



**KINROSS GOLD CORPORATION  
("Kinross")**

**CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

**I. Purpose**

The Corporate Governance and Nominating Committee's mandate is (a) to oversee the development framework of rules and practices for Kinross' approach to matters of corporate governance, (b) to assess directors on an on-going basis, and (c) to be responsible for identifying and proposing new qualified nominees to the full Board, and to review and make recommendations to the Board as to all such matters.

**II. Composition**

The Corporate Governance and Nominating Committee will be comprised of at least three directors, all of whom will be "independent directors" in accordance with applicable legal requirements, including the requirements published by the Canadian Securities Administrators and the Corporate Governance Rules of the New York Stock Exchange reproduced in Schedule "A" to the Charters of the Board of Directors and the Audit and Risk Committee.

The Committee members will be appointed by the Board of Directors annually at the meeting of the Board of Directors held closest to the annual general shareholders' meeting.

The Board of Directors may remove a member of the Committee at any time in its sole discretion by resolution of the Board of Directors. Unless a Chair for the Committee is appointed by the full Board of Directors, the members of the Committee may designate a Chair of the Committee by majority vote of the full membership of the Committee.

**III. Responsibilities**

Responsibilities and powers of the Corporate Governance and Nominating Committee include:

Corporate Governance:

- ◆ Annually reviewing the charters of the Board of Directors and its committees and, after consulting with the members of each respective committee, recommending to the Board such amendments to those charters as the Corporate Governance and Nominating Committee believes are necessary or desirable.

- ◆ Assisting the independent Chair in carrying out his or her responsibilities, including without limitation:
  - Ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected;
  - Providing leadership to enable the Board to work as a cohesive team;
  - Assessing the adequacy and timeline of the resources available to the Board (in particular timely and relevant information) necessary to support its work; and
  - Adopting procedures to enable the Board to conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings.
- ◆ Reviewing the recommendations of the Human Resources and Compensation Committee and reporting to the Board as to matters of compensation of directors and committee members.
- ◆ Reviewing with senior management annually Kinross' directors and officers insurance and indemnities (pursuant to contract and the Kinross' by-laws), considering the adequacy of such coverage and making recommendations to the Board with respect thereto.
- ◆ Supervising and evaluating Kinross' securities reporting and trading compliance procedures and policies and approving any material changes to such procedures and policies.
- ◆ Adopting and recommending to the Board, standards to be applied in making determinations as to the presence or absence of material relationships between Kinross and a director and reviewing and confirming the status of the independent directors.
- ◆ Recommending corporate governance policies and Kinross' approach to governance issues, including its corporate governance guidelines.
- ◆ Reviewing and recommending to the Board, annually, disclosure respecting Kinross' corporate governance practices to be included in Kinross' annual report, management information circular or annual information form, which disclosure shall address the corporate governance disclosure requirements of the Canadian Securities Administrators and the Corporate Governance Rules of the New York Stock Exchange, as such rules are revised, updated or replaced from time to time.

- ◆ Assessing and considering any shareholder proposals to be included in the information circular and making appropriate recommendations to the Board of Directors.
- ◆ Recommending procedures to permit the Board to meet on a regular basis in the absence of management and directors who are not independent directors.
- ◆ Overseeing the Code of Business Conduct & Ethics, policies on conflict of interests, ethics and foreign corrupt practices and overseeing management's monitoring of compliance with them.
- ◆ Reviewing Kinross' Articles and By-Laws and in the Committee's discretion, recommending any changes to the Board.
- ◆ Under the supervision of the Independent Chair, assessing, at least annually, the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors, and the contribution of committee chairs and individual directors.
- ◆ Reviewing minimum shareholding requirements for directors and the disclosure of the shareholdings of individual directors.
- ◆ Annually evaluating the performance of the Committee.
- ◆ Engaging and compensating (for which Kinross will provide appropriate funding) any outside advisor that the Committee determines to be necessary to assist it in carrying out its duties.
- ◆ Reviewing and making recommendations respecting Kinross' Shareholder Rights Plan.
- ◆ Overseeing policies and practices relating to shareholder engagement with the Board of Directors.

#### Nominating

- ◆ Considering what competencies, skills and backgrounds the Board, as a whole should possess, analyzing what competencies, skills and backgrounds each existing director possesses and, based on the foregoing, recommending to the Board candidates for director prior to their appointment or nomination by the Board of Directors.
- ◆ Overseeing succession planning for the Board, including succession plans for the Independent Chair and the Chairs of the committees of the Board of Directors.

- ◆ Overseeing an appropriate selection process for new nominees to the Board of Directors, including responsibility for identifying individuals qualified to become Board members and making recommendations to the Board of Directors for nominees to be elected as directors.
- ◆ Assessing the competencies and skills of the existing directors.
- ◆ Considering the appropriate size of the Board of Directors.
- ◆ Evaluating appropriateness of continued board membership in line with the corporate governance guidelines.
- ◆ Identifying the Board's expectations for service as a director and review Director Role Profile.
- ◆ Reviewing the qualifications of and making recommendations respecting any nominee for director who is recommended by securityholders.
- ◆ Approving an appropriate orientation and education program for new recruits to the Board of Directors and reviewing continuing education opportunities and participation by directors.

#### **IV. Meetings**

The Committee will meet regularly at times necessary to perform the duties described above in a timely manner, but not less than once a year. Meetings may be held at any time deemed appropriate by the Committee.

These meetings may be with representatives of appropriate members of management, all either individually or collectively as may be required by the Chair of the Committee.

The Chair of the Committee will report periodically to the Board of Directors.