WHITE PINE RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED JUNE 30, 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 three months ended June 30, 2012 ("**Q1 2013**"), 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 August 28, 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 June 30, 2012, White Pine had working capital of $0.53 million (including cash of $0.51 million), exploration and evaluation assets of $6.25 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 4.2 - Mineral Property Commitments for more details on the option agreement.

3. MINERAL PROPERTY EXPLORATION ACTIVITIES

3.1 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 a 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 a 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:

(a) 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.

(b) 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 have initially been 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 Creek area and an antimony anomaly in the east Tenderfoot area.

Grid soil sampling, carried out by GroundTruth Exploration Inc., has commenced over the Nickel claims on the Money property and in the west Three Kings Creek area on the Tender property. Results from the program will be compiled for analysis.

3.2 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 Q1 2013 as White Pine focused its efforts on its prospective Yukon Properties.

4. MINERAL PROPERTY EXPENDITURES AND COMMITMENTS

4.1 Mineral Property Expenditures

White Pine's expenditures on mineral properties through Q1 2013 were as follows:

Mineral Property	Balance March 31, 2012	Exploration costs	Write-downs	Balance June 30, 2012
Money Property	$ 1,560,909	$ 17,904	$ -	$ 1,578,813
Tender Property	644,715	2,355	-	647,070
Lowland Property	4,025,481	-	-	4,025,481
Garden Island	-	9,056	9,056	-
	$ 6,231,105	**$ 29,315**	**$ 9,056**	**$ 6,251,364**

For Q1 2013, White Pine incurred $29,315 in capitalized expenditures on its mineral properties, which focused mainly on exploration with respect to its Money and Tender properties.

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 in the short-term. White Pine does not anticipate carrying out additional exploration on its Garden Island property due to discouraging results to date.

The following table identifies the breakdown of the capitalized acquisition & exploration costs for the Money and Tender properties for Q1 2013:

	Mineral Properties		
	Money	**Tender**	**Total**
Air transportation	$ 12,903	$ 1,580	$ 14,483
Soil sampling	3,980	-	3,980
Mapping	660	-	660
Assays	201	615	816
Licensing & permits	160	160	320
	$ 17,904	**$ 2,355**	**$ 20,259**

4.2 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.

5. RESULTS OF OPERATIONS

	Three months ended June 30,	
Operations	**2012**	2011
Office and administration	**$ 19,364**	$ 25,213
Consulting fees	**14,010**	9,558
Legal and audit	**10,613**	13,929
Payroll	**9,633**	24,120
Shareholder relations	**5,367**	6,264
Travel and entertainment	**894**	8,143
Interest and bank charges	**214**	570
Camp expenses	**1,400**	25,529
Amortization	**976**	2,959
Stock-based compensation	**-**	475,489
Flow-through share premium	**-**	(26,065)
Write-down of exploration and evaluation assets	**9,056**	-
Net loss for the period	**$ 71,527**	$ 565,706
Net loss per share – Basic and fully diluted	**$0.00**(1)	$ 0.02(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.

5.1 Three months ended June 30, 2013

White Pine's results of operations for Q1 2013 resulted in a loss of $68,327, compared to a loss of $565,706 for June 30, 2011, (or "**Q1 2012**").

The variance between the two fiscal periods is due to:

- Camp expenses include costs relating to White Pine's camp at Richards Lake in the ROF. White Pine incurred maintenance costs on the camp during Q1 2013. During the period, White Pine did not renew its land use permit with respect to the camp therefore no longer controls this camp location;
- Consulting fees increased during Q1 2013 as White Pine utilized the use of consultants to further its work on its Yukon Properties;

- Office and administration, travel and entertainment, and legal and audit fees decreased due to the reduced levels of operations for the current period;
- Stock-based compensation is affected primarily by the timing and vesting of option grants. During Q1 2013, there were no stock option grants made to Directors and consultants in which all options vested on the grant date;
- Payroll was decreased during Q1 2013 compared to the same period in prior year as White Pine reduced its employment staff to conserve its cash resources; and
- White Pine did not have any remaining flow-through funds to expend. As a result there was no flow-through share premium to record during the period.

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.

6. 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 June 30, 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 Jun. 30, 2012**	**Quarter Ended Mar. 31, 2012**	**Quarter Ended Dec. 31, 2011**	**Quarter Ended Sep. 30, 2011**
General, administrative & depreciation expenses	$61,071	$86,758	$81,746	$121,905
Stock-based compensation	-	-	-	-
Write-down of mineral properties	9,056	35,001	-	-
Flow-through share premium	-	-	(29,500)	-
Camp expenses (revenues)	1,400	1,184	14,661	75,861
Future income expense (recovery)	-	-	-	-
Loss	**$71,527**	**$122,943**	**$66,907**	**$197,766**
Loss per share – Basic and fully diluted	**$0.00**[(1)]	**$0.00**[(1)]	**$0.00**[(1)]	**$0.01**[(1)]
Cash	$514,524	$474,509	$798,877	$556,918
Other current assets	60,850	229,380	200,765	159,504
Equipment	11,460	12,436	13,280	14,124
Exploration and evaluation assets	**6,251,364**	**6,231,105**	**6,098,151**	**5,639,291**
Total Assets	**$6,838,198**	**$6,947,430**	**$7,111,073**	**$6,369,837**

(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 Jun. 30, 2011**	**Quarter Ended Mar. 31, 2011**	**Quarter Ended Dec. 31, 2010**	**Quarter Ended Sep. 30, 2010**
General, administrative & depreciation expenses	$90,756	$103,358	$95,078	$102,953
Stock-based compensation	475,489	75,794	235,728	-
Write-down of mineral properties	-	24,754	367,653	17,345
Flow-through share premium	(26,065)	(8,145)	(9,231)	(61,996)
Other expenses (revenues)	25,529	580	-	(80,130)
Future income recovery	-	338,423	33,842	-
Loss (earnings)	**$565,709**	**$534,764**	**$723,070**	**($21,828)**
Loss (earnings) per share – Basic and fully diluted	**$0.02**[(1)]	**$0.02**[(1)]	**$0.03**[(1)]	**$0.00**
Cash	$1,037,771	$886,048	$1,287,706	$400,062
Other current assets	135,608	113,543	137,499	157,566
Equipment	15,811	11,270	12,373	13,477
Exploration and evaluation assets	**5,355,793**	**4,983,635**	**4,025,482**	**4,352,656**
Total Assets	**$6,544,983**	**$5,994,496**	**$5,463,060**	**$4,923,761**

(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 camp expenses (revenues) is due to the timing of revenue and expenses incurred with respect to the 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.

7. FINANCIAL CONDITION

During Q1 2013, White Pine's total assets decreased to $6.84 million from $6.95 million at March 31, 2012 (a $0.11 million decrease). This decrease was mainly due to the decrease in accounts receivable of $0.18 million (due entirely to the recovery of government input tax credits ("**ITC's**")) offset by an increase in cash of $0.05 million and an increase in exploration and evaluation assets of $0.02 million. The increase in exploration and evaluation assets was due to capitalized acquisition costs and exploration expenditures incurred as detailed in Section 4 – Mineral Property Expenditures and Commitments above.

White Pine financed its operating and investing activities from cash balances available from the previous year as well as from the recovery of ITC's. White Pine's cash increased to $0.51 million at June 30, 2012 from $0.46 at March 31, 2012 (an increase of $0.05 million). This increase was mainly due to the recovery of $0.08 million of cash from its operations (broken down as the recovery of $0.18 million in ITC's offset by $0.06 million and $0.04 million expended on administrative costs and the payment of trade payables from prior year, respectively) offset by the expenditures of $0.03 million on White Pine's exploration and evaluation assets. White Pine's cash is held at a Canadian chartered bank.

During Q1 2013, White Pine's working capital decreased to $0.53 million from $0.62 million at March 31, 2012 (a decrease of $0.09 million). The decrease in working capital was a result of the decrease in accounts receivable of $0.18 million (recovery of ITC's) offset by an increase in cash of $0.05 million and a reduction in trade payables of $0.04 million.

Based on the June 30, 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.

8. 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 14.7 – 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.

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 Q1 2013. White Pine is not subject to externally imposed capital requirements.

White Pine had no off-balance sheet arrangements at June 30, 2012.

9. 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 14.7 – Risk Factors.

10. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

These unaudited condensed interim 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 unaudited condensed interim 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 unaudited condensed interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim 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 three months ended June 30, 2012.

11. SIGNIFICANT ACCOUNTING POLICIES

White Pine’s significant accounting policies are summarized in note 2 to the audited annual consolidated financial statements for the year ended March 31, 2012. White Pine is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. 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.

12. ACCOUNTING ISSUES

12.1 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 June 30, 2012 was $0.53 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.

12.2 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 unaudited condensed interim consolidated financial statements for the three months ended June 30, 2012.

13. OUTSTANDING SHARE DATA

	Number of Shares
Common shares outstanding – March 31, 2012 and June 30, 2012	**33,966,533**
Unexercised warrants	7,585,000
Unexercised stock options	2,719,000
Fully diluted common shares outstanding – August 28, 2012	**44,270,533**

13.1 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.

13.2 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.

13.3 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 Q1 2013, no stock options were granted and 10,000 stock options expired. The following stock options were outstanding at June 30, 2012:

Issue date	Options outstanding & exercisable	Exercise price	Weighted average remaining life (Years)
November 28, 2007	24,000	$6.00	0.41
June 11, 2008	115,000	$8.00	0.95
February 17, 2009	865,000	$0.35	1.64
November 25, 2010	700,000	$0.36	3.41
March 1, 2011	200,000	$0.41	3.67
April 27, 2011	515,000	$0.60	3.83
May 10, 2011	300,000	$0.66	3.86
	2,719,000	$0.81	2.86

14. OTHER INFORMATION

14.1 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.

14.2 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 June 30, 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.

14.3 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.

14.4 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.

14.5 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.

14.6 Related Party Transactions

Transactions for Q1 2013 and balances outstanding at June 30, 2012 are disclosed in note 9 to the unaudited condensed interim consolidated financial statements which accompany this MD&A.

14.7 Risk Factors

White Pine is in the exploration stage and is subject to the risks and challenges similar to other companies in a comparable stage. The risk factors set forth in White Pine's MD&A for the year ended March 31, 2012, a copy of which is filed at SEDAR, could materially affect White Pine's future operating results, the successful exploration and development of White Pine's mineral properties and could cause actual events to differ materially from those described in forward-looking statements relating to White Pine.

15. 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.