



GOLDEN STAR RESOURCES LTD.

**COMPENSATION COMMITTEE CHARTER
(Confirmed May 2, 2018)**

There shall be a committee of the Board of Directors (the "Board") of Golden Star Resources Ltd., a Canadian corporation ("Golden Star"), to be known as the Compensation Committee (the "Committee"), whose membership, authority and responsibilities shall be as set out in this Charter.

PRIMARY FUNCTION

The primary function of the Committee is to assist the Board in establishing, administering and evaluating the compensation principles, criteria, policies and plans for Golden Star's executive officers (including the President and Chief Executive Officer (the "CEO")); to interface with senior management regarding the compensation of employees; and to provide recommendations to the Board which are determined from time to time to be the subject of Board approval.

MEMBERSHIP

Following each annual meeting of the shareholders of Golden Star, the Board shall elect no fewer than three directors (the "Members") to the Committee and shall appoint one of the Members to chair the Committee. Each Member shall meet the independence requirements imposed by applicable law and stock exchange requirements.

The Committee may form and delegate authority to subcommittees when and where appropriate.

Any Member may be removed from office or replaced at any time by the Board and shall cease to be a Member upon ceasing to be a director. Each Member shall hold office until the close of the next annual meeting of shareholders of Golden Star or until the Member ceases to be a director, resigns or is removed or replaced, whichever first occurs.

MEETINGS

The Committee shall meet as frequently as necessary to carry out its responsibilities, but at least twice each year at such times and locations determined by the Committee chairman. The Committee is governed by the rules regarding

meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the incorporating documents or bylaws of Golden Star, and (c) applicable law and stock exchange rules.

In the absence of the Committee chairman from any meeting, the Members shall elect a chair from those in attendance to act as chair of that meeting.

The Committee chairman shall appoint a secretary for each meeting of the Committee who shall maintain minutes of all meetings and deliberations of the Committee.

REPORTING

Following each meeting of the Committee, the Committee chairman shall report to the Board issues before the Committee and actions taken by the Committee.

RESPONSIBILITIES, DUTIES AND POWERS

The responsibilities, duties and powers of the Committee shall include the following:

CEO Compensation

Based upon an annual evaluation of the CEO's performance, the Committee will review and make recommendations to the Board on the CEO's compensation (including base salary, incentive compensation and equity-based awards). In making its determination, the Committee will consider Golden Star's performance and relative shareholder return, the compensation of chief executive officers at comparable companies, the awards given to the CEO in past years, the nature, extent and acceptability of risks that the CEO may be encouraged to take by any incentive compensation, and such other factors as the Committee deems relevant. The CEO shall not be present during voting or deliberations about the CEO's compensation.

Compensation of Other Executives

The Committee will review and make recommendations to the Board with respect to compensation (including base salary, incentive compensation, bonuses and equity-based awards) of all NEOs (Named Executive Officers as disclosed in Golden Star's management information circular) and such other corporate officers as the Committee so determines, at appropriate time periods. The Committee will take account of the recommendations of the CEO, the nature, extent and acceptability of risks that the officer may be encouraged to take by any incentive compensation, each individual's performance, and any outstanding and special achievements, Golden Star's overall performance and comparable compensation paid to similarly-situated officers in comparable companies.

Director Compensation

The Committee will review and make recommendations to the Board with respect to the compensation to be paid to non-executive directors and members and chairmen of Board committees.

Executive Agreements

The Committee will review and, if appropriate, approve employment agreements, severance arrangements, retirement arrangements, change in control agreements and provisions, and any special or supplemental benefits for each executive officer of Golden Star, subject to Board approval for the Chairman, the CEO and the CEO's immediate subordinates.

Incentive Compensation Plans

The Committee will administer and make recommendations to the Board concerning the 2017 Performance and Restricted Share Unit Plan, the 2014 Performance and Restricted Share Unit Plan, the Stock Option Plan (except with respect to grants to non-employee directors), the Employees' Stock Bonus Plan, the Executive Management Performance Bonus Plan, the Deferred Share Unit Plan and the Share Appreciation Rights Plan, as such plans may be amended, and such other stock option or equity participation plans as may be adopted by the shareholders or the Board from time to time within the authority delegated by the Board.

If the total number of shares to be awarded in any one year ("Annual Equity Award") under all equity compensation plans, including plans pursuant to which shares may be issued from treasury and plans which are settled in cash or shares purchased on the market ("Equity Plans") assuming target performance for all performance share unit and performance share plans is greater than either:

- (i) 1.5% of the outstanding issue; or
- (ii) 200% of the Annual Equity Award for the prior year.

The Committee will determine whether the expected Annual Equity Award should be (i) reduced by some percentage applied equally across the board or (ii) reduced by some percentage applied disproportionately to more senior executives.

In making its determination, the Committee may consider the financial, operational and share price performance of Golden Star, the performance of Golden Star relative to other companies affected by similar macro-economic factors, Golden Star's strategic plan, retention of key talent, alignment of compensation and performance, the potential value of equity awards in different share price growth and performance scenarios and any other factors the Committee considers relevant.

Compensation Discussion and Analysis / Annual Compensation Committee Report

The Committee shall review and discuss with management any compensation-related disclosure before it is disclosed to the public, including any compensation discussion and analysis section proposed for inclusion in the Company's annual information form, Form 40-F (or such other annual report as may be required by the rules and regulations of the US Securities and Exchange Commission) or annual management information circular, as the case may be, and recommend to the Board whether such section should be so included. The Committee will prepare or approve an annual report on executive compensation for inclusion in Golden Star's management information circular as required by applicable rules and regulations.

Outside Advisors

The Committee has sole authority to retain, obtain the advice of, and terminate any compensation consultant, external legal counsel or other advisors, after taking into consideration all factors relevant to the advisor's independence from management, including any specified factors under the applicable rules and regulations of securities regulatory authorities and/or stock exchanges, to be used to assist it in the evaluation of CEO or executive officer compensation, and to assist it in carrying out any other duties of the Committee. Golden Star will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. The Committee shall have sole authority to approve such consultants' fees and retention terms, and shall be directly responsible for the selection, compensation and oversight of the advisors it retains.

Access to Information

In the performance of any of its duties or responsibilities, the Committee shall have access to any and all books and records of Golden Star necessary for the execution of the Committee's obligations and may request from the officers of Golden Star such records and other matters considered appropriate.

Committee Evaluation

The Committee shall review, at least annually, the Committee's duties, responsibilities and performance and determine if any changes in practices of the Committee or amendments to this Charter are necessary.

Additional Assignments

The Committee shall undertake such additional responsibilities as from time to time may be delegated to the Committee by the Board, required by Golden Star's incorporation documents or bylaws, or required by applicable law or stock exchange rules.

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