

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

White Pine Resources Inc. (the “Company”)  
#520, 65 Queen Street West  
Toronto, Ontario M5H 2M5

**2. Date of Material Change**

January 25, 2017

**3. News Release**

A press release disclosing the material change was released on January 25, 2017 through the facilities of Newsfile Corp.

**4. Summary of Material Change**

The Company announced that it has filed articles of amendment giving effect to the consolidation of its issued and outstanding common shares on a one (1) for fifty (50) basis (the “Consolidation”). No fractional common shares will be issued pursuant to the Consolidation and any fractional shares that would have otherwise been issued have been rounded down to the nearest whole number.

**5. Full Description of Material Change**

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

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

The report is not being filed on a confidential basis.

**7. Omitted Information**

No significant facts have been omitted from this Material Change Report.

**8. Executive Officer**

For further information, contact Brian Murray, President & Chief Executive Officer of the Company at (416) 985-7810.

**9. Date of Report**

This report is dated at Toronto, this 25<sup>th</sup> day of January, 2017.

**WHITE PINE RESOURCES INC.**

Per: “Brian Murray” (Signed)  
Brian Murray  
President & Chief Executive Officer

## SCHEDULE "A"

### WHITE PINE RESOURCES INC.

#520, 65 Queen Street West  
Toronto, Ontario M5H 2M5

### FOR IMMEDIATE RELEASE

### WHITE PINE ANNOUNCES CONSOLIDATION

**TORONTO, ONTARIO** – January 25, 2017 – White Pine Resources Inc. (the “**Company**”) announces that it has filed articles of amendment giving effect to the consolidation of its issued and outstanding common shares on a one (1) for fifty (50) basis (the “**Consolidation**”), resulting in its previously outstanding 33,966,533 common shares of the Company being consolidated into approximately 679,330 common shares. No fractional common shares will be issued pursuant to the Consolidation and any fractional shares that would have otherwise been issued have been rounded down to the nearest whole number. The Consolidation was approved by shareholders at an annual and special meeting held on December 19, 2016.

Letters of transmittal with respect to the Consolidation are being mailed to the Company’s registered shareholders. All registered shareholders will be required to send their share certificates representing pre-Consolidation common shares, along with a properly executed letter of transmittal, to the Company’s registrar and transfer agent, TSX Trust Company, in accordance with the instructions provided in the letter of transmittal. Shareholders who hold their common shares through a broker, investment dealer, bank or trust company should contact that nominee or intermediary for assistance in depositing their common shares in connection with the Consolidation.

### **FOR FURTHER INFORMATION PLEASE CONTACT:**

Brian Murray  
President & Chief Executive Officer  
Tel: (416) 985-7810  
Fax: (647) 438-6246

*This news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s Management’s Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.*