



GOLDEN STAR RESOURCES LTD.

**TECHNICAL 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 Technical Committee (the "**Committee**"), whose membership, authority and responsibilities shall be as set out in this Charter.

PURPOSES

The purposes of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- technical matters relating to exploration, development, permitting, construction and operation of Golden Star's mining activities;
- mineral resources and mineral reserves on Golden Star's properties;
- operating and production plans for proposed and existing operating mines; and
- property development and operating practices.

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 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

Technical Activities

The Committee shall review the technical aspects of Golden Star's exploration, development, permitting, construction and mining programs and, in the Committee's discretion, make recommendations to the Board for consideration.

Mineral Resources and Mineral Reserves

The Committee shall review all mineral resource and mineral reserve estimates for Golden Star's properties, management's procedures for the disclosure of mineral resource and mineral reserve information and the compliance of such disclosure with regulatory and listing requirements.

Commercial Arrangements

The Committee shall review major commercial arrangements for EPCM activities planned for the development of properties and, in the Committee's discretion, make recommendations to the Board for consideration.

Mine Construction Programs

The Committee shall review all material proposals for mine construction programs and, in the Committee's discretion, make recommendations to the Board for consideration.

Mining Operations

The Committee shall review: (a) annual operating and production plans, together with operating reports, for all proposed and existing operating mines and tailings storage facilities and, in the Committee's discretion, make recommendations to the Board for consideration; and (b) mine closure plans and reclamation obligations.

Risk Management

The Committee shall review the technical and operating risks associated with meeting the annual budget and the Life of Mine Plan (LOM) and, in the Committee's discretion, make recommendations to the Board for consideration.

Investigations

The Committee shall direct and supervise the investigation into any matter brought to its attention within the scope of its duties.

Outside Advisors

The Committee has sole authority to retain, obtain the advice of, and terminate any consultant, external legal counsel or other advisor to assist it in the performance of its duties. 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.

......*