



centerra**GOLD**

## Annual Meeting of Shareholders

May 8, 2015

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Ian Atkinson, President and CEO

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# Caution Regarding Forward-Looking Information

Information contained in this presentation which are not statements of historical facts, and the documents incorporated by reference herein, may be “forward-looking information” for the purposes of Canadian securities laws. Such forward-looking information involves risks, uncertainties and other factors that could cause actual results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward looking information. The words “believe”, “expect”, “anticipate”, “contemplate”, “target”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “will”, “schedule” and similar expressions identify forward-looking information. These forward-looking statements relate to, among other things: the Company’s pipeline of exploration and development properties and their potential, including expectations for tax synergies at the Trans-Canada Property; estimates of production and costs at Kumtor and Boroo and consolidated production and costs; expectations regarding the Gatsuurt project, including as to the level of Mongolian state ownership therein, the entering into a deposit development agreement, expected royalty rates, and planned processing methods and estimated recoveries; expectations regarding further progress on the Öksüt project, including the schedule for completion of a feasibility study; the successful resolution of outstanding matters in the Kyrgyz Republic to the benefit of all shareholders; the potential effects of the Stans Order and the Belokon Order on any proposed resolution of outstanding Kumtor matters; the Company’s intentions to continue working with SAEPF to obtain the necessary approvals and permits for the operation of the Kumtor mine; the Company’s plans in 2015 for exploration and expenditures for the Trans-Canada Partnership with Premier; the timing and outcome of additional geotechnical drilling at Kumtor to validate recommended pit slope angles at Kumtor; and the successful resolution of other claims affecting the Kumtor Project, including those commenced by the Kyrgyz Republic GPO and environmental regulatory authorities.

Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable by Centerra, are inherently subject to significant political, business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward looking information. Factors that could cause actual results or events to differ materially from current expectations include, among other things: (A) Strategic, legal, planning and other risks, including: political risks associated with the Company’s operations in the Kyrgyz Republic, Mongolia and Turkey; resource nationalism; the impact of changes in, or to the more aggressive enforcement of, laws, regulations and government practices in the jurisdictions in which the Company operates including any unjustified civil or criminal action against the Company, its affiliates or its current or former employees; the impact of any actions taken by the Kyrgyz Republic Government and Parliament relating to the Kumtor Project Agreements which are inconsistent with the rights of Centerra and KGC under the Kumtor Project Agreements; any impact on the purported cancellation of Kumtor’s land use rights at the Kumtor Project pursuant to a court claim commenced by the Kyrgyz Republic GPO; the risks related to other outstanding litigation affecting the Company’s operations in the Kyrgyz Republic and elsewhere; the impact of the delay by relevant government agencies to provide required approvals and permits, including the delay currently being experienced at the Kumtor Project over the Kumtor 2015 life of mine and ecological passport; the rights of the Mongolian Government to take an interest in the Gatsuurt Project as a result of the deposit being declared a strategic deposit, and the terms of any such participation, or to take a special royalty rate which has yet to be defined; the impact of changes to, the increased enforcement of, environmental laws and regulations relating to the Company’s operations; the impact of any sanctions imposed by Canada, the United States or other jurisdictions against various Russian individuals and entities; the ability of the Company to negotiate a successful deposit development agreement for Gatsuurt; potential defects of title in the Company’s properties that are not known as of the date hereof; the inability of the Company and its subsidiaries of being unable to enforce its legal rights in certain circumstances; the presence of a significant shareholder that is a state-owned company of the Kyrgyz Republic; risks related to anti-corruption legislation; risks related to the concentration of assets in Central Asia; Centerra’s future exploration and development activities not being successful; Centerra not being able to replace mineral reserves; difficulties with Centerra’s joint venture partners; and aboriginal claims and consultative issues relating to the Company’s 50% interest in the Trans-Canada Property; (B) risks relating to financial matters, including: sensitivity of the Company’s business to the volatility of gold prices, the imprecision of the Company’s mineral reserves and resources estimates and the assumptions they rely on, the accuracy of the Company’s production and cost estimates, the impact of restrictive covenants in the Company’s revolving credit facility which may, among other things, restrict the Company from pursuing certain business activities, the Company’s ability to obtain future financing, the impact of global financial conditions, the impact of currency fluctuations, the effect of market conditions on the Company’s short-term investments, the Company’s ability to make payments including any payments of principal and interest on the Company’s debt facilities depends on the cash flow of its subsidiaries; and (C) risks related to operational matters and geotechnical issues, including: movement of the Davidov Glacier and the waste and ice movement at the Kumtor Project and the Company’s continued ability to successfully manage such matters, including the continued performance of the buttress; the occurrence of further ground movements at the Kumtor Project, the success of the Company’s future exploration and development activities, including the financial and political risks inherent in carrying out exploration activities; inherent risks associated with the use of sodium cyanide in the mining operations; the adequacy of the Company’s insurance to mitigate operational risks; mechanical breakdowns; the Company’s ability to obtain the necessary permits and authorizations to (among other things) raise the tailings dam at the Kumtor Project to the required height; the Company’s ability to replace its mineral reserves; the occurrence of any labour unrest or disturbance and the ability of the Company to successfully re-negotiate collective agreements when required; the risk that Centerra’s workforce may be exposed to widespread epidemic; seismic activity in the vicinity of the Company’s operations in the Kyrgyz Republic and Mongolia; long lead times required for equipment and supplies given the remote location of some of the Company’s operating properties; reliance on a limited number of suppliers for certain consumables, equipment and components; illegal mining on the Company’s Mongolian properties; the Company’s ability to accurately predict decommissioning and reclamation costs; the Company’s ability to attract and retain qualified personnel; competition for mineral acquisition opportunities; and risks associated with the conduct of joint ventures/partnerships, including the Trans-Canada partnership. See “Risk Factors” in the Company’s 2014 Annual Information Form available on SEDAR at [www.sedar.com](http://www.sedar.com).

Furthermore, market price fluctuations in gold, as well as increased capital or production costs or reduced recovery rates may render mineral reserves containing lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. The extent to which resources may ultimately be reclassified as proven or probable reserves is dependent upon the demonstration of their profitable recovery. Economic and technological factors which may change over time always influence the evaluation of reserves or resources. Centerra has not adjusted mineral resource figures in consideration of these risks and, therefore, Centerra can give no assurances that any mineral resource estimate will ultimately be reclassified as proven and probable reserves. There can be no assurances that forward-looking information and statements will prove to be accurate, as many factors and future events, both known and unknown could cause actual results, performance or achievements to vary or differ materially, from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements contained herein or incorporated by reference. Accordingly, all such factors should be considered carefully when making decisions with respect to Centerra, and prospective investors should not place undue reliance on forward looking information. Forward-looking information is as of May 8, 2015. Centerra assumes no obligation to update or revise forward looking information to reflect changes in assumptions, changes in circumstances or any other events affecting such forward-looking information, except as required by applicable law. All figures are in United States dollars unless otherwise stated.

Except as otherwise noted herein, Gordon Reid, Professional Engineer and Centerra’s Vice President and Chief Operating Officer, has reviewed and approved the scientific and technical information contained in this presentation. Mr. Reid is a Qualified Person within the meaning of NI 43-101. For more information, please refer to the Company’s 2014 AIF and the technical reports referenced therein, which are available on SEDAR. May 2015

# Centerra – Around the World



**EXPLORATION/  
JOINT VENTURES**

1 Yukon  
2 Portugal  
3 ATO, Mongolia

**PARTNERSHIP**

1 Trans-Canada Project

**DEVELOPMENT**

1 Gatsuurt Deposit, Mongolia  
2 Öksüt Deposit, Turkey

**OPERATIONS**

1 Kumtor Mine, Kyrgyz Republic  
2 Boroo Mine, Mongolia



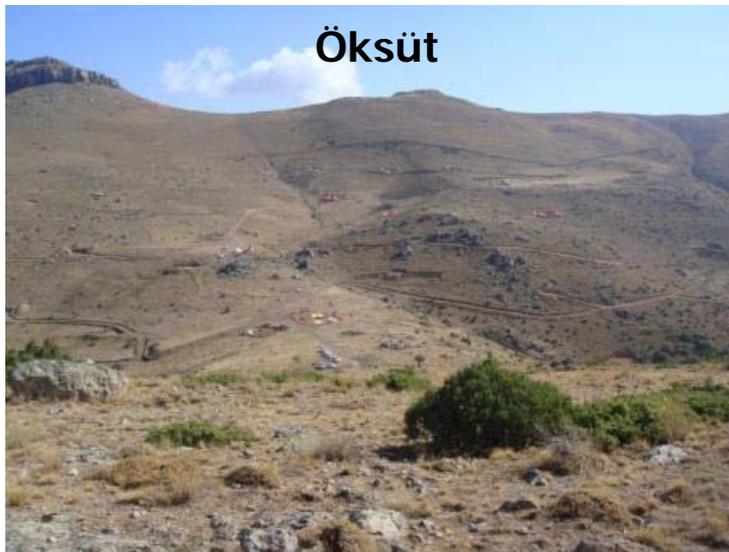
# Properties



Kumtor



Boroo



Öksüt

## Trans-Canada Property



Gatsuurt

# 2014 Achievements



- ✓ Achieved full year gold production and unit cost guidance
- ✓ All-in costs<sup>1</sup> excluding revenue-based tax and income tax were \$955 per ounce sold
- ✓ Expanded Öksüt resources and upgraded majority of resources to Measured Resources
- ✓ Extended existing \$150 million revolving credit facility with EBRD to February 17, 2016
- ✓ Good liquidity – no net debt
- ✓ Maintained dividend



<sup>1</sup> All-in costs per ounce sold is a non-GAAP measure, see discussion under "Non-GAAP Measures" in the Company's MD&A and news release of April 30, 2015 which are filed on SEDAR.

# Operating Performance



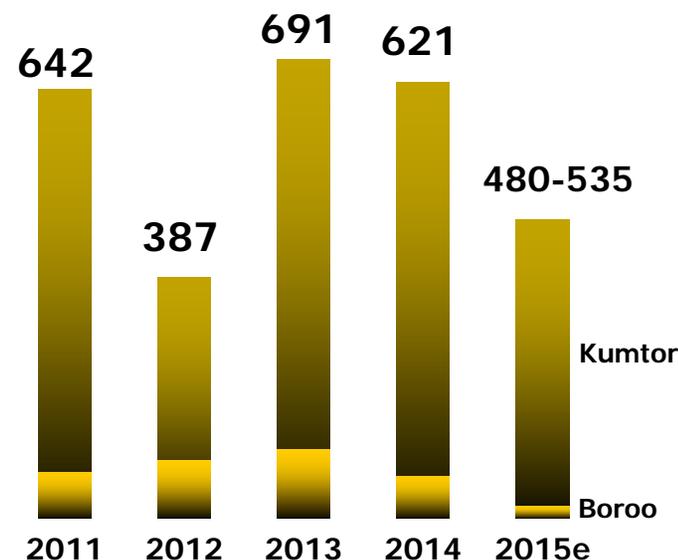
## ✓ 2014 Production – 620,821 oz

- Kumtor – 567,693 oz
- Boroo – 53,128 oz
- All-in sustaining cost<sup>1</sup>
  - Centerra \$852 per oz sold<sup>1</sup>
  - Kumtor \$779 per oz sold<sup>1</sup>
  - Boroo \$973 per oz sold<sup>1</sup>

## ✓ 2015 Production estimate: 480,000 – 535,000 oz

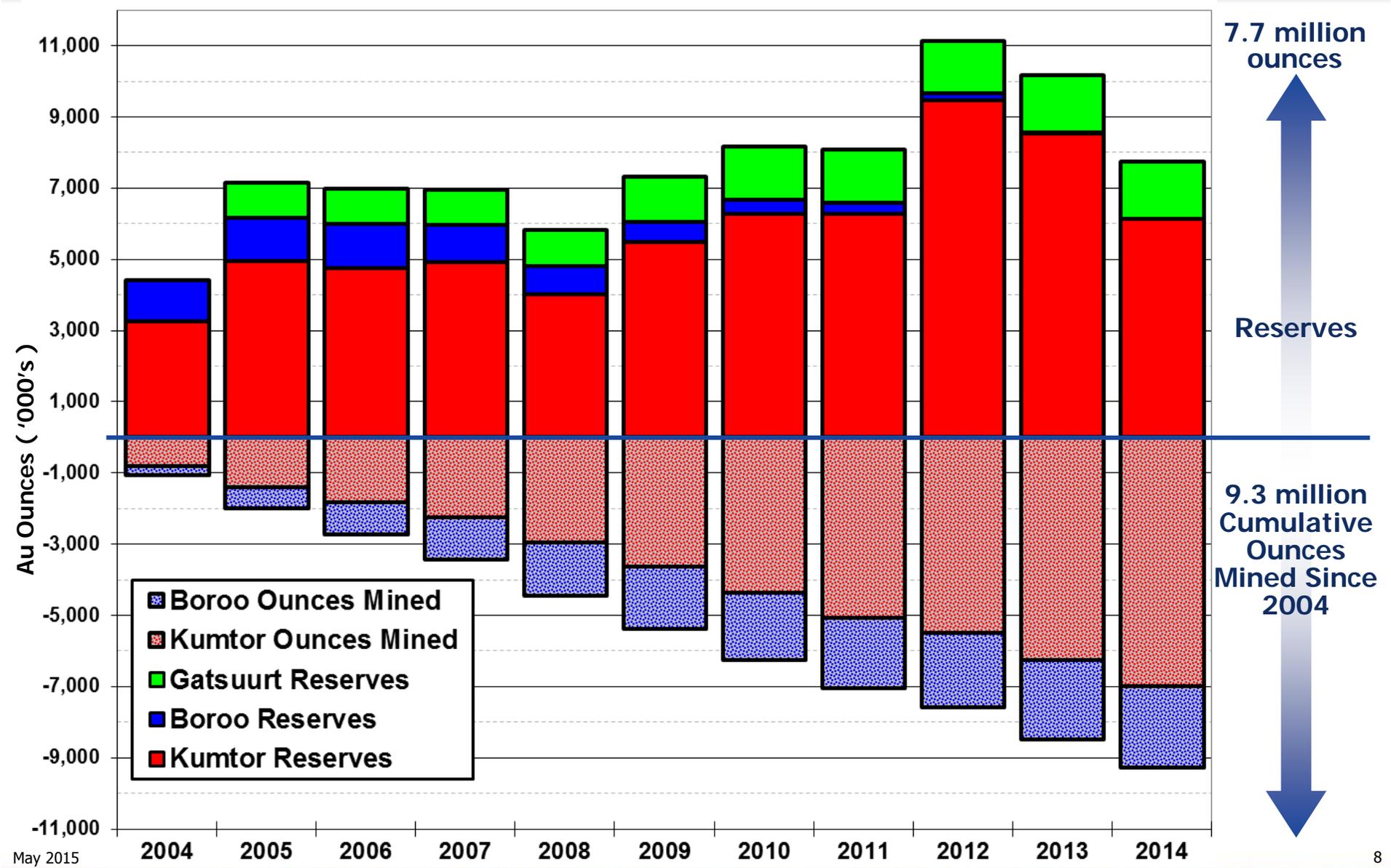
- Kumtor – 470,000 – 520,000 oz
- Boroo – 10,000 – 15,000 oz
- Estimated all-in sustaining cost<sup>1</sup>
  - Centerra \$898-\$1,003 per oz sold<sup>1</sup>
  - Kumtor \$819-\$908 per oz sold<sup>1</sup>
  - Boroo \$1,131-\$1,698 per oz sold<sup>1</sup>

## Gold Production (’000 oz.)



<sup>1</sup> All-in sustaining cost per ounce sold is a non-GAAP measure, see discussion under “Non-GAAP Measures” in the Company’s MD&A and news release of April 30, 2015 which are filed on SEDAR.

# Centerra – Reserves and Ounces Mined



# 2014 Financial Performance



	Dec 31 2014	Dec 31 2013
Gold production ('000 oz.)	<b>621</b>	691
Adj. operating costs (\$/oz. sold) <sup>1</sup>	<b>\$409</b>	\$402
All-in sustaining costs (\$/oz. sold) <sup>1</sup>	<b>\$852</b>	\$818
All-in costs (\$/oz. sold) <sup>1</sup>	<b>\$955</b>	\$920
Revenue	<b>\$763M</b>	\$944M
Net Earnings (loss)	<b>(\$44M)</b>	\$158M
Earnings (loss) per share (basic)	<b>(\$0.19)</b>	\$0.67
Cash provided by operations	<b>\$376M</b>	\$484M
Cash and short-term investments	<b>\$562M</b>	\$502M

Please refer to the February 19, 2015 news release, MD&A and audited Financial Statements and Notes for the year ended December 31, 2014 and 2013 and Cautionary Note Regarding Forward-Looking Information.  
 (1) Non-GAAP measure, see discussion under "Non-GAAP Measures" in the Company's MD&A filed on SEDAR.





# Social Performance

## Stakeholder Engagement

- Ensuring meaningful and timely consultation in exploration, development and operations.
- Proactively managing community expectations and addressing perceptions.
- Providing an accessible grievance resolution process to gain local credibility and acceptance.

### *Examples:*

- Successful public consultation and disclosure for the permitting of Öksüt.
- Organizing and participating in the Joint Working Groups for the planned closure of Boroo.
- Implementation of an international standard Grievance mechanism at all sites.

## Managing & Mitigating Impacts

- Undertaking independent baseline studies and impact assessments to help:
- Realize sustainable development opportunities.
  - Mitigate any potential negative impacts.
  - Focus on continuous improvement.

### *Examples:*

- Impacts assessments conducted to EBRD performance standards.
- Independent socio-economic impact study by the University of Central Asia on Kumtor.
- International NGO *Engineers without Borders* evaluation of Kumtor's procurement work in Kyrgyzstan
- Independent assessment to help align the Voluntary Principles of Security & Human Rights.
- Community perception survey in the Issyk-Kul region in Kyrgyzstan.

## Optimizing Shared Value Benefits

- Local employment & procurement
- Local capacity building
- Enhanced livelihoods
- Youth empowerment
- Community health
- Education

### *Examples:*

- Health, nutrition and hygiene training programs in Turkey.
- Crop protection in Mongolia.
- Elderly health support, fuel subsidies and community heating upgrades in Mongolia and Kyrgyzstan.
- Irrigation, agricultural improvements, and crop enhancement in Kyrgyzstan.
- Youth empowerment in Kyrgyzstan.
- Microcredit and business advisory support services for local enterprises in Kyrgyzstan.
- Pediatric heart surgery support.

# Q1 2015 Financial Performance

	<b>Mar. 31 2015</b>	<b>Mar. 31 2014</b>
Gold production ('000 oz.)	<b>171</b>	117
Adj. operating costs (\$/oz. sold) <sup>1</sup>	<b>\$296</b>	\$429
All-in sustaining costs (\$/oz. sold) <sup>1</sup>	<b>\$718</b>	\$1,109
All-in costs (\$/oz. sold) <sup>1</sup>	<b>\$799</b>	\$1,158
Revenue	<b>\$213M</b>	\$148M
Net Earnings	<b>\$41M</b>	\$2M
Earnings per share (basic)	<b>\$0.17</b>	\$0.01
Cash provided by operations	<b>\$130M</b>	\$102M
Cash and short-term investments	<b>\$544M</b>	\$562M <sup>2</sup>

Please refer to news release of April 30, 2015, MD&A and unaudited Financial Statements and Notes for the three-months ended March 31, 2015 and 2014 and Caution Regarding Forward-Looking Information.

(1) Non-GAAP measure, see discussion under "Non-GAAP Measures" in the Company's MD&A filed on SEDAR.

(2) December 31, 2014.



# Kyrgyz Updates

- Parliament passes resolution February 6, 2014 regarding HOA
- First Vice Prime Minister D. Otorbaev appointed Prime Minister in April 2014
- October 2014 Stans Energy litigation freezes 47 million Centerra shares held by Kyrgyzaltyn, appeals process underway
- 2014 year-end updated Reserve and Resource estimate reflecting negative reconciliation, new resource model and pit design changes
- February 2015 Belokon litigation freezes 6.5 million Centerra shares held by Kyrgyzaltyn
- March 2015 new Kumtor life-of-mine plan
- Continue discussions with KR Government
- Prime Minister announces he is not in favour of the joint venture nor nationalizing the mine
- PM Otorbaev resigns April 23, 2015, Mr. T. Sariev appointed Prime Minister April 30, 2015



# Mongolia Update

- Boroo exceeds 2014 gold production guidance
- Mill placed on care and maintenance awaiting Gatsuurt development
- Heap Leach operation continues, secondary leaching for 2015
- Gatsuurt declared strategic January 23, 2015 by Parliament
- Ownership level to be addressed in spring Parliamentary session
- Royalty rate changed to 2.5% if gold is sold to national bank
- Plans to expand processing options, add bio-oxidation facility
- ATO Project



# Trans-Canada Partnership



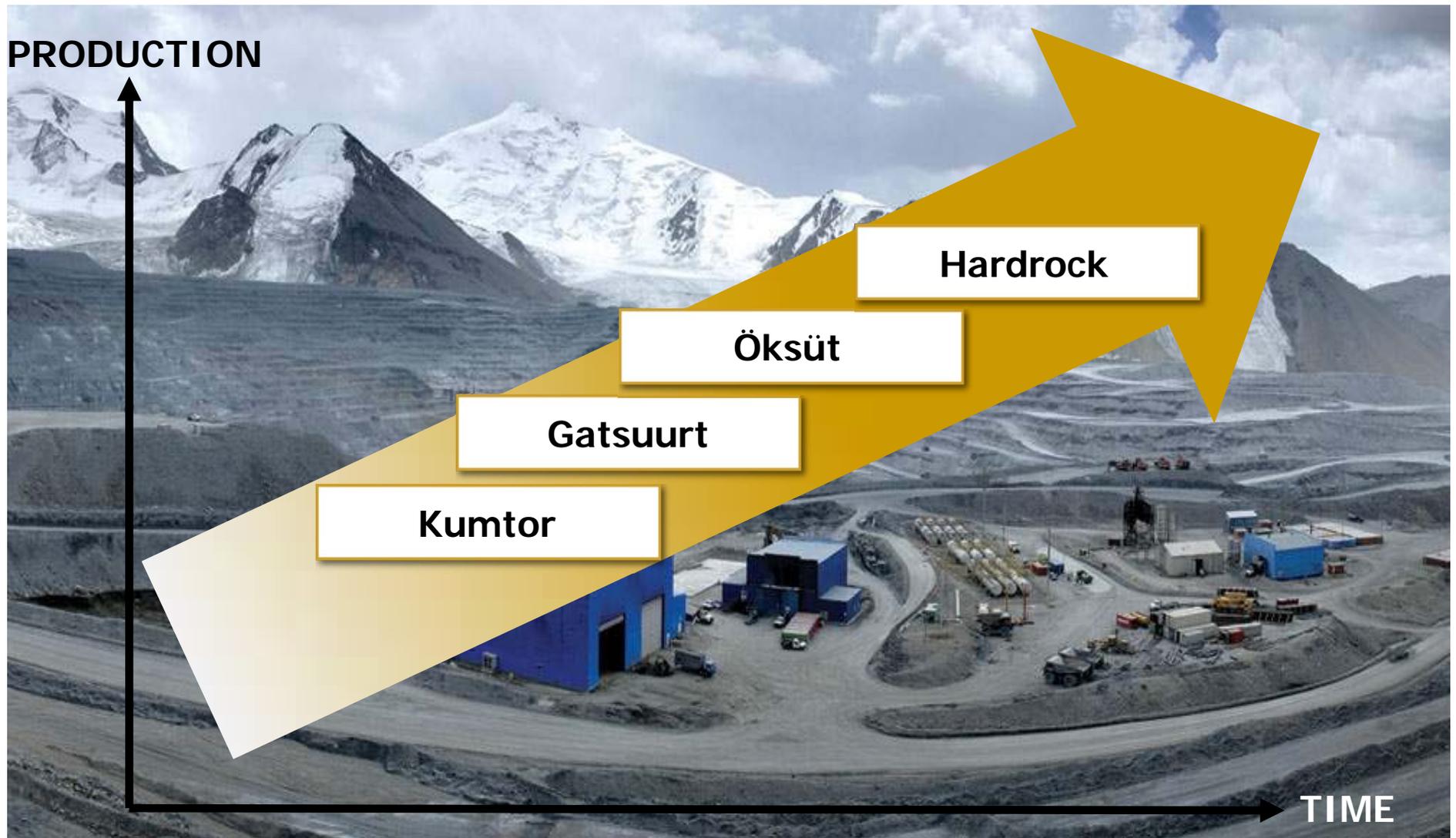
- 50/50 partnership with Premier Gold (TSX:PG) to jointly develop the Trans-Canada Property
  - C\$85 million upfront cash payment to Premier closed March 9, 2015
  - Centerra will fund the next C\$185M of capital expenditures:
    - portion of which will be used to complete the feasibility study and a mineral resource update.
    - subject to the satisfaction of certain feasibility and project advancement criteria, remainder of the funds will be used towards construction and development of the Hardrock project
  - After the initial C\$185M expenditure, partners will fund on a 50/50 basis
  - Contingent payment of up to C\$30M on the results of the updated mineral resource estimate
  - Partnership will be managed by the “Managing Partner”, owned 50/50 by Centerra and Premier
  - Acquisition cost to Centerra approximately US\$70 per ounce (Hardrock open pit only)

# Benefits to Centerra



- ✓ Immediate growth and diversification in resources in Ontario, Canada
- ✓ Large long life open pit project with excellent exploration/development potential from Brookbank/Hardrock underground targets and regional targets to supplement the Hardrock Mill
- ✓ Small upfront payment relative to other type of transactions allows, CG to maintain strong balance sheet
- ✓ Deferral of “purchase price” to minimize risk; future investment subject to project satisfying feasibility and project advancement criteria
- ✓ Significant tax synergies to be realized
- ✓ Complementary to CG’s existing project pipeline (Gatsuurt and Öksüt)

# Profitable Growth



# Centerra Gold – Potential Catalysts



- ✓ January 23, 2015, Gatsuurt Project declared strategic by Mongolian Parliament
- ✓ Successful M&A transaction, Trans-Canada Partnership
  - Kumtor restructuring
  - Conclude Gatsuurt deposit development agreement
  - Complete Öksüt Project feasibility study
  - Resource update and complete Trans-Canada feasibility study
  - Exploration success from properties and joint ventures in Turkey, Mongolia, Portugal and Canada



# centerra**GOLD**

TSX: **CG**

Total shares issued and outstanding: 236.4 million

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