

**CENTERRA GOLD INC.**  
**(the “Corporation”)**

**TECHNICAL AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER**

**1. PURPOSE**

The purpose of the Technical and Corporate Responsibility Committee (the “Committee”) is to assist the Board of Directors in fulfilling its oversight responsibilities on matters relating to:

- (a) technical and operational matters, including production, operations, acquisition and divestment opportunities and development and exploration plans, relating to the Corporation’s activities;
- (b) procedures for the preparation and disclosure of resource and reserve estimates for the Corporation’s properties;
- (c) overseeing significant technical and operational risks relating to the Corporation’s activities; and
- (d) overseeing policies, practices and systems for effective management of corporate responsibility matters, including safety, health, environment and social performance.

**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 oversee the following responsibilities:

- (a) Receive reports of operations for all operating mines, development properties and exploration programs, and in the Committee's discretion, make recommendations to the Board for consideration;
- (b) review all material proposals for mine and plant construction programs, permitting and closure plans and, in the Committee's discretion, make recommendations to the Board for consideration;
- (c) review significant technical and operating risks of the Company's operating mines, development and exploration properties, including the top technical risks identified by management and the controls in place to mitigate those risks;
- (d) review management's assumptions and methodology underpinning the Corporation's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercised was reasonable;
- (e) review the annual reserve and resource statement/update, including obtaining confirmation in the discretion of the Committee, from management or applicable qualified persons as to the reliability of such reserve and resource estimates and provide a recommendation to the Board regarding the same;
- (f) review, if required in the discretion of the Committee, any technical reports published by the Corporation and provide a recommendation to the Board regarding the same;
- (g) oversee the due diligence process on all proposed strategic transactions, including acquisitions, divestments or project development plans;
- (h) monitor and review with management the Corporation's goals, policies, programs and performance relative to environment, social performance, health, safety and security matters including:
  - (i) management's development and implementation of policies and standards,
  - (ii) results of any audits and management's activities to maintain appropriate internal and external audits,
  - (iii) the management of tailings management facilities (TMFs) and conformance with tailings management standards,
  - (iv) management reports on social performance, community relations, local procurement and hiring initiatives and climate change matters, including the Corporation's annual sustainability report and similar disclosure, and
  - (v) risk management processes related to corporate responsibility matters including biodiversity, water stewardship, waste, air emissions, human rights, community and indigenous relations and cultural heritage, and report to the Board as appropriate on the effectiveness of such processes;

- (i) make periodic visits, as individual members or as the Committee, to the Corporation's project sites in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to sustainability matters, including without limitation environment, social responsibility, health, safety and security matters;
- (j) report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate; and
- (k) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

**5. REVIEW AND EVALUATION**

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

**6. 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.

**7. 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.

**8. 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.