

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 www.nap.com/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:

Site/Office Location	Primary Contact
Mine site	General Manager
Development project	Project Manager
Exploration office	Exploration Manager
Regional office	Controller
Corporate office	General Counsel

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 with the Whistleblower Service established by the Company, the Company’s General Counsel or the Audit Committee of the Board as follows:

Whistleblower Service	Telephone: 1-866-921-6714 Email: nap@whistleblowersecurity.com Website reporting: www.whistleblowersecurity.com
General Counsel	Attention: General Counsel North American Palladium Ltd. 200 Bay St., Suite 2350 Royal Bank Plaza, South Tower Toronto, Ontario M5J 2J2 Telephone: 416-360-8782 Confidential fax: 416-360-8784 Email: tmell@nap.com
Audit Committee	Attention: Chairperson, Audit Committee, North American Palladium Ltd. c/o Simon Romano Stikeman Elliott LLP 5300 Commerce Court West 199 Bay Street Toronto, Ontario M5L 1B9 Telephone: 416-869-5596 Fax: 416-947-0866

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 General Counsel 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. The General Counsel 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 the General Counsel 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, the General Counsel 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 General Counsel 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.

This Policy was adopted by the Board of Directors on November 3, 2011.