

# Palladium **One** Mining Inc.

## Whistleblower Procedure

Owner: Chief Executive Officer

Administered by: Audit Committee Chairman

Approval Date: March 14, 2022

Version: 1

## **WHISTLEBLOWER PROCEDURE**

### **1. PURPOSE**

Palladium One Mining Inc. ("PDM" or the "Company") is committed to the highest standards of openness, honesty and accountability. The integrity of the financial and other information of PDM is vital as it guides the decisions of the Board of Directors of the Company and is relied upon by our shareholders, financial markets and other stakeholders.

For these reasons the Company strives to cultivate an environment where individuals can confidentially and anonymously report complaints and concerns regarding accounting, internal controls, auditing matters or other suspected or identified violations to our Code of Conduct and Ethics (the Code) without the fear of victimization, discrimination or disadvantage. This requires a program by which the appropriate body can receive, retain and investigate all reports of complaints and concerns regarding accounting, internal accounting controls, auditing matters or other suspected or identified violations to the Code.

### **2. WHISTLEBLOWER PROTECTION**

The Whistleblower Program is established for employees, management, officers, directors, contractors, consultants and committee members of PDM and its affiliates.

### **3. REPORTABLE CONDUCT**

This program is designed to encourage the reporting of complaints and concerns regarding Non-compliances with the Code of Conduct and Ethics of the Company, including but not limited to the following matters:

- i. non-compliance with the law allegations, harassment allegations, corruption allegation and human rights violations
- ii. suspect, questionable, unethical, and unlawful accounting and auditing policy, practices or procedures;
- iii. intentional breach of or failure to implement accounting and auditing policy, practices and procedures approved by the Board of Directors;
- iv. inadequate internal accounting controls;
- v. the misleading or coercion of auditors;
- vi. disclosure of fraudulent or misleading financial information; and
- vii. instances of corporate fraud.

#### 4. WHO IS PROTECTED?

Any person who makes a disclosure or raises a concern under this program will be protected if the person:

- i. discloses the information in good faith;
- ii. believes it to be substantially true;
- iii. does not act maliciously or make false allegations, and
- iv. does not seek any personal or financial gain.

#### 5. REPORTING A COMPLAINT

If you suspect a Code non-compliance or identify a Code non-compliance or have a question about the proper course of action in a particular situation (Code Reports), we encourage to ask your supervisor or manager for advice. If however you feel uncomfortable to contact your supervisor or manager, or if you are not satisfied with the response you receive to a question regarding the Code of Conduct and Ethics, or if you prefer to report anonymously your concern or suspected Code non-compliance or identified Code non-compliance, you are encouraged to contact the whistleblower hotline, in accordance with this Whistleblower Procedure, with the assurance that all such contact will be treated with appropriate confidentiality and shall be consistent with the spirit of the Code.

##### Whistleblower Hotline:

The Chair of the Audit Committee and the Chair of the Environmental, Social and Governance Committee (the "**Committees**") of Palladium One Mining may be contacted by confidentially by email as follows:

Email: whistleblower\_complaints@palladiumoneinc.com

*The reporting individual is encouraged to provide as much specific information as possible including names, dates, places and events that took place, their perception of why the incident(s) may be a violation, and what action is recommended.*

#### 6. INVESTIGATING A REPORT

PDM will promptly address the Code Reports. Reporting parties should not forget that investigating your concerns is not the same as either accepting or rejecting them. Also, the reporting parties shall not expect that the disciplinary actions (if applicable), implemented by the Company as a result of the investigations of the Code Reports, will be disclosed to them.

Where appropriate, the matters raised may:

- i. be investigated by management, the Committees, or legal counsel;
- ii. be referred to the police;
- iii. be referred to the external auditor;

- iv. form the subject of an independent inquiry.

To protect individuals and those accused of misdeeds or possible malpractice, initial enquiries may be made to determine whether an investigation is appropriate and, if so, what form it should take.

The overriding principle which PDM will have in mind is the best interests of the Company and its shareholders.

Some concerns may be resolved by agreed action without the need for further investigation or action. If urgent action is required, it may be taken before an investigation is completed.

Within fifteen (15) working days of a concern being raised, the responsible officer will write to the reporting party:

- i. acknowledging that the concern has been received;
- ii. indicating how he or she proposed to deal with the matter;
- iii. giving an estimate of how long it will take to provide a final response;
- iv. telling the reporting party whether any initial enquiries have been made; and
- v. telling the reporting party whether further investigations will take place and if not, why.

The amount of contact between the officers considering the issues and the reporting party will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, PDM will seek further information from the reporting party.

PDM will take steps to minimize any difficulties which the reporting party may experience as a result of raising a concern. For instance, if the reporting party is required to give evidence in criminal or disciplinary proceedings, PDM will arrange for the reporting party to receive advice about the procedure.

In determining what further actions to take, considerations include, but are not limited to:

- i. the alleged wrongdoer;
- ii. seriousness of the allegation;
- iii. credibility of the allegation;
- iv. urgency of an investigation and resolution.

## **7. CONFIDENTIALITY**

The investigating body will respect the confidentiality of any complainant who so requests, but can only do so to the extent permitted by the law. However, it must be appreciated that it will be easier to follow up and to verify complaints if the reporting party is prepared to give his or her name.

## **8. VICTIMIZATION, DISCRIMINATION AND HARASSMENT**

PDM will not tolerate any attempts, to any degree, on the part of anyone to sanction or detriment in any way a reporting party who reported a complaint or concern in good faith. Any such attempt should be reported immediately to a senior officer or the Chairs of the Committees.

## **9. FALSE, MALICIOUS AND BAD FAITH REPORTS**

The sensitive nature of corporate and professional reputation demands that PDM view very seriously any report(s) that proves to be unsubstantiated or which proves to have been submitted knowing it to be false, or with malicious intent, or in bad faith. PDM regards the making of such reports as a serious disciplinary offence which may result in disciplinary action up to and including dismissal for cause.

## **10. RECORDS**

The Committee shall retain for a period of three (3) years all records relating to reports submitted under this program.

## **11. MAINTENANCE AND REVIEW**

The Whistleblower Procedure has been approved by the Board of the Company. It is administered by Audit Committee Chairman and will be reviewed for updates every 2 years, unless a change in laws and regulations requires an earlier amendment. Any proposed revisions to this procedure will be approved by the Board, as needed.