



CHARTER OF THE HUMAN RESOURCES, COMPENSATION AND NOMINATION COMMITTEE

I. Purpose

The Human Resources, Compensation and Nomination Committee generally assumes responsibility for making recommendations to the Board of Directors on all matters relating to the compensation of directors, members of the various committees of the Board of Directors, the Chair of the Board, officers and employees of Kinross, as more specifically delineated in the responsibilities of the Human Resources, Compensation and Nomination Committee set forth below. The Committee will review compensation paid to the directors, committee members, the Chair of the Board, management and employees of other mining companies to confirm whether Kinross' compensation programs are competitive, so that Kinross is in a position to attract, motivate and retain high-calibre individuals.

In addition, the Human Resources, Compensation and Nomination Committee has the mandate to generally assume the responsibility for identifying and proposing new qualified nominees to the full Board and to review and make recommendations to the Board as to all such matters.

II. Composition

The Human Resources, Compensation and Nomination 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 Charter of the Board of Directors and the Charter of 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 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 Human Resources, Compensation and Nomination Committee generally include, but are not restricted to undertaking the following:

Human Resources and Compensation

- Monitoring and evaluating the performance of the President and Chief Executive Officer and other members of senior management.
- Annually reviewing and making recommendations to the Board of Directors upon the recommendation of members of senior management with respect to Kinross' overall compensation and benefits philosophies and programs for employees, including base salaries, bonus and incentive plans, deferred compensation and retirement plans and share purchase or issuance plans including stock options and/or restricted share rights. As part of its review process, the Human Resources, Compensation and Nomination Committee will review peer group and other mining industry compensation data reported through surveys and other sources.
- Annually reviewing and making recommendations to the Board of Directors with respect to Kinross' compensation and benefit programs for the President and Chief Executive Officer and other senior officers of Kinross including base salaries, bonuses or other performance incentives, stock options and/or restricted share rights. In recommending the President and Chief Executive Officer's salary, the Human Resources, Compensation and Nomination Committee will take into consideration salaries paid to chief executive officers in the gold and general mining industry. The Committee will review and approve corporate goals and objectives relevant to the President and Chief Executive Officer on an annual basis. The President and Chief Executive Officer's contribution towards Kinross' achievement of corporate goals and objectives for the previous financial year will form the basis for the Human Resources and Compensation Committee's recommendations concerning bonus or other performance recognition awards.
- Reviewing and making recommendations to the Board of Directors with respect to the implementation or variation of stock option or restricted share rights plans, share purchase plans, compensation and incentive plans and retirement plans. Further, the Human Resources, Compensation and Nomination Committee will exercise the powers and authority delegated to it by the Board under, Kinross' existing share incentive plans, including with respect to the granting of options

or restricted share rights, in accordance with the terms of such plans and applicable laws and stock exchange rules.

- Making recommendations to the Board, if thought appropriate, regarding share ownership guidelines applicable to senior officers and monitoring share ownership relative to such guidelines.
- Reviewing and making recommendations to Board as to any employment agreements, change of control provisions and severance agreements with the Chief Executive Officer and other senior officers.
- Reviewing disclosure respecting compensation paid to Kinross' executive officers included in the Management Information Circular prepared for the annual and general meeting of the shareholders or any other disclosure documents or on Kinross' website.
- Approving any services to be provided by any independent compensation consultant and evaluating the qualifications, performance and independence of any such consultant.

Nomination

- Reviewing on a periodic basis, the appropriate size of the Board of Directors, with a view towards facilitating appropriate decision making as well as the composition of the Board to assess if an appropriate number of independent directors sit on the Board of Directors.
- Considering what competencies and skills the Board, as a whole should possess, analyzing what competencies and skills each existing director possesses and, based on the foregoing, recommend to the Board candidates for director prior to their appointment or nomination by the Board of Directors.
- Analyzing the needs of the Board of Directors when vacancies arise on the board and recommending nominees who meet such needs. Overseeing an appropriate selection process for new nominees to the Board of Directors, including responsibility for identifying individuals qualified to become board members and making recommendations to the Board of Directors for nominees to be elected as directors.
- Assessing the competencies and skills of the existing directors.
- Reviewing the circumstances of any director's material change in employment or health status and making a recommendation to the Board of Directors for consideration.
- Identifying the Board's expectations for service as a director.

- Developing and implementing procedures to handle any nominee for director who is recommended by securityholders.
- Approving an appropriate orientation and education program for new recruits to the Board of Directors.

Miscellaneous

- 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.
- Assess the independence of any advisor retained by the Committee and require that any other work performed by the advisor for Kinross be subject to pre-approval by the Committee.
- Annually evaluating the performance of the Committee.
- Annually reviewing and recommending revisions to the Charter, as necessary, for consideration by the Board of Directors.

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 times deemed appropriate by the Committee.

These meetings may be with representatives or 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.