

**FORM 62-103F1 – EARLY WARNING REPORT**

**PURSUANT TO NATIONAL INSTRUMENT 62-103 - THE EARLY WARNING SYSTEM AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES**

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

**Securities:** Units (“**Units**”). Each Unit is comprised of one Common share (“**Common Share**”) and one Common Share purchase warrant (“**Warrant**”).

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

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Please see paragraph 2.2 below.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

Kelsi Gayda (the “**Acquiror**”)  
75 Kensington Avenue, Unit 304  
Toronto, Ontario M5T 2K2

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On August 16, 2017, the Acquiror acquired, directly and indirectly, 3,500,000 Units of the Issuer at a price of \$0.02 (the “**Acquisition**”). 900,000 Units were issued to the Acquiror in connection with the settlement of an aggregate of \$18,000 of indebtedness of the Issuer. 500,000 Units were issued to Lux Media, a company controlled by the Acquiror, in connection with the settlement of an aggregate of \$10,000 of indebtedness of the Issuer. The Acquiror also subscribed for 2,100,000 Units by way of a private placement of the Issuer at a price of \$0.02.

**2.3 State the names of any joint actors.**

Lux Media, a corporation controlled by the Acquiror.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.**

The Acquiror acquired, directly and indirectly, 3,500,000 Units of the Issuer. The 3,500,000 Common Shares comprising part of the Units, representing approximately 16.49% of the issued

and outstanding Common Shares of the Issuer on a non-diluted basis and 28.31% on a partially diluted basis, assuming exercise of the 3,500,000 Warrants.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

Please see paragraph 3.1 above.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Prior to the Acquisition, the Acquiror did not own any Common Shares of the Issuer. Following the Acquisition, the Acquiror owns, directly and indirectly, 3,500,000 Common Shares of the Issuer representing approximately 16.49% of the issued and outstanding Common Shares of the Issuer on a non-diluted basis. If the Acquiror were to exercise all of her convertible securities she would own, directly and indirectly, 7,000,000 Common Shares of the Issuer, representing approximately 28.31% of the Issuer's then outstanding Common Shares on a partially diluted basis.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

Please see paragraph 3.4 above.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Acquiror acquired 2,100,000 Units in the private placement at a price of \$0.02 per Unit for total consideration of \$42,000. In addition, one Common Share was issued for each \$0.02 of indebtedness that was settled.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Please see paragraph 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

1,400,000 Units were acquired, directly and indirectly, in connection with the settlement of an aggregate of \$28,000 of indebtedness.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) **the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Acquiror has acquired the securities of the Issuer for investment purposes and the Acquiror may, depending on market and other conditions, increase or decrease her beneficial ownership, control or direction over the Common Shares or other securities of the Issuer, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise. The Acquiror currently has no other plans or intentions that relate to, or would result in the matters listed in clauses (a) to (j), above.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

**Item 7 – Change in material fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.**

Not applicable.

**Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**Item 9 – Certification**

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

**DATED** this 18<sup>th</sup> day of August, 2017.

Per: “Kelsi Gayda” (Signed)  
Kelsi Gayda