WOLVERINE ENERGY AND INFRASTRUCTURE INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the 3 Months Ended June 30, 2023 and 2022

August 28, 2023

The following Management's Discussion and Analysis (MD&A) for Wolverine Energy and Infrastructure Inc. (Wolverine or the Company) was prepared as of August 28, 2023 and focuses on information and key statistics from the June 30, 2023 condensed consolidated interim financial statements, together with the accompanying notes thereto and pertains to known risks and uncertainties relating to the energy and infrastructure services sectors. This discussion should not be considered all-inclusive, as it does not include all changes regarding general economic, political, governmental, and environmental conditions.

This MD&A contains certain financial measures that do not have any standardized meaning prescribed by International Financial Reporting Standards (IFRS). Therefore, these financial measures may not be comparable to similar measures presented by other issuers. Investors are cautioned that these measures should not be construed as an alternative to net income (loss) or to cash from (used-in) operating, investing, and financing activities determined in accordance with IFRS, as indicators of our performance. We provide these measures to assist investors in determining our ability to generate income and cash provided by operating activities and to provide additional information on how these cash resources are used.

This MD&A should be read in conjunction with the Company's annual audited consolidated financial statements as at and for the years ended March 31, 2023, and 2022, together with the accompanying notes thereto and the cautionary statement regarding forward-looking information and statements below. Unless otherwise indicated, all dollar amounts presented herein are in Canadian dollars.

BUSINESS OVERVIEW

Wolverine is a diversified energy and infrastructure services provider headquartered in Calgary, Alberta with over 70 years of operating history. Wolverine commenced active business operations through its predecessor entity, Rig Service Equipment Ltd., in 1952 as an oilfield service provider. Over the course of its history, the Wolverine group of companies has pursued a strategy combining organic growth and strategic acquisitions. Today, Wolverine is a full-service, diversified energy and infrastructure service company. Wolverine's operations are based in Western Canada and the United States. Wolverine believes it is positioned to consolidate as a buyer or divest as a seller of both energy services equipment and infrastructure assets in a highly fragmented energy services market, while diligently focusing on return on capital deployed, market diversification and maintaining a focus on best-in-class services throughout the full life cycle of our clients' diverse projects.

The Company has two geographic operating segments:

Canada

The Canadian operations segment provides specialized equipment rental and infrastructure services to both conventional and renewable energy sectors and includes water management, production testing rentals, oilfield and energy rentals, civil/infrastructure construction, and environmental clearing. This segment operates throughout Western Canada.

United States

The US operations segment provides production testing services and rentals and allows the Company to build deeper cross-border synergies and expertise to best serve both markets.

INDUSTRY OUTLOOK

For the quarter ending June 30, 2023, the Company realized strong results throughout both its Canadian and United States operations, despite the deferral of projects due to fires and floods in Alberta and softer energy prices.

Following the quarter, the energy prices were starting to rebound. Wolverine expects stabilized operating levels to continue in both Canada and the United States, despite tight access to labour and equipment, and recessionary headwinds. Wolverine's strategy of consolidating operations within the United States has resulted in improved margins, which the Company expects to further improve in the coming quarters.

Wolverine maintains its focus on providing services to both conventional and renewable energy projects throughout North America and creating shareholder value in line with its industry leading return on equity track record. As consolidation remains required throughout the energy services sector, Wolverine continues to evaluate potential synergic acquisitions and partnerships, while also maximizing shareholder returns by taking advantage of disposing fully valued equipment at optimal pricing in the robust used equipment market.

Wolverine continues to believe a combination of strategic acquisitions alongside fully valued asset rationalization will drive top tier shareholder returns, while maximizing shareholders' value of the investment in Green Impact Partners Inc. (GIP:TSXV), the company believes there are some near term catalysts coming from this investment and the completion of some of the projects here will drive shareholder returns many times what are reflected in the current share price. The company has executed over fifteen transactions since inception and will continue to be transactionally active where management believes this is the best creator of value for stakeholders. Moving forward, Wolverine is focused on multiple industry opportunities that reflect its inhouse expertise including partnerships with strong entrepreneurial operating companies, inline to its historical business strategy.

FINANCIAL HIGHLIGHTS

3 Months Ended June 30	2023	2022	$ Change
Revenue	7,910,271	12,175,866	(4,265,595)
Gross profit	3,009,908	3,198,734	(188,826)
Loss from operations	(4,119,062)	(5,252,676)	1,133,614
Net loss	(6,521,136)	(10,123,402)	3,602,266
Funds used-in operations	(1,476,092)	(2,183,133)	707,041
Cash from operations	5,105,070	8,021,725	(2,916,655)
Capital expenditures (proceeds), net	5,041,813	309,920	4,731,893
Total assets	115,381,823	151,112,038	(35,730,215)
Total liabilities	105,802,787	119,724,826	(13,922,039)
Shares outstanding	110,345,824	110,345,824	-

NON-IFRS MEASURES

3 Months Ended June 30	2023	2022	$ Change
Net loss	(6,521,136)	(10,123,402)	3,602,266
Income tax recovery	(1,522,989)	(2,704,629)	1,181,640
Depreciation and amortization	4,189,539	5,158,798	(969,259)
Finance costs	2,151,096	1,824,101	326,995
EBITDA[1]	**(1,703,490)**	**(5,845,132)**	**4,141,642**
Share-based compensation	30,380	(150,262)	180,643
Foreign exchange loss (gain)	388,586	(595,313)	983,899
Loss on investments	1,566,924	6,625,821	(5,058,897)
Gain on disposal of equipment	(173,043)	(268,921)	95,878
Bank EBITDA[2]	**109,357**	**(233,807)**	**343,165**
Bad debt expense	64,023	363,920	(299,897)
Adjusted EBITDA[3]	**173,380**	**130,113**	**43,268**

[1]EBITDA is defined as earnings before interest, taxes, depreciation and amortization. EBITDA is a non-IFRS measure, calculated by adding back the impacts of income tax, finance costs, depreciation and amortization to net income (loss) for the period. EBITDA does not have a standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures provided by other companies.

[2]Bank EBITDA is defined as earnings before interest, taxes, depreciation and amortization, and adjusted for certain items, as reported to the Company's lenders for covenant calculations.

[3]Adjusted EBITDA is defined as EBITDA adjusted for certain non-operating, non-recurring and non-cash items. Adjusted EBITDA is used by management to evaluate the earnings and performance of the Company before consideration of capital, financing and tax structures that may vary from company to company. Prior period Adjusted EBITDA has been calculated and presented in accordance with the current period calculation and presentation.

RESULTS OF OPERATIONS

Consolidated – 3 Months Ended June 30	2023	2022	$ Change
Revenue	7,910,271	12,175,866	(4,265,595)
Gross profit	3,009,908	3,198,734	(188,826)
Depreciation and amortization	4,189,539	5,158,798	(969,259)
Salaries and wages	1,287,414	1,700,338	(412,924)
Selling, general and administration	1,652,017	1,592,274	59,743
Finance costs	2,151,096	1,824,101	326,995
Net loss	(6,521,136)	(10,123,402)	3,602,266

Segmented – 3 Months Ended June 30	2023	2022	$ Change
Canada revenue	4,903,013	5,903,512	(1,000,499)
Canada gross profit	1,884,568	2,079,895	(195,327)
Canada gross profit %	38%	35%	3%
US revenue	3,007,257	6,272,354	(3,265,097)
US gross profit	1,116,415	1,114,491	1,924
US gross profit %	37%	18%	19%
Corporate revenue	2,434,520	2,103,987	330,533
Corporate gross profit	2,443,444	2,108,335	335,109
Corporate gross profit %	100%	100%	0%
Eliminated revenue	(2,434,520)	(2,103,987)	(330,533)
Eliminated gross profit	(2,434,520)	(2,103,987)	(330,533)
Eliminated gross profit %	100%	100%	0%
Consolidated revenue	**7,910,270**	**12,175,866**	**(4,265,596)**
Consolidated gross profit	**3,009,907**	**3,198,734**	**(188,827)**
Consolidated gross profit %	**38%**	**26%**	**12%**

Revenue

Revenue decreased by $4.3 million compared to the same period in the prior year. The decrease year-over-year is due the Canadian operations being affected by fire and floods evacuations and the US operations being affected by softer energy prices.

Gross Profit

Gross profit slightly decreased by $0.19 million but gross profit percentages increased by a significant 12% compared to the same period in the prior year. This increase occurred in both segments but more notably in the US segment and was due to improved operational cost efficiencies and stronger pricing in tightly supplied markets.

Depreciation and Amortization

Depreciation and amortization decreased $0.97 million compared to the same period in the prior year. This decrease is from the continuing sale of non-core equipment throughout fiscal 2023, and the first quarter of fiscal 2024, where equipment disposals have been continuously greater than purchases.

Salaries and Wages and Selling, General and Administration

Combined salaries and wages and selling, general and administrative expenses was $0.35 million lower than the same period in the prior year. This decrease was attributed to lower salary and wages due to lower headcount. Salaries and wages and selling, general and administrative expenses include the following items: salaries and wages, share-based compensation, rental costs, vehicle costs, insurance expenses, office costs, advertising and promotion, professional and consulting fees and bad debt provisions.

For the 3 months ended June 30, 2023, there were nil (2022 – nil) Restricted Share Units (RSUs) granted and nil (2022 – nil) RSUs settled. For the 3 months ended June 30, 2023, there was $0.1 million (2022 – $0.1 million) of share-based compensation expense recovery from the revaluation of the outstanding RSUs based on the period end share price. The RSU plan is in place to further align management and shareholder interests. For the 3 months ended June 30, 2023, Wolverine had nil purchases of shares on the open market (2022 – $nil).

Other Changes in the Quarter

Unanticipated regulatory changes in B.C. have impacted the performance of our Fort St. John location and as such all equipment has been redeployed to new opportunities in Wolverine's other operating jurisdictions. Wolverine is reviewing its options in respect of potential indemnification available under the Western Canadian Mulching purchase contract relating to these assets.

SUMMARY OF QUARTERLY RESULTS

	30-Jun-2023	31-Mar-2023	31-Dec-2022	30-Sep-22
Revenue	7,910,271	22,529,793	16,875,699	9,613,919
Adjusted EBITDA	173,380	3,259,218	2,725,705	(709,212)
Net income (loss)	(6,521,136)	2,659,057	(13,151,093)	(4,595,575)
Net income (loss) per share	(0.06)	0.02	(0.12)	(0.04)
	30-Jun-2022	**31-Mar-2022**	**31-Dec-21**	**30-Sep-21**
Revenue	12,175,866	22,061,898	12,878,675	7,962,703
Adjusted EBITDA	130,113	3,954,893	1,416,595	927,194
Net income (loss)	(10,123,402)	818,190	(11,354,826)	(13,248,801)
Net income (loss) per share	(0.09)	0.01	(0.11)	(0.12)

Certain revenue, adjusted EBITDA, net income (loss) and net income (loss) per share items for prior periods have been adjusted to align to the audited results for the period ending March 31, 2022, and for a correction to 3 months ended September 30, 2021. Prior period Adjusted EBITDA has been calculated and presented in accordance with the current period calculation and presentation.

Seasonality

A significant portion of the Company's field operations are conducted in Canada where the level of operating activity is influenced by seasonal weather patterns. Wet weather and the spring thaw can make the ground unstable. Consequently, municipalities and provincial transportation authorities enforce road bans that restrict movement of vehicles and other heavy equipment, thereby reducing activity levels. This results in April and May typically being the slowest months of the year for Wolverine. Wolverine's expansion into the United States has reduced its overall exposure to the seasonal factors that are present in its Canadian operations. These seasonal conditions typically limit Canadian drilling activity, whereas in the United States, operators have increased flexibility to work throughout the year. Wolverine's presence in the United States has increased the number of operating days during the year and has allowed Wolverine to manage its business with more sustainable cash flows throughout the year.

LIQUIDITY AND CAPITAL RESOURCES

Wolverine expects to generate sufficient cash flows from operations and asset sales to meet all organic growth initiatives and maintenance capital expenditures.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's cash needs are met with cash generated by operations, strategic sale of assets, financing provided by short-term borrowings and long-term debt. At June 30, 2023, Wolverine is in breach of its financial covenants on it's term debt, however has obtained waivers. There is no assurance that covenants will continue to be waived. If financial covenants are not met and the Company is unable to obtain waivers, the debt may become due on demand. This uncertainty may cast doubt with respect to the ability of the Company to continue as a going concern. Wolverine is in the process of negotiating covenant relief from its lenders. No agreements have been reached as of the date of the consolidated interim financial statements and therefore, there can be no assurance that such agreements will be reached.

The Company manages liquidity risk through management of its capital structure, monitoring and reviewing actual and forecasted cash flows, and maintaining credit facilities to ensure there are available cash resources to meet the Company's liquidity needs. The Company believes that in conjunction with the sale certain other long-term assets that it has access to sufficient capital through internally generated cash flows, strategic sale of assets and external sources (bank credit markets, if required) to meet current spending forecasts. After examining the economic factors that could cause liquidity risk, the Company believes it will have sufficient liquidity to support its operations and meet its financial obligations for at least twelve months. The consolidated financial statements have been prepared on a going concern basis, which presumes that Wolverine will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The consolidated financial statements do not reflect adjustments and classifications of assets, liabilities, revenues and expenses which would be necessary if the Company were unable to continue as a going concern.

3 Months Ended June 30	2023	2022	$ Change
Cash from operating activities	5,105,070	8,021,725	(2,916,655)
Cash from investing activities	5,041,813	309,920	4,731,893
Cash used in financing activities	(8,619,626)	(9,668,834)	1,049,208
Increase (decrease) in cash	**1,527,257**	**(1,337,189)**	**2,864,446**

Cash from Operating Activities

Cash flow from operating activities decreased by $2.9 million compared to the same periods in the prior year. The decrease for the 3 months year-over-year reflected a decrease of $3.6 million in the change in non-cash working capital partially offset by increased margins of $0.7 million.

Cash from Investing Activities

Cash flow from investing activities increased $4.7 million compared to the same periods in the prior year. The increase year-over-year is due to selling 551 thousand shares of Green Impact Partners Inc for proceeds of $4.8 million.

Cash used in Financing Activities

Cash flow used-in financing activities decreased $1 million compared to the same period in the prior year. The decrease in use of cash was due to lower repayments of debt.

	30-Jun-2023	31-Mar-2023	$ Change
Current assets	11,466,182	18,613,634	(7,147,452)
Current liabilities[1]	(40,170,628)	(48,322,371)	8,151,743
Working capital deficit	**(28,704,446)**	**(29,708,737)**	**1,004,291**

[1]The working capital above includes the current and demand portions of long-term debt of approximately $17.2 million at June 30, 2023 ($29.8 million at March 31, 2022).

The following are undiscounted contractual maturities of financial liabilities, including estimated interest:

	Total	< 1 Year	1-3 Years	4-5 Years	After 5 Years
Short-term borrowings	**7,138,941**	**7,138,941**	**-**	**-**	**-**
Accounts payable and accrued liabilities	**15,881,472**	**15,881,472**	**-**	**-**	**-**
Long-term debt, excluding lease liabilities	**101,228,665**	**14,673,622**	**37,521,947**	**32,621,373**	**16,411,723**
Lease liabilities	**3,657,505**	**1,672,519**	**1,437,948**	**547,038**	**-**
Total	**127,906,583**	**39,366,554**	**38,959,895**	**33,168,411**	**16,411,723**

Debt Covenants

The Company has the following debt covenants for period ending March 31, 2023:

Debt Covenant	Threshold	Compliance
Cash flow coverage ratio[1]	Not less than 1.35	Compliance waived
Debt service coverage ratio[2]	Not less than 2.0	Compliance waived
Debt to equity ratio[3]	Not greater than 2.75	Compliance waived
Funded debt to EBITDA ratio[4]	Not greater than 3.0	Compliance waived
Funded debt to EBITDA ratio[4]	Not greater than 3.5	Compliance waived

The Company is in breach of its financial covenants on it's debt, however has obtained waivers and continues to have productive discussions with its lenders on the course to both reducing debt and adjustments to long-term covenants.

[1]Defined as EBITDA divided by contractual repayments of principal and interest on all debt including leases classified under IFRS 16 for the trailing 12 months and where EBITDA is defined as net earnings (loss) before income tax, interest expense and depreciation and amortization as defined under IFRS and normalized for transactions and public company expenses.

[2]Defined as EBITDA and any other non-cash expenses acceptable to the lender less net maintenance capital expenditures and cash taxes, divided by the annual blended payments required on the loan plus and interest on short-term borrowings.

[3]Defined as short-term borrowings plus the current and long-term portion of debt and the balance of shareholders' equity on the statement of financial position in accordance with IFRS.

[4]Defined as short-term borrowings plus the current and long-term portion of debt divided by EBITDA where EBITDA is defined as net earnings (loss) before income tax, interest expense and depreciation and amortization as defined under IFRS and normalized for transaction and public company expenses.

Capital Expenditures

Wolverine's diligent focus on return on capital deployed allows the Company to be a first mover in or out of industries when pricing pressure or operating costs change. All acquisitions are focused on a return on equity and capital deployed and vetted against an orderly liquidation asset value to minimize any integration or market risks.

For the 3 months ended June 30, 2023, Wolverine purchased $0.07 million of additional equipment offset by $0.3 million of proceeds from the sale of non-core equipment.

Wolverine runs a stringent and disciplined maintenance program based on strategic management of its equipment to ensure optimal operational efficiency. The maintenance and growth capital expenditures are not committed or required if factors related to economics, industry or customer spending plans change or destabilize.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's revenues come from a diverse customer base including infrastructure, construction, mining, oil and natural gas, agriculture, forestry, government, potash and utilities industries in Western Canada and parts of the United States. The Company believes there is no unusual exposure associated with the collection of accounts receivable outside of the normal risk associated with contract audits and normal trade terms common in each industry. The Company performs regular credit assessments of its customers and provides allowances for potentially uncollectible accounts receivable. For the 3 months ended June 30, 2023, the Company had two customers that accounted for greater than 10% of its consolidated sales.

The Company is primarily exposed to credit risk from customers. The maximum exposure to credit risk is equal to the carrying value of the accounts receivable and note receivable. The Company's trade receivables are with customers in the infrastructure, construction, mining, oil and natural gas, agriculture, forestry, government, potash, and utilities industries and are subject to credit risk. To reduce credit risk, the Company reviews a new customer's credit history before extending credit and conducts regular reviews of its existing customers' credit performance.

Additionally, the Company continuously reviews individual customer trade receivables taking into consideration payment history and aging of the trade receivables to monitor collectability. In accordance with IFRS 9 - Financial Instruments, the Company reviews impairment of its trade and other receivables at each reporting period and its allowance for expected future credit losses. An allowance for doubtful accounts is established based upon factors surrounding the credit risk of specific accounts, historical trends, and other information. Monitoring procedures are in place to ensure that follow up action is taken to recover overdue amounts. The Company reviews receivables on a regular basis to ensure that an adequate loss allowance is made. Provisions recorded by the Company are reviewed regularly to determine if any balances should be written off. The allowance for doubtful accounts could materially change as a result of fluctuations in the financial position of the Company's customers. The Company completes a detailed review of its historical credit losses as part of its impairment assessment.

The Company is exposed to foreign exchange rate risk primarily through its US foreign subsidiary, including the foreign exchange translation of the US subsidiary to Canadian dollars each period that flows through other comprehensive income (loss) on the statement of earnings (loss) and comprehensive income (loss) as well as the revaluation of any foreign denominated intercompany receivables and payables between the Canadian parent and US subsidiary, which are recorded as foreign exchange gain or loss on the statement of earnings (loss) and comprehensive earnings (loss).

OFF-BALANCE SHEET ARRANGEMENTS

The company has no off-balance sheet arrangements in the current or prior periods.

RELATED PARTY TRANSACTIONS

Refer to Note 14 of the Company's condensed consolidated interim financial statements for the 3 months ended June 30, 2023 and 2022 for disclosure related to related parties.

CRITICAL ACCOUNTING ESTIMATES

In the preparation of the Company's interim financial statements, management has made judgments, estimates and assumptions that affect the recorded amounts of revenues, expenses, assets, liabilities and the disclosure of commitments, contingencies and guarantees. Estimates and judgments used are based on management's experience and the assumptions used are believed to be reasonable given the circumstances that exist at the time the interim financial statements are prepared. Actual results could differ from these estimates. The most significant estimates and judgments used in the preparation of the Company's financial statements have been set out in Note 3 of the condensed consolidated interim financial statements and Note 3 of the annual financial statements.

OUTSTANDING SHARE DATA

Refer to Note 11 of the Company's condensed consolidated interim financial statements for the 3 months ended June 30, 2023 for a summary of the authorized, issued and outstanding share capital of the Company.

FORWARD LOOKING STATEMENTS

This MD&A contains "forward-looking statements" and "forward-looking information" (collectively referred to herein as "forward-looking statements") within the meaning of applicable securities legislation. Certain information and statements contained in this MD&A constitute forward-looking information, including the anticipated costs associated with the purchase of capital equipment, expectations concerning the nature and timing of growth within the various business segments, expectations respecting the competitive position of such business segments, expectations concerning the financing of future business activities, statements as to future economic and operating conditions. Readers should review the cautionary statement respecting forward-looking information that appears below.

The information and statements contained in this MD&A that are not historical facts are forward-looking statements. Forward-looking statements (often, but not always, identified by the use of words such as "seek", "plan", "continue", "estimate", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "expect", "may", "anticipate" or "will" and similar expressions) may include plans, expectations, opinions, or guidance that are not statements of fact. Forward-looking statements are based upon the opinions, expectations and estimates of management as at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements.

These factors include, but are not limited to, such things as changes in industry conditions (including the levels of capital expenditures made by oil and gas producers and explorers), the credit risk to which the Company is exposed in the conduct of its business, fluctuations in prevailing commodity prices or currency and interest rates, the competitive environment to which the business segments are, or may be, exposed in all aspects of their business, the ability of the Company's business segments to access equipment (including parts) and new technologies and to maintain relationships with key suppliers, the ability of the Company's business segments to attract and maintain key personnel and other qualified employees, various environmental risks to which the Company's business is exposed in the conduct of its operations, inherent risks associated with the conduct of the businesses in which the Company's business segments operate, timing and costs associated with the acquisition of capital equipment, the impact of weather and other seasonal factors that affect business operations, availability of financial resources or third-party financing and the impact of new laws and regulations or changes in existing laws, regulations or administrative practices on the part of regulatory authorities, including without limitation taxation, labour and environmental laws and regulations and changes in how such laws and regulations are interpreted and enforced.

Forward-looking information concerning the nature and timing of growth is based on the current budget of the Company (which is subject to change), factors that affected the historical growth of the Company, sources of historic growth opportunities and expectations relating to future economic and operating conditions. Forward-looking information concerning the current and future competitive position of the Company's business and partnership relationships is based upon the current competitive environment in which the Company operates, expectations relating to future economic and operating conditions, current and announced build programs and other expansion plans of other organizations that operate in the energy service business. Forward-looking information concerning the financing of future business activities is based upon the financing sources on which the Company and its predecessors have historically relied and expectations relating to future economic and operating conditions. Forward-looking information concerning future economic and operating conditions is based upon historical economic and operating conditions, opinions of third-party analysts respecting anticipated economic and operating conditions.

Although management of the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Accordingly, readers should not place undue reliance upon any of the forward-looking information set out in this MD&A. All of the forward-looking statements of the Company contained in this MD&A are expressly qualified, in their entirety, by this cautionary statement.

Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise.

ADDITIONAL INFORMATION

Additional information is available on SEDAR at www.sedar.com and the Company's website at www.wnrgi.com.