

CORPORATE GOVERNANCE

2013 CORPORATE GOVERNANCE HIGHLIGHTS

- The Board of Directors met 12 times in 2013, 12 times independent of management.
- Kinross ranked 31st out of 232 Canadian companies in the Globe and Mail annual corporate governance survey.
- Scored 134 out of 150 points on the Board Shareholder Confidence Index of the Clarkson Centre for Board Effectiveness.
- All directors, except CEO, were independent and all committees were comprised solely of independent directors.

MANDATE OF THE BOARD OF DIRECTORS

Kinross' Board of Directors is committed to the goals of independence, diligence, integrity, diversity, and transparency.

The Board has adopted a charter that formally sets out its key responsibilities, including:

- appointing an independent director as Chair with responsibility for the leadership of the Board and for specific functions to enhance the independence of the Board;
- adopting a strategic planning process, approving strategic plans and monitoring performance against such plans;
- reviewing and approving corporate objectives and goals for senior management;
- overseeing succession planning for management;
- defining corporate decisions requiring Board approval and approving such decisions as they arise; and
- reviewing reports from management on the Company's operations, including the safety and security of the Company's assets, property and employees.

For additional information about Kinross' corporate governance practices, visit Kinross.com or see the Company's most recently filed Management Information Circular.

Board Committees

There were five committees of the Kinross Board of Directors in 2013.

Audit and Risk Committee

This committee is responsible for overseeing the integrity of Kinross' financial reporting, the independence and qualifications of the Company's independent auditors, the performance of the internal audit functions, the process for identifying and managing business risk, and Kinross' financial reporting process and internal control systems. This committee met five times in 2013.

Corporate Governance and Nominating Committee

This committee is responsible for developing our approach to matters of corporate governance. This committee met seven times in 2013.

Corporate Responsibility Committee

This committee oversees the development and implementation of policies and best practices relating to environment, health and safety, and social performance in compliance with applicable laws and Company corporate responsibility guidelines and policies. This committee met four times in 2013.

Human Resource and Compensation Committee

This committee makes recommendations to the Board on all matters relating to the compensation of the officers and employees of the Company, and CEO and senior officer succession. This committee met seven times in 2013.

Operations and Technical Committee

This committee oversees and reviews matters relating to overall processes for the reporting of mineral reserves and resources; material exploration, operating, development and technical activities; process for identifying and managing technical and operating risk and material activities related to new projects, project development, and site closures. The committee met four times in 2013.

KINROSS MANAGEMENT TEAM AND DIRECTORS

SENIOR OFFICERS

J. PAUL ROLLINSON
Chief Executive Officer

JAMES CROSSLAND
Executive Vice-President,
Corporate Affairs

TONY S. GIARDINI
Executive Vice-President
and Chief Financial Officer

GEOFFREY P. GOLD
Executive Vice-President,
Corporate Development
and Human Resources,
Chief Legal Officer

BRANT E. HINZE
President and Chief
Operating Officer

OTHER OFFICERS

FRANK DE COSTANZO
Vice-President, Treasurer

GREG V. ETTER
Senior Vice-President,
Legal, Global Operations, and
Government Relations, US

ANDREA S. FREEBOROUGH
Vice-President, Finance

NICHOLAS J. HAYDUK
Vice-President and General Counsel

GLEN J. MASTERMAN
Senior Vice-President, Exploration

SHELLEY M. RILEY
Vice-President, Office Services
and Corporate Secretary

JOHN SIMS

Vice-President, Technical Services
and Qualified Person

PAUL B. TOMORY

Senior Vice-President,
Operations Strategy

SENIOR REGIONAL MANAGERS

PATRICK J. HICKEY

Regional Vice-President,
West Africa

WARWICK MORLEY-JEPSON

Regional Vice-President, Russia

LAUREN M. ROBERTS

Senior Regional Vice-President,
Americas

DIRECTORS



JOHN A. BROUGH
Corporate Director ^{A, H}



JOHN K. CARRINGTON
Corporate Director ^{CR, OT}



JOHN M.H. HUXLEY
Corporate Director ^{A, CG, H}



KENNETH C. IRVING
Corporate Director ^{CG, CR}



JOHN A. KEYES
Corporate Director ^{CR, OT}



JOHN A. MACKEN
Chair and Independent Director,
Western Lithium, USA ^{CR, OT}



CATHERINE MCLEOD-SELTZER
Non-Executive Chair,
Bear Creek Mining Corporation ^{H, OT}



JOHN E. OLIVER
Independent Chair ^H



UNA M. POWER
Chief Financial Officer and Senior
Vice-President, Corporate Planning
and Business Development,
Nexen Inc. ^{A, OT}



TERENCE C.W. REID
Corporate Director ^{A, CG}



J. PAUL ROLLINSON
Chief Executive Officer,
Kinross Gold Corporation



RUTH G. WOODS
Chief Operating Officer,
Osler, Hoskin & Harcourt LLP ^{CG, H}

- ^A Audit and Risk Committee
- ^{CG} Corporate Governance and Nominating Committee
- ^{CR} Corporate Responsibility Committee
- ^H Human Resource and Compensation Committee
- ^{OT} Operations and Technical Committee