KINROSS

2018 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.

SHAREHOLDER ENGAGEMENT

Maintained our 2018-2019 outreach campaign to our **top 30 shareholders**, excluding four broker dealers

INDEPENDENT BOARD

All of our **board committees** are composed of 100% independent directors

TOP TIER GOVERNANCE

Kinross was the **top ranked mining company** in the *Globe and Mail* 2018 annual corporate governance survey, placing 19th out of 242 companies

33% DIVERSITY RATIO

Maintained 33% target for board gender diversity

- All directors were independent except for the Chief Executive Officer
- Met eight times, with the board meeting independent of management at all meetings
- Continued strong support for "Say on Pay" vote, with 92.75% approval at the 2018 Shareholders' meeting
- Continued our board refresh program with five new directors since 2012

2018 CORPORATE GOVERNANCE AT A GLANCE

Board Composition		page #
Size of board [1]	9	
Independent directors	8	
Average age of board	61	
Average tenure of board (number of years)	7.6	
Separate Chair/CEO	✓	106
Number of women	3	111
Number of men	6	

Committee Independence		page #
Audit and risk	100%	
Human resource and compensation	100%	
Governance and nominating	100%	
Corporate responsibiity and technical	100%	

Requirements & Assessments		page #
Term limit for directors [2]	✓	114
Director stock ownership requirements	✓	32
Annual review of director independence	✓	122
Annual board and committee evaluations	✓	109
Annual director evaluations	✓	109

Policies & Charters		page #
Code of business conduct and ethics	✓	107
Diversity policy for directors and executive officers	✓	111
Corporate governance guidelines	✓	
Charters for board committees	✓	
Overboarding policy	✓	
Interlocking policy	✓	
Retirement policy for directors [3]	✓	

Voting		page #
Annual director elections	✓	
Majority voting for directors	✓	14
Annual vote on executive compensation	✓	46

Professional Development		page #
Board orientation programs	✓	113
Director education programs	✓	113

Available on kinross.com

1. The size of the board will be reduced to eight directors at the meeting.
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.

BOARD NOMINEES OVERVIEW

As Kinross shareholders you are being asked to cast your vote for eight directors. The following table provides an overview of the 2019 nominees. Detailed biographical information can be found on pages 20 to 27.

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	69	•	•	•	•	•			•		•	•	•	•		•	•	•		100%
John Brough	•	1994	72	•	•	•	•		•		•	•	•			•		•			•	100%
Kerry Dyte	•	2017	59	•	•	•	•	•			•	•	•	•		•	•	•			•	100%
Ave Lethbridge	•	2015	57	•		•	•		•	•		•		•	•				•	•		100%
Catherine McLeod-Seltzer	•	2005	58	•	•	•	•	•			•		•	•	•	•			•	•		100%
Kelly Osborne	•	2015	62	•	•	•	•	•			•		•	•	•	•		•	•			100%
Paul Rollinson		2012	57	•	•	•	•	•			•	•	•	•	•							100%
David Scott	•	new nominee	57	•	•	•		•			•	•	•									N/A