White Pine

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Year Ended March 31, 2011

*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, 2011 ("**Fiscal 2011**"). The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("**Canadian GAAP**") and all dollar amounts are in Canadian dollars, unless otherwise noted. The date of this MD&A is July 28, 2011. 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 projects 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 Fiscal 2011, White Pine added to its mineral property portfolio 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 prolific "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. Since its incorporation, mineral exploration has been White Pine's sole business. White Pine has not conducted any significant revenue generating operations to date. As at March 31, 2011, White Pine had working capital of $0.89 million (including cash of $0.89 million), mineral properties of $4.98 million and no long-term debt.

2. ACQUISITION OF YUKON PROPERTIES IN THE WHITE GOLD DISTRICT

In February 2011, White Pine announced that it had entered into agreements with Shawn Ryan and Wildwood Exploration Inc. (together, the "**Optionors**") pursuant to which White Pine has been granted the option to earn a 100% interest in the Yukon Properties located in the White Gold District, Yukon Territory.

A net smelter return royalty ("**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 will be required to:

(i) make cash payments totaling $0.95 million in tranches as follows:

- On signing: $0.30 million (paid);
- By February 9, 2012: $0.15 million;
- By February 9, 2013: $0.15 million;
- By February 9, 2014: $0.15 million;
- By February 9, 2015: $0.20 million;

(ii) issuing an aggregate of 2.75 million common shares of White Pine in tranches as follows:

- On signing: 0.75 million common shares (issued);
- By February 9, 2012: 0.50 million common shares;
- By February 9, 2013: 0.50 million common shares;
- By February 9, 2014: 0.50 million common shares;
- By February 9, 2015: 0.50 million common shares;

(iii) incurring an aggregate of $1.25 million in exploration expenditures on the Money Property over a four year period as follows:

- By April 2, 2012: incur $0.20 million;
- By April 2, 2013: incur $0.30 million;
- By April 2, 2014: incur $0.35 million; and
- By April 2, 2015: incur $0.40 million.

In addition, White Pine will also be required to issue an additional 125,000 common shares upon having incurred aggregate exploration expenditures of a total 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 has otherwise fully exercised its option with respect to the Money Property.

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

(i) make cash payments totaling $425,000 in tranches over a four year period as follows:

- On signing: $0.10 million (paid);
- By February 9, 2012: $75,000;
- By February 9, 2013: $75,000;
- By February 9, 2014: $75,000;
- By February 9, 2015: $0.10 million;

(ii) issuing an aggregate of 1.25 million common shares in tranches over a four year period as follows:

- On signing: 0.25 million common shares (issued);
- By February 9, 2012: 0.25 million common shares;
- By February 9, 2013: 0.25 million common shares;
- By February 9, 2014: 0.25 million common shares;
- By February 9, 2015: 0.25 million common shares;

(iii) incurring an aggregate of $0.75 million in exploration expenditures on the Tender Property over a four year period as follows:

- By April 2, 2012: incur $0.15 million;
- By April 2, 2013: incur $0.15 million;
- By April 2, 2014: incur $0.20 million; and
- By April 2, 2015: incur $0.25 million.

In addition, White Pine will also be required to issue an additional 125,000 common shares upon having incurred aggregate exploration expenditures of a total 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 has otherwise fully exercised its option with respect to the Tender Property.

In the event that White Pine exercises the Option and acquires 100% interest in the Yukon Properties, White Pine shall be 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 is exercised commencing in 2016 until such time as commercial production commences. Any amount paid in respect of such Advance Royalty Payments shall be credited against the NSR payable in respect of either of the Yukon Properties.

3. PRIVATE PLACEMENT FINANCING

In December 2010, White Pine completed a non-brokered private placement financing of 4.00 million units ("**December 2010 Units**") at a price of $0.25 per December 2010 Unit for gross proceeds of $1.00 million. Each December 2010 Unit consists of one common share and one-half of one White Pine common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share for a period of two years at an exercise price of $0.35 ("**December 2010 Warrants**").

4. SUMMARY OF MINERAL PROPERTIES

White Pine has acquired various mineral properties 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	Zinc, Copper, Lead, Silver	James Bay, Ontario	Under option to acquire 50%
Luc Bourdon	Zinc, Copper, Lead, Silver	James Bay, Ontario	Under option to acquire 35%
Garden Island	Gold	Piedmont, Courville, Pascalis and Senneville Townships of Quebec	Owned 10%

(1) Subject to a 2.0% net smelter return royalty ("**NSR**"). See Section 2 – Acquisition of Yukon Properties in the White Gold District for more details.

5. MINERAL PROPERTY EXPLORATION ACTIVITIES

5.1 Money Property and Tender Property

In February 2011, 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 2 – Acquisition of Yukon Properties in the White Gold District for more details.

In late May 2011, White Pine commenced its Phase 1 exploration program on its Money and Tender properties. The Phase 1 exploration program, budgeted at $1.00 million, consists of reconnaissance deep-auger soil sampling followed by gridded soil surveys, geological mapping, trenching and an airborne radiometric and magnetometer survey.

A total of approximately 5,800 soil samples (4,200 on the Money Property and 1,600 on the Tender Property) will be taken by Ground Truth Exploration Inc., staffed by crew chiefs trained by Shawn Ryan who is well experienced with the technique and expertise of taking deep auger samples. White Pine's Money Property hosts sections of Sixty Mile River, a known historic placer creek located south of Dawson. Follow-up work to anomalous reconnaissance soil samples on both the Money and Tender properties is expected to consist of either trenching and/or grid sampling.

An airborne high resolution aeromagnetic and radiometric survey with 100 metre ("**m**") line-spacing over both properties is also expected to be conducted.

5.2 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 6.2 – Mineral Property Commitments for more details on the option agreement.

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. A deep penetrating airborne geophysical survey, ZTEM, was carried out over the 501 discovery during the second quarter of Fiscal 2010. In a press release dated April 6, 2010, White Pine announced the results of some deep drilling at the 501 Project. Previous drilling on the 501 Project outlined a mineralized envelope 200 m along strike and 275 m vertically. The drilling carried out was disappointing and yielded no significant results. A regional anomaly named 13-1 Anomaly 13-1 was also drilled and a mineralized section of disseminated to stringer pyrite-pyrrhotite between 181.5-187.4 m yielded weakly anomalous Cu and Zn values over 5.9 m.

Management is continuing to evaluate if additional exploration on this target is justified.

5.3 Luc Bourdon Property

In September 2008, White Pine and Noront Resources Ltd. ("**Noront**") entered into an option agreement with Golden Valley Mines Ltd. ("**Golden Valley**") to acquire an aggregate interest of 70% in the Luc Bourdon property by making certain payments to the vendor and spending $5.00 million on exploration activities by September 11, 2011. White Pine and Noront jointly control the option. See Section 6.2 – Mineral Property Commitments for more details on the option agreement.

In a press release dated April 6, 2010, White Pine announced the results of one drill hole each on the G1 and G3 anomalies. These anomalies were selected following positive results from a 2009 spring drilling program (see press release June 26, 2009) and a ZTEM survey which identified low resistivity anomalies directly over these zones suggesting that they could also continue potentially to greater depth (see press release November 3, 2009). These anomalies were the target of deeper additional drilling in January and February of 2010. Drill hole G1-10-06, drilled to intersect the massive sulphide horizon at a vertical depth of 450 m, again intersected massive sulphides from 498.85-506.45 m down hole which assayed 1.68 %Zn, 0.35%Cu and 0.18%Pb over 7.60 m. Included in this interval from 498.85-503.0 m down hole was 2.84%Zn, 0.46%Cu and 0.28%Pb over 4.15m. Drill hole G3-09-03 drilled to intersect the massive sulphide horizon at a vertical depth of 550m, again intersected massive sulphides from 596.12-596.28 m which assayed 3.75%Zn, 0.025%Cu and 0.25%Pb over 0.16 m.

As at March 31, 2011, White Pine and Norton have spent $2.30 million (in aggregate) on exploration relating to the Luc Bourdon Property. White Pine wrote-off the carrying value of the Luc Bourdon Property during Fiscal 2010 and Fiscal 2011 due to discouraging exploration results.

5.4 Garden Island Property

White Pine continues to retain a 10% interest in the Garden Island Property. During Fiscal 2010 and Fiscal 2011, White Pine wrote-down the carrying value to a nominal amount.

Expenditures incurred during Fiscal 2011 were associated with the wind-down of exploration activities on the property and were written off accordingly.

5.5 MZ Property

In December 2009, White Pine entered into an option agreement with two local prospectors to acquire a 100% interest in the MZ Property located in the Boston Creek gold mining district south of Kirkland Lake, Ontario. See Section 6.2 – Mineral Property Commitments for more details on the option agreement.

Line cutting, a ground IP,VLF and magnetometer geophysical survey was completed during Fiscal 2010 which outlined several drill targets. In a press release dated September 16, 2010, White Pine announced the results from nine drill holes totaling 1,394 m covering various IP anomalies.

Due to discouraging exploration results, White Pine did not make an option payment which was due by January 1, 2011 and wrote-off the carrying value of the MZ Property during Fiscal 2011.

6. MINERAL PROPERTY EXPENDITURES AND COMMITMENTS

6.1 Mineral Property Expenditures

White Pine's expenditures on mineral properties for the year ended March 31, 2011 were as follows:

Mineral Property	Balance March 31, 2010	Acquisition costs	Exploration costs	Write-downs	Balance March 31, 2011
Money	$ -	$709,688	$8,451	$ -	$718,139
Tender	-	236,563	3,451	-	240,014
Lowland	3,895,790	-	129,691	-	4,025,481
Garden Island	1	-	24,753	(24,753)	1
MZ	105,777	3,988	257,888	(367,653)	-
Luc Bourdon	-	-	30,849	(30,849)	-
	$4,001,568	**$950,239**	**$455,083**	**($423,255)**	**$4,983,635**

During Fiscal 2011, White Pine incurred $1,405,322 in capitalized expenditures on its mineral properties, focused mainly on the Money, Tender, MZ and Lowland properties and wrote-down $423,255 in carrying values of its MZ, Luc Bourdon and Garden Island properties. The capitalized expenditures consisted mainly of acquisition costs of $950,239 and exploration costs of $455,083. Of the acquisition costs, $946,251 related to White Pine's acquisition of the Yukon Properties; of the exploration costs, $387,579 were incurred on the MZ and Lowland properties and $55,602 related to the wind-down of activities related to the Luc Bourdon and Garden Island properties and were written off accordingly (capitalized costs in relation to these properties were written off during Fiscal 2010). During Fiscal 2011, White Pine wrote off $367,653 in relation to its carrying value of the MZ Property due to discouraging results.

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 within the next year.

The following table identifies the breakdown of the capitalized acquisition & exploration costs for the Money, Tender, Lowland and MZ properties for Fiscal 2011:

	Mineral Properties				
	Money	**Tender**	**Lowland**	**MZ**	**Total**
Acquisition	$ 709,688	$ 236,563	$ -	$3,988	$950,239
Drilling	-	-	5,521	154,350	159,871
Geological & consulting fees	7,500	2,500	51,185	77,627	138,812
Geophysics & analytical geochemistry	-	-	-	24,236	24,236
Environmental	-	-	60,000	-	60,000
Camp	-	-	12,985	1,075	14,060
Other	951	951	-	600	2,501
	$718,139	**$240,014**	**$129,691**	**$261,876**	**$1,349,719**

6.2 Mineral Property Commitments

Money Property and Tender Property

In a press release dated February 14, 2011, White Pine announced that it had entered into agreements for an option to earn a 100% interest in the Money Property and the Tender Property located in the White Gold District, Yukon Territory. See Section 2 – Acquisition of Yukon Properties in the White Gold District for more details on the future terms of exercising the option for the Yukon Properties.

Lowland Property

Under the terms of the original Lowland Property option agreement entered into in March 2008, White Pine had the right to fund a maximum of $20.00 million in expenditures over a four year period. For each $5.00 million in expenditures, White Pine will acquire a 12.5% interest in the Lowland property, up to a maximum 50% interest.

Subsequent to year end on May 12, 2011, White Pine entered into an amending agreement with Metalex and Arctic whereby White Pine received a two-year extension on the expenditure commitment. As result, White Pine can fund the required $20.00 million commitment in expenditures by way of:

- Meeting cash calls of $5.00 million before May 16, 2009 (incurred);
- Meeting cash calls of $5.00 million before May 15, 2010 (incurred);
- Meeting cash calls of $ 5.00 million before May 15, 2013 (incurred $3.3 million of cash calls to March 31, 2011); and
- Meeting cash calls of $ 5.00 million before May 15, 2014.

As of March 31, 2011, White Pine had incurred $13.30 million in expenditures, thereby earning a 25% interest in the Lowland Property and fulfilling part of the May 15, 2013 commitment.

Luc Bourdon Property

In September 2008, White Pine and Noront entered into an option agreement with Golden Valley to acquire an aggregate interest of 70% in the Luc Bourdon Property by making certain payments to the vendor and spending $5.00 million on exploration activities by September 11, 2011.

On March 30, 2011, Golden Valley entered into a transfer, assignment, and assumption agreement pursuant to which Golden Valley transferred the Luc Bourdon Property and the rights and obligations of Golden Valley under the option agreement to Abitibi Royalties Inc. ("**Abitibi**").

Subsequent to year end in June 2011, White Pine and Noront entered into an amending agreement with Abitibi whereby White Pine and Noront received a two-year extension on the exploration expenditure commitment. As result, in order to acquire the aggregate interest of 70% in the Luc Bourdon Property, White Pine and Noront are required to incur aggregate exploration expenditures on the property of at least $5.00 million by October 8, 2013.

MZ Property

In December 2009, White Pine acquired an option to acquire the MZ Property located in the Boston Creek gold mining district south of Kirkland Lake, Ontario. The MZ Property, consisting of 608 hectares, could be acquired from two local prospectors for consideration of $0.20 million cash, 0.75 million common shares and $1.35 million of exploration expenditures. $20,000 and 50,000 common shares were paid under the terms of the option agreement. As a result of discouraging exploration results, White Pine did not make an option payment which was due by January 1, 2011 and therefore wrote-off the carrying value of the MZ Property during Fiscal 2011.

7. 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 Canadian GAAP:

	Years Ended March 31,		
	2011	2010	2009
Operating expenses	$689,905	$869,574	$3,477,602
Write-down of mineral properties	423,255	1,618,853	13,554,063
Interest and other revenues	79,550	991	234,214
Future income tax recovery	-	837,175	1,013,000
Net loss	1,033,610	1,650,261	15,784,451
Loss per share	0.04	0.08	1.25
Total assets	5,994,496	5,327,273	5,417,707
Total long-term financial liabilities	-	-	-
Cash dividends declared	-	-	-

Variances in operating expenses is primarily attributable to stock-based compensation as it is affected primarily by the timing and vesting of option grants.

Interest and other revenues interest revenues as well as camp rental revenue due to White Pine billing for the use of its drill camp at Richards Lake in relation to the Luc Bourdon property.

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 two equity issues in August 2009 and December 2010 conducted to finance White Pine's exploration activities.

Being a development stage company, White Pine has no significant revenues and has not declared any dividends.

8. RESULTS OF OPERATIONS

Operations	Years Ended March 31, 2011	2010
Consulting	**$40,225**	$14,454
Interest and bank charges	**11,465**	1,007
Legal and audit	**77,564**	123,373
Office and administration	**87,433**	91,619
Payroll	**53,218**	53,063
Shareholder relations	**71,184**	88,667
Travel	**32,879**	18,113
Depreciation	**4,415**	6,828
Stock-based compensation	**311,522**	472,450
Write-down of mineral properties	**423,255**	1,618,853
Interest and other revenues	**(79,550)**	(991)
Future tax recovery	**-**	(837,175)
Loss for the period	**$1,033,610**	$1,650,261
Loss per share – Basic and fully diluted	**$0.04**(1)	$0.08(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 2011 resulted in a loss of $1,033,610, compared to a loss of $1,650,261 for Fiscal 2010.

The variance between the two periods is due to:

- Stock-based compensation is affected primarily by the timing and vesting of option grants. During Fiscal 2011, stock option grants were made to Directors, Officers, employees and consultants in which all options vested on the grant date. Stock-based compensation in the prior period included the value attributed to vested options;
- Interest and other revenues includes camp rental revenue due to White Pine billing for the use of its drill camp at Richards Lake in relation to the Luc Bourdon property;
- Write-down of mineral properties consists of the remaining carrying value of the MZ Property as White Pine terminated the option agreement, as well as additional write-downs of the Garden Island and Luc Bourdon properties as the projects were written off in Fiscal 2010 but White Pine was still incurring costs to wind down the projects;
- Consulting increased as White Pine prospected the acquisition potential of certain mineral properties;
- Shareholder relations decreased from prior period as White Pine was able to reduce its costs to conserve its cash resources;
- Legal and audit decreased due to the reduced levels of operation for the current period;
- Travel increased for the period due to management's involvement in the planning of exploration activities; and
- In prior year, a future tax recovery was triggered on the expiry of warrants during the year.

Management does not expect any significant fluctuations in general and administrative expenditures to the end of Q4 2012. The size or timing of mineral property write-downs and stock-based compensation expenses cannot be reasonably anticipated.

9. 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, 2011. 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, 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
Camp rental revenue	580	-	(80,130)	-
Future income expense (recovery)	338,423	33,842	-	(372,265)
Loss (income)	**$542,909**	**$732,301**	**$40,168**	**($281,768)**
Loss (income) per share – Basic and fully diluted	**$ 0.02[(1)]**	**$ 0.03[(1)]**	**$ 0.00[(1)]**	**($ 0.01)**
Cash and cash equivalents	$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
Mineral properties	**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.

Operations	Quarter Ended Mar. 31, 2010	Quarter Ended Dec. 31, 2009	Quarter Ended Sep. 30, 2009	Quarter Ended Jun. 30, 2009
Other expense (income)	$111,277	($ 78,375)	($ 600)	($ 33,293)
General, administrative & depreciation expenses	3,177	160,059	122,994	110,894
Stock-based compensation	(26,580)	122,273	123,887	252,870
Write-down of mineral properties	1,618,853	-	-	-
Future income recovery	(837,175)	-	-	-
Loss	**$ 869,552**	**$ 203,957**	**$ 246,281**	**$ 330,471**
Loss per share – Basic and fully diluted	**$ 0.04[(1)]**	**$ 0.01[(1)]**	**$ 0.01[(1)]**	**$ 0.02[(1)]**
Cash and cash equivalents	$1,034,033	$2,300,035	$ 2,259,029	$ 493,561
Other current assets	275,987	234,763	280,746	257,522
Equipment and supplies inventory	15,685	27,091	367,229	368,814
Mineral properties	**4,001,568**	**4,645,127**	**4,031,377**	**3,833,478**
Total Assets	**$5,327,273**	**$7,207,016**	**$ 6,938,381**	**$ 4,953,375**

(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.

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 mineral properties 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.

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. As White Pine is in the development stage, White Pine does not generate any significant operating revenue.

10. FINANCIAL CONDITION

During Fiscal 2011, White Pine's total assets increased to $5,994,496 from $5,327,273 at March 31, 2010. This increase was mainly due to the increase in mineral properties of $982,067. The increase in mineral properties was due to capitalized acquisition costs and exploration expenditures incurred as detailed in Section 6 – Mineral Property Expenditures and Commitments above (after considering write-offs of $423,255).

White Pine financed its operating and investing activities from cash balances available from the previous year and from completing a $1,000,000 private placement financing in December 2010. White Pine expended $339,425 of cash on operations and incurred $859,072 in cash expenditures on its mineral properties. White Pine's net working capital decreased from $994,660 at March 31, 2010 to $891,682 at March 31, 2011. White Pine's cash and short-term investment are held at a Chartered Canadian bank. The short-term investment is a guaranteed investment certificate and serves as a guarantee on a corporate credit card.

Based on the March 31, 2011 working capital position, White Pine does not have sufficient cash to cover all its exploration activities required to exercise its options on various properties, in particular its expenditures required to exercise its option with respect to the Money Property, Tender Property and the Lowland Property. White Pine intends to obtain proceeds from the exercise of warrants and stock options as well as additional equity financing 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.

11. 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 "Risks Factors"). White Pine has not generated any significant revenues from operations and does not expect to generate any such revenue in its next fiscal year.

In December 2010, White Pine completed a private placement of 4.00 million December 2010 Units at a price of $0.25 per December 2010 Unit. See Section 3 – Private Placement Financing for more details.

The properties in which White Pine currently has an interest are in the exploration stage. As such, White Pine is dependent on external financing to fund its 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 projects and proceed with exploration activities on current projects 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 during Fiscal 2011. White Pine is not subject to externally imposed capital requirements.

White Pine had no off-balance sheet arrangements at March 31, 2011.

12. 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.

13. CRITICAL ACCOUNTING ESTIMATES

White Pine's significant accounting policies are summarized in note 2 to the audited consolidated financial statements for the year ended March 31, 2011. These audited consolidated financial statements have been prepared using Canadian GAAP 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 policies described below, and estimates related to them, have the most significant effect in preparation and presentation of White Pine's audited consolidated financial statements.

Mineral Properties

White Pine defers all exploration costs, including acquisition costs, field exploration and field supervisory costs relating to specific properties until those properties are brought into production, at which time, they will be amortized on a unit-of-production basis based on proven and probable reserves or until the properties are abandoned, sold or considered to be impaired in value, at which time, an appropriate charge will be made. White Pine reviews the carrying values of its mineral properties on a regular basis by reference to project economics including the timing of the exploration and development work and the work programs and exploration results experienced by White Pine and others. When an assessment is made that the carrying value of a property will not be recovered, then the carrying amount is written down to its fair value. An impairment loss charged to operations is measured as the amount by which the carrying value exceeds its fair value. The amounts shown for mineral properties represent costs incurred to date and do not necessarily reflect present or future values of the particular property.

14. ACCOUNTING ISSUES

14.1 Capital Risk Management

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 shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. White Pine's working capital balance at March 31, 2011 was $891,682. White Pine will require additional funds to carry out exploration on its mineral projects. 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 Financial Instruments Risk Exposure and Management

White Pine is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include fair value of financial instruments 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 9 to the audited consolidated financial statements for the year ended March 31, 2011.

14.3 New Accounting Policies and Recent Pronouncements

White Pine has not adopted any new accounting standards during the current year.

International Financial Reporting Standards ("IFRS")

In 2006, the Accounting Standard Board ("**AcSB**") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly listed companies to use IFRS, replacing Canada's own Canadian GAAP. The changeover date affects interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The effective transition date for White Pine will be for the fiscal year beginning April 1, 2011, with the first interim consolidated financial statement under IFRS being presented for the three months ended June 30, 2011, with accompanying three months ended June 30, 2010 comparatives.

A changeover plan has been established to convert to the new standards within the allotted timeline and is expected to consist of the following three key phases: a) Phase 1 – Raise awareness and assess; b) Phase 2 – Design; and c) Phase 3 – Implementation.

Phase 1 consists of two stages. The first stage focuses on raising awareness within White Pine and providing an initial assessment of the impact of the IFRS conversion. The second stage carries out a detailed assessment of the impact of the conversion to IFRS.

Phase 2 builds the tools required for the conversion based on management's decisions about accounting options and the related disclosures.

Phase 3 rolls out the designed changes. The changes will include the development of the new accounting policies and consolidation templates, preparing the IFRS financial statements and related note disclosure.

Phase 1 and Phase 2 of the IFRS conversion plan have been completed. White Pine has begun the final phase in which it is implementing the results to date of the design phase and formulating a set of notional IFRS financial statements with accompanying note disclosures. Many of the differences identified to date are not expected to have a material impact on the reported results and financial position.

While assessing the impact of IFRS on its financial statements, management has focused its research on what we believe are the key accounting issues/differences applicable to White Pine, which include:

- Exploration for and evaluation of mineral properties;
- Asset impairment;
- Stock-based payments;
- Transitional provisions; and
- Property, plant and equipment.

With respect to the stock-based payments and the calculation of the fair value of stock options under IFRS, when determining the number of equity instruments expected to vest, the estimate of forfeiture must be incorporated, while under Canadian GAAP, forfeitures can be recognized as they occur. Upon adoption of IFRS, White Pine will change the method of forfeiture recognition.

Besides the changes in accounting standards, one of the more significant impacts identified to date of adopting IFRS is the expanded presentation and disclosures required. Disclosure requirements under IFRS generally contain more breadth and depth than those required under Canadian GAAP and, therefore, will result in more extensive note references. White Pine will continue to assess the level of presentation and disclosures required to its consolidated financial statements.

Further, based on the analysis completed to date, White Pine expects that the adoption of IFRS will require minimal changes to its internal controls over financial reporting and disclosure controls and procedures.

The areas impacted by IFRS discussed above should not be regarded as a comprehensive list of changes that will result from the transition to IFRS. In the period leading up to the changeover in 2011, the AcSB has ongoing projects and intends to issue new accounting standards during the conversion period. As a result, the final impact of IFRS on White Pine's consolidated financial statements can only be measured once all the IFRS accounting standards at the conversion date are known. Management will continue to review new standards, as well as the impact of the new accounting standards, between now and the conversion date to ensure all relevant changes are addressed.

15. OUTSTANDING SHARE DATA

	Number of Shares
Common shares outstanding – March 31, 2010	**23,342,659**
Issued under private placement, December 2010	4,000,000
Issued on acquisition of Money and Tender Properties	1,000,000
Finder's fees issued for Money and Tender Properties	150,000
Exercise of warrants	190,000
Common shares outstanding – March 31, 2011	**28,682,659**
Exercise of warrants	1,450,000
Common shares outstanding – July 28, 2011	**30,132,659**
Unexercised warrants	6,897,500
Unexercised broker warrants	316,874
Unexercised stock options	2,779,000
Fully diluted common shares outstanding – July 28, 2011	**40,126,033**

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

On November 17, 2010, White Pine extended the term of some of its warrants as follows:

- An aggregate of 4,175,000 Series 2008-II warrants, originally issued in December 2008, exercisable at $0.35 per share until December 23, 2009 ("**Series 2008-II Warrants**") and extended to December 23, 2010, were further extended to December 23, 2011.

- An aggregate of 2,000,000 Series 2009-I warrants, originally issued on January 26, 2009 and exercisable at $0.35 per share until January 26, 2010 ("**Series 2009-I Warrants**") and extended to January 26, 2011, were further extended to January 26, 2012.

At March 31, 2011, the following warrants and broker warrants were outstanding:

- 4,185,000 of the Series 2008-II Warrants issued in December 2008 entitle the holder to purchase one common share for each warrant at an exercise price of $0.35 until December 23, 2011. Subsequent to March 31, 2011, 600,000 of the Series 2008-II Warrants were exercised.

- 1,800,000 of the Series 2009-I Warrants issued in January 2009 entitle the holder to purchase one common share for each warrant at an exercise price of $0.35 until January 26, 2012. Subsequent to March 31, 2011, 800,000 of the Series 2009-I Warrants were exercised.

- 362,500 warrants issued in August 2009 entitle the holder to purchase one common share for each warrant at an exercise price of $0.65 until August 25, 2011.

- 316,874 broker warrants issued in August 2009 entitle the holder to purchase one common share for each warrant at an exercise price of $0.45 until August 25, 2011.

- 2,000,000 of the warrants issued in December 2010 entitle the holder to purchase one common share for each warrant at an exercise price of $0.35 until December 9, 2012. Subsequent to March 31, 2011, 50,000 of the December 2010 Warrants were exercised.

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. The total number of stock options available for issue under the plan as at March 31, 2011 is 514,266.

During Fiscal 2011, 900,000 stock options were granted and 45,000 stock options expired. The following stock options were outstanding at March 31, 2011:

Issue date	Options outstanding & exercisable	Exercise price	Weighted average remaining life (Years)
April 12, 2006	20,000	$5.00	0.03
May 16, 2006	20,000	$6.70	0.13
November 20, 2006	50,000	$6.00	0.64
April 19, 2007	10,000	$6.00	1.05
November 28, 2007	24,000	$6.00	1.67
June 11, 2008	435,000	$8.00	2.20
July 16, 2008	30,000	$6.00	2.30
February 17, 2009	865,000	$0.35	2.89
November 25, 2010	700,000	$0.36	4.66
March 1, 2011	200,000	$0.41	4.92
	2,354,000	$2.14	3.33

Subsequent to year end, 515,000 stock options with an exercise price of $0.60 and an expiry date of April 27, 2016 were issued to Directors of White Pine; 300,000 stock options with an exercise price of $0.66 and an expiry date of May 9, 2016 were issued to consultants of White Pine; 40,000 stock options with exercise prices of $5.00 and $6.70 and with expiry dates of April 12 and May 16, 2011 expired unexercised; and 350,000 stock options with exercise prices of $6.00 and $8.00 and expiry dates of June 11, 2013 and July 16, 2011 were cancelled without the payment of any consideration therefor.

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 Subsequent Events

Subsequent to year end on May 12, 2011, White Pine entered into an amending agreement with Metalex and Arctic whereby White Pine received a two-year extension on the expenditure commitments under the terms of the option agreement for the Lowland Property. As result, White Pine can fund the required $20.00 million commitment in expenditures as described in Section 6.2 – Mineral Property Commitments.

Subsequent to year end in June 2011, White Pine and Noront entered into an amending agreement whereby White Pine and Noront received a two-year extension on the exploration expenditure commitment under the terms of the agreement for the Luc Bourdon Property. As result, in order to acquire the aggregate interest of 70% in the Luc Bourdon Property, White Pine and Noront are required to incur aggregate exploration expenditures on the property of at least $5.00 million by October 8, 2013.

16.3 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 of March 31, 2011. 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.

16.4 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 Canadian GAAP. There has been no change in White Pine’s internal control over financial reporting during Fiscal 2011 that has materially affected, or is reasonably likely to materially affect, White Pine’s internal control over financial reporting.

16.5 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.

16.6 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 interim and audited annual consolidated financial statements prior to their submission to the Board of Directors for approval.

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 management's discussion and analysis 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 projects 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.