefore accounted for as equity instruments.

A share based payment expense of $12,036 ($81,802 for December 31, 2021) was recorded for the year ended December 31, 2022. During the period 356,668 shares vested at $0.22 per share and the Corporation credited $78,467 to share capital in respect of the shares issued. As at December 31, 2022, there were no RSU's outstanding (December 31, 2021- 356,668).

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. There were no related party transactions in 2022.

Key management personnel remuneration includes the following amounts:

For the twelve months ended December 31	**2022 $**	2021 $
Salary and wages	**429,921**	420,033
Share-based payments	**376,116**	297,406
Other compensation	**28,630**	21,658
Directors’ fees	**72,861**	81,100
Total	**907,528**	820,197

Commitments

Flow-through renunciation

On February 24, 2021, the Corporation completed a flow-through financing to raise $620,000. The Corporation renounced 100% of the flow-through raised at year end. The Corporation had until February 1, 2022 to incur 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. The Corporation has incurred more than $620,000 in the flow-through eligible exploration expenses prior to December 31, 2021.

Critical Accounting Estimates and Judgements

In the application of the Corporation’s accounting policies, which are described in Note 2, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Significant estimates

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods. Significant estimates include:

i. the inputs used in accounting for share purchase option expense in the statement of loss and comprehensive loss;

ii. the provision for income taxes which is included in the statements of loss and comprehensive loss and composition of deferred income tax assets and liabilities included in the statement of financial position which have not yet been confirmed by the taxation authorities, and

iii. the estimated useful lives of equipment and leaseholds which are included in the statement of financial position and the related depreciation included in the statement of loss and comprehensive loss.

Recent Accounting Pronouncements

There have been no new standards and interpretations adopted since the release of the Company’s financial statements for the year ended December 31, 2022.

New standards and interpretations not yet adopted

Disclosure of Accounting Policies (Amendments to IAS 1)

The IASB has issued amendments to IAS 1 *Presentation of Financial Statements* which require entities to disclose their “material” accounting policy information rather than their “significant” accounting policies. The amendments explain that accounting policy information is material if omitting, misstating or obscuring that information could reasonably be expected to influence decisions that the primary users of the financial statements make on the basisof those financial statements. The amendments also clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial. This amendment is effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of these amendments has not yet been determined.

Definition of Accounting Estimates (Amendments to IAS 8)

The IASB has issued amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* which introduce a definition of accounting estimates and provide other clarifications to help entities distinguish accounting policies from accounting estimates. Under the amendments, accounting estimates are defined as “monetary amounts in financial statements that are subject to measurement uncertainty”. The amendments also emphasize that a change in an accounting estimate that results from new information or new developments is not an error correction, and that changes in an input or a measurement technique used to develop an accounting estimate are considered changes in accounting estimates if those changes in an input or measurement technique are not the result of an error correction. This amendment is effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of these amendments has not yet been determined.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IFRS 1 and IAS 12)

The IASB has issued amendments to IFRS 1 *First-time Adoption of International Financial Reporting Standards* and IAS 12 *Income.*

Taxes which clarify that the initial recognition exemption set out in IAS 12 does not apply to transactions that give rise to equal taxable and deductible temporary differences. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations. This amendment is effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)* which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability; and
- This amendment is effective for annual periods beginning on or after January 1, 2024. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined

Financial Instruments

Financial instruments consist of cash and cash equivalents, amounts receivable, investments, 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 regard 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 involve 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 fromthe discovery of a major mineralized deposit, no assurance can be given that minerals will be discoveredin 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.

Health Epidemics and Outbreaks of Communicable Diseases

Wolfden's business could be adversely impacted by the effects of the novel coronavirus or other health epidemics and/or outbreaks of communicable diseases, which could significantly disrupt the Corporation's exploration and development activities and may have a material adverse effect on Corporation's business

and financial condition.

The spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada and the United States, businesses are being forced to cease or limit operations for long or indefinite periods of time. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

The Corporation has been monitoring the COVID-19 outbreak since March 2020 and the potential impact at all of its operations and has put measures in place to ensure the wellness of all of its employees and surrounding communities where the Corporation works while continuing to operate. Field work programs and the field work personnel were adjusted. Programs in Manitoba were deferred due to localized outbreaks, and programs in Maine experienced some delays and cost increases due to cross border travel restrictions and requirements.

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.

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 offset exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

Trade credit risk

The Corporation closely monitors its financial assets and does not have any significant concentration of trade credit risk. The historical level of defaults is negligible and, as a result, the credit risk associated with trade receivables is considered to be negligible. Accounts receivable is made up of recoverable taxes which is deemed collectible and minimal risk.

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.

*A*ccounts payable and accrued liabilities are due within the current operating period.

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 is limited as the Corporation holds all of its funds in cash and guaranteed investment certificates.

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.

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, that as at December 31, 2022 totaled $ 44,216,168 (2021 - $41,413,734). 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 mineral properties.

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.

Subsequent Events

On January 23, 2023, the Corporation announced that its wholly owned subsidiary Wolfden Mt. Chase LLC, had submitted an application to the Maine Land Use Planning Commission (LUPC) in order to re-zone a 374 acre parcel of its wholly owned 7,135 acre Pickett Mountain Project land holdings in Northern Maine, from a General Management (M-GN) designation to Planned Development (D-PD) in T6 R6 WELS. The proposed purpose of the D-PD rezoning is to allow for the construction, operation and reclamation of a state of the art, small foot print underground metallic mineral mine in a manner that is fully protective of the environment. On February 24, 2023, the LUPC deemed the application complete for processing.

On March 9, 2023, The Corporation announced that it had reached an agreement with Advance Lithium Corp (TSXV:AALI) ("Advance Lithium") allowing them to acquire a 100% interest in Wolfden's Tetagouche Project in the Bathurst Mining Camp of New Brunswick ("the Property"). As per the terms of the agreement, subject to regulatory approval, Advance Lithium will issue to Wolfden 19.9% of its current 83,520,000 issued and outstanding shares. In addition, Advance Lithium shall spend $3 million and make additional payments in cash or shares totalling $750,000. Wolfden shall retain up to a 2% Net Smelter Return on all claims subject to a buy back option of 1% NSR for $2 million to Advance Lithium. Wolfden shall have first rights of refusal with respect to any claims that are sold, dropped or transferred and a right to an Advance Lithium board seat so long as it maintains a 10% shareholding in the Corporation.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Changes in Internal Control over Financial Reporting ("ICFR")

No changes occurred in the fourth quarter of 2022 of the Corporation's ICFR that have materially affected or are reasonably likely to materially affect the Corporation's ICFR.

Additional Information

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

Mr. Ron Little, President and CEO, Mr. Jeremy Ouellette VP Project Development and Mr. Don Dudek, VP Exploration of Wolfden Resources Corporation are the Qualified Persons for the information contained in this MD&A and are each a Qualified Person defined by National Instrument 43-101.

(Signed) Lance Dyll, CPA, CA
Chief Financial Officer

Thunder Bay, Canada
April 27, 2023