



**WHITE PINE RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED MARCH 31, 2012**

The following management's discussion and analysis ("**MD&A**") is management's assessment of the results and financial condition of White Pine Resources Inc. ("**White Pine**") and should be read in conjunction with the audited consolidated financial statements for the year ended March 31, 2012 ("**Fiscal 2012**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All dollar amounts are in Canadian dollars, unless otherwise noted. The date of this MD&A is July 26, 2012. White Pine's common shares trade on the TSX Venture Exchange ("**TSXV**") under the symbol "WPR" and its most recent filings are available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and can be accessed through the Internet at www.sedar.com.

The "Independent Qualified Person(s)" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("**NI 43-101**") for White Pine's Money and Tender exploration properties in the Yukon Territory, Canada, in the following MD&A is Jean M. Pautler, P. Geo, a Registered Professional Geologist of British Columbia. All scientific and technical information concerning such properties contained herein has been prepared under the supervision and verified by Ms. Pautler.

1. DESCRIPTION OF BUSINESS

White Pine is a Canadian-based exploration company focused on acquiring, exploring and developing key assets throughout Canada. In February 2011, and as amended in March 2012, White Pine acquired the prospective Money property (the "**Money Property**") and the Tender property (the "**Tender Property**" and collectively with the Money Property, the "**Yukon Properties**") located in the White Gold District, Yukon Territory. In addition to the Yukon Properties, White Pine has over 25,000 hectares in the "Ring of Fire" ("**ROF**") discovery camp situated in the James Bay Lowlands of Ontario.

White Pine has focused its activities to offer shareholders leverage to gold by acquiring exploration properties. White Pine has not conducted any significant revenue generating operations to date. As at March 31, 2012, White Pine had working capital of \$0.62 million (including cash of \$0.47 million), exploration and evaluation assets of \$6.23 million and no long-term debt.

2. SUMMARY OF MINERAL PROPERTIES

White Pine has various mineral properties owned and currently under option located within Canada as summarized below:

Mineral Properties	Minerals of Interest	Location	Ownership
Money Property	Gold	White Gold District, Yukon Territory	Under option to acquire 100% ⁽¹⁾
Tender Property	Gold	White Gold District, Yukon Territory	Under option to acquire 100% ⁽¹⁾
Lowland Property	Zinc, Copper, Lead, Silver	James Bay, Ontario	37.5%

1. Subject to a 2.0% net smelter return royalty ("**NSR**"). See Section 5.2 - Mineral Property Commitments for more details on the option agreement.



3. PRIVATE PLACEMENT FINANCING

On November 18, 2011, White Pine completed a non-brokered private placement financing to raise gross proceeds of \$820,000. White Pine issued an aggregate of (i) 1,180,000 flow-through shares (“**November 2011 FT Shares**”) at \$0.25 per November 2011 FT Share; and (ii) 2,100,000 units (“**November 2011 Units**”) at \$0.25 per November 2011 Unit. Each November 2011 Unit consisted of one common share and one-half of one share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share until May 18, 2013 at an exercise price of \$0.35 per share.

4. MINERAL PROPERTY EXPLORATION ACTIVITIES

4.1 Money Property and Tender Property

In February 2011, and as amended in March 2012, White Pine entered into agreements for an option to earn a 100% interest in the Money and Tender properties located in the White Gold District, Yukon Territory. See Section 5.2 – Mineral Property Commitments for more details on the option agreements.

The Money Property consists of approximately 33,125 hectares (which includes an additional 2,625 hectares staked as explained below) along a section of the Sixty Mile River, an historic placer drainage approximately 50 kilometres south of Dawson City, Yukon Territory. The Tender Property consists of approximately 6,800 hectares and is contiguous to the south border of Kinross Gold’s J.P. Ross Property.

In November 2011, White Pine completed its Phase I exploration program on its Money and Tender properties. The Phase I exploration program consisted of reconnaissance deep-auger soil sampling followed by gridded soil surveys, geological mapping, trenching and an airborne radiometric and magnetometer survey as well as stream sediment sampling program. White Pine incurred \$1.07 million on Phase I exploration program on the Yukon Properties.

During the Phase I exploration program, White Pine completed 3,696 sample reconnaissance ridge and spur soil geochemical survey over the Money Property which returned encouraging gold anomalies. The northwest target area on the Money Property reported 11 soil samples of greater than 30.0 parts per billion gold (“**ppb Au**”), with the highest being 253.4 ppb Au. Subsequently, White Pine staked an additional 144 claims (2,625 hectares) contiguous to this anomaly and completed an additional 988 ridge and spur soil samples. Two parallel north-south lines of soils 1,000 metres apart, over a total soil line of (a) 500 meters and (b) 250 meters at 50 meter stations returned the highest contiguous gold in soil results to date:

- (i) Soil line returned 10 contiguous anomalous gold values of greater than 10.0 ppb Au, with the highest being 59.8 ppb Au and 84.4 ppb Au.
- (ii) Soil line parallel to the east returned 5 contiguous anomalous gold values of which 4 samples returned values greater than 48.0 ppb Au, with the highest being 155.9 ppb Au.

The south target area of the Money Property returned 8 soil samples of greater than 40.0 ppb Au, with the highest being 475.1 ppb Au.

A first pass 1,497 sample reconnaissance ridge and spur soil geochemical survey on the Tender Property returned encouraging gold anomalies of 20 soil samples of greater than 10.0 ppb Au, with the highest being 77.3 ppb Au, warranting further follow up soil work.

The airborne high resolution aeromagnetic and radiometric survey with 100 metre line-spacing was interpreted by TerraNotes Ltd. Geophysics and defined twenty-nine regions of interest which warrant further follow up work.



In a press release dated May 29, 2012, White Pine announced the details of its plans for a 2012 exploration program on its Money and Tender properties. Based on the favourable geological setting, geology, magnetic and radiometric geophysical signature, gold in soil anomalies, presence of placer creeks, similarities and proximity to the White Gold deposit, and similarities and proximity to the Ten and Jual occurrences for the Money property, and to the JP Ross occurrence for the Tender property, further work has been recommended on the Money and Tender properties. The White Gold deposit and JP Ross occurrence are being explored by Kinross Gold Corporation.

Significant alteration zones identified from the 2011 airborne geophysics survey will initially be evaluated by prospecting, mapping, and rock geochemical sampling. Targets on the Money property include the altered Nickel and Sixty stocks, and another altered stock interpreted on the southern Toonie claims, and significant zones of thorium depletion on the northern Nickel claims, northeast Toonie and central Toonie claims. The latter target is in part coincident with the gold in soil anomaly on the Toonie grid and covers a significant gold anomalous drainage basin. Targets on the Tender property include anomalous gold in soil anomalies in the west Three Kings (Gay) Creek area and an antimony anomaly in the east Tenderfoot area.

Grid soil sampling will be undertaken by GroundTruth Exploration Inc. over the Nickel claims on the Money property and in the west Three Kings (Gay) Creek area on the Tender property in August, due to more favourable sampling conditions at this time.

4.2 Lowland Property

In March 2008, White Pine entered into an option agreement with Metalex Ventures Ltd. ("**Metalex**") and Artic Star Diamond Corp. ("**Arctic**") whereby White Pine had the right to fund a maximum of \$20.00 million in expenditures and for each \$5.00 million in expenditures would acquire a 12.5% interest in the Lowland Property, up to a maximum 50% interest. See Section 4.2 – Mineral Property Commitments for more details on the option agreement.

In October 2011, Metalex acquired Arctic's interest in the Lowland Property. Also in October 2011, Metalex granted White Pine a 37.5% interest in the Lowland property for the expenditures of \$13.30 million incurred to date on the property. The option agreement was therefore terminated and White Pine has retained its 37.5% interest in the Lowland Property.

The Zn-Cu-Pb-Ag discovery, named the 501 Project, was a focus of White Pine's exploration efforts during the year ended March 31, 2010 ("**Fiscal 2010**"). White Pine became the operator of the 501 Project, while Metalex remained the administrative operator. No activities were performed on the Lowland Property during Fiscal 2012 as White Pine focused its efforts on its prospective Yukon Properties.



5. MINERAL PROPERTY EXPENDITURES AND COMMITMENTS

5.1 Mineral Property Expenditures

White Pine's expenditures on mineral properties through Fiscal 2012 were as follows:

Mineral Property	Balance March 31, 2011	Acquisition costs	Exploration costs	Write-downs	Balance March 31, 2012
Money Property	\$ 718,139	\$ 103,903	\$ 738,867	\$ -	\$ 1,560,909
Tender Property	240,014	71,652	333,049	-	644,715
Lowland Property	4,025,481	-	-	-	4,025,481
Garden Island	1	-	35,000	35,001	-
	\$ 4,983,635	\$ 175,555	\$ 1,106,916	\$ 35,001	\$ 6,231,105

For Fiscal 2012, White Pine incurred \$1,282,471 in capitalized expenditures on its mineral properties, which focused mainly on its Money and Tender properties. The capitalized expenditures consisted of exploration costs of \$1,106,916 and acquisition costs of \$175,555.

White Pine intends to focus its activities on its Money and Tender properties in the Yukon Territory, and incur reconnaissance and geochemical expenditures (and drilling expenditures as warranted) to fulfill its obligations under each of the Yukon Properties' option agreements. White Pine will continue to evaluate the Lowland property, but does not anticipate expending significant funds on this property. White Pine may carry out additional exploration on its Garden Island property should management feel exploration potential still exists.

The following table identifies the breakdown of the capitalized acquisition & exploration costs for the Money and Tender properties for Fiscal 2012:

	Mineral Properties		
	Money	Tender	Total
Geophysics & analytical	\$ 185,360	\$ 185,359	\$ 370,719
Soil sampling	177,668	54,030	231,698
Assays	146,725	38,846	185,571
Air transportation	121,871	40,631	162,502
Acquisition/staking costs	103,903	71,652	175,555
Geological & consulting fees	79,960	14,183	94,143
Trenching	27,283	-	27,283
	\$ 842,770	\$ 404,701	\$ 1,247,471

5.2 Mineral Property Commitments

Money Property and Tender Property

In February 2011, and as amended in March 2012, White Pine entered into agreements with Shawn Ryan and Wildwood Exploration Inc. (together, the "Optionors") pursuant to which White Pine was granted the option to earn a 100% interest in the Yukon Properties.



A NSR on each of the Yukon Properties of 2% is payable by White Pine to the Optionors on obtaining 100% interest; White Pine may purchase one-half of the NSR on the Money Property for \$2.50 million and one-half of the NSR on the Tender Property for \$2.50 million.

In order to acquire its 100% interest in the Money Property, White Pine is required to:

- (i) make cash payments totaling \$0.95 million in tranches as follows:
 - On signing: \$0.30 million (paid);
 - By March 2, 2012: \$25,000 (paid);
 - By February 9, 2013: \$125,000;
 - By February 9, 2014: \$0.15 million;
 - By February 9, 2015: \$0.15 million;
 - By February 9, 2016: \$0.20 million;
- (ii) issue an aggregate of 2.75 million common shares of White Pine in tranches as follows:
 - On signing: 0.75 million common shares (issued);
 - By March 2, 2012: 0.15 million common shares (issued);
 - By February 9, 2013: 0.35 million common shares;
 - By February 9, 2014: 0.50 million common shares;
 - By February 9, 2015: 0.50 million common shares;
 - By February 9, 2016: 0.50 million common shares;
- (iii) incur an aggregate of \$1.25 million in exploration expenditures on the Money Property as follows:
 - By April 2, 2012: incur \$0.20 million (incurred);
 - By April 2, 2013: incur \$0.30 million (incurred);
 - By April 2, 2014: incur \$0.35 million; and
 - By April 2, 2015: incur \$0.40 million.

In the event White Pine terminates the option on the Money Property on or prior to February 8, 2013, the \$25,000 cash payment made on March 2, 2012 under the terms of the Money Property shall be credited against the cash payment payable by February 9, 2013 with respect to the Tender Property, and the 150,000 common shares issued on March 2, 2012 under the terms of the Money Property shall be credited against the common shares issuable by February 9, 2013 with respect to the Tender Property.

In addition, White Pine was also required to issue an additional 125,000 common shares upon having incurred aggregate exploration expenditures of \$2.50 million on the Money Property, and a further 125,000 common shares upon having incurred aggregate exploration expenditures of \$3.75 million on the Money Property, in each case in the event that White Pine otherwise fully exercised its option with respect to the Money Property.

In order to acquire its 100% interest in the Tender Property, White Pine is required to:

- (i) make cash payments totaling \$425,000 in tranches as follows:
 - On signing: \$0.10 million (paid);
 - By March 2, 2012: \$25,000 (paid);
 - By February 9, 2013: \$50,000;
 - By February 9, 2014: \$75,000;
 - By February 9, 2015: \$75,000;
 - By February 9, 2016: \$0.10 million;



- (ii) issue an aggregate of 1.25 million common shares in tranches as follows:
- On signing: 0.25 million common shares (issued);
 - By March 2, 2012: 0.10 million common shares (issued);
 - By February 9, 2013: 0.15 million common shares;
 - By February 9, 2014: 0.25 million common shares;
 - By February 9, 2015: 0.25 million common shares;
 - By February 9, 2016: 0.25 million common shares;
- (iii) Incur an aggregate of \$0.75 million in exploration expenditures on the Tender Property as follows:
- By April 2, 2012: incur \$0.15 million (incurred);
 - By April 2, 2013: incur \$0.15 million (incurred);
 - By April 2, 2014: incur \$0.20 million; and
 - By April 2, 2015: incur \$0.25 million.

In the event White Pine terminates the option on the Tender Property on or prior to February 8, 2013, the \$25,000 cash payment made on March 2, 2012 under the terms of the Tender Property shall be credited against the cash payment payable by February 9, 2013 with respect to the Money Property, and the 100,000 common shares issued on March 2, 2012 under the terms of the Tender Property shall be credited against the common shares issuable by February 9, 2013 with respect to the Money Property.

In addition, White Pine was also required to issue an additional 125,000 common shares upon having incurred aggregate exploration expenditures of \$2.50 million on the Tender Property, and a further 125,000 common shares upon having incurred aggregate exploration expenditures of \$3.75 million on the Tender Property, in each case in the event that White Pine otherwise fully exercised its option with respect to the Tender Property.

In the event that White Pine exercised the Option and acquired 100% interest in the Yukon Properties, White Pine was required to make annual advance royalty payments (the “**Advance Royalty Payments**”) of \$25,000 for each of the Yukon Properties in respect of which the option was exercised commencing in 2016 until such time as commercial production commenced. Any amount paid in respect of such Advance Royalty Payments would have been credited against the NSR payable in respect of either of the Yukon Properties.

6. SELECTED ANNUAL INFORMATION

The following chart summarizes selected annual financial information for the three most recently completed financial years. The information has been prepared in accordance with IFRS:

	Years Ended March 31,		
	2012	2011	2010 ⁽¹⁾
Operating expenses	\$381,165	\$378,383	\$397,124
Stock-based compensation	475,489	311,522	472,450
Write-down of mineral properties	35,001	423,255	1,618,853
Flow-through share premium	55,565	110,644	-
Interest and other expenses (revenues)	117,235	(79,550)	(991)
Future income tax recovery	-	-	837,175
Net loss	953,325	922,966	1,650,261
Loss per share	0.03	0.04	0.08
Total assets	6,925,155	5,994,496	5,327,273
Total long-term financial liabilities	-	-	-
Cash dividends declared	-	-	-

1. Financial information prepared under Canadian Generally Accepted Accounting Principals



Variances in stock-based compensation is affected primarily by the timing and vesting of option grants.

Flow-through share premium resulted from the allocation of the premium above White Pine's market price attributed to flow-through shares issued from equity. As flow-through funds are utilized on exploration activities the flow-through share premium is recorded in net income.

Interest and other revenues includes camp rental revenue, which was received from White Pine billing for the use of its drill camp at Richards Lake in the ROF.

Future income taxes result mainly from differences between the accounting and tax values of assets recognized on White Pine's balance sheet and from the expiry of warrants.

Variances in total assets is primarily a result of equity issues in August 2009, December 2010 and November 2011 conducted to finance White Pine's exploration activities.

White Pine has no significant operating revenues and has not declared any dividends.

7. RESULTS OF OPERATIONS

Operations	Year Ended March 31,	
	2012	2011
Consulting fees	\$ 69,433	\$ 40,225
Office and administration	89,261	87,433
Shareholder relations	71,400	71,184
Payroll	66,393	53,218
Legal and audit	55,932	77,564
Travel and entertainment	20,877	32,879
Amortization	6,334	4,415
Interest and bank charges	1,535	11,465
Interest and other expenses (revenues)	117,235	(79,550)
Stock-based compensation	475,489	311,522
Flow-through share premium	(55,565)	(110,644)
Write-down of exploration and evaluation assets	35,001	423,255
Net loss for the year	\$ 953,325	\$ 922,966
Net loss per share – Basic and fully diluted	\$0.03 ⁽¹⁾	\$ 0.04 ⁽¹⁾

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted loss per share, are not reflective of the outstanding stock options and warrants at that time as their exercise would be anti-dilutive in the loss per share calculation.

White Pine's results of operations for Fiscal 2012 resulted in a loss of \$975,600, compared to a loss of \$922,966 for the year ended March 31, 2011 ("**Fiscal 2011**").

The variance between the two fiscal periods is due to:

- Interest and other expenses (revenues) include costs relating to White Pine's camp at Richards Lake in the ROF. White Pine incurred maintenance costs on the camp during Fiscal 2012 in order to facilitate its use by tenants in the summer, fall and winter exploration seasons;
- Consulting fees increased during Fiscal 2012 as White Pine incurred further geological analysis on mineral properties which had been written off in prior years;
- Travel and entertainment and legal and audit fees decreased due to the reduced levels of operations for the current year;
- Stock-based compensation is affected primarily by the timing and vesting of option grants. During Q1 2012, stock option grants were made to Directors and consultants in which all options vested on



- the grant date;
- Flow-through share premium revenue is related to White Pine's flow-through obligation which was reduced during the period; and
 - Payroll was increased during Fiscal 2012 due to the addition of employment staff to support administrative operations.

Management does not expect any significant fluctuations in general and administrative expenditures for the coming fiscal year. The size or timing of mineral property write-downs and stock-based compensation expenses cannot be reasonably anticipated.

8. QUARTERLY FINANCIAL INFORMATION

The following is selected financial data from the quarterly interim consolidated financial statements of White Pine for the last eight completed fiscal quarters ending March 31, 2012. This information should be read in conjunction with White Pine's audited annual and unaudited interim consolidated financial statements for the periods below.

Operations	Quarter Ended Mar. 31, 2012	Quarter Ended Dec. 31, 2011	Quarter Ended Sep. 30, 2011	Quarter Ended Jun. 30, 2011
General, administrative & depreciation expenses	\$86,758	\$81,746	\$121,905	\$90,756
Stock-based compensation	-	-	-	475,489
Write-down of mineral properties	35,001	-	-	-
Flow-through share premium	-	(29,500)	-	(26,065)
Other expenses (revenues)	1,184	14,661	75,861	25,529
Future income expense (recovery)	-	-	-	-
Loss	\$122,943	\$66,907	\$197,766	\$565,709
Loss per share – Basic and fully diluted	\$0.00⁽¹⁾	\$0.00⁽¹⁾	\$0.01⁽¹⁾	\$0.02⁽¹⁾
Cash	\$474,509	\$798,877	\$556,918	\$1,037,771
Other current assets	229,380	200,765	159,504	135,608
Equipment	12,436	13,280	14,124	15,811
Exploration and evaluation assets	6,231,105	6,098,151	5,639,291	5,355,793
Total Assets	\$6,947,430	\$7,111,073	\$6,369,837	\$6,544,983

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted net loss per share, are not reflective of the outstanding stock options and warrants at that time as their exercise would be anti-dilutive in the net loss per share calculation.

Operations	Quarter Ended Mar. 31, 2011	Quarter Ended Dec. 31, 2010	Quarter Ended Sep. 30, 2010	Quarter Ended Jun. 30, 2010
General, administrative & depreciation expenses	\$103,358	\$95,078	\$102,953	\$76,994
Stock-based compensation	75,794	235,728	-	-
Write-down of mineral properties	24,754	367,653	17,345	13,503
Flow-through share premium	(8,145)	(9,231)	(61,996)	(31,272)
Other expenses (revenues)	580	-	(80,130)	-
Future income recovery	338,423	33,842	-	(372,265)
Loss (earnings)	\$534,764	\$723,070	(\$21,828)	(\$313,040)
Loss (earnings) per share – Basic and fully diluted	\$0.02⁽¹⁾	\$0.03⁽¹⁾	\$0.00	(\$0.01)
Cash	\$886,048	\$1,287,706	\$400,062	\$779,267
Other current assets	113,543	137,499	157,566	133,915
Equipment	11,270	12,373	13,477	14,581
Exploration and evaluation assets	4,983,635	4,025,482	4,352,656	4,109,795
Total Assets	\$5,994,496	\$5,463,060	\$4,923,761	\$5,037,558

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted net loss per share, are not reflective of the outstanding stock options and warrants at that time as their exercise would be anti-dilutive in the net loss per share calculation; and

Significant period to period fluctuations in net loss are the result of White Pine's mineral property write-downs, stock-based compensation and future income tax provision which are incurred on an irregular basis.



The variance in exploration and evaluation costs is primarily a result of the acquisition costs incurred under mineral property option agreements as well as capitalized exploration costs. Mineral properties are analyzed each period end to determine whether any write-downs are necessary. As a result, mineral property write-downs occur on an irregular basis.

The variation in stock-based compensation expense is a result of the timing of vested stock options fair valued using the Black-Scholes option pricing model.

The variance in other expenses (revenues) is due to the timing of revenue and expenses incurred with respect to White Pine's Richard's Lake camp in the ROF.

Future income taxes result mainly from differences between the accounting and tax values of assets recognized on White Pine's balance sheet or from the expiry of warrants.

The major variances in cash and cash equivalents and total assets are mainly attributable to equity placements and the funding of White Pine's exploration activities on its mineral properties as well as general and administrative expenses. White Pine does not generate any significant operating revenue.

9. FINANCIAL CONDITION

During Fiscal 2012, White Pine's total assets increased to \$6.95 million from \$5.99 million at March 31, 2011. This increase was mainly due to the increase in exploration and evaluation assets of \$1.25 million offset by a decrease in cash of \$0.41 million. The increase in exploration and evaluation assets was due to capitalized acquisition costs and exploration expenditures incurred as detailed in Section 5 – Mineral Property Expenditures and Commitments above.

White Pine financed its operating and investing activities from a \$0.82 million private placement in November 2011, from \$0.64 million in exercise of warrants and from cash balances available from the previous year. White Pine incurred \$1.23 million in cash expenditures on its exploration and evaluation assets, expended \$0.64 million of cash on operations, received \$0.82 million in cash proceeds from private placement financings and received \$0.64 million in cash proceeds from the exercise of warrants. As a result, White Pine's net working capital decreased from \$0.87 million at March 31, 2011 to \$0.62 million (including cash of \$0.47 million) at March 31, 2012. White Pine's cash is held at a Canadian chartered bank.

Based on the March 31, 2012 working capital position, White Pine does not have sufficient cash to cover all its exploration activities required to fully exercise its options on its mineral properties, in particular its expenditures required to exercise its option with respect to the Money Property and Tender Property. White Pine intends to obtain proceeds from additional equity financing as well as from the exercise of warrants to finance general, administrative and unfunded exploration expenditures. There can be no assurance that additional capital or other types of financing will be available or that, if available, the terms of such financing will be favourable to White Pine.

10. LIQUIDITY AND CAPITAL RESOURCES

White Pine is wholly dependent on equity financing to complete the development of its mineral properties and meet its obligations under various mineral properties option agreements (see Section 15.8 – Risks Factors). White Pine does not expect to generate any significant revenues from operations in its next fiscal year.

White Pine is dependent on external financing to fund its acquisitions and exploration activities. In order to carry out the planned exploration and pay for administrative costs, White Pine will spend its existing working capital and attempt to raise additional funds as needed. White Pine will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.



In November 2011, White Pine completed a non-brokered private placement financing to raise gross proceeds of \$0.82 million. See Section 3 – Private Placement Financing for more details.

The ability of White Pine to successfully acquire additional mineral properties and proceed with exploration activities on current properties is conditional on its ability to secure financing when required. White Pine proposes to meet additional capital requirements through equity financing. In light of the continually changing financial markets, there is no assurance that new funding will be available at the times or in the amounts required or desired by White Pine, or upon terms acceptable to White Pine or at all.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of White Pine, is reasonable. There were no changes in White Pine's approach to capital management through Fiscal 2012. White Pine is not subject to externally imposed capital requirements.

White Pine had no off-balance sheet arrangements at March 31, 2012.

11. OUTLOOK AND FUTURE EXPLORATION WORK

Working capital from White Pine's treasury, as available from time to time, may also be used to acquire and explore other properties either alone or in concert with others as opportunities and finances permit.

White Pine is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry as well as global economic and gold price volatility. There is no assurance that White Pine's funding initiatives will continue to be successful to fund its planned exploration activities.

An investment in White Pine's securities is speculative, see Section 16.7 – Risk Factors.

12. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

These audited annual consolidated financial statements have been prepared using IFRS applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, White Pine is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that White Pine's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

The preparation of these audited annual consolidated financial statements in accordance with International Accounting Standard 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"), requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These audited annual consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the audited annual 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date, that could result in a material adjustment to the



carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- White Pine assesses the carrying value of exploration and evaluation assets each reporting period to determine whether any indication of impairment exists. The calculation of recoverable amount requires the use of estimates and assumptions such as long-term commodity prices, discount rates, recoverable metals, and operating performance;
- the calculation of the fair value of warrants, broker warrants and stock options issued by White Pine requires the use of estimates of inputs in the Black-Scholes option pricing valuation model; and
- due to the complexity and nature of White Pine's operations, various legal and tax matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. In the opinion of management, these matters did not have a material effect on the White Pine's financial position or results of operations as at and for the year ended March 31, 2012.

13. SIGNIFICANT ACCOUNTING POLICIES

Changes in Accounting Policies Including Initial Adoption

These audited annual consolidated financial statements represent White Pine's first annual consolidated financial statements in accordance with IFRS, as issued by the IASB, and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These audited annual consolidated financial statements have been prepared in accordance with IFRS 1, First-time Adoption of IFRS. The audited annual consolidated financial statements for the year ended March 31, 2012 should be read in consideration of the IFRS transition disclosures included in note 12.

These audited annual consolidated financial statements have been prepared on the basis of IFRS standards that were in effect at March 31, 2012 and these accounting policies have been applied consistently to all periods presented in these audited annual consolidated financial statements.

White Pine applied IFRS1 – First-time Adoption of International Financial Reporting Standards in preparing the first annual IFRS consolidated financial statements. Reconciliations, descriptions and explanations of how the transition to IFRS has affected the reported financial position, financial performance and cash-flows of White Pine are provided in note 12 of the accompanying audited annual consolidated financial statements for Fiscal 2012. This note also includes reconciliations of equity and comprehensive loss for comparative periods originally reported under Canadian GAAP to those reported for those periods under IFRS.

The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of White Pine's consolidated financial statements.

Exploration and Evaluation Assets

Exploration and evaluation costs, which are intangible costs, including the costs of acquiring claims, are capitalized as exploration and evaluation assets on an area of interest basis pending determination of the technical feasibility and the commercial viability of the project. Capitalized costs include costs directly related to exploration and evaluation activities in the area of interest. General and administrative costs are only allocated to the asset to the extent that those costs can be directly related to operational activities in the relevant area of interest. When a claim is relinquished or a property is abandoned, the related costs are recognized in profit or loss immediately.



Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from intangible assets to mining property and development assets within property, plant and equipment.

Share-Based Payment Transactions

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense or capitalized to exploration and evaluation assets for grants to individuals working directly on mineral properties with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. Fair values of share-based payments (including stock options and warrants) are determined based on estimated fair values at the time of grant using the Black-Scholes option pricing model.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period that the employees unconditionally become entitled to payment. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as personnel expense in profit or loss.

Share-based payment arrangements in which White Pine receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by White Pine.

14. ACCOUNTING ISSUES

14.1 Management of Capital Risk

The objective when managing capital is to safeguard White Pine's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet its exploration and development plans to ensure the ongoing growth of the business.

White Pine considers as capital its shareholders equity and cash and equivalents. White Pine manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, White Pine may issue new common shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. White Pine's working capital balance at March 31, 2012 was \$0.62 million. White Pine will require additional funds to carry out exploration on its mineral properties. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when White Pine needs to raise capital, there will be access to funds at that time.



14.2 Management of Financial Risk

White Pine is exposed to various property and financial risks and assesses the impact and likelihood of this exposure. These risks include property risk, credit risk, liquidity risk and commodity price risk. Where material, these risks are reviewed and monitored by the Board of Directors and they are more fully described in note 11 to the audited consolidated financial statements for the year ended March 31, 2012.

14.3 Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee (“**IFRIC**”) that are mandatory for accounting periods after March 31, 2012 or later periods. Many are not applicable or do not have a significant impact to White Pine and have been excluded from the table below. The following have not yet been adopted and are being evaluated to determine their impact on White Pine.

- (i) IFRS 9 ‘Financial Instruments’ (“**IFRS 9**”) was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“**IAS 39**”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013;
- (ii) IFRS 10 ‘Consolidated Financial Statements’ is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities;
- (iii) IFRS 11 ‘Joint Arrangements’ (“**IFRS 11**”) was issued by the IASB in May 2011 and will replace IAS 31 Interests in Joint ventures and SIC 13 – Jointly Controlled Entities – Non-Monetary Contributions by Venturers. IFRS 11 is effective for annual periods beginning on or after January 1, 2013;
- (iv) IFRS 12 ‘Disclosure of Interests in Other Entities’ is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows; and
- (v) IFRS 13 ‘Fair Value Measurement’ is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.



15. OUTSTANDING SHARE DATA

	Number of Shares
Common shares outstanding – March 31, 2011	28,682,659
Exercise of warrants	1,753,874
Issued for acquisition of Money Property	150,000
Issued for acquisition of Tender Property	100,000
November 2011 FT Shares (see Section 3 – Private Placement Financing)	1,180,000
November 2011 Units (see Section 3 – Private Placement Financing)	2,100,000
Common shares outstanding – March 31, 2012 and July 26, 2012	33,966,533
Unexercised warrants	7,585,000
Unexercised stock options	2,719,000
Fully diluted common shares outstanding – July 26, 2012	44,270,533

15.1 Common Shares

White Pine has an authorized share capital consisting of an unlimited number of common shares, unlimited number of special shares and 0.50 million preference shares.

15.2 Warrants and Broker Warrants

As of the date of this MD&A, the following warrants were outstanding:

- 3,585,000 of the Series 2008-II Warrants issued in December 2008, and amended on December 8, 2011 to extend the expiry date, entitle the holder to purchase one common share at an exercise price of \$0.35 until December 23, 2012;
- 1,000,000 of the Series 2009-I Warrants issued in January 2009, and amended on December 8, 2011 to extend the expiry date, entitle the holder to purchase one common share at an exercise price of \$0.35 until January 26, 2013;
- 1,950,000 of the warrants issued in December 2010 entitle the holder to purchase one common share at an exercise price of \$0.35 until December 9, 2012; and
- 1,050,000 of the warrants issued in November 2011 entitle the holder to purchase one common share at an exercise price of \$0.35 until May 18, 2013.

15.3 Stock Options

White Pine has a stock option plan (the “Plan”) under which it is authorized to grant stock options to acquire common shares to Directors, Officers, employees and consultants. During Fiscal 2010, the Plan was converted into a “rolling plan” where the aggregate number of common shares which may be issued and sold under the Plan will not exceed 10% of the aggregate number of common shares issued and outstanding from time to time. The number of common shares which may be reserved for issue to any one individual under the Plan within any one year period shall not exceed 5% of the outstanding issue. The Board of Directors shall determine the exercise price of stock options issued, as applicable, based on the market price. The stock options are non-assignable and may be granted for a term not exceeding five years. Stock options issued under the Plan may vest at the discretion of the Board of Directors.



During Fiscal 2012, 815,000 stock options were granted and 440,000 stock options were cancelled or expired. The following stock options were outstanding at March 31, 2012:

Issue date	Options outstanding & exercisable	Exercise price	Weighted average remaining life (Years)
April 19, 2007	10,000	\$6.00	0.08
November 28, 2007	24,000	\$6.00	0.66
June 11, 2008	115,000	\$8.00	1.20
February 17, 2009	865,000	\$0.35	1.88
November 25, 2010	700,000	\$0.36	3.65
March 1, 2011	200,000	\$0.41	3.92
April 27, 2011	515,000	\$0.60	4.08
May 10, 2011	300,000	\$0.66	4.11
	2,729,000	\$0.83	3.10

Subsequent to year end on April 19, 2012, 10,000 stock options expired unexercised.

16. OTHER INFORMATION

16.1 Contractual Commitments

White Pine has no contractual commitments, other than leases on offices entered into in the ordinary course of business. All mineral property option agreement commitments are at the option of White Pine and White Pine can terminate the agreements prior to being required to make payments on the mineral properties. White Pine may acquire other mineral properties and enter into other joint venture agreements in accordance with its business plan.

16.2 Disclosure Control and Procedures

White Pine's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of White Pine's disclosure controls and procedures as at March 31, 2012. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that White Pine's disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed or submitted by White Pine under Canadian securities legislation is reported within the time periods specified in those rules.

16.3 Internal Control over Financial Reporting

White Pine's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Financial Officer, White Pine's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. There has been no change in White Pine's internal control over financial reporting during Fiscal 2012 that has materially affected, or is reasonably likely to materially affect, White Pine's internal control over financial reporting.



16.4 Limitations of Controls and Procedures

White Pine's Chief Executive Officer and Chief Financial Officer believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within White Pine have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

16.5 Corporate Governance

White Pine's Board of Directors follows corporate governance policies to ensure transparency and accountability to shareholders.

The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the unaudited interim and audited annual consolidated financial statements prior to their submission to the Board of Directors for approval.

16.6 Related Party Transactions

Transactions for Fiscal 2012 and balances outstanding at March 31, 2012 are disclosed in note 9 to the audited annual consolidated financial statements which accompany this MD&A.

16.7 Risk Factors

White Pine is in the exploration and development stage and is subject to the risks and challenges similar to other companies in a comparable stage. Other than the risks relating to reliance on financing previously discussed, the risks include, but are not limited to, limited operating history, speculative nature of mineral exploration and development activities, operating hazards and risks, mining risks and insurance, no mineral reserves, environmental and other regulatory requirements, competition, stage of development, fluctuations in commodity prices, conflicts of interest, reliance on key individuals, no key man insurance and enforcement of civil liabilities.

Limited Operating History - An investment in White Pine should be considered highly speculative due to the nature of White Pine's business. White Pine has no history of earnings, it has not paid any dividends and it is unlikely to enjoy earnings or be paying dividends in the immediate or foreseeable future.

Speculative Nature of Mineral Exploration and Development Activities - Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by White Pine may be affected by numerous factors which are beyond the control of White Pine and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in White Pine not receiving an adequate return of investment capital.



Substantial expenditures are required to establish mineral reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that the funds required for development can be obtained on a timely basis. Estimates of mineral reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short-term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in mineral reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

White Pine's mineral properties are in the exploration stage only and are without known bodies of mineral reserves. The exploration programs proposed by White Pine are exploratory searches for commercial ore bodies only. Development of any of White Pine's mineral properties will only follow upon obtaining satisfactory exploration results.

Few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral reserves, develop metallurgical processes and construct mining and processing facilities at a particular site. There is no assurance that White Pine's mineral exploration activities will result in any discoveries of commercial bodies of ore. Also, no assurance can be given that any or all of White Pine's properties will not be subject to prior unregistered agreements or interests or undetected claims which could be materially adverse to White Pine.

No Mineral Reserves - All of the White Pine properties are considered to be in the exploration stage only and do not contain a known body of commercial ore. Mineral reserves are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different ore grades may cause a mining operation to be unprofitable in any particular accounting period. While White Pine does have mineral resources, such resources are mineral reserves and do not have demonstrated economic viability.

Conflicts of Interest - Certain of the Directors and Officers of White Pine are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such Directors and Officers of White Pine may become subject to conflicts of interest. Canadian corporate laws provide that in the event that a Director has an interest in a contract or proposed contract or agreement, the Director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under those laws. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the applicable Canadian corporate laws.

Operating Hazards and Risks - Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. White Pine's operations will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, such as unusual or unexpected formations, cave-ins or pollution, all of which could result in work stoppages, damage to property and possible environmental damage.



Mining Risks and Insurance - The business of mining for gold and other metals is generally subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, unusual or unexpected geological conditions, pressures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, blizzards and earthquakes. No assurance can be given that such insurance will continue to be available or that it will be available at economically feasible premiums. Mining operations will be subject to risks normally encountered in the mining business.

Environmental and Other Regulatory Requirements - White Pine's activities are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation generally 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 means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and Directors, Officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

The exploration operations of White Pine and development and commencement of production on its properties require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. White Pine believes it is in substantial compliance with all material laws and regulations which currently apply to its activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Competition - Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than White Pine. White Pine may be unable to acquire additional attractive mineral properties on terms it considers acceptable. Accordingly, there can be no assurance that White Pine's exploration and acquisition programs will yield any reserves or result in any commercial mining operation.

Stage of Development - White Pine is in the business of exploring for, with the ultimate goal of producing, precious and base metals from its mineral exploration properties. None of the White Pine properties have commenced commercial production and White Pine has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that White Pine will be able to develop any of its properties profitably or that its activities will generate positive cash flow.

White Pine has not paid any dividends and it is unlikely to enjoy earnings or paying dividends in the immediate or foreseeable future. White Pine has not sufficiently diversified such that it can mitigate the risks associated with its planned activities. White Pine has limited cash and other assets.



A prospective investor in White Pine must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of White Pine's management in all aspects of the development and implementation of White Pine's business activities.

Fluctuations in Commodity Prices - The profitability, if any, in any mining operation in which White Pine has an interest is significantly affected by changes in the market price of precious and base metals which fluctuate on a daily basis and are affected by numerous factors beyond White Pine's control.

Reliance on Key Individuals - White Pine's success depends to a certain degree upon certain key members of the management. These individuals are a significant factor in White Pine's growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on White Pine.

No Key Man Insurance - White Pine does not anticipate having key man insurance in place in respect of any of its senior officers or personnel.

Enforcement of Civil Liabilities - As the proposed major assets of White Pine and certain of its existing and proposed management are or will be located outside of Canada, it may be difficult or impossible to enforce judgments granted by a court in Canada against the assets of White Pine, or the management of White Pine, residing outside of Canada.

17. FORWARD-LOOKING STATEMENTS

This MD&A may contain forward-looking statements that are based on White Pine's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of White Pine are set out above under "Risk Factors". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

Certain information included in this MD&A may constitute forward-looking information within the meaning of securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "believe", "plan", "scheduled", "intend", "estimate", "forecast", "predict", "potential", "continue", "anticipate" or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future plans or prospects of White Pine. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Although White Pine believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of White Pine to be materially different from those expressed or implied by such forward-looking information, including but not limited to, risks related to White Pine's goal of creating shareholder value by concentrating on the acquisition and development of properties that have the potential to contain economic mineral deposits; management's assessment of future plans for its property interests (See "Mining Properties – Exploration Activities"); management's economic outlook regarding future trends; White Pine's expected exploration budget and ability to meet its working capital needs at the current level in the short term (See "Liquidity and Capital Resources" and "Financial Conditions"); expectations with respect to raising capital (See "Liquidity and Capital Resources"); and management's proposed undertaking to attempt to renegotiate certain of its option agreements (See "Financial Conditions").



Inherent in forward-looking statements are risks, uncertainties and other factors beyond White Pine's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, mineral price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to recently acquired properties, the possibility that future exploration results will not be consistent with White Pine's expectations, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the mineral exploration and development industry, as well as those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for White Pine's exploration and development activities; operating and exploration and development costs; White Pine's ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration properties and other operations; market competition; and general business and economic conditions.

For further discussion of certain risks and uncertainties that could contribute to a difference in results that those expressed in certain forward looking statements contained herein, please review those risks listed under the heading "Risks Factors" in this MD&A. Although White Pine has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements are not guarantees of future performance and there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and White Pine takes no responsibility to update them or to revise them to reflect new events or circumstances, except as required by law.