2017 Corporate Governance Performance Overview

Kinross is committed to the highest standards of corporate governance and accountability. We actively monitor developments in best practices and applicable laws to ensure that the company meets that commitment.

- Board is subject to a comprehensive evaluation process, including a 360 degree peer review of members, facilitated by an external consultant in 2017
- Scored 136 out of 150 points on the Board Shareholder Confidence Index of the Clarkson Centre for Board Effectiveness
- Met seven times, with the board meeting independent of management at all meetings
- Strengthened overboarding policy, reducing the allowable number of director board commitments from five to four (including Kinross)
- Continued engaging with shareholders on governance and compensation matters, reaching out to shareholders representing over 50% of issued and outstanding shares

Corporate Governance at a Glance

Board Composition		page #
Size of board [1]	9	xx
Independent directors	8	xx
Average age of board	61	xx
Average tenure of board (number of years)	8.7	xx
Separate Chair/CEO	✓	xx
Number of women	3	xx
Number of men	6	xx

Committee Independence		page #
Board committee independence	100%	xx
Audit and risk	100%	xx
Human resource and compensation	100%	xx
Governance and nominating	100%	xx
Corporate responsibiity and nominating	100%	xx

Requirements & Assessments		page #
Term limit for directors [2]	✓	xx
Director stock ownership requirements	✓	xx
Annual review of director independence	✓	xx
Annual board and committee evaluations	✓	xx
Annual individual director evaluations	✓	xx

Policies & Charters		page #
Code of business conduct and ethics	✓	xx
Diversity policy for directors and executive officers	✓	xx
Corporate governance guidelines	✓	xx
Charters for board committees	✓	xx
Overboarding policy	✓	xx
Interlocking policy	✓	xx
Retirement policy for directors [3]	✓	xx

Voting		page #
Annual director elections	✓	xx
Majority voting for directors	✓	xx
Annual vote on executive compensation	✓	xx

Professional Development		page #
Board orientation programs	✓	xx
Director education programs	✓	xx

Available on kinross.com

1. The size of the board was 10 for a brief period from November 8, 2017 until Mr. Huxley's retirement on December 31, 2017.
2. The board has approved mandatory retirement at age 73.
3. In December 2014, the board adopted the director service limits policy that limits the term for directors to 10 years, subject to the mandatory retirement date of age 73. The 10 year term limit commences from the later of the date the term policy became effective or the date on which a director is first appointed or elected to the board, with the possibility of one 5 year extension, for a total term not exceeding 15 years, if such director has strong performance reviews and is re-elected to the board.

Referenced page numbers pertain to the 2018 Management Information Circular.

Board Nominees Overview

As Kinross shareholders you are being asked to cast your vote for nine directors. The following table provides an overview of the 2017 nominees. Detailed biographical information can be found on pages X to XX.

Director's Expertise

Name	Independent	Director Since	Age	Expertise														Committees				Attendance at board meetings
				MANAGING, LEADING GROWTH	INTERNATIONAL	SENIOR OFFICER	OPERATIONS	MINING, GLOBAL RESOURCE INDUSTRY	INFORMATION TECHNOLOGY	HUMAN RESOURCES	INVESTMENT BANKING, MERGERS	FINANCIAL LITERACY	COMMUNICATIONS, INVESTOR/ PUBLIC RELATIONS	CORP. RESPONSIBILITY, SUSTAINABLE DEVELOPMENT	GOVERNMENT RELATIONS	GOVERNANCE/BOARD	LEGAL	CORP. GOVERNANCE & NOMINATING	CORP. RESPONSIBILITY & TECHNICAL	HUMAN RESOURCE & COMPENSATION	AUDIT & RISK	
Ian Atkinson	•	2016	68	•	•	•	•	•			•		•	•	•	•		•	•			100%
John Brough	•	1994	71	•	•	•	•		•		•	•	•			•				•	•	100%
Kerry D. Dyte	•	2017	58	•	•	•	•	•			•	•	•	•		•	•	•			•	100%
Ave Lethbridge	•	2015	56	•		•	•		•	•		•		•	•					•	•	100%
Catherine McLeod-Seltzer	•	2005	57	•	•	•	•	•			•		•	•	•	•		•	•			100%
John Oliver	•	1995	68	•	•		•		•	•	•	•	•		•	•				•		100%
Kelly Osborne	•	2015	61	•	•	•	•	•			•		•	•	•	•		•	•			100%
Una Power	•	2013	53	•	•	•	•	•			•	•		•					•		•	100%
Paul Rollinson		2012	56	•	•	•	•	•			•	•	•	•	•							100%
Number of directors with significant skills or experience				9	8	8	9	6	3	2	8	6	7	7	6	6	1					