



**GOLDEN STAR RESOURCES LTD.**

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## **CORPORATE RESPONSIBILITY COMMITTEE CHARTER**

The Board of Directors (the "**Board**") of Golden Star Resources Ltd. ("**Golden Star**" or the "**Company**") has established a Corporate Responsibility Committee (the "**Committee**") whose membership, authority, and responsibilities shall be as set out in this Charter, as it may be amended from time to time by the Board.

### **FUNCTION**

The Committee's primary function is to assist the Board in the furtherance of Golden Star's commitments to stakeholders to maintaining a healthy and safe workplace, environmentally sound and responsible resource development, good community relations, and the protection of human rights (combined "**Corporate Responsibility**").

### **MEMBERSHIP**

Following each annual meeting of shareholders of Golden Star, the Board shall appoint no fewer than three directors to the Committee (the "**Members**"), all of whom shall be "independent" within the meaning of applicable rules of securities regulatory authorities and stock exchanges (the "**Listing Rules**"), and shall appoint one of the Members to chair the Committee.

Members shall serve until the next annual meeting of shareholders or until their successors are duly appointed or until such Member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Company.

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

### **MEETINGS**

The Committee shall meet as frequently as is necessary to carry out its responsibilities, but at least twice each year. Committee meetings shall take place in Canada, whenever possible, and otherwise at such times and locations determined by the Committee.

Each meeting will include an *in camera* session of the Committee without members of management present.

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 constating documents or bylaws of Golden Star, or (c) applicable law and Listing Rules.

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

The Corporate Secretary shall maintain minutes of all meetings and deliberations of the Committee and shall ensure that minutes of Committee meetings are recorded with clear indication of where the Committee meeting took place, the Members who were present in person and each of their various locations. Committee minutes shall be retained at the Company's registered office in Canada.

## **REPORTING**

Following each meeting of the Committee, the Committee shall report to the Board on the issues considered by the Committee, any recommendations being made by the Committee for approval by the Board and on any actions taken by the Committee.

## **RESPONSIBILITIES, DUTIES, AND POWERS**

### **Strategies, Policies and Programs**

The Committee is responsible for overseeing the establishment and implementation of the Company's strategies, policies and programs with respect to Corporate Responsibility matters and for monitoring the Company's performance against such strategies, policies and programs.

In fulfilling its responsibilities, the Committee will, among other things, review and monitor, seek recommendations from management or third-party experts (as considered appropriate by the Committee), and, when deemed appropriate by the Committee, make recommendations to the Board on:

- the Company's compliance with the Company's Corporate Responsibility-related programs, policies and procedures as well as with applicable laws, rules, regulations and standards of corporate conduct;
- proposed changes to the Company's Corporate Responsibility-related programs, policies and procedures;
- Corporate Responsibility-related trends and emerging issues and their impact on the Company;
- the Company's overall record of performance on Corporate Responsibility including against peer performance;
- significant incidents to assess whether existing procedures were effective and to determine whether the Company is taking appropriate actions in respect of such significant incidents;
- any material claims, demands, and legal proceedings against Golden Star that arise from Corporate Responsibility matters; and

- the potential effect that any new major exploration, development, operating, or new business activity may have relating to Corporate Responsibility.

### **Corporate Goals and Objectives**

The Committee is responsible for reviewing proposed Corporate Responsibility-related goals and objectives for inclusion in the Company's compensation programs, making recommendations to the Compensation Committee on such goals and objectives and monitoring performance against such goals and objectives throughout the year.

### **Risk Management**

The Committee shall assist the Board in fulfilling its risk oversight responsibilities by, among other things, ensuring that processes are in place to enable management to identify significant Corporate Responsibility related risks; ensuring that management establishes appropriate action plans to mitigate against such risks; and monitoring management's implementation of such action plans.

### **Public Disclosure**

The Committee shall review and approve (or recommend to the Board for approval) prior to public release, any public disclosures containing information with respect to the matters set out in this Charter over which the Committee has responsibility.

### **Investigations**

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

### **Access to Management & Information**

The Committee will have full and free access to officers and employees of the Company and the Company's books and records. Any meetings or contacts that the Committee wishes to initiate may be arranged through the CEO or the Corporate Secretary or directly by the chair or other Member of the Committee. The Committee will use its judgment to ensure that any such contact is not disruptive to the business operations of the Company.

### **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. 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.

### **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 or otherwise deemed appropriate by the Committee.

**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.

Last Approved by the Board of Directors: February 22, 2020.

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