

**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**

August 21, 2017

**3. News Release**

A press release disclosing the material change was released on August 21, 2017 through the facilities of Newsfile Corp.

**4. Summary of Material Change**

The Company announced that it has completed its acquisition of Secret Barrel Distillery Corporation.

**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 and Chief Executive Officer of the Company at (416) 985-7810.

**9. Date of Report**

This report is dated at Toronto, this 28<sup>th</sup> day of August, 2017.

## SCHEDULE "A"

### WHITE PINE RESOURCES INC.

#520, 65 Queen St. West  
Toronto, Ontario M5H 2M5

### FOR IMMEDIATE RELEASE

### WHITE PINE ANNOUNCES CLOSING OF ACQUISITION OF SECRET BARREL DISTILLERY CORPORATION

**TORONTO, ONTARIO** – August 21, 2017 – White Pine Resources Inc. (the "**Company**") is pleased to announce, further to its press release dated July 26, 2017, that it has completed its acquisition of Secret Barrel Distillery Corporation ("**Secret Barrel**") effective August 18, 2017.

As consideration for the acquisition, the Company issued to the vendor 2,000,000 common shares, and advanced to Secret Barrel an aggregate of \$175,000 to be used as working capital. As part of the transaction, the Company agreed that a nominee of the vendor will be appointed to the Company's board at a future date to be agreed between the Company and the vendor.

Secret Barrel is a small batch rum distillery which produces, markets and distributes premium craft rum in Alberta and other parts of Canada. It operates from its headquarters in Calgary, Alberta.

The Company intends to help Secret Barrel grow its business by making additional working capital available through its access to the public markets.

### FOR FURTHER INFORMATION PLEASE CONTACT:

#### **White Pine Resources Inc.**

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.*