

# KINROSS

## **KINROSS GOLD CORPORATION** **SHAREHOLDER ENGAGEMENT POLICY**

Kinross is committed to engaging in constructive and meaningful communications with its owners, Kinross' shareholders. Following recommendation for approval by the Corporate Governance Committee, the Board of Directors ("Board") has adopted this Shareholder Engagement Policy (the "Policy"), in order to promote open and sustained dialogue with Kinross' shareholders consistent with Kinross' Disclosure, Confidentiality and Insider Trading Policy (the "Disclosure Policy") and our obligations to provide fair disclosure and maintain effective disclosure controls and procedures.

A copy of this Policy is available on our website ([www.kinross.com](http://www.kinross.com)) on the "Governance" page accessible under "About Kinross".

### **Communications with Shareholders**

Kinross seeks to communicate with its shareholders through a variety of channels, including through its annual report, management information circular, quarterly reports, annual information form, news releases, web site and presentations at its annual meeting of shareholders, one-on-one and group meetings as well as at industry conferences. Kinross also holds conference calls for quarterly earnings releases and major corporate developments as soon as practical after they are publicly disclosed, and these calls are accessible to the public simultaneously (by telephone and through web casts) and through archived material posted on our website.

Shareholder feedback is received through one-on-one or group meetings between management and institutional shareholders and at the annual meeting, as well as by letter (via regular mail or courier), e-mail or telephone contact. As appropriate, relevant shareholder concerns are addressed promptly by the Investor Relations department and contact details for the Investor Relations department are published in Kinross' annual and quarterly reports and on our web site. Shareholders may also make their views known through individual voting for directors, an annual say-on-pay advisory vote and other matters submitted to shareholders for approval. In addition, shareholders may put forward shareholder proposals in accordance with applicable rules.

### **Management's Responsibility for Shareholder Engagement**

Management is principally responsible for shareholder communications and engagement, and Kinross' President and Chief Executive Officer (CEO) is Kinross' official spokesperson. As both a director and senior executive, the CEO is in the best position to communicate the views of the Board and Kinross management. From time to time, the CEO authorizes a limited number of spokespersons to communicate to the media or the investor community about Kinross and/or its financial results.

Shareholders may communicate their views to management and the Board through Kinross' Investor Relations group by sending a message to:

Vice-President, Investor Relations  
Kinross Gold Corporation  
25 York Street, 17th Floor  
Toronto, ON M5J 2V5  
Tel: 416-365-5123  
Fax: 416-363-6622

Toll Free: 1-866-561-3636  
Email: [info@kinross.com](mailto:info@kinross.com)

In addition, shareholders may report concerns regarding actual or suspected improper activities in respect of Kinross' accounting, internal controls or auditing matters, violations of law and other violations of its Code of Business Conduct and Ethics on a confidential and, at the election of the reporting person, anonymous basis pursuant to Kinross' Whistleblower Policy, by following the "Whistleblower Reporting" procedures set out for non-employees on the Company website on the "Governance" page accessible under "About Kinross".

### **Board – Shareholder Communications**

The Board is ultimately responsible for the supervision of the discharge by management of its shareholder communication and engagement responsibilities, and the Board has approved the Disclosure Policy. Management reports to the Board on material shareholder comments and feedback it receives. Directors may also from time to time participate with management in initiatives to elicit shareholder views.

Shareholders may themselves initiate communications directly with the Board. To do so, shareholders should communicate their questions or concerns to the independent directors through the Independent Chairman of the Board by delivering a sealed envelope, marked "Confidential", to:

The Independent Chairman  
c/o Corporate Secretary  
Kinross Gold Corporation,  
25 York Street, 15th Floor  
Toronto, ON M5J 2V5

Alternatively, the Independent Chairman may be contacted directly by telephone at 416-365-5123 (ext. 2002).

All relevant correspondence, with the exception of solicitations for the purchase or sale of products and services and other similar types of correspondence, will be forwarded to the Independent Chairman. Purely for administrative purposes, correspondence to the Independent Chairman may be opened or viewed by the Corporate Secretary to the Board.

Shareholders may direct a request for a meeting with directors to the Independent Chairman who will consider such request, in consultation with the Corporate Secretary, having regard to Kinross' Disclosure Policy. Ideally, the request should:

- explain whether the person(s) making the request is (are) a Kinross shareholder or a representative of Kinross' shareholders and the level of shareholdings held or represented;
- identify the non-Kinross persons wishing to attend the meeting;
- provide a description of the topics to be discussed; and
- describe any intention or arrangements for communicating the nature and results of the meeting to other persons.

The Board has right to decline requests for such meetings for any reason it deems appropriate, including where the proposed topics are not appropriate and in order to limit the number of such meeting requests to a reasonable level and prioritize acceptances based on the interests of all shareholders. The Independent Chairman of the Board will determine which directors will attend any such meeting.

Topics suitable for Board – shareholder communications include:

- Board structure and composition;
- Board performance;
- CEO performance;
- executive compensation;
- succession planning;
- Board oversight of risk;
- Board oversight of accounting, auditing and internal controls;
- Board decision-making process and corporate governance practices;
- Board oversight of corporate strategy, including material strategic decisions; and
- overall corporate performance, mission and goals.

Topics that are generally more appropriate for management – shareholder communications in the first instance include corporate strategy, financial performance, mergers and acquisitions, specific new products, services, discoveries, customers or suppliers, changes in management or control and dividends, repurchase plans or other events regarding Kinross' securities.

Where a meeting request is granted, the Corporate Secretary will either directly contact the person(s) making the request to confirm arrangements for the meeting or be informed of the arrangements by the Independent Chairman of the Board.

The Chief Legal Officer may be asked to attend the meeting in order to confirm compliance with Kinross' obligations respecting fair disclosure and the maintenance and assessment of disclosure controls and procedures. Where the agenda involves particularly sensitive matters, the Independent Chairman may grant a shareholder request to have any such meeting held in the absence of all members of management, although if such a request is granted generally the directors will adopt a "listen-only" approach and shareholders should be aware that the directors in attendance at the meeting reserve the right to review the matters discussed with management.