



GOLDEN STAR RESOURCES LTD.

TECHNICAL COMMITTEE CHARTER

The Board of Directors (the "**Board**") of Golden Star Resources Ltd. ("**Golden Star**" or the "**Company**") has established a Technical 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 fulfilling its oversight responsibilities with respect to the management of the Company's mining operations from a technical perspective.

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 each meeting of 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.

At each meeting, the Committee shall appoint one from among its Members in attendance to act as chair for such 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

Technical Oversight

The Committee is responsible for overseeing the management of the Company's mining operations from a technical perspective. 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 with respect to:

- the technical aspects of Golden Star's exploration, development, permitting, construction and mining operations;
- 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;
- material commercial arrangements for the development of properties;
- material proposals for mine construction programs;
- annual operating and production plans, together with operating reports, for all proposed and existing operating mines and tailings storage facilities;
- life of mine plans, as proposed and revised from time to time;
- mine closure plans and reclamation obligations; and
- exploration programs.

Corporate Goals and Objectives

The Committee is responsible for reviewing proposed operational-related (including gold production and costs) 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 technical and operating 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.

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 the 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.

Investigations

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

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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