



GOLDEN STAR RESOURCES LTD.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the "**Board**") of Golden Star Resources Ltd. ("**Golden Star**" or the "**Company**") has established a Nominating and Corporate Governance 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 functions are to (a) identify individuals qualified to become Board members consistent with the criteria approved by the Board and recommend director nominees to the Board and for each committee; (b) lead the Board in its annual review of the Board's performance; (c) oversee Chief Executive Officer ("**CEO**") recruitment and succession planning; and (d) develop and recommend to the Board corporate governance principles applicable to Golden Star.

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 annually. 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

Board Membership

The Committee assists the Board in identifying individuals qualified to become members of the Board.

The Committee will lead the search for, screen, evaluate and recommend to the Board qualified candidates or nominees for election or appointment as directors, consistent with criteria approved by the Board. In making its recommendations, the Committee shall take into account:

- the independence of the prospective candidate;
- the current composition of the Board, including the diversity of its membership and the competencies and skills that the Board as a whole currently possesses and the competencies and skills that the prospective candidate would bring to the Board;
- the ability of the prospective candidate to contribute to effective oversight of the management of the Company, taking into account the needs of the Company and the individual's background, experience, competencies, expertise, perspective, skills and knowledge that are appropriate and beneficial to the Company;
- the prospective candidate's contacts in the communities in which Golden Star does business and in Golden Star's industry or other industries relevant to Golden Star's business;
- the personal qualities, characteristics and accomplishments of the prospective candidate
- the prospective candidate's integrity and reputation in the business community;

- the ability of the prospective candidate to represent Golden Star's stockholders and be committed to enhancing long-term stockholder value; and
- the prospective candidate's qualification to serve on Board committees.

The Committee shall review, on an annual basis, the composition, organization and size of the Board in order to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.

The Committee will maintain a matrix of the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess and the competencies and skills that the Board considers each existing director to possess in order to identify any competency and skill gaps on the Board.

The Committee will establish and oversee a policy for considering shareholder nominees for directors and develop the procedures that must be followed by shareholders in submitting recommendations.

Committee Structure

In consultation with the Board chair and the chair of each committee, the Committee will, on an annual basis, make recommendations to the Board with respect to assignments to committees of the Board, including recommendations as to the chair of each committee, the types, duties, functions, size and operation of committees of the Board and the adequacy of committee mandates.

Succession Planning

The Committee shall:

1. review periodically the overall succession planning for the chair of the Board and, when appropriate, recommend to the Board the process for selecting the chair of the Board;
2. participate with the Compensation Committee in the selection and recruitment of any new CEO or other senior officer who may be considered to serve as a director; and
3. prepare an annual report to the Board on succession planning which should include policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO and ensure that a CEO succession plan is in place.

Corporate Governance

The Committee is responsible for overseeing the establishment and implementation of the Company's corporate governance policies and practices and for monitoring, at least on an annual basis, the Company's performance against such policies and practices as well as applicable laws and regulations.

Orientation and Continuing Education

The Committee shall provide an orientation and education program for new directors which advises them of the role of the Board and its committees, the nature and operation of the

business of Golden Star and the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments. The Committee will ensure that the Company provides continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Company remains current.

Independence

The Committee shall monitor the appropriateness of implementing structures from time to time to ensure that the Board functions independently of management. The Committee will consider questions of independence and possible conflicts of interest of members of the Board and of senior management and make recommendations regarding such matters to the Board, including the criteria for determining director independence. The Committee will, on an annual basis, review and assess the independence of each director. The Committee is responsible for approving, and subsequently monitoring, all transactions involving the Company and "related parties" as that term is defined in applicable securities laws.

Performance Evaluation

The Committee shall, on an annual basis, oversee the evaluation of the Board, its committees and the contribution of individual directors to determine whether the Board, its committees and the directors are functioning effectively. The Committee will prepare, for discussion with the Board, an assessment of performance of the Board and its committees.

Shareholder Engagement

The Committee shall develop and regularly evaluate the process by which shareholders may communicate with the Board chair or other members of the Board.

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 governance 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, the Company's governance policies and practices, including that contained in the Company's Management Information Circular, and 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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