



CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

I. Purpose

The Corporate Governance Committee's mandate is to generally assume the responsibility for developing Kinross' approach to matters of corporate governance, assess directors on an on-going basis and review and make recommendations to the Board as to all such matters.

II. Composition

The Corporate Governance Committee will be comprised of at least three directors, all of whom will be "independent directors" in accordance with applicable legal requirements, including 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 Charters of the Board of Directors and the Audit Committee.

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 for the Committee is appointed by the full Board of Directors, the members of the Committee may designate a Chair of the Committee by majority vote of the full membership of the Committee.

III. Responsibilities

Responsibilities and powers of the Corporate Governance Committee include:

- ◆ Annually reviewing the charters of the Board of Directors and its committees and, after consulting with the members of each respective committee, recommending to the Board such amendments to those charters as the Corporate Governance Committee believes are necessary or desirable.
- ◆ Assisting the independent Chair in carrying out his responsibilities, including without limitation:
 - Ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected;

- Providing leadership to enable the Board to work as a cohesive team;
 - Assessing the adequacy and timeline of the resources available to the Board (in particular timely and relevant information) necessary to support its work; and
 - Adopting procedures to enable the Board to conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings.
- ◆ Reviewing the recommendations of the Human Resources, Compensation and Nomination Committee and reporting to the Board as to matters of compensation of directors and committee members.
 - ◆ Reviewing with senior management annually, Kinross' directors and officers insurance and indemnities and considering the adequacy of such coverage.
 - ◆ Supervising and evaluating Kinross' securities compliance procedures and policies and reporting to the Board of Directors on the necessary changes to such procedures and on the adoption of any additional procedures.
 - ◆ Reviewing and recommending to the Board, annually, disclosure respecting Kinross' corporate governance practices to be included in Kinross' annual report, information circular or annual information form, which disclosure shall address the corporate governance disclosure requirements of the Canadian Securities Administrators and the Corporate Governance Rules of the New York Stock Exchange, as such rules are revised, updated or replaced from time to time.
 - ◆ Assessing any shareholder proposals to be included in the information circular and making appropriate recommendations to the Board of Directors.
 - ◆ Recommending procedures to permit the Board to meet on a regular basis in the absence of management and directors who are not independent directors.
 - ◆ Overseeing the Code of Business Conduct & Ethics, policies on conflict of interests, ethics and foreign corrupt practices.
 - ◆ Reviewing Kinross' Articles and By-Laws and in the Committee's discretion, recommending any changes in the Committee's discretion.
 - ◆ Reviewing and making recommendations to the Board of Directors with respect to the indemnification by Kinross and its subsidiaries, pursuant to their By-Laws or pursuant to contract, of any director or officer of Kinross or its subsidiaries.

- ◆ Under the supervision of the Independent Chair, assessing, at least annually, the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors and the contribution of individual directors including consideration of the appropriate size of the Board of Directors.
- ◆ Adopting and recommending to the Board of Directors, standards to be applied in making determinations as to the presence or absence of material relationships between Kinross and a director.
- ◆ Reviewing minimum shareholding requirements for directors and the disclosure of the shareholdings of individual directors.
- ◆ Annually evaluating the performance of the Committee.
- ◆ Engaging and compensating (for which Kinross will provide appropriate funding) any outside advisor that the Committee determines to be necessary to permit it to carry out its duties.

IV. Meetings

The Committee will meet regularly at times necessary to perform the duties described above in a timely manner, but not less than once 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.