



GOLDEN STAR RESOURCES LTD.

COMMITTEE CHAIR MANDATE

FUNCTION

The primary responsibility of the Chair (the "**Chair**") of a committee ("**Committee**") of Golden Star Resources ("**Golden Star**" or the "**Company**") is to oversee the operations and affairs of the Committee and to provide leadership to the Committee to enhance the Committee's effectiveness. Each Committee Chair plays a critical role in guiding the Committee in the fulfillment of the Committee's duties and responsibilities as set out in the Committee's Charter and managing the process through which the Committee carries out such duties and responsibilities.

APPOINTMENT

The Committee 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 the members of the Committee, including by:

- overseeing the Committee's discharge of its duties as set out in the Committee Charter;
- preparing, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfills its responsibilities on a timely basis;
- establishing procedures to govern the effective and efficient conduct of the Committee's work;
- being satisfied that the responsibilities of the Committee are well understood by its members;
- ensuring that Committee members are provided with information on continuing education opportunities to assist them in maintaining and enhancing their abilities as members of the Committee;
- ensuring that the work delegated to the Committee is carried out and reported on to the Board;

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- maintaining a liaison and communicating with members of the Committee to coordinate input from all members of the Committee;
- acting as an effective liaison between the Committee and the Board and senior management;
- ensuring that resources and expertise are available to the Committee so that it may function effectively and efficiently (including the retention of any outside advisors);
- ensuring that any outside advisors retained by the Committee are appropriately qualified and independent in accordance with applicable law;
- reporting to the Board on behalf of the Committee following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibilities;
- reporting annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board;
- overseeing the structure, composition of, and activities delegated to, the Committee from time to time; and
- performing such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

Committee Meetings

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

- schedule meetings;
- set the agenda;
- review items of importance for consideration and ensure that all business required to come before the Committee is brought before the Committee and resolution on such items is reached;
- monitor the adequacy and timeliness of materials provided by management in connection with deliberations by the Committee;
- ensure that all members of the Committee are afforded the opportunity to contribute their positions, views, advice and questions;
- 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 Committee members to participate in such a way that is conducive to good decision-making;
- working constructively toward achieving a consensus among Committee members on any matter brought before the Committee;

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- proposing the termination of discussion by the Committee when, in the Committee 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 Committee discussions and decisions are properly summarized and recorded.

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