



GOLDEN STAR RESOURCES LTD.

CORPORATE RESPONSIBILITY COMMITTEE CHARTER

(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 Corporate Responsibility 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 the furtherance of Golden Star's commitments to stakeholders to maintaining a healthy and safe work place, environmentally sound and responsible resource development, good community relations, and the protection of human rights (combined "Corporate Responsibility"). Other functions may be added from time to time by the Board.

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 required 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 virtual meetings), 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, or (c) applicable law.

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

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

REPORTING

Following the meetings of the Committee, the Committee Chairman shall report to the Board on matters related to the Committee's functions and responsibilities.

RESPONSIBILITIES, DUTIES, AND POWERS

The primary responsibility for Corporate Responsibility relating to Golden Star's activities, including compliance with laws and regulations, rests with the Golden Star's management team. The Committee's primary purpose is to assist the Board in its oversight of Corporate Responsibility.

The Board has granted the Committee the authority herein provided, as well as the authority to investigate any activity of Golden Star and its subsidiaries relating to Corporate Responsibility. The Committee has been, and shall be, granted unrestricted access to all Corporate Responsibility information and all employees have been, and shall be, directed to cooperate as requested by the Members.

The Committee's specific responsibilities and powers are as set forth below.

1. Review, with management, Golden Star's overall health and safety performance.
2. Review, with management, Golden Star's Corporate Responsibility goals, policies, and programs relative to exploration, development, and operations.
3. Review with management: (i) the establishment of appropriate systems, standards, and procedures for Corporate Responsibility, and (ii) compliance with applicable laws, rules, regulations, and standards of corporate conduct, as the Committee determines appropriate.
4. Review with management as they relate to Corporate Responsibility (i) programs with respect to risk assessment and risk management; (ii) activities taken to monitor and mitigate risks; (iii) the effect of relevant regulatory initiatives and trends; and (iv) all material claims, demands, and legal proceedings against Golden Star.

5. Review with management the potential effect that any new major exploration, development, operating, or new business activity may have relating to Corporate Responsibility.
6. Review with management Golden Star's record of performance on Corporate Responsibility, along with any proposed actions based on the record of performance.
7. Apprise the Board regularly of important developments in the course of performing the above duties, including reviewing with the full Board any issues that arise with respect to Golden Star's Corporate Responsibility compliance with legal or regulatory requirements.
8. Regularly review and reassess the adequacy of this Charter and submit any proposed revisions to the Board for consideration and approval.