



GOLDEN STAR RESOURCES LTD.

MANDATE OF THE BOARD OF DIRECTORS (May 2016)

The responsibility of the board of directors is to oversee the management of the business and affairs of the company. The board delegates the responsibility for day to day operations to the CEO and the management team.

The board shall fulfill its responsibilities by exercising the following:

BY PROVIDING GUIDANCE, DIRECTION AND GOVERNANCE

1. Ensuring board contains members who have professional, technical and financial competence and that such skills are exercised for the guidance of management
2. Specifically, board members should have experience in the affairs of natural resource companies
3. Providing guidance with respect to environmental, community and government affairs and overall corporate responsibility
4. Setting the tone with respect to ethics and cultural integrity in the affairs of the corporation
5. Providing and adopting relevant principles of corporate governance that guide management in its day to day affairs

APPOINTING, EVALUATING, COMPENSATING MANAGEMENT

1. Selecting, setting objectives for, evaluating the performance of, and planning for the succession of the CEO and management in general
2. Designing the system of, and approving the compensation for, the CEO and the named executive officers
3. Delegating the responsibility to the Compensation Committee to advise the board with respect to all compensation including the compensation of the directors
4. Ensuring that a management development program is in place

STRATEGIC PLANNING

1. Adopting and engaging a strategic planning process, drawing on the experience of the entire board, which considers the long term risks and opportunities of the business

2. Adopting an annual budget and plan along with an annual review of the strategic plan
3. Approving all major expenditures, projects, acquisitions, dispositions and changes in operating policies and organizational structures
4. Approve all capital budgets not included in the annual budget and above set authorization limits.
5. Approve all financing arrangements including guarantees adopted and other significant obligations incurred by the company

RISK MANAGEMENT

Assessing the principal risks affecting the performance of the company and ensuring reasonable mitigation of those risks through appropriate systems and allocation of responsibilities

ETHICS AND SOCIAL RESPONSIBILITY

1. Adopting a Company Code of Ethics and monitoring compliance with the code and reviewing and resolving complaints evoked by the code
2. Creating a Committee to oversee all Corporate Social Responsibility matters including but not limited to, community affairs, sustainability issues including environmental, health and safety matters and long term impacts of the company's business on the communities in which it operates
3. Ensuring that the CEO and senior management team create a culture of integrity and ethical behavior and that the company exhibits a strong emphasis on ethical behavior, concern for safety and health and awareness and concern for environmental impact of its operations on the communities where it operates
4. Regularly reviewing and updating the company's policies and codes with respect to compliance with legal and regulatory changes

DISCLOSURE AND FINANCIAL REPORTING

1. Approving all annual and quarterly reports and all financial disclosure plus all regulatory filings prior to their release
2. Overseeing policies to manage the company's system of internal controls, financial reporting and information systems
3. Appointing and delegating to the Audit Committee the responsibility to monitor and advise the board with respect to the above
4. Ensuring a mechanism is in place to receive feedback from shareholders, employees and communities
5. Ensure a system of continuous disclosure is in place
6. Approve all share issuances, cancellations, shareholder incentive option and share schemes, all debt and other encumbrances recommended by management and the initiation of significant litigation by the company

GOVERNANCE

1. Selecting a Chair from its members who will lead the board, who will provide liaison between the board and the CEO and who will govern meetings, set agendas, ensure adequate informational support for discussions and plan and lead meetings
2. Maintaining its independence informally and formally, from management and meeting independently on a regular basis
3. Selecting and monitoring the composition of the board and evaluating the performance of the board as a whole and its individual members
4. Establishing and appointing standing board committees including an Audit Committee, a Nominating and Corporate Governance Committee, a Compensation Committee, a Corporate Social Responsibility Committee and such other ad hoc committees as it may deem necessary from time to time
5. Developing and adopting a set of governance principles which guide management and the board with respect to the conduct of the company's affairs and which take into account and balance the desires of all stakeholders
6. Adopting and implementing an orientation program for new directors and a continuing education program for the board as a whole
7. Setting approval limits for commitments and expenditures for management
8. Ensuring that the board, via management, gets all appropriate feedback from investors
9. The board will annually review and approve the Company's reserve and resource statements with management

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