



## **GOLDEN STAR RESOURCES LTD.**

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### **CHIEF EXECUTIVE OFFICER MANDATE**

#### **PURPOSE**

The Chief Executive Officer ("**CEO**") of Golden Star Resources ("**Golden Star**" or the "**Company**") is to oversee the operations and affairs of the Company, to provide leadership to management and to provide vision for future growth opportunities to enhance the Company's short and long-term performance.

The CEO has overall responsibility, subject to the oversight of the Board, for managing the Company's business on a day-to-day basis, for general supervision of the business of the Company and the execution of the Company's operating plans and strategic priorities. In fulfilling his executive role, the CEO acts within the authority delegated to him by the Board.

#### **APPOINTMENT**

The CEO is appointed as CEO by the Board of Directors (the "**Board**") and shall be a duly elected or appointed member of the Board. The CEO is not considered to be independent under standards for director independence adopted by the Board and, accordingly, shall not be a member of any committee of the Board but is expected to attend all Board committee meetings.

#### **DUTIES AND RESPONSIBILITIES**

The CEO has a responsibility to act in the best interests of Golden Star and its shareholders in accordance with applicable legislation and the corporate governance practices that Golden Star has adopted. The CEO has statutory responsibilities as a director of Golden Star, as provided in the Canada Business Corporations Act (the "Act"), and is also subject to the responsibilities set out in the Company's by-laws. In addition, the CEO shall have the specific duties set out below and shall have such other powers and duties as the Board may from time to time specify

The CEO's responsibilities shall include:

1. Leading the executives and senior management in the day to day running of the Company's business, under the supervision of the Board.
2. Developing the Company's strategy and objectives.
3. Developing appropriate capital, corporate and management structures to ensure the Company's objectives can be met.
4. Monitoring the operational performance and strategic direction of the Company.
5. Managing the Company's internal control framework, including approving management and control policies.
6. Effecting investments/dispositions and major contracts (within authorized limits).
7. Approving the Company's management development and succession plans for executives and senior management, in conjunction with the Board where appropriate, and approving appointments and termination of staff reporting to executives or senior management.
8. Reporting regularly to the Board with appropriate, timely and quality information so that the Board can discharge its responsibilities effectively and, in particular, reporting on the progress being made by the Company towards its strategic objectives and towards its short-, medium- and long-term plans.
10. Representing the Company to external stakeholders, including shareholders, customers, contractors, suppliers, regulatory and governmental authorities, and the community.

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