



**GOLDEN STAR RESOURCES LTD.**

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**WHISTLEBLOWER POLICY  
(Confirmed June 30, 2016)**

This Policy applies to all directors, officers and employees of Golden Star Resources Ltd. and its subsidiaries, divisions and affiliates (collectively "Golden Star").

As used in this document, "Board", "Audit Committee", "Audit Committee Chairman", and "CFO" means the entire Board of Directors, Audit Committee of the Board, Chairman of the Audit Committee of the Board, and the Chief Financial Officer (in that capacity and as Compliance Officer) of Golden Star.

Golden Star is committed to maintaining the highest standards of business conduct and ethics in its accounting standards and disclosures, internal accounting controls, and audit practices. It is the Policy of Golden Star to comply with and require its directors, officers, and employees to comply with all applicable legal and regulatory requirements relating to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against shareholders. Every director, officer and employee has the responsibility to assist Golden Star in meeting these requirements.

Golden Star's internal controls and corporate reporting and disclosure procedures are intended to prevent, deter and remedy any violation of the applicable laws and regulations that relate to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against the shareholders. Even the best systems of control and procedures, however, cannot provide absolute safeguards against such violations. Golden Star has a responsibility to investigate and, if required, report to appropriate governmental authorities, any violations including those relating to:

- i. corporate reporting and disclosure,
- ii. accounting and auditing controls and procedures,
- iii. securities compliance,
- iv. insider trading,
- v. conflicts of interest,
- vi. breaches of company policy, and

- vii. other matters that may pertain to fraud against shareholders or violations of law.

This Policy governs the process through which employees and others, either directly or anonymously, can notify the Audit Committee Chairman or the Audit Committee of potential violations or concerns. In addition, this Policy establishes a mechanism for responding to, and keeping records of, complaints from employees and others regarding such potential violations or concerns.

## **1. REPORTING ALLEGED VIOLATIONS OR CONCERNS**

If an employee reasonably believes that any Golden Star employee or other person acting on behalf of Golden Star has violated any legal or regulatory requirements or internal policy relating to accounting standards and disclosures, internal accounting controls, matters related to the internal or external audit of Golden Star's financial statements, or any other fraudulent activities, the employee should immediately report his or her concern as follows:

- a) By using Golden Star's confidential employee hotline and website (Alertline):
  - i. To report via the website an employee requires access to the Internet away from work. They can go to Golden Star's reporting address set up independently by Alertline at <https://goldenstar.alertline.com>.
  - ii. To report by phone, employees in Ghana can call toll free from a cell phone dialing short code 18477 (18GSR). Note that Golden Star's issued cell phones will not work. You will be connected directly with Alertline.
  - iii. Golden Star employees in the United States and Canada can phone 1-704-323-4006 directly.
  - iv. Other employees must follow international calling protocol for the country where they are located, to reach the 1-704-323-4006 number.
- b) By contacting the Audit Committee Chairman or Audit Committee directly:

In writing:

Audit Committee Chairman  
c/o Golden Star Resources Ltd.  
150 King Street West  
Sun Life Financial Tower, Suite 1200  
Toronto, Ontario M5H 1J9

By e-mail: [auditcommittee@gsr.com](mailto:auditcommittee@gsr.com)

- c) If an employee is not comfortable reporting a concern through Alertline, to the Audit Committee Chairman, or to the Audit Committee, he or she should report the concern to any supervisor or member of management whom he or she is comfortable approaching. Any manager or other supervisory

employee who receives a report of an alleged violation must immediately forward the report to the Audit Committee Chairman. The Audit Committee Chairman will communicate all reports of alleged violations to Golden Star's Audit Committee.

The Audit Committee is composed entirely of directors of Golden Star who are independent of the officers and management of Golden Star. The Audit Committee is solely responsible for investigating and responding to reports of violations regarding accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of Golden Star's financial statements.

Reports of alleged violations may be submitted anonymously to Alertline, the Audit Committee Chairman or the Audit Committee if the employee desires. Although anonymous reports may be submitted via any of the above methods, reports submitted by e-mail are less likely to remain anonymous and confidential than those submitted in writing or through Alertline. All reports of alleged violations, whether or not they were submitted anonymously, will be kept in strict confidence to the extent possible, consistent with Golden Star's need to conduct an adequate investigation.

Reports of alleged violations should be factual, rather than speculative or conclusory, and should contain as much detail as possible to allow for proper assessment. The report should clearly set forth all the information the employee knows about the alleged violation. The complaint describing an alleged violation or concern should be candid and should set forth all of the information that the employee knows regarding the allegation or concern. In addition, the complaint should contain sufficient corroborating information to support the commencement of an investigation. Golden Star may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate factual support.

## **2. INVESTIGATION OF COMPLAINTS**

Upon receipt of a complaint alleging a violation of any applicable law or internal policy regarding accounting standards and disclosures, internal accounting controls, matters related to the internal or external audit of Golden Star's financial statements, or any other fraudulent activities, the Audit Committee, or a designated member of the Audit Committee, will make a determination as to whether a reasonable basis exists for commencing an investigation into the conduct alleged in the complaint. If the Audit Committee or its designated member concludes that an investigation is warranted, it shall take appropriate measures to implement a thorough investigation of the allegations. The Audit Committee shall have the authority to obtain assistance from Golden Star's management, counsel or auditors, or to retain separate outside legal or accounting expertise as it deems necessary or desirable in order to conduct the investigation.

At each quarterly meeting of the Audit Committee, the Audit Committee will discuss the status of any ongoing investigation and review the resolution of each complaint submitted during the previous quarter, whether or not the complaint resulted in the commencement of a formal investigation.

### **3. CORRECTIVE ACTION**

The Audit Committee is ultimately responsible for determining the validity of each complaint and fashioning, with the input of its advisors and company management, if requested, the appropriate corrective action. The Audit Committee shall report any legal or regulatory noncompliance to company management and ensure that management takes corrective action including, where appropriate, reporting any violation to relevant governmental authorities.

Any director, officer, or employee deemed to have violated any law, rule or regulation, or any internal policy regarding accounting standards and disclosures, internal accounting controls, matters related to the internal external audit of Golden Star's financial statements, or any other fraudulent activity, may be subject to disciplinary action, up to and including termination.

### **4. NO RETALIATION**

Employees should feel confident to report violations as described above or to assist in investigations of such alleged violations. Golden Star will not tolerate retaliation or discrimination of any kind by or on behalf of Golden Star and its employees against any employee making a good faith complaint of, or assisting in the investigation of, any reported complaint.

In the United States, any employee who believes that his or her rights against retaliation or discrimination have been violated may file a complaint with the Department of Labor within 180 days of the alleged violation. If the Department of Labor has not issued a final decision within 180 days of the filing of the complaint, the employee has the right to file suit against Golden Star in a federal court with proper jurisdiction.

### **5. RETENTION OF COMPLAINTS AND DOCUMENTS**

The Audit Committee shall retain all documents and records regarding any complaint for a period of seven (7) years.

It is illegal and against Golden Star's policy to destroy any corporate audit or other records that may be subject to or related to an investigation by Golden Star or any federal, state or regulatory body.

### **6. COMPLIANCE WITH THE POLICY**

All employees must follow the procedures outlined in this Policy and cooperate with any investigation initiated pursuant to this Policy. Adhering to this Policy is a condition of employment. Golden Star must have the opportunity to investigate

and remedy any alleged violating or employee concerns, and each employee must ensure that Golden Star has an opportunity to undertake such an investigation.

This Policy does not constitute a contractual commitment of Golden Star. This Policy should not be construed as preventing, limiting, or delaying Golden Star from taking disciplinary action against any individual, up to and including termination, in circumstances (such as, but not limited to, those involving problems of performance, conduct, attitude, or demeanor) where Golden Star deems disciplinary action appropriate.

This Policy in no way alters an employee's at-will employment status with Golden Star. Either Golden Star or an employee can terminate the employment relationship at Golden Star at any time, for any reason or no reason, with or without cause, warning, or notice.

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