

CENTERRA GOLD INC.
(the “Corporation”)

SUSTAINABLE OPERATIONS COMMITTEE CHARTER

1. PURPOSE

The primary purpose of the Sustainable Operations Committee (the “Committee”) is to assist the Board of Directors in fulfilling its oversight responsibilities on matters relating to safety, health, environment, corporate social responsibility and reserves.

2. COMPOSITION

The members of the Committee and its Chair will be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Committee will consist of at least three and not more than eight members.

At least 50% of the members of the Committee will be independent directors (within the meaning of National Policy 58-201 – Corporate Governance Guidelines of the Canadian Securities Administrators, as amended from time to time).

3. MEETINGS

The Committee will meet at least four times annually and as many additional times as the Committee deems necessary to carry out its duties effectively.

Notice of every meeting will be given to each member and the Chair of the Board.

A majority of the members of the Committee will constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum is present.

The Committee may invite such officers, directors and employees of the Corporation and other persons as it may see fit from time to time to attend its meetings and assist in the discussion and consideration of any matter.

A meeting of the Committee may be convened by the Chair or any of its members.

4. DUTIES AND RESPONSIBILITIES

The Committee will carry out, including, but not limited to, the oversight of the following responsibilities:

Safety, Health and Environment

- (a) Establishment of and periodic review of safety, health and environmental policies;

- (b) oversee the management of the implementation of systems necessary for compliance with safety, health and environmental policies, bringing any material non-compliance with the policies to the attention of the Board in a timely fashion;
- (c) monitor the effectiveness of the policies, systems and monitoring processes in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts;
- (d) receive reports from management on significant safety, health and environmental issues;
- (e) oversee management's interaction with regulatory authorities on safety, health and environmental matters;
- (f) monitor significant event trends;
- (g) review and monitor the safety, health and environmental performance of the Corporation;
- (h) review audit results and findings on health, safety and environmental audits, the action plans pursuant to the findings and the result of investigations into significant events and the Committee shall have the power to initiate audits at its request;
- (i) receive regular updates from management regarding (i) compliance with safety, health and environmental legislation and (ii) the policies and systems in place to monitor such compliance;
- (j) review the benchmarking of the policies, systems and monitoring processes of the Corporation against industry best practices; and
- (k) review the annual budget for the Corporation's safety, health and environmental operations to confirm that sufficient funding is provided for compliance with this mandate.

Corporate Social Responsibility

- (a) establishment of and periodic review of corporate social responsibility policies and programs including local procurement and local employment;
- (b) oversight and implementation of corporate social responsibility compliance systems;
- (c) review of annual budgets with respect to corporate social responsibility programs;
- (d) work with management to establish and develop the Corporation's strategic framework and objectives with respect to corporate social responsibility matters;
- (e) receiving reports from management on the Corporation's corporate social responsibility program, including significant sustainable development, community relations and security policies and procedures;
- (f) receiving reports from management on current and emerging issues and trends in the field of corporate social responsibility, including a discussion on the potential impact thereon on the Corporation;
- (g) receiving reports from management on the Corporation's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility programs;
- (h) reviewing the findings and recommendations from any investigation or audit by regulatory agencies or external auditors or consultants concerning the Corporation's corporate social responsibility matters; and
- (i) reviewing the Corporation's disclosure of corporate social responsibility matters in the Corporation's continuous disclosure documents and any annual social responsibility report.

Reserves

- (a) review the appointment of the Corporation's designated qualified person(s), as such term is defined by applicable securities law regulations (the "qualified person"), for estimating the Corporation's resources and reserves;
- (b) receive regular updates from management on key technical and operational issues and initiatives;
- (c) receive regular updates from management on growth initiatives, including the review of technical-economic studies prepared to support a management request for Board approval to fund an acquisition or project construction;
- (d) prior to publication of new resource and reserve estimates and prior to the disclosure of the Corporation's annual reserve information:
 - (i) receive and review the resource and reserve estimation and the qualified person's report thereon;
 - (ii) determine whether there have been any restrictions or interference which affect the ability of the qualified person to report on the resource and reserve data; and
 - (iii) obtain the qualified person's and management's confirmation on the reliability of the resource and reserve information and that the reserves and resources have been estimated and will be published in accordance with applicable securities laws and regulations; and
- (e) review an annual reconciliation of resources and reserves to mine production.
- (f) Receive regular updates from management on the provision, to applicable regulatory authorities in accordance with applicable regulations, of information with respect to reserves and resources.

5. REPORTING

The Committee will regularly report to the Board on the following:

Safety, Health and Environment

- compliance with and effectiveness of safety, health and environmental policies; and
- all other significant matters it has addressed with respect to health and safety that are within its responsibilities.

Corporate Social Responsibility

- all significant matters it has addressed with respect to corporate social responsibility that are within its responsibilities.

Reserves

- report, at least annually, to the Audit Committee on the Corporation's mineral resources and reserves;
- report regularly to the Board on the estimation of resources and reserves by management; and

- report regularly to the Board on all other significant matters it has addressed with respect to such other matters that are within its responsibilities.

6. REVIEW AND EVALUATION

The Committee will annually review and evaluate the adequacy of its charter and recommend any proposed changes to the Nominating and Corporate Governance Committee. The Committee will annually evaluate its performance and report the results of such evaluation to the Board.

7. CHAIR

Each year, the Board will appoint one member to be Chair of the Committee. If, in any year, the Board does not appoint a Chair of the Committee, the incumbent Chair will continue in office until a successor is appointed.

8. REMOVAL AND VACANCIES

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the foregoing, each member of the Committee shall remain as such until the next annual meeting of shareholders after that member's election.

9. ACCESS TO OUTSIDE ADVISORS

The Committee may, without seeking approval of the Board or management, select, retain, terminate, set and approve the fees and other retention terms of any outside advisor, as it deems appropriate. The Corporation will provide for appropriate funding, for payment of compensation to any such advisors, and for ordinary administrative expenses of the Committee.