

## WHISTLEBLOWER POLICY

### POLICY AND PROCEDURES FOR SUBMISSION OF COMPLAINTS RELATING TO FINANCIAL AND OTHER MATTERS

#### ***Purpose and Application***

North American Palladium Ltd. and its subsidiaries (collectively, the “**Company**”) strive to maintain high standards of integrity and accountability in conducting business. The guidelines and principles that govern our business conduct are set out in the Company’s Code of Conduct which may be accessed at <http://www.nap.com/about-nap/governance>. As part of our commitment to ethical and responsible business conduct, we are also committed to maintaining accountability for our accounting, internal controls and auditing processes. It is also our policy to seek to ensure compliance with all applicable legal and regulatory requirements relating to our business in all material respects.

The purpose of this whistleblower policy (the “**Policy**”) is to provide all employees of the Company with a process for disclosing complaints or concerns regarding perceived or suspected: (i) questionable accounting, internal controls or auditing processes, (ii) non-compliance with the Code of Conduct, and (iii) unethical or illegal behaviour (collectively, “**Reportable Matters**”). This Policy outlines the process for reporting a complaint or concern, as well as who will deal with your complaint and how that complaint is expected to be handled.

#### ***Reporting Process***

As a general guideline, you are required to promptly report concerns regarding Reportable Matters to your immediate supervisor in the first instance. If you are uncomfortable doing so, or if you believe that it is inappropriate to do so under the circumstances, you may also report your complaint or concern to the primary contact at your site/office:

<b>Site/Office Location</b>	<b>Primary Contact</b>
Mine site	General Manager
Exploration office	Exploration Manager
Regional office	Chief Financial Officer
Corporate office	Director, Human Resources & Environment

***If you are not satisfied or comfortable reporting the complaint or concern to your supervisor or to the local primary contact, or in the case of perceived or suspected questionable accounting, internal controls or auditing processes, the general reporting process above should not be followed. Instead, you should communicate directly through the Reporting Hotline (Whistleblower Security) established by the Company, the Company’s Human Resources or the Audit Committee of the Board as follows:***

Reporting Hotline	Telephone: 1-866-921-6714 Email: <a href="mailto:nap@whistleblowersecurity.com">nap@whistleblowersecurity.com</a> Website reporting: <a href="http://www.whistleblowersecurity.com">www.whistleblowersecurity.com</a>
Human Resources	Attention: Human Resources Wayne Scott North American Palladium Ltd. One University Avenue, Suite 402 Toronto, Ontario M5J 2P1 Telephone: 416-360-7341 Email: <a href="mailto:wscott@nap.com">wscott@nap.com</a>
Audit Committee	Attention: Chairperson, Audit Committee, North American Palladium Ltd. c/o Dean Chambers Sherritt International Corporation 181 Bay Street, 26th Floor Brookfield Place, Toronto ON M5J 2T3 Telephone: 416-935-2477 Email: <a href="mailto:dchambers@sherritt.com">dchambers@sherritt.com</a>

### ***Handling of Reported Violations***

Once your concern has been communicated to the appropriate representative, the following procedures must be followed:

1. If the representative concludes that the complaint or concern might be covered by this Policy, the representative must report the complaint or concern to: (i) the Audit Committee if it relates to questionable accounting, internal controls or auditing processes, or (ii) the Company's Human Resources for other matters such as procurement practices, conflicts of interest, theft, unethical conduct, discrimination, insider trading or any other potential violation of the Code of Conduct.
2. Human Resources or Audit Committee will confirm receipt of your complaint or concern (unless made anonymously) and will register your complaint or concern in a log and open a file. All information will be kept confidential and secure.
3. If Human Resources or Audit Committee determine that your complaint or concern is covered by this Policy, a formal investigation will be conducted to determine whether further action is required. All investigations will be conducted as efficiently as possible, taking into account the nature and complexity of the issues involved.
4. Any complaint or concern that is subject to a formal investigation or that may have material adverse consequences for the Company will be promptly reported to the Company's Board of Directors. On a quarterly basis, Human Resources will report to the Company's Audit Committee and to the Company's external auditors the status of any formal investigations, and the outcome of any complaints and investigations that have concluded.

***Confidentiality***

Persons designated to handle complaints or concerns under this Policy will make all reasonable efforts to keep communications confidential to the fullest extent permitted by law, and to the extent possible consistent with the need to conduct an adequate investigation. We encourage you to identify yourself when making a complaint or communicating a concern. However, you may also do so anonymously.

***No Retaliation***

It is the Company's policy to seek to ensure that you can communicate freely and be protected from any form of direct or indirect retaliation, including adverse employment consequences such as discharge, suspension, demotion, harassment or discrimination. Every employee or third party who reports a complaint or concern in good faith regarding a perceived violation under this Policy is required to be protected against any retaliation. Anyone who retaliates against someone who has reported a violation in good faith under this Policy may be subject to discipline up to and including termination of employment.

***Acting in Good Faith***

Anyone reporting a complaint or concern under this Policy must be acting in good faith and have an honest belief that the complaint or concern is well-founded. Any complaints or concerns based on allegations that are without basis, that cannot be substantiated, or that are proven to be intentionally misleading or malicious, will be viewed as a serious offence.

***Complaints from Third Parties***

Securities laws require the Company to establish procedures for the receipt, retention and treatment of complaints regarding questionable accounting, internal controls or auditing processes. This may include complaints that are received from third parties. Complaints from third parties regarding questionable accounting, internal controls or auditing processes should be forwarded directly to the Company's Human Resources or Audit Committee as outlined above under *Reporting Process*.

This Policy is not intended to give rise to civil liability on the part of the Company or its directors or officers, to shareholders, suppliers, employees or other persons, or to any other liability whatsoever on their part.