NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

MAY 14, 2015

MANAGEMENT PROXY CIRCULAR

SEMAFO INC.

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Notice of our 2015 annual general meeting of shareholders

You are invited to our 2015 annual general meeting of shareholders.

When

Thursday, May 14, 2015
10:00 am

Where

Le Centre Sheraton Montreal Hotel
1201, René-Lévesque Boulevard West
Salon Hémon
Montréal, Québec, H3B 2L7

Your vote is important

If you held common shares of SEMAFO on March 30, 2015, you are entitled to receive notice of and to vote at this meeting.

This year, we are using the *Notice and access* procedure to deliver meeting materials to our shareholders. *Notice and Access* allows companies to post meeting materials online rather then send them by mail, reducing paper as well as mailing costs. You can view our meeting materials online at www.semafo.com/regulatoryFilings.php and at www.sedar.com.

You may obtain a paper copy of the meeting materials at no cost. If the control number indicated on your proxy or voting instruction form contains:

- 15 digits, please call the toll-free number 1-866-962-0498 if you are in North America or (+1) 514 982-8716 if you are outside North America
- 16 digits, please call the toll-free number 1-877-907-7643 if you are in North America or (+1) 905-507-5450 if you are outside North America.

You will need to enter your control number. Additional information on how the notice and access rules work can also be obtained at either of these numbers. Make sure that you call the appropriate telephone number depending on the number of digits indicated on your proxy or voting instruction form.

In order to allow you sufficient time to receive and review the meeting materials and return the form of proxy or voting instructions form in the prescribed time, paper copies of the meeting materials must be requested no later than April 30, 2015.

The enclosed management proxy circular describes what the meeting will cover and how to vote. Please read it carefully.

By order of the Board.

(Signed)

Eric Paul-Hus
Vice-President, Law, Chief Compliance Officer and Corporate Secretary

April 1, 2015
Saint-Laurent, Québec

Management proxy circular

In this document, *you* and *your* refer to the shareholder. *We, us, our* and SEMAFO mean SEMAFO Inc.

You have received this circular because you owned SEMAFO common shares on March 30, 2015.

As a shareholder, you have the right to attend our annual general meeting of shareholders on May 14, 2015 at 10:00 am and to vote your shares in person or by proxy. Your proxy is solicited by management.

On March 11, 2015, the Board of Directors approved the contents of this document and authorized us to send it to you. We have also sent a copy to each director and to the auditors. The information in this circular is as of March 11, 2015 unless otherwise indicated.

Your vote is important. This circular describes what the meeting will cover and how to vote. Please read it carefully and vote, either by proxy or by attending the meeting in person.

(Signed)

Eric Paul-Hus
Vice-President, Law, Chief Compliance Officer and Corporate Secretary

April 1, 2015

Letter to Shareholders

Dear Shareholders,

On behalf of SEMAFO's Board of Directors, management and employees, it is with great pleasure that we invite you to attend our Annual General Meeting of Shareholders to be held on Thursday, May 14, 2015 at 10:00 am at Le Centre Sheraton Montreal Hotel.

At the meeting, you will vote and have the opportunity to hear about our performance in 2014, get an update on SEMAFO, our flagship Mana asset as well as the recent acquisition of *Orbis Gold Limited*. You will also have the opportunity to meet face to face with management and the directors.

We invite you to read our *Management Proxy Circular* and to exercise your right to vote.

We look forward to seeing you at the meeting.

Yours sincerely,

(Signed)

Jean Lamarre
Chair of the Board

(Signed)

Benoit Desormeaux, CPA, CA
President and Chief Executive Officer

Our Shareholders' Meeting

WHAT THE MEETING IS ABOUT

Directors

You will elect directors to the Board. *Nominee directors* starting on page 9 tells you about the nominee directors, their background, experience, the Board committees they sit on, the other companies they serve as board members, their continuing education activities in 2014 as well as their ownership in SEMAFO. All directors are elected for a term of one year. See pages 9 to 17.

Auditors

You will vote on appointing the auditors. The Board, on the recommendation of the Audit committee, proposes that PricewaterhouseCoopers LLP (*PwC*) be reappointed as auditors. *Auditors* on page 18 tells you about the services PwC provided in 2014 and 2013 and the fees we paid them. A representative of PwC has been invited to and will attend the meeting. See page 18.

Say on Pay

You will vote on our approach to executive compensation. Your vote is advisory and non-binding and will provide the Human resources and corporate governance committee and the Board with important feedback. See page 19.

Financial statements

See our 2014 consolidated audited financial statements available on www.semafo.com. You will receive the consolidated audited financial statements for the year ended December 31, 2014 and the auditors' report on these statements.

Principal shareholder

As of March 11, 2015, to the best of our knowledge and belief, Van Eck Associates Corporation directly or indirectly held 45,250,177 SEMAFO common shares or approximately 15.4 % of our common shares.

Notice and Access

We have elected to use the new *Notice and Access* rules adopted by the Canadian Securities Administrators to reduce the volume of paper and the costs of mailing the meeting materials distributed for your meeting. Instead of receiving this circular, you will receive, with the form of proxy or voting instruction form, a Notice of meeting with instructions on how to access the remaining meeting materials online. The circular attached and other relevant materials are available on the Internet at www.semafo.com/regulatoryFilings.php and on the Canadian Securities Administrators' website at www.sedar.com. Please review the meeting materials prior to voting.

You may obtain a paper copy of the meeting materials at no cost. If the control number indicated on your proxy or voting instruction form contains:

- 15 digits, please call the toll-free number 1-866-962-0498 if you are in North America or (+1) 514 982-8716 if you are outside North America
- 16 digits, please call the toll-free number 1-877-907-7643 if you are in North America or (+1) 905-507-5450 if you are outside North America.

You will need to enter your control number. Additional information on how the notice and access rules work can also be obtained at either of these numbers. Make sure that you call the appropriate telephone number depending on the number of digits indicated on your proxy or voting instruction form.

In order to allow you sufficient time to receive and review the meeting materials and return the form of proxy or voting instructions form in the prescribed time, paper copies of the meeting materials must be requested no later than April 30, 2015.

Voting

If you held common shares at the close of business on March 30, 2015 (known as the *record date),* you are (or the person you appoint as proxyholder is) entitled to vote at the meeting. Each common share gives you the right to one vote. As of March 11, 2015, we had 294,086,038 common shares outstanding entitled to be voted at the meeting.

You can vote by proxy, or you can attend the meeting and vote your shares in person.

Voting by proxy

Voting by proxy means that you are giving someone else (your *proxyholder)* the authority to attend the meeting (or any postponement or adjournment) and vote for you.

Jean Lamarre, the Chair of the Board, or in his absence, John LeBoutillier, the Lead Director of the Board, or in his absence, Benoit Desormeaux, our President and Chief Executive Officer, have agreed to act as proxyholders to vote your shares at the meeting according to your instructions. **Alternatively, you can appoint someone else to represent you and vote your shares at the meeting.**

If you appoint the people named above (*named proxyholders*) but do not tell them how you want to vote your shares, your shares will be voted:

- ***FOR*** electing the nominee directors who are named in the proxy form and this circular
- ***FOR*** appointing PwC as auditors
- ***FOR*** the advisory resolution on our approach to executive compensation (Say on Pay).

If there are amendments or other items of business that are properly brought before the meeting, the named proxyholders (or alternatively, your proxyholder) can vote as he or she sees fit.

PROXY VOTING PROCESS

The voting process is different depending on whether you are a registered or non-registered shareholder.

You are a *registered* shareholder if your name appears on your share certificate.

You are a *non-registered* shareholder if your bank, trust company, securities broker, trustee or other financial institution holds your shares (your *nominee*). This means the shares you own are registered in your nominee's name.

Registered shareholders

You can vote by mail, telephone, Internet, in person at the meeting or appointing someone else to attend the meeting and vote your shares for you.

By Mail

Complete your proxy form, sign and date it, and send it to Computershare Trust Company of Canada (*Computershare*) in the envelope provided.

By Telephone

Call toll free 1-866-732-vote (8683) from a touch tone phone. Follow the instructions. You will need your control number, which appears on your proxy form. We need to receive your voting instructions before 5:00 pm (EDT) on May 12, 2015.

On the Internet

Go to www.investorvote.com and follow the instructions on screen. You will need your control number, which appears on your proxy form. We need to receive your voting instructions before 5:00 pm (EDT) on May 12, 2015.

In person at the meeting

Do not complete the proxy form. When you arrive at the meeting, please see a representative of Computershare. Your vote will be taken and counted at the meeting.

Appointing someone else to attend the meeting and vote your shares for you.

Insert the name of the person you are appointing as your proxyholder where provided. This person does not need to be a shareholder. Make sure your proxyholder attends the meeting. He or she will need to see a representative of Computershare upon arrival.

Non-registered shareholders

If you plan to vote by proxy, follow the instructions on the form. If you plan to vote in person at the meeting, follow the instructions on the form, or contact your nominee to find out how you can attend the meeting and vote in person. If you plan to appoint a proxyholder to attend the meeting for you, your nominee has its own voting instructions. Be sure to follow the instructions on the form.

SIGNING THE PROXY

If you are an administrator, trustee, attorney or guardian for a person who beneficially holds or controls SEMAFO common shares, or an authorized officer or attorney acting on behalf of a corporation, estate or trust that beneficially holds or controls our common shares, please follow the instructions on the proxy form.

SEND US YOUR PROXY FORM RIGHT AWAY

Your vote will be counted if Computershare receives your proxy form before 5:00 pm (EDT) on May 12, 2015 or 5:00 pm (EDT) on the business day preceding any meeting that is postponed or adjourned, and the form has been completed properly.

Changing your vote

If you have voted by proxy, you can revoke your vote in the following ways:

Registered shareholders

Instructions that are provided by a form with a later date, or at a later time in the case of voting by telephone or on the Internet, will revoke any prior instructions if they are received before the meeting (or by 5:00 pm (EDT) on May 12, 2015 if voting by telephone). Otherwise:

- Send a notice in writing to the corporate secretary at:

SEMAFO Inc.
100, Alexis-Nihon Blvd., 7th Floor
St-Laurent (Québec) H4M 2P3
Canada

so it is received by 5:00 pm (EDT) on May 12, 2015. If the meeting is postponed or adjourned, you will need to send the notice by 5:00 pm (EDT) on the business day before the postponed or adjourned meeting is held.

- give notice in writing to the chair of the meeting at the meeting or the postponed or adjourned meeting.

Non-registered shareholders

Instructions that are provided by a form with a later date, or at a later time in the case of voting by telephone or on the Internet, will revoke any prior instructions provided they are received before the meeting (or by 5:00 pm (EDT) on May 12, 2015 if voting by telephone). Otherwise, contact your nominee if you want to revoke your proxy, change your voting instructions or if you change your mind and decide to vote in person.

The notice can be from you or your attorney if he or she has your written authorization. If the shares are owned by a corporation, the written notice must be from its authorized officer or attorney.

Nominee Directors

Our articles and by-laws provide that the minimum number of directors is three and the maximum number is 15. This year, the Board has passed a resolution to the effect that eight directors are to be elected. All of them, except Mrs. Flore Konan, currently serve on the Board.

We have assembled a Board that is the right size and has the relevant skills and experience to function efficiently and manage our business and affairs.

Six of the nominee directors are independent, while Mr. Jean Lamarre, who is the Chair of the Board and Mr. Benoit Desormeaux, our President and Chief Executive Officer, are not independent directors. Directors who are elected will serve until the end of your next annual meeting or until a successor is elected or appointed.

None of the nominee directors serve together on the board of a public company other than SEMAFO.

The next 8 pages give you more information about each nominee director.

Unless otherwise instructed, the named proxyholders will vote ***FOR*** the election of each nominee director.

Policy on Majority Voting

The Board believes that each of its members should carry the confidence and support of the majority of shareholders and, consequently, adopted a majority voting policy.

In the event that a nominee director receives more *WITHHELD* than *FOR* votes, then the nominee will be considered not to have received your support, even though duly elected as a matter of corporate law. Such nominee shall forthwith submit to the Board his or her resignation. The Human resources and corporate governance committee will then assess all circumstances relating to this situation and, as the case may be, will recommend to the Board whether to accept the resignation of the nominee.

The Board will have 90 days from the date of the shareholders' meeting to issue a press release announcing the resignation of the nominee or explaining the exceptional circumstances that justify that the resignation has not been accepted. The Board may, at its discretion, fill the vacancy created by the resignation or otherwise act in accordance with applicable laws. This policy does not apply in any case where proxy material is circulated in support of one or more nominees who are not supported by the Board.

At your 2014 meeting, you casted your votes ***FOR*** the then nominee directors in the following manner:

Terence F. Bowles:	99.96%
Benoit Desormeaux:	94.99%
Jean Lamarre:	91.09%
John LeBoutillier:	89.86%
Gilles Masson:	94.85%
Lawrence McBrearty:	94.59%
Tertius Zongo:	93.61%

President and Chief Executive Officer, The St-Lawrence Seaway Management Corporation

Nun's Island, Québec

Age 65

Director since 2011

Independent

Current committees:

- Audit
- Environmental, health & safety and sustainable development

Terence F. Bowles

Terence Bowles has been President and Chief Executive Officer of the St. Lawrence Seaway Management Corporation since 2010. Prior to this, he served as President of the Iron Ore Company of Canada, from 2001 to 2010. Following his graduation from Université Laval in Québec City with a degree in chemical engineering, Mr. Bowles joined Quebec Iron and Titanium (QIT) where he also served as President as well as on the board of an African subsidiary. Mr. Bowles completed an MBA at McGill University and obtained an Institute of Corporate Directors designation. A member of the Québec Ordre des Ingénieurs, he is on the boards of the St. Lawrence Seaway Management Corporation, the Chamber of Marine Commerce, Green Marine, and also serves on the advisory committee of Hatch & Associates.

Areas of expertise:
Mining, Finance, Risk management, Strategic leadership, Health & Safety, Labour relations, Africa

President and Chief Executive Officer, SEMAFO Inc.

Candiac, Québec

Age 45

Director since 2012

Not independent

Benoit Desormeaux

Benoit Desormeaux became President and Chief Executive Officer on August 8, 2012. Mr. Desormeaux had been our Executive Vice-President and Chief Operating Officer since 2004, and previously held the positions, successively, of Corporate Controller as well as Chief Financial Officer. Prior to joining SEMAFO in 1997, he was in the employ of Deloitte LLP involved principally in corporate audits in the manufacturing sector. Mr. Desormeaux is a Chartered Professional Accountant, a member of Ordre des Comptables Professionnels Agréés du Québec and holds a bachelor's degree in business administration (BBA) from HEC Montréal.

Areas of expertise:
Mining, Accounting, Risk management, Finance, Africa, Strategic leadership

Director, Internal Controls, Eranove S.A.

Abidjan, Côte d'Ivoire

Age 52

First time nominee

Independent

Flore Konan

Flore Konan joined in 1985 the Ivorian water distribution Company (SODECI) until 1994 when she joined the Ivorian electricity company (CIE), where for 18 years she held several positions of increasing responsibilities, including General Manager from 2008 to 2011. Since October 2011, Mrs. Konan is the Director of Internal Controls, Finagestion, which became the Eranove group in 2014. She is in charge of assisting its subsidiaries in Côte d'Ivoire and Sénégal, including SODECI and CIE. Flore Konan is a member of the Board of Directors of Ecobank Côte d'Ivoire. She holds a BA from ESCA (École supérieure de commerce d'Abidjan).

Areas of expertise:
Accounting, Finance, Africa, Risk management, Public policy, Strategic leadership

President, 2856166 Canada Inc. doing business under the name Lamarre Consultants

Outremont, Québec

Age 61

Director since 1997

Not independent

Jean Lamarre[1]

Jean Lamarre is Chair of the Board and served as Executive Chair of the Board from June 2008 to December 31, 2014. From 1977 through 1992, Mr. Lamarre held various positions of significant responsibility with Groupe Lavalin Inc., including Vice President, Finance. From 1992 to 1995, he was the Vice President, Special and International Projects for Groupe Canam Manac. In 1995, he became President of Lamarre Consultants, a company representing national and international companies in their efforts to establish or expand their business in Québec. Mr. Lamarre sits on the board of directors of several public and privately held companies such as Technologies D-BOX Inc., Télé-Québec, Le Devoir, Argos Therapeutics, Inc. and TSO3 Inc. He is also a member of the independent review committee of Investors Group Investment Management Ltd. Mr. Lamarre has 40 years of business experience in Africa. He holds a BBA in applied economics from HEC Montréal.

Areas of expertise:
Finance, Africa, Accounting, Public policy, Risk management

[1] Mr. Lamarre was a director of Medical Intelligence Technologies Inc. which filed for and obtained protection under the *Companies' Creditors Arrangement Act* (Canada) (*CCAA*) and subsequently made an assignment of its property on February 9, 2010. He was also a director of 6941249 Canada Inc. (known as Mechtronix), which filed a notice of intent to make a proposal to its creditors under the *Bankruptcy and Insolvency Act* (Canada) on May 15, 2012 and then filed an assignment for the benefit of its creditors on August 3, 2012. Mr. Lamarre was also a director of Mango Industrie de Cuivre Inc., which filed for protection under the CCAA in 2012 and remains subject thereto.

Chairman, Industrial Alliance, Insurance and Financial Services Inc.

Montréal, Québec

Age 70

Director since 2006

Independent; Lead director

Current committee:

- Human resources and corporate governance (Chair)

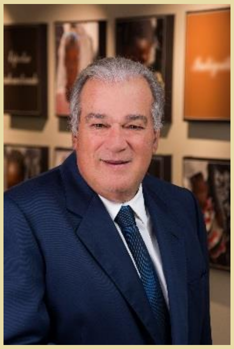
John LeBoutillier, C.M.[2]

Lead Director of SEMAFO's Board of Directors, John LeBoutillier is currently chairman of the board of Industrial Alliance Insurance and Financial Services Inc. and of Groupe Deschênes Inc., and a board member of a number of public companies such as Mazarin Inc., Stornoway Diamond Corporation and NovX21 Inc. Between 1996 and 2000, Mr. LeBoutillier was President and Chief Executive Officer of Iron Ore Company of Canada, as well as President and Chief Executive Officer of Sidbec-Dosco Inc. (now ArcelorMittal Montreal Inc.) from 1983 to 1996. Mr. LeBoutillier has a law degree from Université Laval in Québec City, an MBA from University of Western Ontario (now Richard Ivey School of Business), and is a recipient of the Order of Canada.

Areas of expertise:

Corporate governance, Compensation, Mining, Finance, Risk management, Strategic leadership

[2] Mr. John LeBoutillier was, but is no longer, a director of Shermag Inc., which filed for and obtained creditor protection under the CCAA in April 2008. In August 2009, Shermag presented a plan of arrangement to its creditors and obtained the homologation from the Superior Court (district of Montreal) on September 15, 2009. Shermag closed a transaction with Groupe Bermex Inc. and implemented a plan of arrangement in October 2009 allowing it to emerge from the CCAA proceedings. The transaction enabled Groupe Bermex Inc. to take control over Shermag and to pursue its restructuring and relaunching.



Corporate director

Laval, Québec

Age 68

Director since 2006

Independent

Current committees:

- Audit (Chair)
- Human resources and corporate governance

Gilles Masson[3]

Gilles Masson was appointed Chair of SEMAFO's Audit Committee in 2007. He spent 36 years with the firm PricewaterhouseCoopers LLP, Chartered Professional Accountants, including 25 years as partner. His clientele included large national and international companies, some of which operated in the mining sector. Mr. Masson is a member of the Board of Directors of Royal Nickel Corporation. He obtained a bachelor of commerce degree and a diploma in general accounting from HEC Montréal. A chartered professional accountant, Mr. Masson is a member of the Institute of Corporate Directors.

Areas of expertise:
Accounting, Finance, Mining, Compensation

[3] Mr. Gilles Masson was, but is no longer, a director of Malaga Inc. ("Malaga"). In June 2013, Malaga filed a notice of intention to make a proposal pursuant to the provisions of Part III of the *Bankruptcy and Insolvency Act* (Canada). Pursuant to the notice of intention, Raymond Chabot Inc. has been appointed as trustee in Malaga's proposal proceedings and in that capacity is monitoring and assisting Malaga in its restructuring efforts. These proceedings have the effect of imposing an automatic stay of proceedings that will protect Malaga and its assets from the claims of creditors and others while Malaga pursues its restructuring efforts. Malaga submitted a proposal dated October 4, 2013 to its creditors; the proposal was accepted by the creditors pursuant to a vote held on December 13, 2013 and approved by judgment of the Superior Court rendered on January 7, 2014.

Labor relations consultant

Brampton, Ontario

Age 71

Director since 2009

Independent

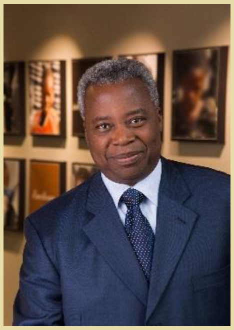
Current committees:

- Environmental, health & safety and sustainable development (Chair)
- Human resources and corporate governance

Lawrence McBrearty[4]

Lawrence McBrearty's business experience includes a more than 40-year career with the United Steelworkers of America, the largest industrial labour union in North America. Mr. McBrearty began his tenure in 1974 as a staff representative, subsequently holding positions of increasing responsibility that culminated in his election as National Director for Canada in 1994. Mr. McBrearty has been a labour relations consultant since his retirement in 2004. In addition to holding a social sciences degree from the Université du Québec à Montréal (UQAM), Mr. McBrearty received a PhD Honoris Causa from Université du Québec in 2003.

Areas of expertise:
Mining, Labour relations, Health & Safety, Humanitarian



Economist, Independent consultant

Ouagadougou, Burkina Faso

Age 57

Director since 2012

Independent

Current committees:

- Audit
- Environmental, health & safety and sustainable development

Tertius Zongo

Tertius Zongo served as Prime Minister and Head of Government of Burkina Faso from 2007 until 2011 and was Ambassador Extraordinary and Plenipotentiary of Burkina Faso to the United States of America from 2002 until 2007. Previously, Mr. Zongo held positions of increasing importance within the government of Burkina Faso including as Minister of State for Planning and Budget and Minister of Economy and Finance. Prior to his career with the government of Burkina Faso, Mr. Zongo was an academic at the University of Ouagadougou and the National School of Financial Controls where he taught accounting, business economics and financial management. Mr. Zongo holds a B.A. and a master's degree in economics – business management – from the University of Dakar, Senegal and a degree of higher studies in business management from the Institute of Business Management of Nantes, France.

Areas of expertise:
Africa, Public Policy, Risk management, Finance, Accounting, Strategic leadership

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[4] Mr. McBrearty was a director of Mango Industrie de Cuivre Inc., which filed for protection under the CCAA in 2012 and remains subject thereto.

Directors' Equity Ownership requirement

In 2013, the Human resources and corporate governance committee requested that management review the share ownership policy for directors of selected gold mining companies comparable to SEMAFO in terms of market capitalization. These comparable companies are:

Alacer Gold Corporation	AuRico Gold Inc
Alamos Gold Inc.	B2Gold Corporation
Argonaut Gold Inc.	Primero Mining Corporation

As a result of this review, effective January 1, 2014, the Board adopted new guidelines regarding equity ownership by directors. Each director is required, within three years following election or appointment to the Board (or, in the case of current directors, three years from January 1, 2014) to purchase a certain number of common shares, deferred share units (*Deferred shares*) or restricted share units (*Restricted shares*) equal to two times their annual retainer, based on their acquisition value. For more information on our Restricted shares and Deferred shares, see pages 28 to 30.

The table below gives you more information on the equity ownership by the nominee directors, the number of stock options (*options)* they hold and the value of these ownerships on March 11, 2015. Each nominee director, with the exception of Mrs. Flore Konan who is a first time nominee, meets our directors' equity ownership requirement.

Name of Director	Common shares	Deferred shares	Restricted shares	Options
Terence F. Bowles	11,000 $36,300	31,783 $104,884	-	167,150
Benoit Desormeaux	212,400 $700,920	0	979,005 $3,230,717	1,510,000
Flore Konan	0	0	-	0
Jean Lamarre	145,000 $478,500	59,859 $197,535	-	610,000
John LeBoutillier	30,000 $99,000	28,169 $92,958	-	376,150
Gilles Masson	70,000 $231,000	28,169 $92,958	-	331,150
Lawrence McBrearty	15,522 $51,223	28,169 $92,958	-	246,150
Tertius Zongo	0	32,855 $108,422	-	180,977

Together, the nominee directors hold 483,922 common shares, 209,004 Deferred shares, 979,005 Restricted shares and 3,421,577 options. The total value of these ownerships, excluding options, is $5,517,375.

A board that has a broad mix of experience, skills and expertise can effectively oversee issues that arise with a company of our size dealing in a complex environment and make more informed decisions.

Experience, skills & expertise	Terence F. Bowles	Benoit Desormeaux	Flore Konan	Jean Lamarre	John LeBoutillier	Gilles Masson	Lawrence McBrearty	Tertius Zongo
Accounting		✓	✓	✓		✓		✓
Africa	✓	✓	✓	✓				✓
Compensation					✓	✓		
Corporate governance					✓			
Finance		✓	✓	✓	✓	✓		✓
Health & Safety	✓						✓	
Humanitarian							✓	
Labour relations	✓						✓	
Mining	✓	✓			✓	✓	✓	
Public policy			✓	✓				✓
Risk management	✓	✓	✓	✓	✓			✓
Strategic leadership	✓	✓	✓		✓			✓

Meeting attendance

We expect directors to attend all Board meetings as well as all meetings of committees of which they are members. Directors can participate by telephone if they cannot attend in person. The table below shows the number of Board and committee meetings each director attended in 2014:

Name	Board meetings Attended[1]	Committee meetings attended	Total meetings Attended[2]
Terence F. Bowles	9 of 9: 100%	8 of 8: 100%	17 of 17: 100%
Benoit Desormeaux	9 of 9: 100%	N/A	9 of 9: 100%
Jean Lamarre	9 of 9: 100%	N/A	9 of 9: 100%
John LeBoutillier	8 of 9: 89%[3]	4 of 4: 100%	12 of 13: 92%
Gilles Masson	9 of 9: 100%	8 of 8: 100%	17 of 17: 100%
Lawrence McBrearty	9 of 9: 100%	8 of 8: 100%	17 of 17: 100%
Tertius Zongo	9 of 9: 100%	7 of 8: 87%[4]	16 of 17: 94%[4]

1 In addition, a special committee of the Board was created in order to assist management in the acquisition of Orbis Gold Limited. The special committee consisted of Messrs. Lamarre, LeBoutillier and Masson and met three times in 2014. The table above does not take these meetings into account.

2 In 2014, there were nine Board meetings, four Audit committee meetings, four Human resources and corporate governance committee meetings and four Environmental, health & safety and sustainable development committee meetings

3 On October 9, 2014, an emergency Board meeting was called in order to discuss the acquisition of all issued and outstanding shares of Orbis Gold Limited. This Board meeting was held within a few hours of being called and Mr. LeBoutillier was not able to attend.

4 Mr. Zongo lives in Burkina Faso and frequently travels within Africa. Accordingly, he sometimes participates in Board or committee meetings by telephone. Telephone facilities in Africa have precluded Mr. Zongo from participating in one committee meeting.

Continuing Education

The Board believes that continuing education allows directors to have a better understanding of our operations and be more efficient. Accordingly, the Board has entrusted the Human resources and corporate governance committee with providing Board members with continuing education opportunities. In order to keep Board members current with our operations, information sessions and briefings are provided at Board and committee meetings on a regular basis and, occasionally, at special meetings. These sessions and briefings relate to our business strategies, evolving business operations, exploration programs, risk management, changes in regulatory environment and subjects of relevance to the Board or the particular committee involved.

The table below describes the various educational sessions held in 2014:

Topic	Presented by	Attended by
World Gold Councils Guidance on all-in sustaining costs and all-in costs	President and Chief executive officer	Board
Strategic, political and economical developments in Burkina Faso	Tertius Zongo	Board
Compensation practices of Mining Companies in Burkina Faso	President and Chief executive officer	Human resources and corporate governance committee
Health & Safety Measures	Vice-president, Human resources	Human resources and corporate governance committee
Compensation trends of Mining Companies in Canada	Vice-president, Human resources	Human resources and corporate governance committee
Risk assessment and management	Chief financial officer	Audit committee
Board portal	Consultant	Board

In addition, frequent exploration and geology presentations with respect to our Mana property were made during the year at Board meetings by our Vice-president, Exploration and mine geology. Furthermore, directors periodically go to Burkina Faso, including at our Mana site, in order to have on-site knowledge of our operations and various sustainable development initiatives.

Auditors

PwC has acted as auditors since our beginning. Unless otherwise instructed, the named proxyholders will vote ***FOR*** reappointing PwC and will authorize the Board to determine their compensation**.**

PwC provides us three types of services:

- *audit services* – these services relate to the audit of our audited annual financial statements and other regulatory audit services
- *audit-related services* – these services relate to professional services regarding interim financial statements, due diligence services related to mergers and acquisitions as well as internal control reviews
- *other services* – these services relate to accounting and financial reporting services pertaining to public offering by prospectus and assurance and advisory services for International Financial Reporting Standards (known as *IFRS*) obligations and conversions.

You will find in the table below the total fees we paid to PwC for all their services in 2014 and 2013 as well as the percentage paid for each type of service compared to total fees:

	Year Ended December 31	
	2014 **$**	**2013** **$**
Audit Fees	337,096 (83%)	564,148 (80%)
Audit-Related Fees	47,775 (12%)	90,195 (13%)
All Other Fees	20,804 (5%)	52,500 (7%)
TOTAL FEES	405,675 (100%)	706,843 (100%)

Last year, 97.63 % of the votes cast at your meeting voted ***FOR*** the appointment of PwC.

Say on Pay

You have the opportunity to vote on our approach to executive compensation. Your vote is advisory and non-binding and will provide the Human resources and corporate governance committee and the Board with important feedback.

Executive compensation starting on page 23 tells you about our executive compensation philosophy and how we implement it.

The Board believes it is important to give shareholders an effective way to provide input on our approach to executive compensation. Hence, you have the opportunity to vote *for* or *against* our approach to executive compensation through the following resolution:

> *Resolved, on an advisory basis and not to diminish the role and responsibilities of the board of directors that the shareholders accept the approach to executive compensation disclosed in SEMAFO's management proxy circular delivered in advance of the 2015 annual meeting of shareholders.*

We recommend that shareholders vote ***FOR*** the advisory resolution on our approach to executive compensation. Unless otherwise instructed, the named proxyholders will vote ***FOR*** the advisory resolution.

You can also write directly to the Chair of the Human resources and corporate governance committee with your views on our executive compensation.

Because your vote is advisory, it will not be binding upon the Board. However, the Human resources and corporate governance committee and the Board will take the outcome of the vote into account when considering future executive compensation.

Last year, 98.05% of the votes cast at your meeting voted ***FOR*** our approach to executive compensation.

Corporate Governance

We believe that good corporate governance practices are at the core of sustainable mining and responsible business behavior towards all our stakeholders.

This section includes a report of each committee of the Board. You will find a complete discussion of our corporate governance practices in Appendix A.

Report of the Audit committee

The Audit committee primarily supports the Board in its oversight of risk management, auditing and accounting issues. The Audit committee is composed of three independent directors, each of whom is "financially literate" as such expression is defined under Canadian Securities Administrators' rules. You will find the mandate of the Audit committee on our website at www.semafo.com.

In 2014, the Audit committee:

FINANCIAL REPORTING AND INTERNAL CONTROLS

- Recommended to the Board for approval all consolidated financial statements, related management's discussion and analysis and press releases as well as the annual information form
- Monitored compliance with National instrument 52-109
- Oversaw the application of three important accounting rules, IFRIC (IAS 36) - Impairment of assets, IFRIC 20 - Stripping costs in the production phase of a surface mine and IFRS 12 – Disclosure of interests in other entities on our financial reporting
- Oversaw the accounting treatment of the sale of Semafo Guinée S.A.

GOVERNANCE AND RISK

- Received presentations regarding the major risks facing our operations
- Oversaw the development of a new risk management model
- Recommended to the Board the reappointment of PwC as auditors and the determination of their compensation
- Oversaw the selection and appointment of a new external auditor team leader
- Met in private with the independent auditors.

STRATEGIC

- Met without management present at each meeting.

The Audit committee dealt successfully with a variety of sensitive and intricate issues in 2014.

Gilles Masson (Chair)

Terence F. Bowles (Member)

Tertius Zongo (Member)

Report of the Environmental, health & safety and sustainable development committee

The Environmental, health & safety and sustainable development committee primarily supports the Board in its oversight of environmental, health and safety and sustainable development issues. The committee is composed of three independent directors. You will find the mandate of this committee on our website.

In 2014, the committee:

SUSTAINABLE DEVELOPMENT

- Recommended to the Board for approval our fourth sustainable development report.

GOVERNANCE AND RISK

- Oversaw the environmental and health and safety risks facing our operations
- Received presentations on environmental, health and safety and sustainable development issues
- Monitored the development of an Ebola response strategy at our Mana Mine.

ENVIRONMENT AND HEALTH & SAFETY

- Monitored our health and safety record and followed-up on reported incidents
- Monitored health issues facing our employees in Africa
- Monitored health issues facing the inhabitants of the communities surrounding our mines
- Monitored the environmental impacts of putting the Kiniero site in care and maintenance.

STRATEGIC

- Monitored the payment of adequate indemnities to the Sio village residents to allow for a seamless start-up of mining operations in this important pit
- Monitored the adequate transitioning of our sustainable development initiatives in Niger after the sale of Société des Mines du Liptako (SML) S.A.

The committee is dedicated towards its objective of assisting the Board in establishing SEMAFO as a responsible mining corporation in the countries in which we operate.

Lawrence McBrearty (Chair)

Terence F. Bowles (Member)

Tertius Zongo (Member)

Report of the Human resources and corporate governance committee

The Human resources and corporate governance committee primarily supports the Board in its oversight of named executive officers' compensation, corporate governance and disclosure issues. The committee is composed of three independent directors. You will find the mandate of the Human resources and corporate governance committee in Appendix C.

In 2014, the committee:

BOARD COMPOSITION

- Evaluated the composition, size and expertise of the Board
- Sought and found a new Board nominee
- Recommended the nominee directors who stand for election.

COMPENSATION

- Reviewed the compensation package of each named executive officer and recommended to the Board for approval these compensation packages.

GOVERNANCE

- Continued the dialogue with representatives of the investing community with a view to better understand investors' concerns and improve our disclosure practices
- Oversaw the report on compensation that you will find beginning on page 23
- Recommended to the Board for approval this proxy circular.

STRATEGIC

- Monitored the implementation of our Burkina Faso Workforce Development Program
- Met without management present at each meeting.

The committee remains dedicated to improving SEMAFO's compensation and governance practices, year after year.

John LeBoutillier (Chair)

Gilles Masson (Member)

Lawrence McBrearty (Member)

Executive Compensation[5]

Discussion and Analysis

Our executive management compensation philosophy, which applies to the named executive officers mentioned in this document, is designed to attract, retain and motivate the named executive officers to contribute to optimal organizational performance and corporate growth. Its objective is to reward performance while ensuring that the overall compensation is competitive with the gold mining industry and does not expose us to inappropriate or excessive risks.

The Human resources and corporate governance committee, composed of Messrs. John LeBoutillier (Chair), Gilles Masson and Lawrence McBrearty, all independent directors, is responsible for developing and implementing this philosophy and recommends annually to the Board for approval the appropriate compensation for the named executive officers. Mr. LeBoutillier, the Board's Lead director, was President and Chief Executive Officer of two sizeable companies from 1983 to 2000 and is Chairman of the Board of Industrial Alliance, Insurance and Financial Services Inc. since May 2005. Mr. LeBoutillier has also served as director of several public companies over a number of years. As a result, Mr. LeBoutillier has relevant experience in determining executive and director compensation. Pages 23 to 28 as well as pages 41 and 42 provide more information on the decision making process of the Human resources and corporate governance committee. You will also find its mandate in Appendix C.

To reach its objectives, our executive management compensation philosophy includes three components:

1. base salary
2. short-term incentive (annual bonus)
3. long-term incentive (Restricted shares and, up to 2010, stock options).

We do not have a pension plan and do not pay any other kind of compensation (such as parking, car allowance, personal tax service, etc.) to named executive officers.

Since 2009, the Human resources and corporate governance committee has worked intermittently with PCI-Perrault Conseil Inc. (*Perrault Conseil*), an independent compensation consultant, to analyze the compensation of named executive officers and directors. In 2012, the Human resources and corporate governance committee, recognizing that competition amongst mining companies for skilled management and operational personnel was intense, requested that Perrault Conseil review the compensation of five publicly-traded gold mining companies selected because the financial markets routinely perceived these companies as peers to SEMAFO. These companies were:

- Alacer Gold Corporation
- Alamos Gold Inc.
- AuRico Gold Inc.
- B2Gold Corporation
- Golden Star Resources Ltd.

The Human resources and corporate governance committee is of the view that the 2012 study conducted by Perrault Conseil was still relevant for the purposes of setting 2014 compensation and did not request any update or a new study. However, Perrault Conseil did perform during the year an analysis of named

[5] We report our financial results in US dollars but all named executive officers (and directors) are paid in Canadian dollars. Accordingly, in this circular, unless otherwise indicated, all amounts are in Canadian dollars.

executive officers' compensation for the purposes of 2015 adjustments. The highlights of this analysis as well as the thought process of the Human resources and corporate governance committee with respect to adjustment of named executive officers compensation will be discussed in next year's circular.

Base salary

Our objective with respect to base salary is to position our named executive officers at the market median. The experience, seniority and responsibilities of the named executive officers are also taken into account and, with respect to named executive officers other than himself, the recommendations of the President and Chief Executive Officer. The Board makes the final determination of the base salary of the named executive officers on the recommendation of the Human resources and corporate governance committee. Mr. Desormeaux is not present when his base salary is discussed and approved by the independent directors.

In 2013, given our disappointing stock performance in 2012, the Board, on the recommendation of the Human resources and corporate governance committee, decided not to increase the base salary of the executive management team. This salary freeze was taken into account when the 2014 base salaries were established.

The purpose of this component of our executive management compensation philosophy is to ensure that the overall compensation of named executive officers is competitive with the gold mining industry.

Short-term incentive

Our short-time incentive component takes the form of an annual bonus. Annual bonuses are payable in cash and are designed to reward corporate performance based on predetermined corporate objectives and performance measures. Those corporate objectives and performance measures are fixed at the beginning of each year by the Human resources and corporate governance committee and are based on our yearly budget, strategic plan and other performance enhancement initiatives.

In 2013, the Human resources and corporate governance committee oversaw a complete overhaul of the objectives of our short-term incentive component with a view to:

- Increase the number of objectives to be met in order to receive payment of the annual bonus
- Better align the amounts payable as annual bonuses with the performance of our common shares
- Ensure that annual bonuses properly reflect our business environment
- Ensure that meeting annual bonus objectives does not translate into undue risk and takes into account long-term growth objectives.

The Human resources and corporate governance committee requested that management review the annual bonus objectives of other gold producers. The following companies were selected, given the disclosure in their proxy material, which allowed for a meaningful understanding of their short-term incentive program:

- Agnico Eagle Mines Limited
- Alamos Gold Inc.
- Barrick Gold Corporation
- Eldorado Gold Corporation
- Goldcorp Inc.
- Iamgold Corporation
- Newmont Mining Corporation
- Osisko Mining Corporation

The only notable change in 2014 to the 2013 short-term incentive program was to include a health and safety objective. This addition was made at the request of the Environmental, health & safety and sustainable development committee in order to foster a health and safety culture throughout our organization after the careful review of all events leading to the death of an employee at Mana in 2013.

The table below indicates the objectives of our 2014 short-term incentive component, as well as the weighting of such objectives in establishing the annual bonus of each named executive officer:

Objectives / Named Executive Officer	Corporate objectives		Operational objectives		Reserves replacement	Health & Safety
	Meet the Gold index		Gold Production of 215,000 ounces	All-in Cost of US$945/ounce	238,000 ounces	Total Recordable incident rate of 6,52 %
	1 year	2 years				
Benoit Desormeaux	5%	10%	25%	25%	25%	10%
Patrick Moryoussef	5%	10%	25%	25%	25%	10%
Michel Crevier	5%	10%	20%	20%	35%	10%
Martin Milette	5%	10%	25%	25%	25%	10%
Sylvain Duchesne	5%	10%	25%	25%	25%	10%

The results of our corporate objectives are then weighted by 25%, representing the individual performance objective set forth with respect to each named executive officer. The named executive officers' performance is assessed by the President and Chief Executive Officer and approved by the Board on the recommendation of the Human resources and corporate governance committee. The individual objectives of the President and Chief Executive Officer are assessed by the Board on the recommendation of the Human resources and corporate governance committee.

With respect to the gold index objective, an index comprised of 11 selected gold companies was prepared by management at the time the 2013 annual bonus objectives were set. These 11 companies were selected given their important presence in Africa as they were thus deemed to be comparable to SEMAFO in terms of assessing stock performance. These companies are:

- African Barrick Gold plc
- Amara Mining plc
- Avocet Mining plc
- Centamin plc
- Endeavour Mining Corporation
- Golden Star Resources Ltd
- Iamgold Corporation
- Kinross Gold Corporation
- Nevsun Resources Ltd.
- Perseus Mining Limited
- Teranga Gold Corporation

No change were made to the composition of our gold index in 2014. The objective was to meet the stock performance of this home-made index. Over time, this component of our annual bonus objectives is to be measured over a three-year period. 2014 was the second of our three year cycle. Beating the index by four points means that this objective has been met as at 120%, and up to 150% if our stock performance surpasses the index by five points or more. There is also a gradation scale on the other side, where failure to meet the index by more than five points means a score of 0 with respect to this objective. In 2014, our stock performance surpassed the foregoing index by 14 points, translating into this objective being met at 150%. Over 2013 and 2014, our stock performance surpassed this index by 43 points, translating again in this objective being met at 150%.

With respect to the gold production objective, it had been set in 2014 at 215,000 ounces. Our 2014 gold production was 234,293 ounces, thereby meeting this objective at 150%.

With respect to the all-in cost objective, such costs were defined as mining operation expenses, government royalties per ounce sold and capital expenditures (excluding exploration) per ounce. The objective was set at US$945 per ounce produced, with a gradation scale allowing it to be met from 50% to 150% based on variations of up to 10% from the objective. In 2014, our all-in cost per ounce was US$864, meaning this objective has been met at 120%.

The objective with respect to gold reserve replacement was set at 238,000 ounces in 2014. Over time, this component of our annual bonus objectives will also be measured over a three-year period. 2014 was the second of our three year cycle. In 2013, we added 770,000 ounces to our reserves, thereby attaining 120% of this objective, with 70,000 ounces credited for the purposes of the 2014 reserve replacement target. Including the 2013 ounces credited and the addition of 281,000 ounces of reserves in 2014, this objective was met at 120%.

With respect to the health and safety objective, it was set at 6.52% of total recordable incident rate. This rate represents (total amount of accidents / total work hours) X 200,000. The 200,000 factor is derived from 50 working weeks at 40 hours per 100 employees. Our 2014 result was 2%, meaning this objective was met at 150%. No bonus is payable with respect to the health and safety objective if an employee dies as a result of a work related injury during the year.

Overall, the corporate and operational objectives of the named executive officers were met as at 135% in the aggregate, except for the Vice-president, Exploration and mine geology who stands at 133.5%.

Generally, the target bonus of the named executive officers expressed as a percentage of salary is:

- for the President and Chief Executive Officer, 90% of his salary. In 2014, his bonus was equal to 135% of his salary
- for the Vice-President, Mining operations, 50%. In 2014, his bonus was equal to 135% of his salary
- for the Vice-President, Exploration and mine geology, 50%. In 2014, his bonus was equal to 133.5% of his salary
- for the Chief Financial Officer, 50%. In 2014, his bonus was equal to 135% of his salary
- for the Vice-President, Engineering and construction, 35%. In 2014, his bonus was equal to 135% of his salary.

For instance, the annual bonus of our President and Chief Executive Officer is calculated as follows:

Corporate results

Base salary (paid in 2014)	x	Annual bonus at target	x	Results of all objectives	x	Weighting		
$438,750		90%		135%		75%		

+

Personal results

Base salary (paid in 2014)	x	Annual bonus at target	x	Results of all objectives	x	Weighting	x	Individual Performance
$438,750		90%		135%		25%		1.5

=

Total bonus

The Board, on the recommendation of the Human resources and corporate governance committee, approves the annual bonus of each named executive officer. The Board exercises its discretion when approving the annual bonus of named executive officers and may sometimes decide to award compensation notwithstanding that a corporate objective or performance goal has not been met. The Board, on the recommendation of the Human resources and corporate governance committee, could also decide to increase an award in the event of an outstanding result or reduce it for reasons that it deems fit. Mr. Desormeaux is not present when his annual bonus is discussed and approved by the independent directors.

INDIVIDUAL PERFORMANCE

The Human resources and corporate governance committee discussed whether it would be more appropriate that the individual performance of a named executive officer be included in the objectives for the purposes of determining the annual bonus rather than be used as a weighting factor. This committee concluded that our traditional approach was more appropriate in order to foster team work and achieve annual corporate objectives as well as avoid distortions in the annual bonus of named executive officers and employees given the formers' individual performance accounts for 25% of their annual bonus while the latters' individual performance accounts for 10% of their annual bonus.

The purpose of this component of our executive management compensation philosophy is to ensure that:

- overall compensation is competitive with the gold mining industry
- named executive officers are rewarded for corporate and individual performance
- we are not exposed to inappropriate or excessive risks.

Recoupment (Clawback) Policy

Should our financial statements have to be restated by reason of fraud or misconduct, the Board may, in its sole discretion, require reimbursement under certain circumstances of all or a portion of the variable compensation paid or vested in the past twelve months (annual bonus, Restricted shares, Deferred shares and options) to certain executive officers.

Long-term incentive

The Board is committed behind the principles of:

- tying compensation to performance
- attracting, motivating and retaining the best employees
- ensuring that employees have a stake in our growth.

The Board believes that compensation practices are an important component of best corporate governance practices. Accordingly, with a view to have a long term incentive mechanism that would meet SEMAFO's executive management compensation philosophy while being non-dilutive to you, the Board, on the recommendation of the Human resources and corporate governance committee assisted by Perrault Conseil, recommended to the Board the adoption of the Restricted plan (as defined below), effective January 1, 2011.

Prior to the adoption of the Restricted plan (as defined below), key employees, officers, directors and consultants received from time to time options pursuant to either of our stock option plans. Since 2011, no options have been granted to employees, officers or consultants.

Overview of our incentive plans

You will find in this section more information on our incentive plans. This is a summary only and you should read the full texts of the plans which are available on the SEDAR website at www.sedar.com. Since the adoption of the 2010 plan (as defined below), although the Original plan (as defined below) remains in effect in respect of outstanding options granted thereunder, all options have been granted pursuant to the 2010 plan.

THE RESTRICTED PLAN

The Restricted Stock Unit Plan (*Restricted plan*) is a non-dilutive long-term incentive plan pursuant to which Restricted shares are granted in lieu of actual shares or options to purchase common shares. Neither shareholder nor regulatory approval is required in respect of the Restricted plan. The Restricted plan applies to our employees, officers, directors and consultants and those of our subsidiaries. The Restricted plan is administered by the Board, who acts in this regard upon the recommendation of the Human resources and corporate governance committee.

Each Restricted share has a value corresponding to a debt of SEMAFO equal in value to one share and credited to a participant's notional account in accordance with the Restricted plan. Pursuant to the Restricted plan, provided that the applicable vesting conditions are met at the end of the performance cycle, the redemption value of a Restricted share is determined by multiplying the number of Restricted shares vested at the end of the performance cycle by the average closing price of our shares in the last five trading days prior to the end of said performance cycle. Restricted shares that have not vested at the end of a performance cycle are automatically cancelled. Restricted shares granted under the Restricted plan cannot be assigned, transferred or otherwise disposed of. The Board may amend, suspend or terminate the Restricted plan provided such amendment does not adversely affect the right of a participant. In the event that we pay a cash dividend on our common shares, participants are entitled to receive additional Restricted shares. The number of additional Restricted shares to be issued corresponds to the cash dividend that the participant would have received if his or her Restricted shares had been SEMAFO common shares at the date of payment of the cash dividend.

Restricted shares are awarded in relation to a fixed percentage of base salary. Every year, at its January meeting, the Board awards a certain number of Restricted shares to participants, based on the average of the closing price of our common shares on the Toronto Stock Exchange for the five trading days ending at the end of the previous fiscal year. Any Restricted share granted later during the remainder of the year is granted on the same basis.

As an example, the President and Chief Executive Officer is entitled to receive the equivalent of 225% of his base salary in Restricted shares. For 2014, the number of Restricted shares issued was based on a share price of $2.77 pursuant to the formula explained above. Accordingly, Mr. Desormeaux received 341,155 Restricted shares ($420,000 x 225% / $2.77).

Generally, the target percentage of Restricted shares that named executive officers are entitled to receive in relation to their respective base salary is:

- for the Vice-president, Mining operations, 150%. In 2014, he received 160,315 Restricted shares
- for the Vice-president, Exploration, mine and geology, 150%. In 2014, he received 147,014 Restricted shares
- for the Chief Financial Officer, 130%. In 2014, he received 107,172 Restricted shares
- for the Vice-President, Engineering and construction, 90%. In 2014, he received 72,181 Restricted shares.

Restricted shares granted in 2014 have a three-year performance cycle, will vest on December 31, 2016 and will be paid in 2017.

Performance criteria

When the Restricted plan was implemented in 2011, it was expected that performance criteria vesting over three years would be attached to the grant of any and all Restricted shares. Recognizing that we do not have a pension plan and that the granting of options is common amongst gold companies, the Board, on the recommendation of the Human resources and corporate governance committee, concluded that our Restricted shares played a major role in the retention strategy of our employees. Accordingly, for the time being, only the passage of time is sufficient for Restricted shares to vest.

In the event that a participant ceases to be an employee, officer, director or consultant, he or she shall continue to acquire Restricted shares until the end of the performance cycle provided that the applicable vesting conditions (if any) are otherwise met. The number of Restricted shares vested at the end of the performance cycle is then adjusted proportionally to the number of days worked by the participant during the performance cycle. However, if a participant resigns or is terminated for cause before the end of a performance cycle, all of his or her Restricted shares immediately become null and void. Special provisions apply upon retirement of a participant.

THE DEFERRED PLAN

The Deferred Share Unit Plan (*Deferred plan*) is a non-dilutive long-term incentive plan in which employees, including named executive officers, directors and any other person designated by the Board can participate. Under the Deferred plan, the Board may grant Deferred shares at any time to any eligible participant. Furthermore, participants may elect to receive Deferred shares in lieu of all or a portion of their compensation. Neither shareholder nor regulatory approval is required in respect of the Deferred Plan. The Deferred Plan is administered by the Board, who acts in this regard upon the recommendation of the Human resources and corporate governance committee.

Each Deferred share has a value corresponding to a debt of SEMAFO equal in value to one share and credited to a participant's notional account in accordance with the Deferred plan. Pursuant to the Deferred plan, after the participant ceases to sit on the Board or to be employed or retained by SEMAFO, the redemption value of each Deferred share held by the participant is determined by multiplying the number of Deferred shares credited to this participant up to the relevant date by the average closing prices of our shares in the last five trading days prior to the redemption date. Deferred shares granted under the Deferred plan cannot be assigned, transferred or otherwise disposed of. In the event that we pay a cash dividend on our common shares, participants are entitled to receive additional Deferred shares. The number of additional Deferred shares to be issued corresponds to the cash dividend that the participant would have received if his or her Deferred shares had been SEMAFO common shares at the date of payment of the cash dividend. The Board may amend or terminate the Deferred plan provided such amendment or termination does not adversely affect the rights of a participant in respect of Deferred shares previously credited, including the right to receive additional Deferred shares in relation to cash dividends paid.

OPTION PLANS

Options used to be awarded by the Board, on the recommendation of the Human resources and corporate governance committee, at the commencement of employment and annually thereafter or on meeting corporate or individual objectives. From time to time, options were also awarded to recognize an exceptional accomplishment. In recommending option grants, the Human resources and corporate governance committee considered the number of options already held by the named executive officer, the level of responsibility, the overall contribution to our business plan and the fulfillment of the corporate objectives. Options awarded to named executive officers and employees usually vested 25% per year on the anniversary date of the grant and, depending on the option plan, are valid for a period of five or 10 years, after which they are cancelled. Each option entitles the holder, upon exercise, to one SEMAFO common share. Named executive officers have not been awarded options since 2011. At the beginning of 2015, the Board, on the recommendation of the Human resources and corporate governance committee, decided that independent directors would now receive Deferred shares rather than options. Although options issued under the Original plan or the 2010 plan remain outstanding and will be governed by the terms and conditions of the plan under which they were granted, the Board anticipates that no more options will be granted under either plan.

Options granted in 2014

In total, 247,035 options were granted to independent directors in 2014. This represents 0,09% of our common shares outstanding on December 31, 2014. These options were all granted pursuant to the 2010 plan (as defined below).

The 2010 plan

On May 10, 2010, the Board adopted a new stock option plan (*2010 plan*) which was approved at your annual general and special meeting held on June 16, 2010. The adoption of the 2010 plan does not affect options outstanding under our original stock option plan (*Original plan*).

The 2010 plan applies to key employees (including named executive officers), directors, consultants and those of our subsidiaries and provides for the grant of non-transferable options to purchase common shares. The Board, upon the recommendation of the Human resources and corporate governance committee, decides to whom options are granted, as well as the conditions attached to the grant of options, and will generally make all decisions regarding the 2010 plan, provided that:

- the total number of common shares covered by the options granted to a given optionee does not exceed 5% of the total number of common shares issued and outstanding
- the total number of common shares issuable to insiders at any time under the 2010 plan and any other security-based compensation arrangements of SEMAFO does not exceed 10% of the total number of common shares issued and outstanding
- the total number of common shares issued to insiders during any one-year period under the 2010 plan and any other security-based compensation arrangements of SEMAFO does not exceed 10% of the total number of common shares issued and outstanding
- the total value of options granted under the 2010 plan and any other security-based compensation arrangements of SEMAFO to any one non-employee director during any one financial year shall not exceed $100,000, such total value to be determined by the Board based upon the values of options granted to the non-employee director during that financial year on the date of grant of such options.

Under the 2010 plan, options have a term and vest as determined by the Board, provided that the term cannot exceed five years. However, the 2010 plan allows options which would terminate or cease to be exercisable during or immediately following a blackout period, as provided in our securities trading policy, to remain exercisable until the 10th business day following the cessation of that blackout period.

The exercise price of an option granted under the 2010 plan cannot be less than the fair market value of our common shares on the date of grant, which is the closing price of our common shares on the Toronto Stock Exchange (or, if our common shares are not listed on the Toronto Stock Exchange, on the stock exchange on which the common shares are then listed for trading) on the last day of trading preceding the date of grant unless we are in a blackout period. The price of an option is payable in full when exercised.

Options granted under the 2010 plan cannot be assigned, transferred or otherwise disposed of other than by will or by applicable laws of succession.

Generally, the 2010 plan provides that, if an optionee ceases being an employee, officer, director or consultant, the optionee will only be able to exercise his or her options for a period of 90 days following the date the optionee ceases being an employee, officer, director, or consultant, provided that any unvested option can only be exercised if and when such option vests during such 90-day period. Where an optionee's employment or service ceases as a result of the resignation of, or termination by, the optionee, all of the optionee's unvested options will immediately expire. However, if an optionee's employment or service is terminated for cause, any option granted to such optionee will terminate immediately. The Board may authorize SEMAFO to enter into an agreement with an optionee which contains terms concerning the effect of the optionee ceasing to be employed with, or providing services to, us which differs from the provisions of the 2010 plan.

In case of an optionee's death, any vested option at the time of death may be exercised by his or her heirs until the earlier of:

- the fixed expiry date of the options, and
- the date that is 365 days following the death of the optionee.

All unvested options will immediately terminate on the date of death of the optionee.

If we propose to:

- enter into different types of business combinations, such as an amalgamation, merger or consolidation
- sell all or substantially all of our assets (other than to a wholly-owned subsidiary)
- liquidate, dissolve or wind up, or
- in the event that an offer to purchase our common shares is made to all shareholders

the Board may, upon notice, allow the exercise of all options, whether vested or unvested, within 30 days of receiving such notice, and may determine that, after this 30-day period, all unexercised options shall terminate. The Board can, by resolution, advance the date on which an option may vest and become exercisable and, subject to applicable regulatory approval, if any, determine that the provisions of the 2010 plan concerning the effect of termination of an optionee's employment or service will not apply to an optionee.

The Board may also adjust the number and kind of shares covered by an option as it deems appropriate in the event that our common shares are changed into or exchanged for a different number or kind of shares or other securities, or in the event of a reorganization, amalgamation or consolidation of SEMAFO.

Since its approval, 1,033,326 options have been granted and 950,526 options are currently outstanding under the 2010 plan with a weighted average exercise price of $4.94 and a weighted average remaining contractual term of 2.78 years. 912,688 common shares are currently available for issuance under the 2010 plan representing approximately 0.3% of our common shares outstanding.

The Board may amend, suspend or terminate the 2010 plan at any time if that does not require your approval and does not adversely affect the rights of optionees.

The Board may make the following amendments to the 2010 plan without shareholder approval:

- add a provision to, delete a provision from or make an amendment to the 2010 plan that is necessary to comply with governing laws or requirements of securities regulatory authorities
- an amendment to correct or rectify an ambiguity, an inapplicable provision, an error or omission in the 2010 plan or in an option agreement
- an amendment to the class of participants eligible to participate under the 2010 plan
- the addition of a cashless exercise feature, payable in cash or securities, if it provides for a full deduction of the number of common shares covered by the option so exercised from the total number of common shares reserved under the 2010 plan
- the addition of any form of financial assistance that SEMAFO may provide to the optionees to facilitate the purchase of the underlying common shares, as well as any subsequent amendment made to the provisions providing for such financial assistance
- any other amendment not requiring the approval of our shareholders outlined below.

However, shareholder approval is required for the following amendments to the 2010 plan:

- an increase in the number of common shares reserved for issuance
- a reduction in the exercise price, either directly, or indirectly by means of the cancellation of an option and the reissue of a similar option
- the extension of the expiry date of an option
- an amendment which permits options to be transferred or assigned, other than for normal estate settlement purposes

- an increase in, or the removal of limits on, the percentage of shares issuable to insiders
- an increase in, or the removal of limits on, the total value of options which may be granted to non-employee directors
- an amendment to the amendment provisions.

The Original plan

The Original plan applies to key employees (including named executive officers), directors, consultants and those of our subsidiaries. It provides for the grant of non-transferable options to purchase common shares. The Board decided to whom options were granted, as well as the conditions attached to the grant of options. The Board, upon recommendation of the Human resources and corporate governance committee, generally makes all decisions regarding the Original plan provided that:

- the total number of common shares covered by the options granted to a given optionee does not exceed 5% of the total number of common shares outstanding
- the total number of common shares issuable to insiders at any time and under all other security-based compensation arrangements does not exceed 10% of the total number of common shares outstanding
- the total number of common shares issued to insiders during any one-year period and under all other security-based compensation arrangements does not exceed 10% of the total number of common shares outstanding.

Under the Original plan, options have a term and vest as determined by the Board, provided that the term cannot exceed 10 years. However, if the expiry date of an option occurs during, or within ten days following the end of a blackout period, as provided in our securities trading policy, the option's expiry date will be extended until the date that is 10 business days following the end of that blackout period.

The exercise price of an option granted under the Original plan cannot be less than the closing price of our common shares on the Toronto Stock Exchange on the last day of trading preceding the grant or, if no sale of common shares is reported on such stock exchange on that day, the closing price on the Toronto Stock Exchange on the last trading day preceding the day the option was granted during which at least one transaction of a board lot is registered. The price of an option is payable in full when exercised.

In aggregate, 9,467,912 common shares were issued upon exercise of stock options under the Original plan representing approximately 3.2% of our common shares outstanding. 990,338 of the common shares issuable under the Original plan have been transferred to the 2010 plan. Currently, up to 4,378,000 common shares may be issued under the Original plan if outstanding options are exercised, representing approximately 1.49% of the common shares outstanding with a weighted average exercise price of $3.09 and a weighted average remaining contractual term of 4.24 years.

The Original plan provides that, in the event of the termination of an optionee's employment for cause, any option granted to such optionee terminates immediately. If the optionee's employment is terminated on our initiative without cause or as a result of the optionee's resignation, or if the mandate of a director, senior executive or consultant who is an optionee terminates, any vested option of such optionee may be exercised during a period of 90 days following the date of termination. However, during this 90-day period, an unvested option held by an optionee whose employment is terminated without cause or who ceases being a director, senior executive or consultant may be exercised if and when such option vests during such 90-day period. In case of an optionee's death, any vested option at the time of death may be exercised by his or her heirs for 365 days following the death of the optionee.

If we propose to enter into different types of business combinations as described in the summary of the 2010 plan, or to wind up, or in the event that an offer to purchase our common shares is made to all shareholders, the Board may, upon notice, allow the exercise of all options, whether vested or unvested, within 30 days of receiving such notice, and may determine that after this 30-day period, all unexercised options shall terminate.

The Board can, by resolution, advance the date on which an option may be exercised and, subject to applicable law, determine that the provisions of the Original plan concerning the effect of termination of an optionee's employment will not apply to an optionee.

The Board may amend, suspend or terminate the plan at any time if that does not require your approval or that of securities regulatory authorities and does not adversely affect the rights of optionees. The Board may make the following amendments to the Original plan without shareholder approval:

- an amendment to the exercise price of an option, unless it consists of a reduction in the exercise price of an option held by an insider
- an amendment to the expiry date of an option, unless the amendment postpones the expiry of an option held by an insider
- add a provision to or delete a provision from the plan or make an amendment thereto that is necessary to comply with the governing laws or requirements of the securities regulatory authorities
- an amendment to correct or rectify an ambiguity, an inapplicable provision, an error or omission in the plan or in an option
- an amendment to the class of participants eligible for the plan
- the addition of a cashless exercise feature, payable in cash or securities, regardless of whether it provides for a full deduction of the number of underlying common shares from the total number of common shares in the plan reserve
- the addition of any form of financial assistance that SEMAFO may provide to the optionees to facilitate the purchase of the underlying common shares, as well as any subsequent amendment made to the provisions providing for such financial assistance
- any other amendment not requiring shareholder approval outlined below.

Shareholder approval is required for amendments which result in an increase in the number of common shares reserved for issuance or a reduction in the exercise price or the extension of the expiry date of an option held by an insider.

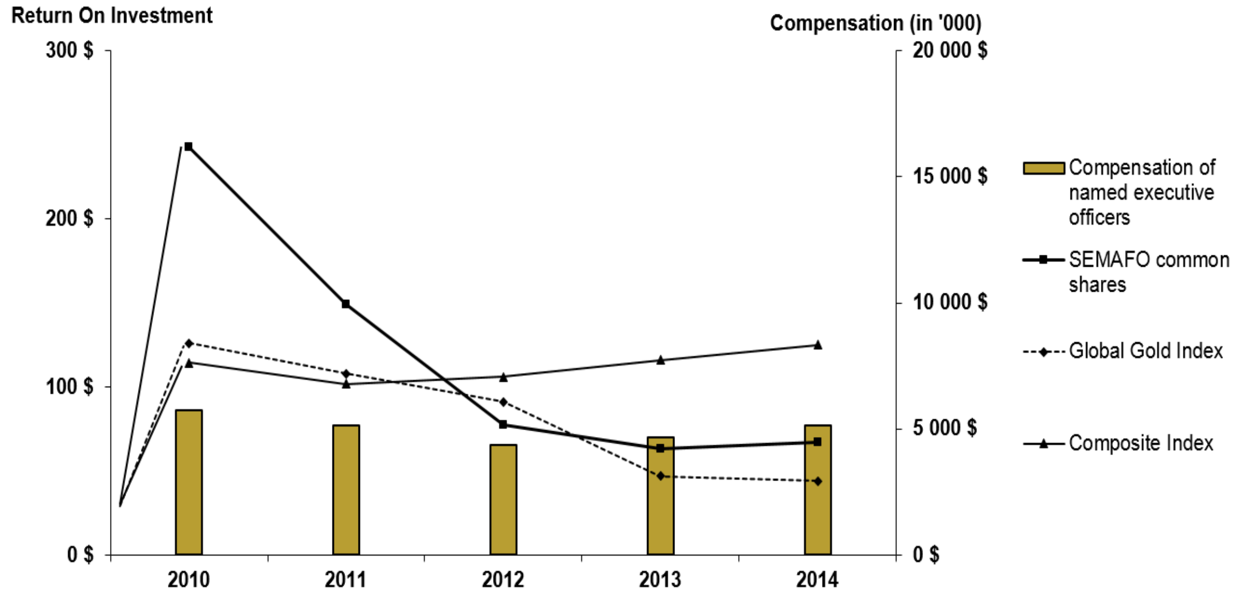
The following table gives you information regarding the number of our common shares authorized for issuance under both our option plans on December 31, 2014:

Plan category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a)) (c) [1]
Shareholder approved option plans	5,358,526	$3.42	1,039,812

1. Securities remaining available for future issuance under the 2010 plan. No more options can be granted pursuant to the Original plan. The Board anticipates that no more option will be granted under either plan.

Performance Graph

The following graph compares the performance of our common shares over the last five years to the performance of the S&P/TSX Composite Index and the S&P/TSX Global Gold Index (formerly the S&P/TSX Capped Gold Index). It shows what $100 invested in our shares, the Composite Index and the Global Gold Index at the end of 2009 would be worth at the end of each of the last five completed financial years.

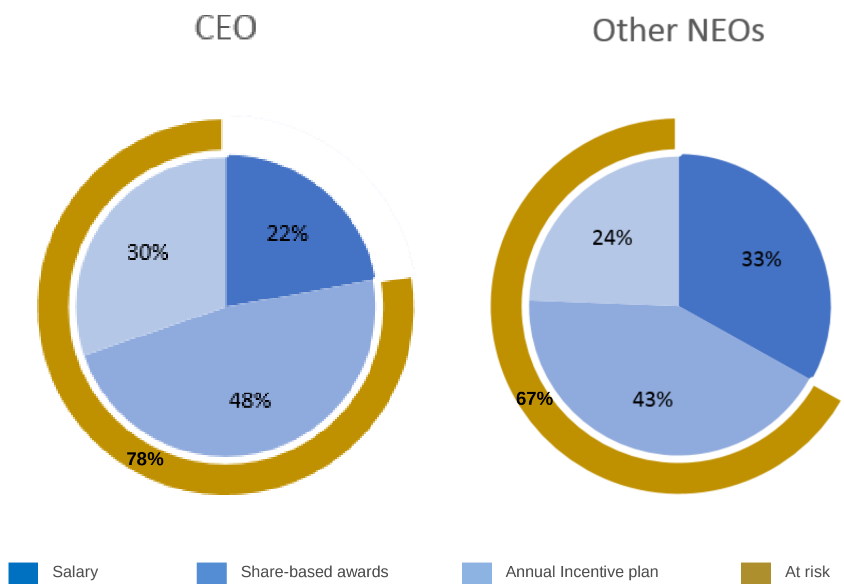


Price	2010/12/31 $	2011/12/31 $	2012/12/31 $	2013/12/31 $	2014/12/31 $
SEMAFO common shares	243	149	77	63	67
Global Gold Index	126	108	91	47	44
Composite Index	114	102	106	116	125
Compensation of named executive officers	5,730,729	5,153,111	4,362,899	4,647,823	5,155,917

The bar chart above shows the variation of total compensation paid to our named executive officers over the same period[6]. The compensation paid to our named executive officers is generally aligned with our stock performance. The Board is of the view that, with the new short-term incentive program described on pages 24 to 27 that was put in place in 2013, the correlation will become stronger over time. The Board is well aligned beyond the principle of "pay for performance".

[6] The bar chart excludes the additional compensation paid to our former President and Chief executive officer as well as the 2012 and 2013 Restricted share grants that Mr. Lamarre renounced.

In 2014, the portion of the President and Chief Executive Officer's total compensation that was at risk, along with the other named executive officers, is illustrated as follows:



Summary Compensation Table

The following table indicates the total compensation earned in 2014 by the named executive officers:

Name and principal position	Year	Salary[1] ($)	Share-based awards[2] ($)	Annual Incentive plan ($)	Total compensation ($)
Benoit Desormeaux President and Chief Executive Officer	2014	438,750	945,000	599,716	1,983,466
	2013	420,000	945,000	500,000	1,865,000
	2012[3]	391,061	554,630	285,084	1,230,775
Patrick Moryoussef Vice-President, Mining operations	2014	302,709	444,073	229,870	976,652
	2013	296,048	444,071	192,339	932,458
	2012	284,524	275,368	153,643	713,535
Michel Crevier Vice-President, Exploration and mine geology	2014	275,558	407,229	206,927	889,714
	2013	271,486	407,229	159,837	838,552
	2012	261,293	252,987	126,727	641,007
Martin Milette Chief Financial Officer	2014	254,048	296,866	192,918	743,832
	2013	228,358	262,611	105,844	596,813
	2012	225,142	167,849	86,004	478,995
Sylvain Duchesne Vice-President, Engineering and Construction	2014	217,816	199,941	144,496	562,253
	2013	217,449	188,624	82,196	488,269
	2012	204,206	192,130	77,190	473,525

1. Base salaries are adjusted effective April 1 of each year. Amounts reported in this table are not annualized and represent base salaries actually paid from January 1 to December 31.
2. The value of the 2014 Restricted share grant corresponds to the grant date fair value of the award using a share price at the time of grant of $2.77. The share price at the time of grant was equal to the average of the trading price of our common shares on the Toronto Stock Exchange for the five consecutive days ending on December 31, 2013. For purposes of financial statements disclosure as at December 31, 2014, the 2014 Restricted share grant was valued using a share price of $2.84. Such accounting fair value is adjusted for forfeitures and amortized over the vesting period of the awards, in this case being the period terminating December 31, 2016. The difference between the grant date fair value and the accounting fair value as at December 31, 2014 is $0.07 per Restricted share or $52,896 for the 755,656 Restricted shares awarded to the named executive officers. For more information on the grant date fair value and financial statements disclosure for the financial years ended December 31, 2013 and 2012, respectively, please see our proxy circular for your 2014 and 2013 meetings, respectively.
3. Mr. Desormeaux was appointed President and Chief Executive Officer on August 8, 2012.

Incentive Plan Awards

The following table indicates for each named executive officer all options and Restricted shares outstanding on December 31, 2014:

	Option-based Awards				Share-based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[1] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested[2] ($)
Benoit Desormeaux	110,000 600,000 400,000 400,000	2.23 1.35 2.03 4.70	May 31, 2016 Feb. 21, 2018 Aug. 17, 2019 Jan. 11, 2020	82,500 978,000 380,000 -	626,452	1,866,827
Patrick Moryoussef	30,000	2.03	Aug. 17, 2019	28,500	294,381	877,255
Michel Crevier	200,000	3.95	Nov. 12, 2019	-	269,957	804,472
Martin Milette	100,000	4.70	Jan. 11, 2020	-	186,455	555,636
Sylvain Duchesne	100,000	3.95	Nov. 12, 2019	-	129,127	384,798

1. Calculated based on the difference between the exercise price of the options and the closing price of our common shares on December 31, 2014 ($2.98).
2. Calculated by multiplying the number of unvested Restricted shares by the closing price of our common shares on December 31, 2014 ($2.98).

The following table gives you more information about the number of options exercised, underlying shares sold and value realized by each named executive officer during the financial year ended December 31, 2014:

Name and principal position	Year	Options exercised (#)	Underlying shares sold (#)	Aggregate value realized ($)	Unexercised options at December 31, 2014 Exercisable	Unexercisable
Benoit Desormeaux President and Chief Executive Officer	2014	200,000	200,000	724,000	1,510,000	0
Patrick Moryoussef Vice-President, Mining operations	2014	157,500	157,500	381,474	30,000	0
Michel Crevier Vice-President, Exploration and mine geology	2014	175,000	175,000	508,000	200.000	0
Martin Milette Chief Financial Officer	2014	200,000	200,000	429,000	100,000	0
Sylvain Duchesne Vice-President, Engineering and Construction	2014	139,750	139,750	297,493	100,000	0

The following table indicates for each named executive officer the value vested of all awards and the bonus paid during the 2014 financial year:

Name	Option-based awards – Value vested during the year[1] ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Benoit Desormeaux	0[2]	381,787	599,716
Patrick Moryoussef	0	189,553	229,870
Michel Crevier	0	174,147	206,927
Martin Milette	0[2]	115,541	192,918
Sylvain Duchesne	0	84,228	144,496

1. Calculated based on the difference between the exercise price of the options and the closing price of our common shares on the vesting date.
2. On January 11, 2014, 100,000 options awarded to Mr. Desormeaux and 25,000 options awarded to Mr. Milette vested. The closing price of our common shares on January 10 (January 11 was a Saturday) was $3.04 and the exercise price of these options was $4.70.

Chief Executive Officer Ownership Policy

The Board has adopted an ownership requirement providing that the Chief Executive Officer must hold equity of SEMAFO with a value of at least two times his or her base salary. This requirement is to be attained within five years of becoming the Chief Executive Officer and must be maintained during the tenure as Chief Executive Officer. Mr. Desormeaux meets this requirement.

Termination and Change of Control Benefits

Since 2009, SEMAFO is a party to a termination agreement with each of the President and Chief Executive Officer and the Chief Financial Officer. Under each agreement, the named executive officer is entitled, only in the event that, within 18 months of the change of control of SEMAFO, his employment be terminated or the scope of his responsibilities substantially reduced, to:

- 24 months of base salary and annual bonus at target
- over the same period, retain insurance and other benefits
- accelerated vesting of outstanding options and Restricted shares.

If any of these individuals had been terminated on December 31, 2014, the President and Chief Executive Officer would have received approximately $2,640,906 and the Chief Financial Officer approximately $1,070,940. These amounts assume that all unvested options and Restricted shares had been exercised (or paid) and the underlying common shares sold (in the case of options) on December 31, 2014, at the closing market price of our common shares on that date ($2.98).

Compensation Risks

The Board considers that our compensation philosophy as a whole and each of its components individually are aligned with prudent risk management. In particular, the Board is of the view that our objectives for the short-term and long-term incentives do not encourage named executive officers, executive management or employees to take inappropriate or excessive risks. On the contrary, the Board is of the view that these objectives are aligned with creating both short-term and long-term value. The Board is also of the view that the potential clawback of previously paid short-term incentives acts as a safeguard against inappropriate behavior.

Furthermore, our securities trading policy specifically prohibits insiders from short selling or otherwise buying or directly or indirectly being a counterpart to any instrument created to protect against the reduction of the value of our securities.

Aggregate Compensation vs. Corporate Performance

In 2014, the aggregate compensation of all named executive officers was $5,155,917, a 10.9% increase over last year and, had you bought a SEMAFO common share on January 1 and sold it on December 31, your return on investment would have been 6.81%.

Directors’ compensation

Our independent directors’ compensation philosophy is designed to attract and retain directors who have the skills, experience and expertise to manage our business and affairs[7].

To reach this objective, the independent directors’ compensation philosophy includes three components[8]:

- annual retainer
- attendance fee
- up to and including 2014, options and, going forward, Deferred shares.

The Board believes that these three components allow us to meet the objectives of our independent directors’ compensation philosophy. Since January 1, 2014 however, directors may avail themselves of our Deferred plan and receive all or part of their compensation in Deferred shares rather than cash. In January 2015, the Board, on the recommendation of the Human resources and corporate governance committee, decided that independent directors would no longer be awarded options as part of their compensation but would instead receive Deferred shares.

Since October 1, 2012, the compensation of the independent directors has been as follows:

1. Annual retainer

Each independent director is entitled to an annual retainer of $30,000. In addition:

- the Lead director is entitled to an annual retainer of $15,000
- the Chair of the Audit committee is entitled to an annual retainer of $12,500
- the Chair of the Human resources and corporate governance committee is entitled to an annual retainer of $12,500
- the Chair of the Environmental, health & safety and sustainable development committee is entitled to an annual retainer of $6,000
- each member of the Audit committee (except the Chair) is entitled to an annual retainer of $5,000
- each member of the Human resources and corporate governance committee (except the Chair) is entitled to an annual retainer of $5,000
- each member of the Environmental, health & safety and sustainable development committee (except the Chair) is entitled to an annual retainer of $2,500.

2. Attendance fee

Each Board and committee member (with the exception of Messrs. Lamarre and Desormeaux) is entitled to an attendance fee of $1,250 for each Board or committee meeting attended.

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[7] Mr. Benoit Desormeaux, the President and Chief Executive Officer, is not an independent director and does not receive any compensation as Board member.
[8] Directors are also entitled to the reimbursement of expenses incurred in attending meetings.

3. Options

In 2009, the Human resources and corporate governance committee recommended that any new independent director be awarded 100,000 options upon becoming a member of the Board. In addition, independent directors should receive 35,000 options per year. Although the Board approved the recommendations of the Human resources and corporate governance committee, the Board retains the discretion to grant options if, as and when it deems fit.

However, under the 2010 plan, the total value of options granted to any one independent director during any financial year shall not exceed $100,000, as determined by the Board based on the values of options granted to the non-employee director during that financial year on the date of grant of such options. You will find more information on our option plans on pages 30 to 34 of this circular.

During the course of 2014, the Human resources and corporate governance committee requested that Perrault Conseil review the compensation of the Executive Chair of the Board and independent directors. The Board, on the recommendation of the Human resources and corporate governance committee, based on the analysis carried by Perrault Conseil, decided that Mr. Lamarre would not receive a bonus for the year ended December 31, 2014, but would receive instead $170,000 in Deferred shares. Adjustments were also made to the compensation of independent directors, effective January 1, 2015 which will be disclosed in the proxy circular relating to your meeting of next year. For all its services in 2014, Perrault Conseil received $27,495.

COMPENSATION OF THE CHAIR OF THE BOARD

Mr. Jean Lamarre is a member of the board of directors of our principal operating subsidiary. He has 40 years of business experience in Africa and is in regular contact with government representatives and other African officials. Mr. Lamarre receives and deals with demands made by various African stakeholders and plays a crucial role in the development and implementation of our positioning strategies on the African continent. In 2014, Mr. Lamarre travelled five times to Africa on our behalf, meeting every time with various government officials and dignitaries and spent in total over 30 days on the continent.

The following table illustrates the annual retainer and attendance fee components of our compensation philosophy for independent directors:

	Annual compensation ($)	Compensation payable to the chair of a committee ($)	Attendance fee for each meeting ($)
Chair	225,000	-	-
Lead director	15,000	-	1,250
Director	30,000	-	1,250
Audit committee	5,000	12,500	1,250
Human resources and corporate governance committee	5,000	12,500	1,250
Environmental, health & safety and sustainable development committee	2,500	6,000	1,250

The following table indicates the total compensation earned in 2014 by the directors:

Name	Fees earned[1] ($)	Deferred shares ($)	Option-based awards[2] ($)	Total ($)
Jean Lamarre	225,000	170,000[3]	0	395,000
Terence F. Bowles	43,752[4]	14,998[4]	100,000	158,750
John LeBoutillier	75,000	-	100,000	175,000
Gilles Masson	70,000	-	100,000	170,000
Lawrence McBrearty	63,500	-	100,000	163,500
Tertius Zongo	19,545[4]	37,955[4]	100,000	157,500

1. In 2014, a special committee of the Board was created to assist management in the acquisition of Orbis Gold Limited. The special committee was comprised of Messrs. Lamarre, LeBoutillier and Masson and met three times during the year. With the exception of Mr. Lamarre, the Executive Chair of the Board, the members of this special committee were awarded the equivalent of one meeting attendance fee ($1,250) for the three meetings held. In addition, Mr. LeBoutillier, the Board's Lead director and Chair of the Human resources and corporate governance committee, together with Mr. Lawrence McBrearty, a member of this committee, met during the year with representatives of the investment community at the request of these representatives. Messrs. LeBoutillier and McBrearty were each awarded the equivalent of one meeting attendance fee in consideration for attending this meeting.
2. Each of Messrs. Bowles, LeBoutillier, Masson, McBrearty and Zongo was granted 49,407 options on January 24, 2014. In determining the dollar value of these options at that date, we used the Black Scholes method, with the following assumptions:
   (a) Risk-free interest rate:1.34%;
   (b) Forecasted volatility: 65%;
   (c) Average dividend per share: 0%;
   (d) Expected life: five years;
   The fair market value per option as at January 24, 2014 was established at $2.024. Mr. Lamarre is not an independent director and hence does not receive options.
3. In lieu of options or bonus, Mr. Lamarre received Deferred shares as part of his 2014 compensation.
4. Each of Messrs. Bowles and Zongo elected to have part of his compensation paid in Deferred shares instead of cash.

The following table indicates for each independent director all awards outstanding on December 31, 2014:

Option-based Awards					
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[1] ($)	Payout value of vested Deferred shares not paid out[2] ($)
Jean Lamarre	30,000	2.02	Aug. 17, 2016	28,800	-
	15,000	1.37	Aug. 30, 2017	24,150	
	150,000	1.35	June 17, 2018	244,500	
	15,000	1.40	Jan. 12, 2019	23,700	
	200,000	2.03	Aug. 17, 2019	190,000	
	200,000	4.70	Jan. 11, 2020	-	
Terence F. Bowles	49,407	3.71	Jan. 23, 2019	-	7,727
	23,800	8.02	June 2, 2016	-	
	26,149	7.45	Jan. 22, 2017	-	
	67,794	3.15	Jan. 24, 2018	-	
John LeBoutillier	49,407	3,71	Jan. 23, 2019	-	-
	100,000	2.23	May 31, 2016	75,000	
	15,000	2.02	Aug. 17, 2016	14,400	
	15,000	1.37	Aug. 30, 2017	24,150	
	30,000	1.40	Jan. 12, 2019	47,400	
	20,000	2.03	Aug. 17, 2019	19,000	
	35,000	4.70	Jan 11, 2020	-	
	17,800	10.67	Jan. 24, 2016	-	
	26,149	7.45	Jan. 22, 2017	-	
	67,794	3.15	Jan. 24, 2018	-	
Gilles Masson	49,407	3,71	Jan. 23, 2019	-	-
	70,000	2.23	May 31, 2016	52,500	
	15,000	2.02	Aug. 17, 2016	14,400	
	30,000	1.40	Jan. 12, 2019	47,400	
	20,000	2.03	Aug. 17, 2019	19,000	
	35,000	4.70	Jan. 11, 2020	-	
	17,800	10.67	Jan. 24, 2016	-	
	26,149	7.45	Jan. 22, 2017	-	
	67,794	3.15	Jan. 24, 2018	-	
Lawrence McBrearty	49,407	3,71	Jan. 23, 2019	-	-
	50,000	2.16	May 18, 2019	41,000	
	35,000	4.70	Jan. 11, 2020	-	
	17,800	10.67	Jan. 24, 2016	-	
	26,149	7.45	Jan 22, 2017	-	
	67,794	3.15	Jan.24, 2018	-	
Tertius Zongo	49,407	3,71	Jan. 23, 2019	-	8,615
	63,776	3.05	Aug. 7, 2017	-	
	67,794	3.15	Jan. 24, 2018	-	

1 Calculated based on the difference between the exercise price of the options and the closing price of our common shares on December 31, 2014 ($2.98).

2 Calculated based on the closing price of our common shares on December 31, 2014 ($2.98).

The following table gives you more information about the number of options exercised, underlying shares sold and value realized by each independent director during the financial year ended December 31, 2014:

Name and principal position	Year	Options exercised (#)	Underlying shares sold (#)	Aggregate value realized ($)	Unexercised options at December 31, 2014	
					Exercisable	Unexercisable
Jean Lamarre	2014	100,000	100,000	373,500	610,000	0
Terence F. Bowles	2014	0	N/A	0	161,200	5,950
John LeBoutillier	2014	0	N/A	0	376,150	0
Gilles Masson	2014	0	N/A	0	331,150	0
Lawrence McBrearty	2014	0	N/A	0	246,150	0
Tertius Zongo	2014	0	N/A	0	149,089	31,888

The following table indicates for each director the value vested of all option-based awards during the 2014 financial year:

Name	Option-based awards – Value vested during the year[1 2] ($)
Jean Lamarre	0[3]
Terence F. Bowles	0[4]
John LeBoutillier	0
Gilles Masson	0
Lawrence McBrearty	0
Tertius Zongo	35,874[5]

1 Calculated based on the difference between the exercise price of the options and the closing price of our common shares on the vesting date.
2 On January 24, 2014, 49,407 options were granted to each of Messrs. Bowles, LeBoutillier, Masson, McBrearty and Zongo and immediately vested. The exercise price of these options was $3.71.
3 On January 11, 2014, 50,000 options vested. The closing price of our common shares on January 10 (January 11 was a Saturday) was $3.04 and the exercise price of these options was $4.70.
4 On June 2, 2014, 5,950 options vested. The closing price of our common shares on June 2 was $ 3.63 and the exercise price of these options was $8.02.
5 On August 7, 2014, 15,944 options vested. The closing price of our shares on that date was $5.30 and the exercise price of these options was $3.05.

Directors' and Officers' Liability Insurance

We maintain liability insurance for directors and officers. The annual premium paid in respect of such insurance is $156,825, and the total amount of insurance purchased is $50,000,000, subject to a deductible amount of $100,000. The policy contains certain exclusions. No claim has ever been made.

Corporate governance practices

You will find in Appendix A our Corporate Governance Practices.

Additional Information

Additional information for the financial year ended December 31, 2014 is provided in our consolidated financial statements, in the related management's discussion and analysis of operating results and in our annual information form, where you will also find more information on the Audit committee and its members in the *Audit committee Information* section. Copies of these and other documents and additional information relating to SEMAFO are available on the SEDAR website at www.sedar.com and are also available on our website at www.semafo.com. You may also obtain them free of charge upon request to our corporate secretary at:

SEMAFO Inc.

100, Alexis-Nihon Blvd. 7th Floor

Saint-Laurent (Québec) H4M 2P3

Canada

The meeting material is sent to both registered and non-registered shareholders. If you are a non-registered shareholder and either us or your agent has sent this material directly to you, your name, address and information about your SEMAFO shares have been obtained from your nominee in accordance with securities laws. By sending this material to you directly, we (and not your nominee) have assumed responsibility for:

- delivering the material to you
- executing your voting instructions.

Please return your voting instructions as specified in the request for voting instructions.

We do not intend to pay for a proximate intermediary to send the proxy-related material and request for voting instructions made by an intermediary to non-registered shareholders who are objecting beneficial owners (known as OBOs). Consequently, if you are an OBO, you may not receive our proxy-related materials unless an intermediary assumes the costs of the delivery.

SHAREHOLDER PROPOSALS

You have until December 31, 2015 to submit a shareholder proposal for consideration at the 2016 annual shareholders meeting.

WEBSITE

You will find on our website various additional governance documents, such as:

- the Mandate of the Audit committee
- the Mandate of the Chair of the Board
- the Mandate of the Lead director
- the Mandate of the President and Chief Executive Officer
- our Anti-corruption Policy.

You can find all of these documents and other information regarding SEMAFO on our website at www.semafo.com. All references to our website are for your information only and the information it contains is not part of this circular.

DIRECT REGISTRATION SYSTEM

You have the possibility to avail yourself of the Direct Registration System (known as *DRS*). DRS allows you to own your SEMAFO shares directly with Computershare rather than in the name of a nominee or of holding a physical share certificate. For more information on the DRS, please contact Computershare at 514-982-7555 or toll free at 1 800 564-6253.

Appendix A –
Corporate Governance Practices

The following compare our governance practices against the requirements of National Policy 58-201- *Corporate Governance Guidelines* which is an initiative of the *Canadian Securities Administrators* (*CSA Governance Guidelines*). We are regularly adjusting our governance practices as regulatory changes and our context evolve**.**

CSA Governance Guidelines	SEMAFO's Practices
1. **Board of Directors--**	
(a) Disclose the identity of the directors who are independent.	The Board has determined, after reviewing the roles and relationships of each director, that: • Terence F. Bowles • John LeBoutillier • Gilles Masson • Lawrence McBrearty • Tertius Zongo are all independent. In order to make that determination, the Board obtained information from the nominee directors by way of a questionnaire.
(b) Disclose the identity of directors who are not independent, and describe the basis of that determination.	Each of Jean Lamarre and Benoit Desormeaux are members of our management team. Mr. Lamarre was the Executive Chair of the Board up to and including December 31, 2014 and Mr. Desormeaux is the President and Chief Executive Officer. As members of management, Messrs. Lamarre and Desormeaux are not independent.
(c) Disclose whether or not a majority of the directors are independent.	Six of the eight nominee directors are independent, namely: • Terence F. Bowles • Flore Konan • John LeBoutillier • Gilles Masson • Lawrence McBrearty • Tertius Zongo.

CSA Governance Guidelines	SEMAFO's Practices
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	• Jean Lamarre sits on the board of directors of TS03 Inc. (TSX-TOS), Technologies D-Box Inc. (TSX-DBO) and Argos Therapeutics, Inc. (NASDAQ- ARGS) • John LeBoutillier sits on the board of directors of Industrial Alliance, Insurance and Financial Services Inc. (TSX – IAG), Mazarin Inc. (NEX – MAZ.H), Asbestos Corporation Limited (NEX – AB.H), Stornoway Diamond Corporation (TSX – SWY) and NovX21 Inc. (TSX.V-NOV). • Gilles Masson sits on the board of Royal Nickel Corporation (TSX – RNX).
(e) Disclose whether or not the independent directors hold regular scheduled meetings at which members of management are not in attendance. Disclose the number of meetings held during the preceding 12 months.	Independent directors meet *in camera* at the end of each meeting of the Board and Board committees. The Lead Director chairs all *in camera* sessions of the Board. In 2014, nine *in camera* sessions took place out of a total of nine Board meetings.

CSA Governance Guidelines	SEMAFO's Practices
(f) Disclose whether or not the chair of the board is an independent director, disclose the identity of the independent chair, and describe his or her role and responsibilities.	Mr. Lamarre served as Chair of the Board from May 29, 2000 to June 18, 2008. Due to all the responsibilities and duties performed by Mr. Lamarre, the Board appointed him Executive Chair on June 18, 2008. Consequently, the Board appointed Mr. John LeBoutillier as Lead director. However, effective January 1, 2015, Mr. Lamarre ceased to serve as Executive Chair. He remains a non-independent director and Mr. LeBoutillier is hence still the Lead director of the Board. The principal roles and responsibilities of the Chair of the Board are: • Chair Board and shareholders meetings • Attend meetings of the committees of the Board, if convenient • Ensure that a strategic plan is communicated to the Board and that all material issues are approved by the Board on a timely basis • Plan and organize Board activities. The principal roles and responsibilities of the Lead director are: • Foster an environment which allows the directors to function independently of management • Work with the Chair of the Board to coordinate the setting of the agenda and Board meetings, and make recommendations to the Chair of the Board on the conduct of meetings • Chair and steer the meetings of independent directors, including in camera sessions • Ensure that the independent directors have sufficient opportunities to meet without any member of management present • Be available to directors who wish to discuss issues that cannot be discussed with the Chair of the Board • In the absence of the Chair of the Board, chair Board meetings. • Together with the Chair of the Board, leads the Board's annual evaluation process of directors • Together with the Chair of the Board, leads the Board's succession process with respect to the President and Chief Executive Officer. You will find the respective Mandates of the Chair of the Board and of the Lead director on our website at www.semafo.com.

CSA Governance Guidelines	SEMAFO's Practices
(g) Disclose the attendance record of each director for all board and committee meetings held since the beginning of the most recently completed financial year.	You will find this information on page 16.
2. **Board Mandate**--Disclose the text of the board's written mandate.	You will find the Board mandate in Appendix B.
3. **Position Descriptions--** (a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee.	The Board has adopted a Mandate for the Chair of the Board which you will find on our website at www.semafo.com. The Board has also adopted written position descriptions for the Chair of each Board committee. You will find these descriptions in the Mandate of each such committee. The Mandate of the Human resources and corporate governance committee is in Appendix C while the Mandate of every other Board committee is on our website.
(b) Disclose whether or not the board and chief executive officer have developed a written position description for the chief executive officer.	The Board, together with the President and Chief Executive Officer, have developed and adopted a Mandate for the President and Chief Executive Officer. His tasks include: • Convey our values throughout the organization and to applicable stakeholders • Oversee the strategic plan and development initiatives • Assume the leadership of an efficient and qualified team of executives to ensure the diligent execution of the strategic plan • Oversee and evaluate executive performance and report to the Human resources and corporate governance committee in respect thereof • Ensure that the Board is kept abreast of all material business developments. You can find the Mandate of the President and Chief Executive Officer on our website at www.semafo.com.

CSA Governance Guidelines	SEMAFO's Practices
4. **Orientation and Continuing Education--** (a) Briefly describe what measures the board takes to orient new members regarding i. the role of the board, its committees and its directors, and ii. the nature and operation of the issuer's business.	The Human resources and corporate governance committee is responsible for ensuring that an orientation program is established for new directors. Upon joining the Board, new directors receive documentation related to their role as director, a schedule of the regular meetings of the Board and of its committees for the year, the mandate of the Board and of each Board committee and that of each of the Chair of the Board, the Lead director and the President and Chief Executive Officer, our corporate policies, an organization chart as well as a list of our mining properties and relevant related information. This information is periodically updated.
(b) Briefly describe what measures, if any, the Board takes to provide continuing education for its directors.	The Human resources and corporate governance committee is responsible for providing Board members with continuing education opportunities. At every meeting of the Board, directors have an opportunity to hear presentations by executive management on various topics regarding our operations. Furthermore, Board members have in the past travelled to Africa where they visited our operations area and were provided with in-depth descriptions of all aspects of our operations and met with geologists, engineers and employees. On these occasions, directors also got first-hand knowledge of our sustainable development initiatives. These visits increase the directors' knowledge of our operations and the Board is of the view that good governance mandates that it meet approximately every two years in Africa to have on-hand knowledge of on-site developments. Furthermore, the members of the Environmental, health & safety and sustainable development committee, to the extent possible, meet every year in Africa and tour our mining sites to adequately fulfill the mandate of this committee. For more information on continuing education initiatives in 2014, see page 17.

CSA Governance Guidelines	SEMAFO's Practices
5. **Ethical Business Conduct--** (a) Disclose whether or not the board has adopted a written code for its directors, officers and employees. If the board has adopted a written code: • disclose how an interested party may obtain a copy of the written code; • describe how the board monitors compliance with its code; and • provide a cross-reference to any material change report filed since the beginning of the issuer's most recently competed financial year that pertains to any conduct of director or executive officer that constitutes a departure from the code.	In 2012, the Board, upon the recommendation of the Human resources and corporate governance committee, adopted a new Code of conduct. The Code of conduct is applicable to directors, management and non-unionized employees. Ever since its enactment, new employees are asked to read and sign the code. Board members and employees are asked every year to read and sign the Code of conduct. The Human resources and corporate governance committee monitors compliance with the Code of conduct which was filed on SEDAR at www.sedar.com and is available on our website at www.semafo.com. Our Code of Conduct is updated annually and no departure from the Code of conduct occurred in 2014.
(b) Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.	These transactions, if any, would be approved only by directors present at the meeting convened for that purpose, and the director having such an interest would not be present during the deliberations concerning the proposed transaction and would not vote on the matter. No such transaction or process took place in 2014, except that Messrs. Lamarre and Desormeaux were not present when their annual compensation was discussed and did not vote on these matters.
6. **Nomination of Directors--** (a) Describe the process by which the board identifies new candidates for board nominees. (b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. (c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The Human resources and corporate governance committee, which is composed entirely of independent directors, is responsible for proposing to the Board nominees to the position of director. This committee could hire a recruiting firm to seek out candidates that have the skills, experience and expertise required to join the Board. You will find the Mandate of the Human resources and corporate governance committee in Appendix C. The Board has adopted a policy regarding majority voting for the election of directors. The policy is described under "Nominee Directors – Policy on Majority Voting" on page 9 of this circular.

CSA Governance Guidelines	SEMAFO's Practices
7. **Compensation--**	
(a) Describe the process by which the board determines the compensation for your company's directors and officers.	The Human resources and corporate governance committee is entrusted with making recommendations to the Board in this regard. Since 2009, the Human resources and corporate governance committee has worked from time to time with Perrault Conseil, an independent consultant, to help in this process. The base salary component of the named executive officers' compensation is based on a review performed by Perrault Conseil. For more information on this component, see page 24. The short-term component of their compensation was revamped in 2013. See pages 24 to 27 for more information. Finally, since 2011, named executive officers have received Restricted shares in lieu of options. You will find more information on the Restricted plan on pages 28 and 29. There has been no notable change to the independent directors' compensation structure since 2011. However, directors will receive Deferred shares in lieu of options going forward. For more information on the Board's determination process regarding the directors and named executive officers' compensation, see pages 23 to 28 as well as pages 41 and 42.
(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors.	The Human resources and corporate governance committee also assumes the role of a compensation committee and is composed entirely of independent directors.
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	You will find the Mandate of the Human resources and corporate governance committee in Appendix C.

CSA Governance Guidelines	SEMAFO's Practices
(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state the fact and briefly describe the nature of the work.	Perrault Conseil provided services in 2014 with respect to the compensation of the : • Executive Chair • Named executive officers • Independent directors. Only the 2014 Executive Chair's compensation was adjusted as a result of the discussions of the Human resources and corporate governance committee on the Perrault Conseil report. However, the 2015 compensation of named executive officers and independent directors was also adjusted as will be disclosed in next year's circular with respect to your 2016 annual meeting. For all its services in 2014, Perrault Conseil received $27,495.
8. **Other Board Committees--** If the board has standing committees other than the audit, compensation and nominating committees identify the committees and describe their function.	The Board also has an Environmental, health & safety and sustainable development committee. The Environmental, health & safety and sustainable development committee is composed of three independent directors. You will find the mandate of this committee on our website at www.semafo.com.
9. **Assessments--** Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution.	The Chair of the Board and the Lead director meet in private on a regular basis to discuss the performance and effectiveness of the independent members of the Board, the Board itself and the committees of the Board. The Chair of the Board also regularly discusses privately these issues with individual Board members as well as during meetings of the Board. Furthermore, the Lead director has been entrusted with additional responsibilities regarding our assessment and succession planning processes, including: • Together with the Chair of the Board, leading the Board's annual evaluation process of directors • Together with the Chair of the Board, leading the Board's succession process with respect to the President and Chief Executive Officer. The Human resources and corporate governance committee also monitors every year the result of nominee director's election in accordance with our majority voting policy. For more information on this policy, see page 9.

CSA Governance Guidelines	SEMAFO's Practices
10. **Director Term Limits and Other Mechanisms of Board Renewal** - Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.	The Board is firmly committed beyond the principle of board renewal. Of eight Board nominees, one is a new nominee, four have been directors for five years or less while three have enjoyed a longer tenure. The Board is of the view that this strikes the right balance between experience and the need for fresh perspectives. The Board has not for the time being adopted term limits or other mechanism of board renewal but intends to assess in 2015 the advisability of adopting such a mechanism.
11. **Policies Regarding the Representation of Women on the Board** - Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.	The Board has not adopted a policy specifically addressing gender diversity on the Board. Due to its limited size, the Board is of the view that it is not necessary for the time being to have a gender diversity policy but will consider adopting such a policy in the future.
12. **Consideration of the Representation of Women in the Director Identification and Selection Process** -- Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.	The Board does not consider the level of representation of women in identifying and nominating candidates for election or reelection to the Board. However, this year Mrs. Flore Konan is a new nominee to the Board. Her gender was not a factor when the Board sought a new Board nominee and selected Mrs. Konan for nomination. The selection of Mrs. Konan stands from the Board's commitment to build a better board with the relevant skills and experiences to function efficiently in managing our business and affairs. If elected, Mrs. Konan will be the first woman to sit on the Board.
13. **Consideration Given to the Representation of Women in Executive Officer Appointments** -- Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.	SEMAFO believes in diversity and inclusion at all levels in the workplace, including in the executive positions. We are committed to ensuring that no barrier or bias exists in our environment and our Code of Conduct prohibits any type of discrimination. However, we do not consider the level of representation of women in executive officer positions when making executive officer appointments.

CSA Governance Guidelines	SEMAFO's Practices
14. **Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions** (a) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so. (b) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.	We have not adopted any such targets. Given our size, measurable objectives in relation to gender would not be appropriate. As we grow and require more employees, we will consider adopting gender targets with respect to either or both director and executive officers' positions.
15. **Number of Women on the Board and in Executive Officer Positions**	
(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.	At your 2015 meeting, you will be asked to appoint Mrs. Flore Konan to the Board. If elected, one out of eight directors will be a women, or 12.5% of Board members.
(b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.	Two women are part of the senior management team and several women have been identified in executive officers' succession plans.

Appendix B –
Mandate Of The Board Of Directors

1. Duties

The Board of Directors (the "Board") of Semafo Inc. (the "Corporation") is responsible for the stewardship of the Corporation and for supervising the management of its business and affairs.

In fulfilling its duties, the Board oversees:

Strategic Planning

- The Corporation's strategic direction and, on an annual basis, reviews and approves its strategic and business plans
- The Corporation's annual financial objectives and, on an annual basis, reviews and approves its budgets and execution plans.

Operations

- The Corporation's operations, including comparing the objectives identified in the annual strategic and business plans and financial budgets to actual results with the view of ensuring that its assets are efficiently managed.

Risks

- The identification of the principal business risks and the establishment of appropriate policies and risk management systems aimed at managing these risks.

Executive Management

- The appointment, assessment, compensation and succession planning of executive management.

Integrity

- The integrity of the Corporation's internal controls, information and financial management systems
- The implementation of policies and systems aimed at increasing accountability, ensuring compliance with applicable laws and with auditing and accounting principles
- The implementation of policies and systems aimed at ensuring the respect of the business conduct standards in all countries in which the Corporation operates.

Governance

- The Corporation's approach to corporate governance
- The implementation of policies and systems aimed at accurate, timely and full public disclosure of information material to the Corporation.

Environment and Sustainable Development

- The implementation of policies and systems aimed at positioning the Corporation as a responsible mining Corporation in environmental, health and safety and sustainable development matters in the countries in which it operates.

Financial Reporting and Material Transactions

- And approves the "Annual Information Form", the quarterly and annual financial statements and related "Management's Discussion and Analysis of financial and operating results" as well as press releases
- And approves material transactions out of the ordinary course of business.

2. Board Committees

In fulfilling its duties, the Board may from time to time establish committees of the Board, delegate responsibilities to, appoint Board members of as well as a Chair for each such committee. The Board's current committees are the Audit committee, the Human Resources and Corporate Governance Committee and the Environmental, health & safety and sustainable Development Committee.

3. Assessment of the Board and Board Committees' Efficiency

The Board shall assess on an annual basis its own efficiency as well as that of each Board committee. The Board may request the Human Resources and Corporate Governance Committee to assist the Board in this regard.

4. Composition

The Board is composed of a minimum of three directors and of a maximum of 15 directors.

A majority of directors shall be independent directors as prescribed by the Canadian Securities Administrators and determined by the Board.

5. Chair

The Chair of the Board shall be an independent director or, as the case may be, an independent director shall be appointed as Lead Director.

The role of the Chair of the Board and of the Lead Director (if any) is set forth in their respective Mandate.

6. Meetings

The Board meets at least five times a year at locations, dates and times it determines.

The Chair of the Board may convene a meeting at any time.

7. Organization

The Corporation's secretary acts as Board secretary.

Before each Board meeting, the secretary distributes the agenda and the information required for discussion and decision-making purposes. The secretary records the minutes of each Board meeting in a register kept for this purpose.

8. Quorum and Decisions

The Board quorum is the majority of directors.

Subject to the quorum being reached, the Board makes its decisions by a majority of the votes cast by attending directors.

9. Outside Advisors

In fulfilling its duties, the Board may retain legal, accounting or other advisors.

Appendix C –
Mandate Of The Human Resources And Corporate Governance Committee

1. Duties

The role of the Human Resources and Corporate Governance Committee (the "Committee") of SEMAFO Inc. (the "Corporation") is to assist the Board of Directors (the "Board") in its oversight of:

- The appointment, assessment, compensation and succession planning of executive management
- The Corporation's approach to corporate governance
- The establishment of policies and systems aimed at accurate, timely and full public disclosure of information material to the Corporation.

In fulfilling its duties, the Committee:

<u>Human Resources</u>

- Reviews and recommends to the Board for approval the adequacy and form of compensation of Board members to ensure that their compensation realistically reflects their risks and responsibilities
- Reviews and recommends to the Board for approval the overall compensation strategy and yearly compensation of executive management
- Recommends to the Board for approval grants under the Corporation's stock option plans
- Recommends to the Board for approval grants under the Corporation's Restricted Share Unit Plan
- Recommends to the Board for approval grants under the Corporation's Deferred Share Unit Plan
- If so requested by the Board, assesses the efficiency of the Board and of Board committees
- Recommends new candidates for the position of director to the Board, as appropriate
- Orients new Board members regarding the role of the Board and of its committees and the Corporation's business
- Provides Board members with continuing education opportunities.

<u>Corporate Governance</u>

- Develops, reviews and recommends to the Board for approval the Corporation's corporate governance principles, processes and policies
- Reviews and recommends to the Board for approval the Management Proxy Circular prepared in connection with shareholders' meetings.

2. Composition

The Committee is composed of at least three Corporation directors appointed by the Board for a mandate of one year or for any other period set by the Board.

All Committee members shall be independent directors as prescribed by the Canadian Securities Administrators and determined by the Board.

3. Chair

The Chair of the Committee is appointed by the Board. In the event of the Chair's inability to attend a meeting, the Committee members shall appoint a chair for such meeting.

The Chair of the Committee:

- Chairs all Committee meetings
- Ensures the fulfillment of the Committee mandate
- Reports on Committee activities to the Board
- Ensures that this mandate is reviewed annually by the Committee members to recommend to the Board any appropriate changes.

4. Meetings

The Committee meets at least twice a year at locations, dates and times it determines.

The Chair of the Committee may convene a meeting at any time.

5. Organization

The Corporation's secretary acts as Committee secretary.

Before each Committee meeting, the secretary distributes the agenda and the information required for discussion and decision-making purposes. The secretary records the minutes of each Committee meeting in a register kept for this purpose.

6. Quorum and Decisions

The Committee quorum is the majority of Committee members.

Subject to the quorum being reached, the Committee makes its decisions by a majority of the votes cast by attending members.

7. Outside Advisors

In fulfilling its duties, the Committee may retain legal, accounting or other advisors.

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