

WHITE PINE RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of White Pine Resources Inc. (the “**Corporation**”) will be held at 141 Adelaide Street West, Suite 301, Toronto, Ontario M5H 3L5, on Thursday, the 29th day of September, 2011 at 10:30 a.m. (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended March 31, 2011, together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider, and, if deemed appropriate, to pass with or without variation a resolution confirming the existing stock option plan of the Corporation, as more particularly described in the accompanying management information circular of the Corporation dated August 29, 2011; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a form of proxy, a management information circular, the audited financial statements of the Corporation for the fiscal year ended March 31, 2011, and a supplemental mailing list form. To be valid, the accompanying proxy must be received by Equity Transfer & Trust Company, Suite 400, 200 University Avenue, Toronto, Ontario, Canada, M5H 4H1, before 4:00 p.m. (Toronto time) on September 27, 2011.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Ontario as of the 29th day of August, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed)

Robert Cudney, President and Chief Executive Officer