



## **GOLDEN STAR RESOURCES LTD.**

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### **BOARD CHAIR MANDATE**

#### **FUNCTION**

The primary responsibility of the Chair (the "**Chair**") of the Board of Directors (the "**Board**") of Golden Star Resources ("**Golden Star**" or the "**Company**") is to oversee the operations and affairs of the Board and to provide leadership to the Board to enhance the Board's effectiveness. The Board has ultimate responsibility for the supervision of management of the Company. Critical to fulfilling this responsibility is the relationship between the Board, management, shareholders and other stakeholders. The Chair, as the presiding member, must oversee these relationships and ensure that they are effective, efficient and further the best interests of the Company.

#### **APPOINTMENT**

The Chair is appointed by the Board and serves at the pleasure of the Board until his or her successor is appointed.

#### **DUTIES AND RESPONSIBILITIES**

##### **Leadership**

The Chair will provide leadership to Board members, including by:

- overseeing the Board's discharge of its duties assigned to it by law, in the constating documents of the Company, and as set out in the Board Mandate;
- preparing, on an annual basis, a work plan for the ensuing year for the Board to ensure the Board fulfills its responsibilities on a timely basis;
- establishing procedures to govern the effective and efficient conduct of the Board's work;
- being satisfied that the responsibilities of the Board and its committees are well understood by Board members;
- ensuring that Board members are provided with information on continuing education opportunities to assist them in maintaining and enhancing their abilities as members of the Board;
- maintaining a liaison and communicating with members of the Board to coordinate input

from all members of the Board;

- acting as an effective liaison between the Board and senior management;
- keeping informed of developments within the Company by, among other things, regularly participating in meetings with management pertaining to significant matters and ensuring he or she is aware of the decision-making process and reporting to the Board;
- assisting the Board in satisfying itself as to the integrity of the senior officers of the Company and ensuring that such senior officers create a culture of integrity throughout the organization;
- ensuring that the Board, individual Board members and members of senior management of Golden Star understand and discharge their duties consistent with the approach to corporate governance adopted by the Board from time to time;
- ensuring that resources and expertise are available to the Board so that it may function effectively and efficiently (including the retention of any outside advisors);
- ensuring that any outside advisors retained by the Board are appropriately qualified and independent in accordance with applicable law;
- ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual Board members, and making recommendations for changes when appropriate;
- attending each meeting of shareholders to respond to any questions from shareholders as may be put to the Chair of the Board; and
- performing such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

### **Board Meetings**

The Chair will preside at meetings of the Board and will, in consultation with the Chief Executive Officer ("**CEO**") and the chair of the Nominating and Corporate Governance Committee, as appropriate:

- schedule meetings and, in consultation with the chairs of the committees of the Board, of the committees;
- set the agenda;
- review items of importance for consideration and ensure that all business required to come before the Board is brought before the Board and resolution on such items is reached;
- monitor the adequacy and timeliness of materials provided by management in connection with deliberations by the Board;
- ensure that all Board members are afforded the opportunity to contribute their positions, views, advice and questions;

- ensure that the Board has the opportunity to meet in separate closed sessions with members of management and external advisors;
- encourage free and open discussion to ensure that meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view and encourages all Board members to participate in such a way that is conducive to good decision-making;
- working constructively toward achieving a consensus among Board members on any matter brought before the Board;
- proposing the termination of discussion by the Board when, in the Chair's opinion using reasonable judgement and patience, the matter has been thorough canvassed and that no new views or information are being presented; and
- ensuring that Board discussions and decisions are properly summarized and recorded.

### **Board Committees**

The Chair will facilitate the effectiveness of Board committees by:

- ensuring that the committees of the Board understand and discharge their duties consistent with the approach to corporate governance adopted by the Board from time to time;
- ensuring that the work delegated to Board committees is carried out and reported on to the Board;
- reviewing, from time to time, the committees of the Board, their respective mandates and their membership, to determine if they continue to be appropriate and effectively meet the needs of the Company;
- maintaining a liaison and communicating with committee Chairs; and
- serving as an ex-officio member of all committees of the Board for the purpose of gaining a more in-depth understanding of the matters under the purview of the committees so as to facilitate the presentation, discussion and resolution of such matters at Board meetings and in creating board meeting agendas.

### **Culture**

The Chair shall play a key role in promoting, fostering and supporting:

- a spirit of respect, trust and collegiality among Board members, and between the Board and management, where penetrating questions and thorough discussions are encouraged;
- high performance and commitment by all Board members, and
- integrity and honesty in the actions of the Board and management.

The Chair shall set the tone and culture of the Company by, among other things:

- ensuring the distinct roles and responsibilities of the Board and management are well understood and respected by both the Board and management;
- setting the tone for the Board so as to foster ethical and responsible decision-making, appropriate oversight of management and best practices in corporate governance;
- providing advice, guidance and mentoring to individual Board members to assist them to improve performance or conduct;
- acting as a liaison between the Board and the CEO, and providing advice, counsel and mentorship to the CEO;
- representing Golden Star, at the request of the CEO, to shareholders and external stakeholders including local community groups, government and non- government organizations; and
- supporting the continuing education of Board members.

### **Board Recruitment**

Together with the chair of the Nominating and Corporate Governance Committee and in consultation with the CEO, the Chair will participate in the director recruitment process, provide oversight and ensure completion of the Company orientation for new directors and mentor and counsel new Board members to assist them in becoming active and effective directors.

### **Strategic Focus**

The Chair will ensure that the Board has a strategic focus and represents the best interests of the Company by ensuring the Board focuses on the Company's strategic performance and by working with the CEO to manage Board meeting agendas and to develop the Board's priorities.

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

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