

**White Pine Resources Inc.**  
**(formerly WSR Gold Inc.)**  
**Management Discussion and Analysis**

**1. Introduction**

This Management Discussion and Analysis (“MD&A”) relates to the financial condition and results of operations of White Pine Resources Inc. (“WPR” or the “Company”) together with its wholly owned subsidiaries as of February 25, 2009, and is intended to supplement and complement WPR’s unaudited consolidated financial statements for the nine months ended December 31, 2008. Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from management’s expectations. Readers are encouraged to consult WPR’s audited consolidated financial statements and corresponding notes to the financial statements for the year ended March 31, 2008. These financial statements are available on the Company’s web site at [www.wsrresources.ca](http://www.wsrresources.ca) and on [www.sedar.com](http://www.sedar.com). These interim unaudited consolidated financial statements and MD&A are presented in Canadian dollars and have been prepared in accordance with Canadian generally accepted accounting principles. This MD&A addresses matters we consider important for an understanding of our financial condition and results of operations for the three and nine months ended December 31, 2008.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in the “Risk Analysis” section and the “Cautionary Statement on Forward-Looking Information” at the end of this MD&A.

**2. History of Business and Current Developments**

WPR is a publicly listed Canadian junior resource company with mining interests in Canada. WPR was incorporated in Ontario on May 11, 1979 and was originally involved in mineral exploration. In 2004 WPR (then Westchester Resources Inc.) acquired certain western Canadian oil and gas properties and shifted its focus from mineral exploration to oil and gas exploration and development. Effective August 4 2004, WPR commenced trading on the TSX Venture Exchange as a tier 2 company.

In October of 2006, the Company had an opportunity to return to the mining industry. On October 19, 2006, WPR entered into an option agreement with Guyana Goldfields Inc. to earn a 50 percent interest in the Peters Mine property in Guyana. In December 2006, the Company elected to focus its resources solely on the mining interests and entered into a definitive agreement to sell all of its remaining oil and gas properties to its joint venture partner. This agreement had an October 1, 2006 effective date and closed on February 9, 2007.

During fiscal 2008, the Company entered into three new agreements with Canadian junior exploration companies to expand its exploration programs in Canada and discontinued its Guyana project. The strategy aims to reduce the Company’s country risk exposure and expand its portfolio of properties in new prospective areas.

On September 11, 2008 WPR announced the signing of a definitive agreement among Golden Valley Mines Ltd. (“Golden Valley”), WPR and Noront Resources Limited (“Noront”) providing WPR and Noront the option to acquire from Golden Valley an aggregate 70% interest in the Luc Bourdon property located in the lowland region of James Bay, Ontario.

On December 16, 2008 the Company shareholders’ approved the name change from WSR Gold Inc. to White Pine Resources Inc. and a 1 for 10 consolidation of its shares.

**3. Overall Performance**

WPR incurred a net loss of \$13,270,851 (\$0.12 per share) for the three months ended December 31, 2008, compared with \$261,413 (\$0.00 per share) for the corresponding period in 2007. For the nine months ended December 31, 2008 and 2007 the Company reported a loss of \$14,177,709 (\$0.13 per

share) compared with \$514,709 (\$ 0.01 per share) for the same period in 2007.

The main factors that contributed to the loss for the three months ended December 31, 2008 were a write-down of mineral properties for \$12,500,000 due to an impairment charge to the Company's mineral interests, general and administrative expenses of \$134,054 (2007 - \$133,151) and stock based compensation expenses for \$684,444 (2007 - \$154,880). General and administration expenses accumulated during the nine months ended December 31, 2008 and 2007 were \$448,141 and \$346,428 respectively. Stock based compensation expenses charged during the nine months ended December 31, 2008 and 2007 were \$1,425,063 and 249,530 respectively.

Consolidated revenues for the three and nine months ended December 31, 2008 were derived exclusively from interest income of \$50,108 and \$202,832 respectively compared with \$27,090 and \$82,321 respectively for the same periods in 2007.

During the nine months ended December 31, 2008, the Company financed its operations by issuing 1.1 million shares under a private placement for proceeds of \$5.5 million, issuing 4,858,333 million flow-through units for proceeds of \$4.6 million and through the exercise of 187,973 warrants for net proceeds of \$0.5 million.

Exploration expenditures incurred during the first nine months ended December 31, 2008, excluding acquisition costs of \$0.2 million, were \$12.6 million. The company also wrote down the carrying values in all its exploration properties except Luc Bourdon with a net charge to income of \$12.5 million. As at December 31, 2008, the Company had working capital of \$0.8 million compared to \$4.1 million as at March 31, 2008. The decrease in working capital as at December 31, 2008 was principally due to exploration expenditures representing cash outlays of \$10.4 million offset by equity financings for a total of \$9.8 million net of share issue costs. See "Liquidity and Capital Resources".

#### **4. Industry Trends and Going Concern**

The mineral exploration and mining business is competitive in all phases of exploration, development and production. The Company competes with a number of other entities in the search for and the acquisition of productive mineral properties. As a result of competition, the majority of which is with companies with greater financial resources than the Company, the Company may be unable to acquire attractive properties in the future on terms it considers acceptable. The Company also competes for financing with other resource companies, many of whom have greater financial resources and/or more advanced properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

The ability of the Company to acquire properties depends on its success in exploring and developing its present properties and on its ability to select, acquire and bring to production suitable properties or prospects for mineral exploration and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company. See "Risks and Uncertainties".

#### **5. Results of Operations**

WPR incurred a net loss of \$13,270,851 (\$0.12 per share) for the three months ended December 31, 2008, compared with \$261,413 (\$0.00 per share) for the corresponding period in 2007. For the nine months ended December 31, 2008 and 2007, the Company reported a loss of \$14,177,709 (\$0.13 per share) compared with \$514,709 (\$0.01 per share) for the same period in 2007.

Revenues for the first three quarters of fiscal 2009 and 2008 were exclusively derived from interest income generated on short-term deposits.

For the nine months ended December 31, 2008 stock base compensation expenses increased to \$1,425,063 from \$249,530 for the same period ended in December 31, 2007. The increase is due to both an increase in the number of options granted on fiscal 2009 of 477,500 options compared to 39,000 options granted during the same period of fiscal 2008, and in the weighted average fair value

of the options granted of \$ 6.00 compared to \$2.90 for fiscal 2008. Stock options granted during the current fiscal year are vested over a period of 18 month compared with fiscal 2008 where no vesting period was imposed, partially reducing the expense impact during the current fiscal year.

For the three months, ended December 31, 2008 consolidated general and administrative costs increased only by \$904 when compared with the same period of fiscal 2008 from \$133,151. The increase for the nine months ended December 31, 2008, compared to the same period in 2007, was \$101,713, consistent with the variation in activity and the number of properties in Canada.

#### **Mining Properties Operating Costs:**

During the nine months ended December 31, 2008 the Company has incurred a significant amount in exploration expenditures, principally in its Lowland property. Given the current world economic situation and its impact in the mining industry the Company evaluated the carrying value of its exploration properties for impairment. After evaluating each individual project and the overall Company's market value it concluded that all or a portion of the carrying value of its exploration properties could not be supported resulting in an impairment charge of \$12.5 million.

The following is a description of the activities and evaluation of WPR properties:

##### **i) Tri-Eagle Property:**

Under the Tri-Eagle property option agreement entered on November 1, 2007, the Company incurred \$0.2 million in acquisition costs. Exploration expenditures incurred during the nine month ended December 31, 2008 were \$0.2 million. Given current market conditions and exploration results to date the Company is unable to support the current valuation of this project and has recorded an impairment charge of \$0.4 million.

##### **ii) Lowland Property:**

Under the Lowland property option agreement entered on November 26, 2007, the Company incurred \$1.2 million in acquisition and exploration expenditures in fiscal 2008. During the first nine months of fiscal 2009, the Company incurred on this project \$10.9 million in exploration expenditures. The principal items explaining this charge were drilling (\$3.8 million), air transportation (\$1.5 million) and geophysics (\$0.7 million) and management fees (\$1.0 million).

As at December 31, 2008 the Company has incurred \$12.2 million on this project hence earning a 25% interest in the property; however the Company does not intend to continue with this exploration program until economic conditions are more favourable. Given current market conditions and exploration results to date the Company is unable to support the current valuation of this project and has recorded an impairment charge of \$9.3 million.

##### **iii) Big-Mac Property:**

Under the Big-Mac property option agreement the Company incurred \$1.7 million in acquisition costs and \$0.8 million in exploration expenditures during fiscal 2008. During the first nine month of fiscal 2009, \$1.2 million was spent on this property. The principal items composing the expenditure were air transportation (\$0.7 million) and drilling (\$0.2 million). Given current market conditions and exploration results to date the Company is unable to support the current valuation of this project and has recorded an impairment charge of \$2.9 million.

##### **iv) Luc Bourdon Property:**

On September 11, 2008 WPR entered into an option agreement among Golden Valley, WPR and Noront providing WPR and Noront the option to acquire from Golden Valley an aggregate 70% interest in the Golden Valley property located in the lowland region of James Bay, Ontario.

In order to acquire its 35% interest in the property, WPR made payments to Golden Valley on September 19, 2008 of \$175,000, \$25,000 in cash and by issuing 34,091 WPR shares with a fair value of \$150,000. In addition to these payments, WPR and Noront are required to incur aggregate

exploration expenditures on the property of at least \$5.0 million over a three-year period, of which \$1.0 million must be incurred in the first year.

At December 31, 2008, the Company had incurred \$0.3 million in expenditures, primarily on the construction of the Oval Lake Camp installation.

The following schedule summarizes the expenditures incurred in mineral interests, by project, during the nine month period ended December 31, 2009 and the related write-downs:

<b>Mining interest - Expenditures for the nine months ended December 31, 2008</b>					
	<b>Tri-Eagle</b>	<b>Lowland</b>	<b>Big Mac</b>	<b>Luc Bourdon</b>	<b>Total</b>
Acquisition costs	\$ -	\$ -	\$ -	\$ 175,000	\$ 175,000
Exploration	197,655	10,904,229	1,156,005	345,267	12,603,156
Write-downs	(404,778)	(9,275,671)	(2,819,551)	-	(12,500,000)

#### **Mining Properties – Exploration Activities:**

##### **i) Tri-Eagle:**

The airborne electromagnetic survey (VTEM) was flown over the Tri-Eagle project. The results of the VTEM survey were disappointing and no further exploration efforts will be carried out on this joint venture in the near future.

##### **ii) Lowland:**

Drilling continued on the new Zn-Cu-Pb-Ag discovery known as the 501 project during the last quarter. WPR Resources remains the geological operator of the 501 project, while Metalex remains the administrative operator. Up to the end of the reporting period, 42 diamond drill holes totalling 10,786m have been completed on the 501 project on claim 4223252. The new Zn-Cu-Pb-Ag discovery remains the focus of the company's exploration efforts.

These exploration efforts have all been carried out from the new Oval Lake camp, constructed and managed by Matrix Aviation.

**Table 1: Summary of Phase II diamond drilling on the 501 project.**

Hole No.	Local E	Local N	UTM e	UTM n	Azimuth	Dip	Length
DDH501-26	L1+80E	0+50N	522396	5901526	270	-49	198
DDH501-27	L1+80E	0+50N	522396	5901526	270	-77	163.5
DDH501-28	L1+37E	0+25N	522348	5901500	270	-45	108
DDH501-29	L2+35E	0+00	522433	5901475	270	-65	201
DDH501-30	L1+87E	0+50S	522399	5901425	270	-47	279
DDH501-31	L1+87E	0+50S	522399	5901425	270	-69	306
DDH501-32	L1+87E	0+50S	522399	5901425	270	-84	267
DDH501-33	L2+50E	0+75S	522460	5901400	270	-45	291
DDH501-34	L2+50E	0+75S	522460	5901400	270	-61	324
DDH501-35	L2+50E	0+75S	522460	5901400	270	-72	303
DDH501-36	L2+40E	1+25S	522456	5901344	270	-45	219
DDH501-37	L2+40E	1+25S	522456	5901344	270	-62	297
DDH501-38	L2+40E	1+25S	522456	5901344	270	-78	393
DDH501-39	L2+90E	1+75S	522510	5901300	270	-45	414
DDH501-40	L2+90E	1+75S	522510	5901300	270	-55	300
DDH501-41	L2+90E	1+75S	522510	5901300	270	-65	441
DDH501-43	L4+80E	0+25N	522690	5901500	270	-50	591

Drilling was temporarily suspended on this project for the freeze-up period and the Christmas holiday season. Down-hole geophysical surveys will be employed next to aid in future drilling.

Regional exploration from the Richards Lake camp was terminated during the last quarter and all personnel have been vacated from the camp.

**Table 2: Summary of regional diamond drilling.**

HOLE #	Grid	Local E	Local N	UTM e	UTM n	Azi	Dip	Length
2.11-01	2.11	5+30W	9+95N	576352	5873560	0	-90	87.3
2.11-02	2.11	4+75W	10+00N	576402	5783578	260	-60	156.1
2.11-03	2.11	3+75W	9+50N	576520	5873525	260	-45	155.7
2.11-04	2.11	5+00W	9+50N	576400	5873490	80	-50	155.6
2.11-05	2.11	3+75W	9+50N	576520	5873525	45	-50	140.9
2.11-06	2.11	1+00E	6+50N	577040	5873340	260	-50	145.1
2.11-07	2.11	0+25W	13+50N	576785	5873975	260	-50	155
2.12-01	2.12	L20+50N	0+50E	576716	5874839	0	-90	149.2
2.12-02	2.12	L20+50N	0+80E	576746	5874848	260	-60	150.9
2.12-03	2.12	L20+50N	0+00	576667	5874825	80	-60	145.4
2.13C-01	2.13C	1+00E	L1+00N			270	-55	198.5
2.13C-02	2.13C	0+75W	L1+00N			90	-50	151.5
2.13C-03	2.13C	0+25E	L1+00N			0	-90	188.3
2.13C-04	2.13C	L2+50N	1+50W	574705	5876230	270	-50	155.1
2.13D-01	2.13D	0+25E	L4+00N	575084	5877251	270	-50	179.7
2.08-01	2.08	L18+50N	0+50W	576342	5868921	280	-50	162

### **iii) Big Mac:**

No additional exploration was done on the Big Mac joint venture project. However, airborne fly-over data (VTEM) was received from an earlier program, which revealed some priority one targets that may be drilled during the next quarter.

### **iv) Luc Bourbon:**

Exploration expenditures to date on the WPR-Noront-Golden Valley Joint Venture option agreement include acquisition costs and down-payment were for the airborne geophysical VTEM survey. Results from the airborne geophysical VTEM survey received during the last quarter and revealed some very promising anomalies. These anomalies will be the focus of a drill program to be completed during the first quarter of 2009.

## **6. Summary of Quarterly Results**

The following is selected financial data from the quarterly consolidated financial statements of the Company for the last eight completed fiscal quarters ending December 31, 2008. This information should be read in conjunction with the audited annual and unaudited interim consolidated financial statements of the Company.

	<b>3<sup>rd</sup> Quarter</b> <b>December 31, 2008</b>	<b>2<sup>nd</sup> Quarter</b> <b>September 30, 2008</b>	<b>1<sup>st</sup> Quarter</b> <b>June 30, 2008</b>	<b>4<sup>th</sup> Quarter</b> <b>March 31, 2008</b>
<b>Gross revenue</b>	\$ 50,108	\$ 98,041	\$ 54,683	\$ 80,259
<b>Net income (loss)</b>	\$ (13,270,851)	\$ (130,355)	\$ (776,503)	\$ (3,052,108)
<b>Net income (loss) per share – basic and diluted</b>	\$ (0.12)	\$ (0.00)	\$ (0.01)	\$ (0.03)
	<b>3<sup>rd</sup> Quarter</b> <b>December 31, 2007</b>	<b>2<sup>nd</sup> Quarter</b> <b>September 30, 2007</b>	<b>1<sup>st</sup> Quarter</b> <b>June 30, 2007</b>	<b>4<sup>th</sup> Quarter</b> <b>March 31, 2007</b>
<b>Gross revenue</b>	\$ 27,090	\$ 29,631	\$ 25,600	\$ 12,802
<b>Net income (loss)</b>	\$ (261,416)	\$ (70,517)	\$ (182,779)	\$ 146,749
<b>Net income (loss) per share – basic and diluted</b>	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ 0.01

Net income (loss) over the above-noted eight quarters has ranged from a loss of \$13,270,851 for the nine months ended December 31, 2008 to a profit of \$146,749 for the three months ended March 31, 2007. The profit realized during the fourth quarter of fiscal 2007 was mainly due to the impact of future income tax recoveries as a result of the issuance of flow-through shares by the Company in April of 2006. The incurred loss during the fourth quarter of fiscal 2008 is primarily attributed to the write-off of the Peters Mine Project partially offset by a \$0.7 million in future income tax recoveries resulting from flow-through shares issued in December 2007. During the first quarter of fiscal 2009, the main item affecting the loss was the grant of 447,500 stock options to directors and consultants of the Company, with an estimated fair value of \$2.7 million, of which \$0.7 million (25%) was charged to stock based compensation during the first quarter of fiscal 2009. For the three month ended September 30, 2008, the most significant item was general and administrative expenses (71% of the quarter operating expenses). For the third quarter of fiscal 2009 the most significant items associated with the loss were the write down of mineral properties for \$12.5 million and stock-based compensation for \$0.7 million.

## **7. Liquidity and Capital Resources**

WPR is wholly dependent on equity financing to complete the development of its mineral properties and meet its obligations under various mineral property option agreements (see Section 17 “Risks and Uncertainties”). WPR has not generated any revenues from operations and does not expect to generate any such revenue in its current or next fiscal year.

On April 25, 2008 the Company closed a private placement for gross proceeds of \$9.0 million by issuing 1,100,000 units at a price of \$5.00 per unit and 583,333 flow-through units at a price of \$6.00 per flow-through unit.

On December 23, 2008 WPR closed a brokered private placement raising gross proceeds of \$1,068,750 by issuing 4,275,000 flow-through units at \$0.25 per flow-through unit. All securities issued in connection with this offering are subject to a statutory hold period expiring April 24, 2009. As at December 31, 2008, the Company had working capital of \$0.9 million compared to working capital of \$4.1 million at March 31, 2008. The decrease in working capital as at December 31, 2008 was mainly due to a reduction of \$10.4 million incurred in exploration expenditures partially offset by \$9.8 million obtained through the issuance of capital stock. At December 31, 2008, cash and cash equivalents, short-term investments and subscriptions receivable totalled \$2.5 million.

## **8. Contractual obligations:**

The following are WPR's contractual exploration obligations as at December 31, 2008:

### **i) Tri-Eagle Property:**

Incur aggregate exploration expenditures on the Tri-Eagle Property of \$5.0 million over a three-year period, of which \$1.5 million must be expended by October 30, 2008, an additional \$1.5 million on or before October 30, 2009 and a further \$2.0 million on or before October 30, 2010. The Company is currently renegotiating the terms of this obligation.

As at December 31, 2008 the Company has incurred only \$0.2 million in exploration expenditures and has discontinued its exploration activities in this area.

### **ii) Lowland Property:**

Under the terms of the agreement, WPR has the right to fund a maximum of \$20.0 million in expenditures on the Lowland Property over a four year period. For each \$5.0 million in expenditures, WPR will acquire a 12.5% interest in the Lowland Property, up to a maximum 50% interest.

As at December 31, 2008, the Company has incurred \$12.2 million of expenditures, fulfilling its exploration obligations until May 15, 2010.

### **iii) Big Mac Property:**

In order to acquire its interest in the property WPR is required to incur exploration expenditures of \$1.5 million on or before March 14, 2009 and \$1.0 million before March 14, 2010. As at December 31, 2008, the Company has incurred \$2.0 million of exploration expenditures on this project.

### **iv) Luc Bourdon Property:**

In order to acquire its 35% interest in the property, WPR made payments to Golden Valley of \$175,000. In addition to these payments, WPR and Noront are required to incur aggregate exploration expenditures on the property of at least \$5.0 million over a three-year period, of which \$1.0 million must be expended in the first year.

As at December 31, 2008, the Company has incurred \$0.3 million of exploration expenditures on this project.

## **9. Off-Balance Sheet Arrangements**

The Company did not enter into any off-balance sheet arrangements during the nine months ended December 31, 2008.

## **10. Related Party Transactions**

The Company did not have any related party transactions for the nine months ended December 31, 2008.

## **11. Changes in Accounting Policy and recent Accounting Pronouncements**

### *Bases of presentation*

On December 16, 2008, the Company's shareholders approved a 1 for 10 consolidation of its common shares effective December 18, 2008, the day the Company's shares began trading under the symbol WPR.

All references to share and per-share data, warrants and stock options for all periods presented in the financial statements have been adjusted to give effect to the 1 for 10 common share consolidation.

A detailed summary of all the Company's significant changes in accounting policies and recent accounting pronouncements is included in Note 3 to the audited financial statements for fiscal 2008. There had been no changes to accounting policies during the nine-month period ended December 31, 2008.

## **12. Financial Instruments**

The Company's financial instruments consist of cash and cash equivalents, receivables, deposits, payables and accruals. Unless otherwise noted, it is management opinion that the Company is not currently exposed to significant interest or credit risks arising from these financial instruments. Some of the above items are denominated in United States dollars. Balances are translated at the end of the period, based on the Company's policy as set out in Note 2 in the 2008 annual audited consolidated financial statements. The Company estimates that the fair value of its cash and cash equivalents, receivables, deposits, payables and accruals approximate the carrying value of the assets and liabilities.

## **13. Recent Accounting Pronouncements**

### *Financial Instruments*

Section 3862, Financial Instruments – Disclosure and 3863, Financial Instruments – Presentation will replace Section 3861 Financial Instruments – Disclosure and Presentation, revising and enhancing disclosure requirements on the nature and extent of risks arising from financial instruments and how a company manages those risks. Beyond additional disclosure, the adoption of these new pronouncements is not expected to have any effect on the Company's financial position or results of operations.

### *Going Concern*

Section 1400 has been amended for new requirements relating to the assessment of an entity's ability to continue as a going concern. Beyond additional disclosure, the adoption of these new pronouncements is not expected to have an effect on the Company's financial position or results of operations.

#### **14. Shares Issued and Issuable**

As at February 25, 2008 WPR had 17,592,660, common shares issued and outstanding and the following securities issuable upon exercise of convertible securities:

- (i) 7,276,083 warrants exercisable at a weighted average price of \$1.16; and
- (ii) 1,531,500 stock options at a weighted average exercise price of \$3.32.

#### **15. Forward Looking Statements**

Certain information included in this MD&A may constitute forward-looking statements. Forward-looking statements are based on the current expectations, intentions, plans and beliefs of WPR. Forward-looking statements can often be identified by the use of forward-looking words such as “anticipate”, “believe”, “expect”, “goal”, “plan”, “intend”, “estimate”, “may” and “will” or other similar words suggesting future outcomes or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. By their very nature, forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from the predictions, forecasts, and projections expressed or implied herein. The factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, general economic conditions, industry conditions, stock market volatility, volatility of commodity prices, currency fluctuations, imprecision of resource and reserve estimates, environmental risks, competition from other industry participants, lack of availability of qualified personnel or management, delays in obtaining or failure to obtain governmental, environmental or other project approvals, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying from estimates and the ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on the forward-looking statements contained herein. WPR’s actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits that WPR will derive there from. WPR is under no obligation and has no intention to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **16. Risk and Uncertainties**

##### **Conflicts of Interest**

Certain of the directors and officers of WPR are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of WPR may become subject to conflicts of interest. The CBCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the CBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the CBCA.

##### **Reliance on Key Individuals**

WPR’s success depends to a certain degree upon certain key members of the management. These individuals are a significant factor in WPR’s growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on WPR.

## **Exploration and Development Risk**

The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into production mines. At present, none of the Company's properties have a known body of commercial ore. Major expenses may be required to establish ore reserves, to develop metallurgical process and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

## **Financing Risks**

The Company has limited financial resources, no operating cash flow and no assurance that sufficient funding will be available for further exploration and development of its projects or to fulfill its obligations under any applicable agreement. There can be no assurance the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties. The Company will require additional financing if ongoing exploration of its properties is warranted.

## **Commodity Price Risk**

The future profitability of the Company is directly related to the market prices of nickel, gold and other metals (most of which are priced in US dollars). There are significant uncertainties regarding the trends in mineral prices and the availability of equity financing for the purpose of mineral exploration and development.

## **Government Regulation**

The exploration activities of WPR are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, toxic substance and other matters. These activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards and land reclamation. Although WPR exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that the existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

## **Land Title**

Although titles to the Properties have been reviewed by or on behalf of WPR, no assurance can be given that there are no title defects affecting Properties. Title insurance is generally unavailable for mining claims in Canada and WPR's ability to ensure it has obtained secure claim to individual mineral properties may be limited. WPR has not conducted surveys of the claims in which it holds direct or indirect interest; therefore, the precise area and location of such claims may be in doubt. It is possible that the Properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims and title may be affected by, among other things, undetected defects.

## **Disclosure Controls and Procedures**

Management has ensured that there are disclosure controls and procedures which provide reasonable assurance that material information relating to the Company is disclosed on a timely basis, particularly information relevant to the period in which annual filings are being prepared. Management believes these disclosure controls and procedures have not change during the nine months ended December 31, 2008 with respect to the ones effective during the fiscal year ended March 31, 2008.