

**FORM 51-102F3
Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(2) OR (3) OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. Reporting Issuer

White Pine Resources Inc. (the "Company")
141 Adelaide Street West
Suite 301
Toronto, Ontario M5H 3L5

Item 2. Date of Material Change

A material change took place on July 21, 2014.

Item 3. Press Release

On July 21, 2014, a news release in respect of the material change was disseminated.

Item 4. Summary of Material Change

The Company announced that Mr. Kevin O'Connor has resigned as a director of the Company.

Item 5. Full Description of Material Change

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Michael Leskovec, Chief Financial Officer

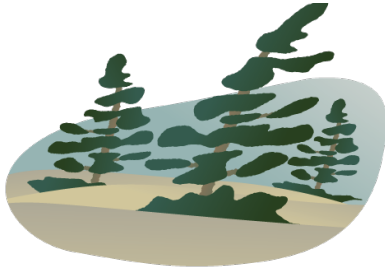
(416) 628-5940

Item 9. Date of Report

DATED at Toronto, in the Province of Ontario, this 21st day of July, 2014.

SCHEDULE A

[See Attached]



White Pine

FOR IMMEDIATE RELEASE
July 21, 2014
Toronto, Ontario

SUITE 301
141 ADELAIDE STREET WEST
TORONTO, ONTARIO
M5H 3L5
TEL (416) 628-6626
FAX (416) 628-5911
EMAIL info@whitepineresources.ca

TSX Venture Exchange
Symbol: WPR
Shares Outstanding: 33,966,533

White Pine Announces Director Resignation

Toronto, Ontario July 21, 2014 – White Pine Resources Inc. (TSX-V:WPR) (the “Company” or “White Pine”) announces that Mr. Kevin O’Connor has resigned as a director of the Company, effective as of July 21, 2014. The Company wishes to thank Mr. O’Connor for his service and wishes him well in his future endeavours.

About White Pine Resources Inc.

White Pine is a Canadian based mineral exploration company primarily focused on the acquisition, exploration and development of mineral deposits in Canada.

For further information please contact:

John G. Tait, President and CEO
White Pine Resources Inc.
(416) 628-6626
(416) 628-5911 (FAX)
Email: info@whitepineresources.ca

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