

NORTHLAND RESOURCES INC.
WHISTLEBLOWING POLICY

As of August 13, 2009

1. Objective and Scope

Northland Resources Inc. and its subsidiaries (collectively, the “Company”) is committed to the highest possible standards of ethical, moral and legal business conduct. In line with this commitment and the Company’s commitment to open communication, this policy aims to provide an avenue for stakeholders (employees, officers, directors, suppliers, and customers) to raise concerns and reassurance that they will be protected from reprisals or victimization for whistleblowing in good faith. In an effort to further this commitment, this policy: (i) establishes guidance for the receipt, retention, and treatment of verbal or written reports received by the Company regarding accounting, internal controls, auditing matters, disclosure, fraud and unethical business practices, whether submitted by Company employees or third parties ("Reports") and (ii) establishes guidance for providing Company employees a means to make Reports in a confidential and anonymous manner. To achieve this goal, the Board has delegated to the Audit Committee the responsibility for establishing a procedure for the confidential, anonymous submission by stakeholders of the Company of concerns regarding questionable activities.

2. Method of Reporting

The Audit Committee of the Board of Directors of the Company is responsible for administering this Policy. **Stuart Pettifor** has been designated as the Compliance Officer to assist in the administration of this Policy and to receive any submissions made under this Policy. Issues and concerns regarding accounting, internal accounting controls or auditing matters may be reported to any member of the Audit Committee or to the Compliance Officer via email at **s.pettifor@sky.com**.

An employee, director or officer may also raise a concern anonymously through **PRI Audit & Control**, an independent, Internal Auditing and Forensics services provider. Submissions made through **PRI Audit & Control**’s Reporting Hotline are protected by its secure technology system and Company management will not have access to any identifying message details. A stakeholder may submit concerns anonymously through the Reporting Hotline by any of the following methods:

By Email to: hotline@priauditandcontrol.com

Toll free by telephone at: **from Sweden (in country) 020791933**
 from Finland (in country) 0800111004
 from Canada and the US +1-877-406-1466
 (most other parts of the world)

Issues and concerns raised through the Reporting Hotline will be forwarded directly to the Compliance Officer.

3. Confidentiality

A stakeholder reporting to the Hotline may choose to disclose his or her identity, but is guaranteed anonymity in the event of self-identification. However, if a complainant fails to identify himself or herself in his or her complaint and the information provided is insufficient, the Company may not be able to adequately investigate and resolve the complaint.

4. Further Information

Further information may be required depending on the nature of the issue and the clarity of the information provided. Allegations made anonymously should contain sufficient detail and information so that, if necessary, a meaningful investigation can be conducted.

5. Non-Retaliation

No director, officer or employee who in good faith submits a report under this Policy shall suffer retaliation, harassment or an adverse employment consequence as result of such submission. Any act of retaliation should be reported immediately. An employee, officer or director who retaliates against a person who has reported a violation in good faith is subject to discipline up to and including dismissal.

6. Receiving and Investigating Reports

If contact information is provided, the Compliance Officer will notify the sender of the complaint and acknowledge receipt of the reported or suspected violation within ten business days. All reports will be investigated by the Company.

7. Retention of Reports

The Audit Committee shall retain as part of the records of the Audit Committee any complaints or concerns submitted under this Policy, tracking their receipt, investigation and resolution, for a period of at least 3 years.

I, _____, confirm reading, understanding and abiding by the above Code.
Print Name

Signature: _____

Signature Date: _____

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Should you have any questions or wish additional information regarding this Whistleblowing Policy please contact: Stuart Pettifor at s.pettifor@sky.com.