

**KINROSS GOLD CORPORATION
("KINROSS" or the "COMPANY")**

**CHARTER OF THE
CORPORATE RESPONSIBILITY COMMITTEE**

I. Purpose

The mandate of the Corporate Responsibility Committee is to review the development and implementation of strategies, policies and management systems of Kinross relating to Corporate Responsibility. Corporate Responsibility encompasses all of those activities through which Kinross seeks to integrate the public interest into its day-to-day activities, decision-making, and business planning. These activities include the Company's performance relating to safety, health, environmental stewardship, local communities and society, and its engagement with employees, shareholders, suppliers, communities, governments, non-governmental organizations and other interested groups.

The Corporate Responsibility Committee is responsible for confirming that Kinross demonstrates a leadership role among its peer group mining companies in corporate responsibility, by the Company consistently exhibiting and promoting ethical, transparent and responsible behaviour; by meaningfully engaging its key stakeholders and communities; and by contributing to the development and growth of healthy and sustainable communities wherever it operates.

In addition, the mandate of the Committee includes reviewing the Company's activities related to the permitting of its operations, development projects and exploration activities and monitoring key legislation, regulations and government policies that may impact on the Company's business strategy and activities.

II. Composition

The Committee will be comprised of at least three directors, a majority of whom shall be "independent directors" in accordance with applicable legal requirements, including currently the requirements published by the Canadian Securities Administrators and the Corporate Governance Rules of the New York Stock Exchange reproduced in Schedule "A" to the Charter of the Board of Directors.

The Committee members will be appointed by the Board of Directors annually at the first meeting of the Board of Directors following the annual general shareholders meeting.

The Board of Directors may remove a member of the Committee at any time in its sole discretion by resolution of the Board of Directors. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by majority vote of the full membership of the Committee.

III. Responsibilities

The Committee has the following responsibilities:

A. Strategies, Systems, Programs and Procedures

- ◆ Review management's development and implementation of:
 - Kinross' Corporate Responsibility strategy, including a Corporate Responsibility Policy Framework and initiatives to promote safety, health and responsible environmental stewardship, while maintaining and developing positive relationships with communities in which the Company operates;
 - Corporate Responsibility risk identification and risk management programs;
 - key policies, management systems and programs relating to Corporate Responsibility, including a performance measurement system to monitor safety, health, environmental and social performance, and compliance with related legal requirements and internal targets;
 - procedures for notifying management of actual, alleged or suspected violations of corporate safety, health and environmental programs and non-compliance with applicable safety, health and environmental laws and regulations, and for reporting by management to the Board of the resolution thereof on a timely basis;
 - emergency planning and procedures relating to safety, health and the environment; and
 - practices and procedures that account for reclamation and closure obligations in the Company's business plans according to applicable accounting standards.
- ◆ Review whether adequate resources are available and whether appropriate systems are in place for management to implement appropriate safety, health, environmental, community and permitting programs.

B. Permitting

- ◆ Review management's efforts to obtain permits required to advance its development projects in a timely manner and obtain from management regular reports on the progress of such permitting activities, as well as reports on key government legislation, regulations and policies that may have a material impact on the Company's activities in the countries where it operates.

C. Performance

- ◆ Review management's performance in the areas of safety, health and environment, which shall be reported by management to the Committee on a quarterly basis.
- ◆ Review management's performance for consistency with the Company's "Ten Guiding Principles for Corporate Responsibility" and approve any changes to those principles.
- ◆ Evaluate annually the performance of the Committee.

D. Communications and Reporting

- ◆ Review management's practices and procedures, and the implementation thereof, for communicating to employees the Company's Corporate Responsibility strategy, including efforts to create a culture of awareness in the areas of safety, health and environmental stewardship and the importance of taking Corporate Responsibility into account in decision-making within the Kinross organization.
- ◆ Review management's approach to communications to shareholders and other stakeholders regarding the Company's performance in the area of Corporate Responsibility.
- ◆ Receive quarterly Corporate Responsibility reports from management which are to include any Corporate Responsibility issues of a material nature, ongoing safety, health and environmental performance and other issues within the overall mandate of the Committee.
- ◆ Request and obtain from management such other reports as the Committee may from time to time deem necessary to fulfil its mandate including, but not limited to, status reports on:
 - the Company's Corporate Responsibility compliance audit program;
 - the Company's efforts to promote and improve safety performance and employee training in this regard;
 - key safety, health, environmental, permitting and community programs; and
 - the Company's reclamation and closure obligations.
- ◆ Report on the Committee's activities to the shareholders annually in the Management Information Circular prepared by Kinross for the annual and general meeting of shareholders or other disclosure documents or on Kinross' website.

IV. Meetings

The Committee will meet regularly at times necessary to perform the duties described above in a timely manner, but not less than twice a year. Meetings may be held at any time deemed appropriate by the Committee.

These meetings may be with representatives of appropriate members of management, all either individually or collectively as may be required by the Chair of the Committee.

The Chair of the Committee will report periodically to the Board of Directors.