

Report Pursuant to National Instrument 62-103

Section 102 of the Securities Act (Ontario) Section 5.2 of Multilateral Instrument 62-104

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of White Pine Resources Inc. (the “Company”).

1. Name and address of Offeror.

Northfield Capital Corporation (the “Offeror”)
141 Adelaide Street West
Suite 301
Toronto, ON
M5H 3L5

2. Designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

The Offeror has acquired ownership and control of 1,300,000 units (“Units”) of the Company, each Unit consisting of one common share of the Company and one-half of one common share purchase warrant (each whole such common share purchase warrant, a “Warrant”), with each Warrant entitling the holder to acquire one additional common share of the Company, representing approximately 3.9% of the issued and outstanding common shares of the Company as at November 18, 2011 (or approximately 5.7% on a partially diluted basis assuming exercise of the Warrants only).

3. Designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

Upon completion of the transaction described above, the Offeror owns and controls an aggregate of 4,804,522 common shares of the Company and 950,000 convertible securities of the Company (inclusive of the Warrants) (the “Convertible Securities”), representing approximately 14.2% of the issued and outstanding common shares of the Company as of such date (or approximately 16.6% calculated on a partially diluted basis, assuming the exercise of the 950,000 Convertible Securities only).

Upon completion of the transaction described above, the Offeror, together with its joint actors, own and control an aggregate of 5,331,972 common shares of the Company (of which 4,804,522 common shares are owned by the Offeror directly and 527,450 common shares are owned by its joint actors) and 1,500,000 Convertible Securities (of which 950,000 Convertible Securities are owned by the Offeror directly and 550,000 Convertible Securities are owned by its joint actors), representing approximately 15.8%

of the issued and outstanding common shares of the Company as of such date (or approximately 19.4% calculated on a partially diluted basis, assuming the exercise of the 1,500,000 Convertible Securities only).

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

- (a) **the Offeror, either alone or together with any joint actors, has ownership and control;**

See 3 above.

- (b) **the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and**

Nil

- (c) **the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership**

Nil

5. The name of the market where the transaction or occurrence that gave rise to the news release took place.

The acquisition of the Units was a private placement transaction and did not take place through the facilities of any market for the Company's securities.

5.1 The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file the news release.

\$0.25 per Unit.

6. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.

The acquisition of the Units by the Offeror was effected for investment purposes. The Offeror and its joint actors may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

7. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in

connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, or disposition or voting of any of the securities.

The Units of the Company were acquired by the Offeror pursuant to a private placement subscription agreement between the Offeror and the Company, which agreement does not contain any covenants with respect to the acquisition, holding, or disposition or voting of any of the Company's securities.

8. Names of joint actors in connection with the disclosure required by this Appendix.

Robert Cudney

9. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the Offeror.

The Units were acquired by the Offeror for an aggregate acquisition cost of \$325,000.

10. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements of Part 4 in respect of the reporting issuer's securities.

Not applicable.

11. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance.

Section 2.3 of National Instrument 45-106, on the basis that the Offeror is an accredited investor as a consequence of it having net assets of at least \$5,000,000 as shown on its most recently prepared financial statements.

DATED this 22nd day of November, 2011

Northfield Capital Corp.

“Brent Peters”

Mr. Brent Peters
Vice-President, Finance and Treasurer