

KINROSS GOLD CORPORATION

WHISTLEBLOWER POLICY

Approved by:

Board of Directors – 13 February 2013

KINROSS GOLD CORPORATION

WHISTLEBLOWER POLICY (the "Policy")

1. Purpose

The internal controls and operating procedures of Kinross Gold Corporation and its Subsidiaries, as defined in Schedule "A", (collectively, "**Kinross**" or the "**Company**") are intended to detect and prevent or deter "**improper activities**" which include but are not limited to improper activities in respect of accounting, internal accounting controls or auditing matters, and violations of applicable laws and Kinross policies, policy statements, procedures, protocols, standards and guidelines implemented from time to time (each a "**Kinross Policy**").

However, even the best system of internal controls cannot provide absolute protection against irregularities and improper activities. Intentional and unintentional violations of applicable laws and Kinross Policies may still occur. In those instances, the Company has a responsibility to investigate, and if necessary report to the appropriate parties, any allegations of actual or suspected improper activities and any actions taken to address these issues within the Company.

Applicable securities laws require that the Audit Committee of the Board of Directors must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable conduct in respect of these matters.

In addition, the Company's Code of Business Conduct and Ethics (as amended from time to time, the "**Code**") requires every Kinross Representative (as defined in Schedule "A") to observe high standards of business and personal ethics as they carry out their duties and responsibilities. All Kinross Representatives are expected to adhere to the Code and all other Kinross Policies, and to report any actual or suspected violations. The Corporate Governance Committee of the Company is charged with, among other things, overseeing the administration of and compliance with the Code.

Both the Audit Committee and the Corporate Governance Committee of the Company (for purposes of this Policy, each a "**Committee**") have approved this Policy and the reporting mechanisms contained herein.

This Policy sets out responsibilities, policies and procedures for reporting and investigation of concerns regarding actual or suspected improper activities, and all Kinross Representatives are required to report any such improper activities (each a "**Report**") in accordance with this Policy.

2. Reportable Matters

Reports shall be made on the following matters ("**Reportable Matters**"):

- (a) **Accounting, Financial and Auditing Matters** – any questionable accounting, internal accounting control or auditing practices, including any circumvention or attempted circumvention of internal accounting controls or with respect to

matters that would otherwise be a violation of the Company's accounting policies or law which may include, but are not limited to, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company's internal accounting controls;
- misrepresentation or a false statement to or by an Officer, accountant or other person regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition and/or results of operation;

(b) ***Violations of the Code*** which include, but are not limited to, the following:

- any discrimination, harassment, workplace violence, substance abuse and violations of human rights, as described in the Code (collectively, "**HR Matters**");
- non-compliance with applicable environmental laws or the Company's environmental policy;
- unsafe working conditions, including any matter that involves a significant threat to the health and safety of Kinross Representatives and/or the public or the environment;
- improper Supplier activity, including conflict of interest;
- potential or actual non-compliance with applicable laws, rules, regulations and other regulatory requirements (including, but not limited to, applicable securities and insider trading laws and timely disclosure requirements), and investigations of any such potential or actual non-compliance;
- falsification of contracts, reports or records;
- direct or indirect participation in any bribes, kickbacks, improper profit-sharing arrangements, illegal gratuities or improper inducements, payments to any public official or any other acts of corruption;
- misuse or destruction, embezzlement or other theft of Company property;
- fraud against or involving the Company or any third party in a business relationship with the Company; or
- violation of any other Kinross Policy;

(c) any similar matter likely to receive media or other public attention

(d) any similar matter that may be judged to be significant or sensitive for other reasons; or

- (e) any retaliation against any Kinross Representative for intending to make or making a Report on any matter that is, or is reasonably thought to be, a Reportable Matter.

In addition to the above Reportable Matters, any Kinross Representative who believes that he/she is being asked to commit or not report, an improper activity or who has a genuine belief that an improper activity has occurred, is required to submit a good faith Report.

3. **Making a Report**

Any person, including any Kinross Representative, acting honestly and in good faith and with reasonable grounds for believing a Reportable Matter exists, should submit a Report as provided below. Knowledge or suspicion of improper activities may originate from Kinross Representatives in carrying out their assigned duties or in dealings with other Kinross Representatives, internal or external auditors, law enforcement officials, regulatory agencies, customers or other third parties. Reports should explain in as much detail as possible the Reportable Matter and the reasons for belief that such Reportable Matter is occurring or has occurred.

Kinross Representatives in a supervisory or management position should ensure that Kinross Representatives under their supervision are aware of this Policy and are familiar with all means available to make a Report on a Reportable Matter.

All Reports will be treated as confidential and may be made, at the option of the reporting person, on an anonymous basis, as described further in Section 5 of this Policy.

(a) Reports by Employees

Before making a Report, Kinross Representatives should first verbally discuss any questions, concerns, suggestions or complaints with their manager who will inform Chief Legal Officer (“CLO”) or Vice-President & General Counsel (Corporate) (“VPGC”) or, in the case of HR Matters, the Vice-President, Human Resources (“VPHR”), as described in Section 4 of this Policy. If the Kinross Representative’s manager is unable to resolve the matter or the Kinross Representative is uncomfortable discussing the matter with his/her manager (or it is not possible to do so), the Kinross Representative may directly seek assistance from the CLO or VPGC or, in the case of HR Matters, the VPHR.

Alternatively, Kinross Representatives may submit a Report directly to one of the recipients designated below (each a “Designated Recipient”) for the applicable Reportable Matter:

<u>Reportable Matters</u>	<u>Designated Recipient</u>
Accounting, Financial and Auditing Matters	<i>Chair, Audit & Risk Committee</i>
Violations of the Code	<i>Chair, Corporate Governance Committee</i>
HR Matters	VPHR
Any Reportable Matter	CLO or VPGC

However, if the Reportable Matter relates to the Designated Recipient specified above, or the reporting person is otherwise uncomfortable with submitting a Report to that specified

Designated Recipient, the reporting person may submit his/her Report to an appropriate alternate Designated Recipient.

Kinross Representatives may make a Report on a Reportable Matter in a number of different ways, as described below.

(i) Verbally

Kinross Representatives may directly submit a Report on a Reportable Matter to the CLO or or, in the case of HR Matters, the VPHR, in person or by telephone at their Kinross telephone numbers. Alternatively, Kinross Representatives can submit a Report about the Reportable Matter to the appropriate Designated Recipient using the confidential toll-free telephone reporting service administered by the Company's third party service provider, EthicsPoint, as described in Schedule "B" to this Policy.

(ii) Internet

Reports may be submitted to the appropriate Designated Recipient using the confidential Internet based reporting service administered by the Company's third party service provider, EthicsPoint, as described in Schedule "B" to this Policy.

(iii) E-mail

Reports on any Reportable Matter may be submitted via e-mail to the CLO and/or VPGC, at the addresses set out below:

CLO.Whistleblower@Kinross.com / VPGC.Whistleblower@Kinross.com

Subject: Whistleblower Report – ***PRIVATE & CONFIDENTIAL***

Reports on HR Matters may be delivered via e-mail to the VPHR at the address set out below:

VPHR.Whistleblower@kinross.com

Subject: Whistleblower Report – ***PRIVATE & CONFIDENTIAL***

(iv) Mail or Courier

Reports on any Reportable Matter may be delivered in writing via regular mail or courier to the attention of the appropriate Designated Recipient in a sealed envelope labelled and addressed as set out below:

PRIVATE & CONFIDENTIAL

Kinross Gold Corporation
25 York Street
17th Floor
Toronto, ON M5J 2V5

Attention: ***[Designated Recipient]***
[c/o Corporate Secretary] (if to a Committee Chair)

"To be opened by the ***[Designated Recipient]*** only,
being submitted pursuant to the Whistleblower Policy"

If the item is addressed to a Committee Chair, the Corporate Secretary will forward the enclosing envelope, unopened, to the applicable Committee Chair.

(b) Reports by Non-Employees

Persons that are not Kinross Representatives may make a Report about a Reportable Matter to the appropriate Designated Recipient, as specified in sub-section (a) above, by mail or courier in the same manner as described for Representatives. These procedures for persons other than Kinross Representatives are posted on the Company website www.kinross.com.

4. Receipt of Reports

Any Kinross Representative, other than a Designated Recipient, who receives a Report (an “**initial recipient**”) shall promptly deliver the Report to the specified Designated Recipient in one of the appropriate manners described in Section 3(a) above, and as more particularly set out below. Reports received in any written form (including by e-mail) are to be forwarded directly to the specified Designated Recipient(s). In the case of verbal Reports, the initial recipient shall prepare a reasonable summary of the Report and forward the summary to the specified Designated Recipient(s). For Reports submitted by voicemail, the initial recipient should promptly forward a transcript of the voicemail message to the specified Designated Recipient(s).

If a Designated Recipient has not been specified by the reporting person, the initial recipient should determine an appropriate Designated Recipient in accordance with Section 3(a) above and deliver the Report to that Designated Recipient in one of the specified manners. Any Report received by EthicsPoint will be promptly forwarded to the specified Designated Recipient and, if not specified, the appropriate Designated Recipient(s) as determined by EthicsPoint.

If the Report has been made on an anonymous basis, the written Report or the summary of the verbal Report or the transcribed voicemail Report, as the case may be, should clearly state that fact. In any event, the recipient of a Report should also always advise the reporting person that he/she may also submit a Report using EthicsPoint, as described in Schedule “B” to this Policy.

The Designated Recipient will review all Reports promptly following their receipt.

5. Treatment of Reports

(a) Confidentiality and Anonymous Reports

All Reports shall be treated as confidential, whether received anonymously or otherwise. A Designated Recipient will as appropriate, at his/her discretion, confidentially provide notice of the Report and its nature to the appropriate Committee Chair (as applicable) and such Officers, including the Chief Executive Officer and Chief Financial Officer of the Company, and other persons, such as the Company's external auditors, having a “need to know” about the Report. Reports shall be accessible only to those persons who have, in the judgement of the Designated Recipient, a “need to know”. Ordinarily, a “need to know” arises from an obligation for a particular person to be informed of a Report, an obligation to investigate or to take remedial or disciplinary action on the basis of the information in a Report, or as required by Kinross Policy or applicable law. No person shall be in breach of confidentiality when disclosing a Report or

sharing information about a Report in a manner required by this Policy or any other Kinross Policy, or applicable law.

Unless the Report has been made on an anonymous basis, the Designated Recipient will directly advise the person who made the Report that it has been received, when any resulting investigation has been completed and may, in the discretion of Designated Recipient (if he/she deems it appropriate, in consultation with the applicable Committee Chair, appropriate Officers and/or advisors), advise of the results of the investigation.

If a Report is made anonymously through EthicsPoint, the reporting person will have the ability via the EthicsPoint telephone or Internet system to anonymously confirm receipt of his/her Report, check the status of its review and investigation, review and respond to any follow-up questions from the Designated Recipient or independently submit more information about subject matter of his/her Report. However, if a Kinross Representative or other person anonymously submits a Report by any other means, it will not be possible for him/her to obtain acknowledgement of receipt of the Report or any such other information on its treatment.

It must be understood that not knowing the identity of the reporting person may interfere with the Company's ability to appropriately investigate a Reportable Matter and/or take any remedial action. In addition, the identity of the reporting person (including his/her role with the Company, functional area or location), the subject matter of the Report or the steps required to investigate the Report, as described below, may make it difficult or impossible to maintain the confidentiality of the identity of the reporting person or the investigation.

(b) Investigation of a Report

The Designated Recipient is responsible for assessing and evaluating Reports and for conducting investigations. In determining whether a Report should be investigated, and how and by whom, the Designated Recipient (if he/she deems it appropriate, on a confidential basis as described in Section 5(a), in consultation with the applicable Committee, appropriate Officers and/or advisors) shall consider, among any other factors, the following:

- Who is alleged to have engaged in an improper activity? If a member of management is alleged to have engaged in an improper activity, that factor alone may influence the decision in favour of conducting the investigation.
- What is the nature of the alleged improper activity? Depending on the nature of the allegation, the Company may have a legal obligation to investigate and/or inform applicable governmental, regulatory or law enforcement authorities, and the core investigation team may include a management representative from Human Resources, Finance, Global Security and/or other departments, as necessary, depending on their area of oversight and expertise (for example, environmental and health and safety issues).
- How serious is the alleged improper activity? The seriousness of the alleged improper activity will influence the urgency and scope of any investigation as well as who must be involved and informed. For example, if the alleged improper activity did or would materially adversely affect the integrity of the financial statements of the Company, did or would impact the environment or health, safety or well-being of any person, or involved actual or suspected corrupt payments to a government official or fraud against or involving the Company, that factor alone may influence the decision in favour of

conducting an expedited investigation and whether to involve external advisors and authorities.

- How credible is the allegation? The more credible the allegation, the more appropriate it may be to undertake the investigation. In assessing credibility, all facts surrounding the allegation and relevant to the subject matter should be considered.

All Kinross Representatives of the Company have an obligation to cooperate and comply with any review or investigation initiated by or on behalf of the Designated Recipient pursuant to this Policy.

If a Report indicates that illegal activity or a regulatory breach has occurred, a report may be made to the police or other law enforcement, governmental or regulatory authorities, as appropriate.

At any time during the investigation of a Report, the Designated Recipient may on a confidential and “need to know” basis, as contemplated by Section 5(a), notify certain Officers, including the Chief Executive Officer and Chief Financial Officer, or its external auditors about the submission and subject matter of the Report, the progress of the investigation and/or any planned remedial action. The Designated Recipient may provide sufficient detail to allow for appropriate consideration by such parties of the ongoing disclosure and other reporting obligations of the Company, including any required officer certifications, without compromising the confidential or anonymous nature of the Report.

If the Designated Recipient or the applicable Committee of the Board of Directors deems it appropriate, the Designated Recipient or such Committee, as the case may be, may engage independent advisors at the expense of the Company to undertake investigations and/or recommend appropriate action.

During the investigation of a Report, a Kinross Representative who is the subject of an investigation may, as appropriate, be placed on leave when it is determined that such leave would serve the interests of the Kinross Representative or the Company, or both. Such leave is not to be interpreted as an accusation or a conclusion of guilt or innocence of any individual, including the person on leave.

(c) Remedial Action

At the conclusion of any review, assessment, evaluation or investigation of a Report that the Designated Recipient has determined was made in good faith and related to a Reportable Matter that did occur or was about to occur, the Designated Recipient shall, as appropriate, report the findings, his/her recommendations and, if already taken, implemented remedial actions, to the appropriate senior Officers of the Company, including the Chief Executive Officer and Chief Financial Officer, and/or the applicable Committee Chair. Such Officers and/or Committee Chair (or the Committee, as the Chair in his/her discretion deems appropriate), shall review the matter (including the findings, recommendations and remedial actions taken), and shall recommend what, if any, additional actions are appropriate. The Committee Chair, as deemed appropriate in his/her discretion, shall then promptly inform the Board of Directors of the matter including any remedial action taken and recommendations for additional action.

If a Report involves an allegation against or involving either Committee Chair or any other Director, the CLO will retain independent advisors to provide the Board with advice on investigation and resolution of the matter, including any appropriate remedial action.

6. Protection of Whistleblowers

The Company will not discharge, demote, suspend, threaten, harass or in any manner discipline, discriminate or retaliate, and shall not condone any retaliation by any person or group, directly or indirectly, against any Kinross Representative or any other person because he/she, honestly and in good faith:

- (a) reported a Reportable Matter;
- (b) lawfully provided information or assistance in an investigation regarding any conduct which the Kinross Representative or any other person reasonably believes constitutes a violation of applicable securities laws or applicable federal laws relating to fraud against securityholders;
- (c) filed, caused to be filed, testified, participated in or otherwise assisted in a proceeding related to a violation of applicable securities laws or applicable laws relating to fraud against securityholders;
- (d) provided a law enforcement, governmental or regulatory official or authority with truthful information regarding the commission or possible commission of a criminal offence or other breach of law, unless the individual providing such information is involved in the applicable inappropriate activity; or
- (e) provided assistance to the Designated Recipient, the applicable Committee, management of the Company or any other person or authority in the investigation of a Reportable Matter or Report and any resulting remedial action.

Any Kinross Representative who retaliates against a person who, acting honestly and in good faith, took any of the above actions, is subject to discipline including termination of his/her employment or relationship with the Company.

The Designated Recipient, the applicable Committee and any persons involved in or retained to assist in an investigation of a Report shall take all reasonable steps not to reveal the identity of any person who reports a Reportable Matter anonymously, unless required to do so by applicable law.

7. Records Relating to Reports

EthicsPoint will maintain a log of all Reports made using that service, including when each Report was received and accessed by the reporting person and Designated Recipient. The Designated Recipient, or his/her delegate, will maintain a file that includes a summary of the nature and results of any review, investigation and the resolution of the matter. A quarterly summary of Reports received, under investigation and resolved within the preceding quarter shall be reported to the applicable Committee.

Records pertaining to a Report about a Reportable Matter are the property of the Company and will be retained by or on behalf of the Company:

- (a) subject to safeguards that ensure their confidentiality, and, when applicable, the anonymity of the person making the Report;
- (b) in compliance with applicable laws, this Policy and other applicable Kinross Policies including the Code and the Company's Records Retention Policy (as amended from time to time), but in any event not for a period of less than three years following completion of the investigation; and
- (c) in such a manner as to maximize their usefulness to the overall compliance program of the Company.

SCHEDULE "A"

DEFINED TERMS

"**Board of Directors**" means the board of directors of Kinross Gold Corporation.

"**Company**" (or "**Kinross**") means, collectively, Kinross Gold Corporation and all of its Subsidiaries.

"**Contractors**" means independent contractors of the Company, who are individuals engaged in on a fixed-term or other temporary or project or service specific basis.

"**Directors**" means members of any board of directors of the Company.

"**Employees**" means full-time, part-time, contract or secondment employees, students or interns of the Company or any joint ventures where the Company, as the case may be, is the operator.

"**Kinross Representative**" means any Directors, Officers, Employees and Contractors, as defined in this Schedule "A", agents and other representatives of the Company.

"**Officer**" means an officer of the Company or any of its operating divisions including, without limitation, the Chair or a vice-chair of any board of directors of the Company, or the President, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, the Chief Legal Officer, an Executive or Senior Vice-President, a Vice-President, the Corporate Secretary, the Assistant Corporate Secretary, the Controller, the Treasurer, the Assistant Treasurer or the General Manager of the Company or any of its operating divisions, or any other individual who performs functions for the Company similar to those normally performed by an individual occupying any of the foregoing offices.

"**Subsidiary**" means an entity that is controlled by (1) the Kinross Gold Corporation, (2) Kinross Gold Corporation and one or more other entities, each of which is controlled by Kinross Gold Corporation, or (3) two or more entities, each of which is controlled by Kinross Gold Corporation; or (4) it is a subsidiary of an entity that is controlled by Kinross Gold Corporation. In general, an entity will control another entity when the first entity owns more than 50% of the outstanding voting securities of that other entity.

"**Supplier**" means provider of materials, equipment or services to the Company and or joint ventures where the Company is the operator, including but not limited to Contractors and agents.

SCHEDULE "B"

ETHICSPPOINT - HOW TO FILE A REPORT

EthicsPoint is designed to maintain your confidentiality and, upon specific request, anonymity. The following step-by-step instructions will guide you through the processes available to submit a Report:

Step 1: Access EthicsPoint to File a Report:

Use any **one** of these three convenient channels of communication:

Company IntraNet/Portal
Click on link provided on the Legal page of Company's intranet site/portal, KinrossConnected". You will automatically be connected to your EthicsPoint's secure landing page.
Internet
From any computer having Internet access (home, public library, neighbour, etc.), go to http://whistleblowerreporting.kinross.com/ , choose your language if not English and click on "File a new report".
Toll-Free Phone
Call your EthicsPoint toll-free hotline using the instructions set out in the attached Exhibit "A". An EthicsPoint representative will assist you with entering your Report into the EthicsPoint system.

Step 2: Complete a Report:

Following the on-screen or EthicsPoint representative's instructions, please thoroughly complete a Report.

1. Specify what kind of Report you'd like to make from the available choices.
2. Please read or listen to the anonymity information very carefully. It helps ensure that you do not compromise your identity during the reporting process.
3. You will now complete the Report, providing information about the Reportable Matter, including:
 - a. Who: persons engaged in the Reportable Matter, including titles;
 - b. What: what specifically occurred;
 - c. Where: the location of the Reportable Matter; and
 - d. When: the time and duration of the Reportable Matter.
4. Next, you will be asked to create a password. The EthicsPoint system will generate an identification code called a "Report Key." Write them both down and keep them in a safe place. You will need them to follow-up later, or if you ever want to review or amend your Report.

Step 3: Follow-Up:

After you submit your Report, you may return to the EthicsPoint system to receive a status update including to see if the Company has any follow-up questions or requests. To re-access your Report please follow the instructions below:

1. Reconnect with the EthicsPoint system using any of the three channels of communication: **KinrossConnected, Internet, or Toll-Free Phone.**
2. This time, click on (or ask to perform) "Follow-up on a Report."
3. Provide your Report Key and Password.
4. You can now elect to review Report details, respond to requests/questions, and add information.
 - a. To review your Report, just click "Review Report Details" or ask the EthicsPoint representative.
 - b. You will be told if the Company has entered requests or questions regarding your Report. Answer by typing in the question boxes and clicking "Submit" or by verbal response to the EthicsPoint representative.
 - c. You can add information to the Report by using the "Submit New Information" box or by verbally advising the EthicsPoint representative.
5. If you have agreed to participate in an *EthicsChat* using the Internet-based system, click "Join a Chat" at the specified time. Type your comments into the field at the bottom of the window and click "Submit."

An *EthicsChat* is a real-time communication between you and a Company representative to clarify details and answer questions. Like the rest of the EthicsPoint system, it is confidential and, at your request, may be anonymous.

6. You may return regularly, on-line or by telephone, to review your Report, answer questions, and add information.

EXHIBIT "A"
TOLL-FREE TELEPHONE REPORTING

Domestic Calls (Canada, U.S.A., Puerto Rico & Guam):

1. Dial **(866) 816-4648**

International Calls:

If you are located in Mauritania, please place a reverse charge call:

1. From an outside line contact your local operator.
2. Request a reverse charge or collect call to be placed to the United States to **(503) 619-1806**.
3. When the operator asks who is placing the call, give your company name. Do not give your name.
4. All reverse charge or collect calls will be accepted by the EthicsPoint Contact Center.

For all other international locations:

1. From an outside line dial the applicable AT&T Access Code set out in the table below.
2. At the prompt, dial **(866) 816-4648**. This is a toll-free number. There is no need to dial a "1" before dialing the number.
3. The language of the answering operator is as noted below. To continue your call in another language, please state your language to request an interpreter. It may take 1-3 minutes to arrange for an interpreter. During this time please do not hang up.
4. If any of the telephone numbers provided in this Exhibit is not functioning, please check <http://whistleblowerreporting.kinross.com/> for updated telephone numbers or to make your Report online. Please indicate in the Report if a telephone number in this Exhibit did not work.

Caller Location	AT&T Access Code
Brazil - English	0-800-890-0288
- English (cellular phone calls)	0-800-888-8288
Chile - English	800-225-288
- English (AT&T Chile)	171-00-311
- Spanish (AT&T Chile)	171-00-132
- English (ENTEL)	800-360-311
- Spanish (ENTEL)	800-360-312
- English (Telefonica)	800-800-288
Ecuador - English	1-999-119 or 1-800-225-528
- Spanish	1-800-999-119
Ghana - English	0191
Mexico - English	01-800-112-2020
- Spanish	001-800-658-5454
Russia - English (Moscow/St. Petersburg)	363-2400
- English (outside Moscow)	8^495-363-2400
- English (outside St. Petersburg)	8^812-363-2400
- English (All Other Cities)	8^10-800-110-1011
Spain - English	900-99-0011 (Press 1 for English)
- Spanish	900-99-0011

"^" - wait for prompt or dial tone before continuing