

MAJORITY VOTING POLICY

Purpose and Application

The Board of Directors (the "**Board**") of North American Palladium Ltd. (the "**Company**") believes that each of its directors should carry the confidence and support of its shareholders. To this end, nominees for election to the Board will be asked to subscribe to this policy before their names are put forward for election as directors, and to act in accordance with it, including to submit to the Board a letter of resignation in the circumstances described herein.

This policy does not apply where the election of directors involves a contested election– i.e., where proxy material is circulated in support of one or more nominees who are not part of the slate to be elected as set out in the management information circular for the particular meeting.

Election of Directors

At meetings convened to elect directors, shareholders may either vote in favour of, or withhold from voting for, each director nominee separately. At such meetings, the Chairman of the Board will call for a vote and the scrutineers will record with respect to each nominee the number of votes in his or her favour and the number of votes withheld.

Resignation

If the number of votes withheld exceeds the number of votes in favour with respect to any particular nominee, then for purposes of this policy, the nominee shall be considered not to have received the support of the shareholders (a "**Non-Supported Director**"), even though duly elected as a matter of corporate law. If, upon the tabulation of the voting results, it is determined that a director nominee is a Non-Supported Director, he or she will submit his or her resignation to the Board immediately, failing which he or she will be deemed to have submitted his or her resignation to the Board (which resignation will be effective when accepted by the Board).

Within ninety (90) days of the date of the meeting of shareholders at which the election of directors took place:

- (a) the Board will meet to consider if there are exceptional circumstances, failing which the Board will accept the Non-Supported Director's resignation not later than such 90th day, and
- (b) the Company will issue a press release announcing the accepted resignation of the Non-Supported Director or explaining the reasons justifying the Board's decision not to accept the resignation, a copy of which will be delivered to TSX.

If the Board determines that exceptional circumstances do exist, and the Board does not accept the resignation of the Non-Supported Director, the Company will take the necessary steps to resolve the exceptional circumstance prior to the next shareholder meeting at which directors are elected. In addition, TSX will contact the Company to discuss the Board's determination.

In determining whether exceptional circumstances exist, the Board may consider:

- (a) whether the Company would cease to be in compliance with corporate or securities law requirements if the Board accepts the resignation of the Non-Supported Director;
- (b) whether the Company would be breaching the terms of any commercial agreement if the Board accepts the resignation of the Non-Supported Director;
- (c) whether the Non-Supported Director is a key member of an established and active special committee and whether accepting the resignation of the Non-Supported Director would jeopardize the achievement of a special committee's mandate; and
- (d) whether majority voting was used for a purpose inconsistent with the policy objectives set forth by the TSX.

Information which is generally available to shareholders at the time of their vote does not constitute exceptional circumstances, including:

- (a) the Non-Supported Director's length of service;
- (b) the Non-Supported Director's qualifications and experience;
- (c) the Non-Supported Director's attendance at meetings; and
- (d) the Non-Supported Director's contributions to the Company.

An exceptional circumstance cannot be a recurring event.

Vacancies

If the Board accepts the resignation, subject to any corporate law restrictions, the Board may (i) leave the resultant vacancy unfilled until the next annual general meeting, (ii) fill the vacancy through the appointment of a new director who shall hold office for a term expiring not later than the close of the first annual meeting of shareholders following his or her appointment, or (iii) call a special meeting of the shareholders to elect a director to fill the vacancy.

Recusal of Non-Supported Director

No Non-Supported Director may attend (unless attendance is strictly required for quorum purposes) or participate in any deliberations of the Committee or the Board respecting whether or not to accept his or her resignation pursuant to the operation of this policy.

This Policy was originally adopted by the Board on March 30, 2011. It was updated in April of 2017 to implement the requirements of Section 461.3 of the Toronto Stock Exchange ("TSX") Company Manual and was adopted by the Board on August 1, 2017.