

2019 Governance Highlights

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.

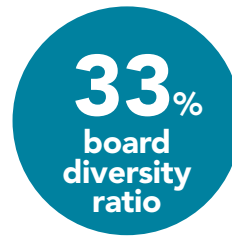
GOVERNANCE



The Chief Executive Officer is not a member of any board committee



Among the top ranked gold mining companies in *The Globe and Mail* 2019 annual corporate governance survey, placing in top 15% of 224 companies assessed



Maintained 33% target for board gender diversity



Board refresh program has brought in six new directors over the past five years

- All directors were independent except for the Chief Executive Officer
- Met 11 times, with the board meeting independent of management at all meetings
- Our board refresh program over the years has lowered the average director tenure to 6.9 years from 9.4
- Among the top ranked gold industry companies in the Board Shareholder Confidence Index of the Clarkson Centre for Business Ethics and Board Effectiveness
- Continued our board refresh program and enabled effective succession for key roles/skills and successful knowledge transfer

2019 Corporate Governance at a Glance

Board Composition		page #
Size of board ⁽¹⁾	9	
Independent directors	8	
Average age of board	60	
Average tenure of board (number of years)	6.94	
Separate Chair/CEO	yes	126
Number of women	3	130
Number of men	6	130

Committee Independence		page #
Audit and risk	100%	
Human resource and compensation	100%	
Corporate governance and nominating	100%	
Corporate responsibility and technical	100%	

Requirements & Assessments		page #
Term limit for directors ⁽²⁾		134
Director stock ownership requirements		42
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Voting		page #
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Majority voting for directors		22
Annual vote on executive compensation		60

Policies & Charters		page #
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Diversity policy for directors		130
Corporate governance guidelines		
Shareholder Engagement Policy		
Charters for board committees		
Overboarding policy		
Interlocking policy		
Retirement policy for directors ⁽³⁾		134

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Director education programs		132

Available on kinross.com

1. The size of the board will increase to 10 at the meeting and will revert to nine during 2020 upon Mr. Brough's retirement.
2. Unless otherwise determined by the board, no person shall be appointed or elected as a director after that person has reached 73 years of age.
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 ten directors. The following table provides an overview of the 2020 nominees. Detailed biographical information can be found on pages 28 to 40.

Directors' 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 ENVIRONMENT AND SOCIAL CORP GOVERNANCE & NOMINATING CORP RESPONSIBILITY & TECHNICAL HUMAN RESOURCE & COMPENSATION AUDIT & RISK		
Ian Atkinson	•	2016	70	• • • • •	• • • • •	100%
John Brough	•	1994	73	• • • • •	• • • • •	100%
Kerry Dyte	•	2017	60	• • • • •	• • • • •	100%
Ave Lethbridge	•	2015	58	• • • • •	• • • • •	100%
Elizabeth McGregor	•	2019	43	• • • • •	• • • • •	100%
Catherine McLeod-Seltzer	•	2005	59	• • • • •	• • • • •	100%
Kelly Osborne	•	2015	63	• • • • •	• • • • •	100%
Paul Rollinson		2012	58	• • • • •	• • • • •	100%
David Scott	•	2019	58	• • • • •	• • • • •	100%
Glenn Ives	•	new nominee	59	• • • • •	• • • • •	N/A