UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

☐ **Registration Statement pursuant to Section 12 of the Securities Exchange Act of 1934**

or

☒ **Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2021
Commission File Number: 001-40324

CENTERRA GOLD INC.

(Exact name of Registrant as specified in its charter)

Canada	**1040**	**Not Applicable**
(Province or other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

1 University Avenue, Suite 1500
Toronto, Ontario
M5J 2P1
416 204-1953
(Address and telephone number of Registrant's principal executive offices)

C T Corporation System
28 Liberty Street
New York, New York 10005
Telephone: (212) 894-8940
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	**CGAU**	**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this Form:

☒ Annual Information Form ☒ Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

297,064,750 Common Shares outstanding as of December 31, 2021

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

This annual report on Form 40-F (the "Annual Report") of Centerra Gold Inc. (the "Company") is incorporated by reference into the Company's Registration Statement on Form S-8 (File No. 333-257489).

DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Company is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company prepares its financial statements, which are filed with this Annual Report, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and the audit is subject to Canadian auditing and auditor independence standards.

Disclosure regarding the Company's mineral properties, including with respect to mineral reserve and mineral resource estimates included in this Annual Report, was prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. NI 43-101 differs significantly from the disclosure requirements of the Securities and Exchange Commission (the "SEC" or "Commission") generally applicable to U.S. companies. Accordingly, information contained in this Annual Report is not comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

INCORPORATED DOCUMENTS

Annual Information Form

The Registrant's annual information form ("AIF") is filed as Exhibit 99.1 to this Annual Report.

Management's Discussion and Analysis

The Registrant's management's discussion and analysis ("MD&A") is filed as Exhibit 99.2 to this Annual Report.

Audited Annual Financial Statements

The Registrant's consolidated financial statements and auditor's report thereon are filed as Exhibit 99.3 to this Annual Report.

DISCLOSURE CONTROLS AND PROCEDURES

A. Evaluation of disclosure controls and procedures. Disclosure controls and procedures are designed to ensure that (i) information required to be disclosed by the Company in reports that it files or submits to the Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in the Company's reports filed under the Exchange Act is accumulated and communicated to the Company's management, including its President and Chief Executive Officer ("CEO") and its Vice President and Chief Financial Officer ("CFO"), as appropriate, to allow for timely decisions regarding required disclosure.

At the end of the period covered by this report, an evaluation was carried out under the supervision of and with the participation of the Company's management, including the CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act). The evaluation included documentation review, enquiries and other procedures considered by management to be appropriate in the circumstances. Based on that evaluation, the Company's CEO and CFO have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

B. Management's report on internal control over financial reporting. This Annual Report does not include a report of management's assessment regarding internal control over financial reporting due to a transition period established by rules of the SEC for newly public companies.

C. Attestation report of the registered public accounting firm. This Annual Report does not include an attestation report of the Company's registered public accounting firm due to a transition period established by rules of the SEC for newly public companies.

D. Changes in internal control over financial reporting. During the period covered by this Annual Report, no change occurred in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company's management, including the CEO and CFO, does not expect that its disclosure controls and procedures or internal controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is also based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

NOTICES PURSUANT TO REGULATION BTR

The Company was not required by Rule 104 of Regulation BTR to send any notices to any of its directors or executive officers during the fiscal year ended December 31, 2021.

AUDIT COMMITTEE FINANCIAL EXPERT

The Company's board of directors ("Board") has determined that it has at least one audit committee financial expert serving on the Company's audit committee ("Audit Committee"). The Board has determined that each of Richard W. Connor and Michael S. Parrett is an audit committee financial expert and is independent, as that term is defined by the Exchange Act and the New York Stock Exchange (the "NYSE") corporate governance standards applicable to the Company.

The Commission has indicated that the designation of a person as an audit committee financial expert does not make such person an "expert" for any purpose, impose on such person any duties, obligations or liability that are greater than those imposed on such person as a member of the Audit Committee and the Board in the absence of such designation and does not affect the duties, obligations or liability of any other member of the Audit Committee or Board.

CODE OF ETHICS

The Board has adopted a written code of business conduct and ethics (the "Code"), by which it and all officers and employees of the Company, including the Company's principal executive officer, principal financial officer and principal accounting officer or controller, abide. There were no waivers granted in respect of the Code during the fiscal year ended December 31, 2021. The Code is posted on the Company's website at www.centerragold.com. If there is an amendment to the Code, or if a waiver of the Code is granted to any of Company's principal executive officer, principal financial officer, principal accounting officer or controller, the Company intends to disclose any such amendment or waiver by posting such information on the Company's website. Unless and to the extent specifically referred to herein, the information on the Company's website shall not be deemed to be incorporated by reference in this Annual Report.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

KPMG LLP, Toronto, ON, Canada, Auditor Firm ID: 85, acted as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2021. See page 64 of the Company's Annual Information Form, which is attached hereto as Exhibit 99.1, for the total amount billed to the Company by KPMG LLP for services performed in the last two fiscal years by category of service (for audit fees, audit-related fees, tax fees and all other fees).

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

See page 63 of the Company's Annual Information Form, which is attached hereto as Exhibit 99.1. No audit-related fees, tax fees or other non-audit fees were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements required to be disclosed in this Annual Report.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Board has a separately designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act and satisfies the requirements of Exchange Act Rule 10A-3. The Company's Audit Committee is comprised of Richard W. Connor (Chair), Michael S. Parrett and Paul N. Wright, all of whom, in the opinion of the Company's Board, are independent (as determined under Rule 10A-3 of the Exchange Act and the NYSE Listed Company Manual) and all of whom are financially literate.

CORPORATE GOVERNANCE PRACTICES

The Company's common shares are listed on the NYSE and the Toronto Stock Exchange (the "TSX"). As a foreign private issuer listed on the NYSE, the Company is generally permitted to follow the corporate governance practices and guidelines applicable to Canadian issuers under Canadian corporate and securities laws, including National Instruments 52-110 and 58-101 and National Policy 58-201, as well as the rules of the TSX. The Company is, however, required by Section 303A.11 of the NYSE Listed Company Manual to identify any significant ways in which its corporate governance practices differ from those required to be followed by U.S. domestic companies under NYSE listing standards. Below is a description of the significant ways in which the Company's governance practices differ from those followed by U.S. domestic companies pursuant to NYSE standards:

Nominating and Corporate Governance Committee Charter

The Company's Nominating and Corporate Governance Committee has a charter that substantially complies with applicable NYSE requirements; however, such charter does not specifically address the function of evaluating the Company's Board and management; evaluation of the Company's Board is performed by the Human Resources and Compensation Committee as a matter of practice.

Human Resources and Compensation Committee Charter

The Company's Human Resources and Compensation Committee has a charter that substantially complies with applicable NYSE requirements; however, such charter does not specifically indicate that the Human Resources and Compensation Committee is directly responsible to establish the goals and objectives relevant to the appointment, compensation and oversight of compensation consultants, independent legal counsel or other advisors and independence considerations when retaining such consultants, counsel and advisors. The Company's Human Resources and Compensation Committee may retain the assistance of an independent advisor on matters concerning executive compensation and governance relating to compensation issues.

Audit Committee Charter

The Company's Audit Committee has a charter that substantially complies with applicable NYSE requirements; however, the purpose of overseeing the integrity of the Company's financial statements and the independent auditor's qualifications, performance and integrity, the responsibility of reviewing financial information and earnings guidance provided to analysts and rating agencies and the requirement for the independent auditor to provide an annual report relating to reviews and procedures regarding internal controls have not been specifically addressed in such charter.

Quorum

The NYSE suggests that the quorum for any meeting of holders of common stock of a listed company should not be less than a majority of the outstanding shares. The Company's by-laws set the quorum for the transaction of business at any meeting of shareholders, being at least two (2) holders that carry the right to vote at the meeting are present in person, in accordance with applicable rules and regulations in Canada.

Shareholder Approval

The NYSE requires shareholder approval for equity compensation plans and material revisions thereto, private placements to related parties and issuances of common stock, or of securities convertible into or exercisable for common stock of 20% or more of the outstanding voting power. As a foreign private issuer, the Company approves such actions in accordance with applicable rules and regulations in Canada.

MINE SAFETY

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act is included in Exhibit 99.13, incorporated herein.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. Undertaking

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises, or transactions in said securities.

B. Consent to Service of Process

The Company has filed an Appointment of Agent for Service of Process and Undertaking on Form F-X with respect to the class of securities in relation to which the obligation to file this Annual Report arises.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Annual Information Form for the year ended December 31, 2021
99.2	Management's Discussion and Analysis for the year ended December 31, 2021
99.3	Audited Consolidated Financial Statements for the years ended December 31, 2021 and 2020
99.4	Certificate of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.5	Certificate of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.6	Certificate of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.7	Certificate of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.8	Consent of KPMG LLP, Independent Registered Public Accounting Firm
99.9	Consent of Slobodan Jankovic
99.10	Consent of Anna Malevich
99.11	Consent of Mustafa Cihan
99.12	Consent of Cheyenne Sica
99.13	Mine Safety Disclosure
101	Interactive Data File (formatted as Inline XBRL)
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURE

Pursuant to the requirements of the Exchange Act, Centerra Gold Inc. certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 21, 2022

CENTERRA GOLD INC.

By: */s/ Darren Millman*
Name: Darren Millman
Title: Chief Financial Officer

Exhibit 99.1



2021 Annual Information Form

March 21, 2022

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1. IMPORTANT INFORMATION ABOUT THIS DOCUMENT

This annual information form ("**AIF**") provides important information about Centerra Gold Inc. It describes our history, our markets, our operations and projects, our mineral reserves and resources, sustainability, our regulatory environment, the risks we face in our business and the market for our shares, among other things. Unless otherwise indicated, information in this AIF is provided as of December 31, 2021.

Throughout this document, the terms *we, us, our, Centerra* and *the Company* mean Centerra Gold Inc. and its direct and indirect subsidiaries.

1.1 Reporting Currency

All dollar amounts in this AIF are expressed in United States dollars except as otherwise indicated. References to $ or dollars are to United States dollars and references to C$ are to Canadian dollars. For reporting purposes, we prepare our financial statements in United States dollars and in conformity with accounting principles generally accepted in Canada, being International Financial Reporting Standards, as issued by the International Accounting Standards Board.

The average exchange rate in 2021 for U.S. dollars to Canadian dollars, based on the Bank of Canada exchange rate for the 12 months ending December 31, 2021 (the last business day), was one U.S. dollar per C$1.2535.

With respect to legal and regulatory claims or decisions made by certain governmental agencies or courts and described in this AIF, the amounts of the claims or decisions are reported in the U.S. dollar equivalent as at of the date of such claim or decision.

1.2 Historic Metals Prices

The price of gold, copper and molybdenum fluctuates. The following table shows the average annual price for gold, copper, and molybdenum from 2012 to 2021, and for the period up to March 1, 2022:

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022 up to March 1, 2022
Average Gold Price ($/oz)(1)	1,669	1,411	1,266	1,160	1,251	1,258	1,268	1,393	1,770	1,798	1,836
Average Copper Price ($/lb.)(2)	3.61	3.32	3.11	2.49	2.21	2.80	2.96	2.72	2.80	4.23	4.47
Average Molybdenum Oxide Price ($/lb.)(3)	12.74	10.30	11.38	6.63	6.50	8.19	11.93	11.35	8.68	15.94	18.98

(1) London Bullion Market annual average daily afternoon gold price fixing.
(2) London Metal Exchange Copper Cash-Settlement.
(3) Platts Metals Week.

1.3 Technical Information

The disclosure in this AIF of a scientific or technical nature for our Mount Milligan Mine, Öksüt Mine and Kemess Project is based on technical reports prepared for these properties in accordance with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") of the Canadian Securities Administrators. The technical information has been updated with current information, where applicable. Information regarding qualified persons is as of the effective date of the relevant technical report.

- The technical report for the Mount Milligan Mine, with an effective date of December 31, 2019 (filed on March 26, 2020), (the " **Mount Milligan Technical Report**") was prepared by John Fitzgerald, C. Paul Jago, Berge Simonian, Slobodan Jankovic, Catherine A. Taylor, and Bruno Borntraeger. Each of these persons is a qualified person for purposes of NI 43-101. None of the authors were independent of Centerra at the time of filing, except for Mr. Borntraeger, who is a Specialist Geotechnical Engineer with Knight Piésold Ltd.

- The technical report for the Öksüt Mine, Turkey with an effective date of June 30, 2015 (filed on September 3, 2015) (the "Ö **ksüt Technical Report**") was prepared by Gordon D. Reid, Peter Woodhouse, Malcolm Stallman, Mustafa Cihan, Pierre Landry, Tyler Hilkewich, Tommaso Roberto Raponi, Kevin D'Souza and Chris Sharpe. At the time of the filing of the Öksüt Technical Report, each of these persons was a qualified person for the purposes of NI 43-101, and none of these individuals were independent of Centerra at the time of the Öksüt Technical Report.

- The technical report for the Kemess underground project and Kemess east project, British Columbia, Canada (the " **Kemess Project**") prepared for AuRico Metals Inc. ("**AuRico**") with an effective date (and filing date) of July 14, 2017 (the " **Kemess Technical Report** ") was prepared by Serge Chevrier, Marianne Rosted, Stephen Rice, and Don Kidd, all from AMEC Foster Wheeler, Andrew Jennings, of Conveyer Dynamics, Chad Yuhasz, Iouri Iakovlev, and Jarek Jakubec, all from SRK Consulting (Canada) Inc., Chris Struthers, of Struthers Technical Solutions, Dan Stinnette of Mine Ventilation Services, David Kratochvil, of BioteQ Environmental Technologies; Kenneth Major of KWM Consulting Inc., Rolf Schmitt, of ERM Consultants Canada, and Ross Hammett, and Alva Kuestermeyer, both from Golder Associates, Inc. Each of these persons is a qualified person for the purposes of NI 43-101. All individuals were independent of AuRico at the time of filing of the Kemess Technical Report.

The technical reports have been filed on SEDAR at www.sedar.com. In the case of the Kemess Technical Report, this technical report was prepared for AuRico (prior to our acquisition, which closed on January 8, 2018). The Kemess Technical Report can be found under AuRico's SEDAR profile on www.sedar.com. To the best of our knowledge, information and belief, there is no new material scientific or technical information that would make the disclosure of the mineral resources or mineral reserve on the Kemess Project inaccurate or misleading.

Scientific and technical information relating to costs (operating and capital costs) and metallurgical recovery (except as it may relate to our exploration program) in this AIF was prepared, reviewed, verified, and compiled by Centerra's geological and technical staff under the supervision of Anna Malevich, Professional Engineer, and the Director, Process Engineering for Centerra. Ms. Malevich is a qualified person for the purposes of NI 43-101.

All exploration information and related scientific and technical information in this AIF regarding Centerra's Mount Milligan and Kemess Project exploration programs were prepared, reviewed, verified, and compiled by Cheyenne Sica, a member of the Engineers & Geoscientists British Columbia, Exploration Manager at Centerra's Mount Milligan Mine, who is a qualified person for the purpose of NI 43-101. Sample preparation, analytical techniques, laboratories used, and quality assurance quality control protocols used during the exploration drilling programs are done consistent with industry standards and independent certified assay labs are used.

All exploration information and related scientific and technical information in this AIF regarding Centerra's Öksüt exploration program was prepared, reviewed, verified, and compiled by our geological and staff under the supervision of Mustafa Cihan, member of the Australian Institute of Geoscientist (AIG), Centerra's Exploration Manager - Turkey at Centerra Madencilik A.Ş., one of Centerra's Turkish subsidiaries. Mr. Cihan is a qualified person for the purpose of NI 43-101. Sample preparation, analytical techniques, laboratories used, and quality assurance-quality control protocols used during the exploration drilling programs are done consistent with industry standards and independent certified assay labs are used.

All other scientific and technical information in this AIF, including without limitation mineral reserves and resources, mine production (historical and guidance), grades and mill throughput were prepared, reviewed, verified, and compiled by Centerra's geological and mining staff under the supervision of Slobodan (Bob) Jankovic, Professional Geoscientist, member of the Association of Professional Geoscientists of Ontario (APGO) and Centerra's Senior Director, Technical Services. Mr. Jankovic is a qualified person for the purpose of NI 43-101.

All scientific and technical information in this AIF is prepared in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") and NI 43-101 (where relevant).

A glossary of geological and mining terms has been included at the end of this AIF for ease of reference.

1.4 Forward-Looking Information

This AIF and the documents incorporated by reference into this AIF contain statements and information about our expectations for the future. When we discuss our strategy, plans, proposed exploration and development activities and future financial and operating performance, or other things that have not yet taken place, we are making statements considered to be forward-looking information under Canadian securities laws.

Key things to understand about the forward-looking information in this AIF:

- It typically includes words and phrases about the future, such as *plans*, *expects* or *does not expect*, *budget*, *forecasts*, *projections*, *anticipate* or *does not anticipate*, *believe*, *intend*, *potential*, *strategy*, *schedule*, *estimates*, *contemplates*, *targets*, and similar expressions or statements that certain actions, events or results *may*, *could*, *would*, *might* or *will* be taken, occur or be achieved.
- It is based on several material assumptions, including but not limited to those we have listed below, which may prove to be incorrect.
- Actual results and events may be significantly different from what we currently expect, because of the risks associated with our business. We list a number of these material risks below. We recommend you also review other parts of this document, including "*Risk Factors*" starting on page 64, which include a more detailed discussion of the material risks that could cause our actual results to differ from current expectations.

Forward-looking information is designed to help you understand management's current views of our near and longer-term prospects. It may not be appropriate for other purposes. We will not necessarily update this forward-looking information unless we are required to by securities laws. Examples of forward looking information in this AIF include, without limitation: expectations as to the future business and political environment in the jurisdictions where we operate; exploration plans for 2022; expectations regarding pit wall stability at our Öksüt Mine; having adequate water inventory levels at Mount Milligan to operate at the targeted throughput level of 60,000 tonnes per calendar day; expectations regarding capital projects, including those intended to increase recovery or processing at our sites; expectations regarding future growth, results of operations and financial performance; our business prospects; the ability to deliver our Mount Milligan concentrate to port in a timely manner; no labour disruptions at our mines or in our delivery pipeline; our expectations regarding successfully obtaining additional permits for the Öksüt Mine and the plans for further mining the Keltepe and Güneytepe pits; expectations in respect of the acquisition and future development of the Goldfield Project; statements relating to reserves or resources, as they involve the implied assessment, based on certain estimates and assumptions that the resources and reserves described can be profitably mined in the future; the impact on the Company of the unlawful seizure by the Kyrgyz Government of the Kumtor Mine in May 2021; the outcome of the arbitration and other proceedings initiated by the Company in response to such seizure; the outcome or effect of the legacy environmental and tax disputes and criminal investigations relating to the Kumtor Mine; or the outcome of any future discussions or negotiations to resolve any or all of the disputes relating to the Kumtor Mine and the potential terms and conditions (including governmental, legal, and regulatory requirements and approvals in connection therewith) of any such resolution.

Material Assumptions

Forward-looking information is necessarily based upon estimates and assumptions that, while considered reasonable by Centerra, are inherently subject to significant technical, political, business, economic and competitive uncertainties and contingencies. Assumptions used in the forward-looking statements in this AIF include the following:

- There are no material disruptions in Centerra's operations as a result of the COVID-19 pandemic, including illness in workforce, no shutdown of mining, processing and other operations, no adverse disruption on supply chains and transportation networks used to deliver products to customers.
- Centerra and our applicable subsidiaries throughout the year continue to meet the terms of our corporate credit facility to maintain compliance with the financial covenants contained therein.
- No unplanned delays in, or interruption of, scheduled production from our mines, including due to climate/weather conditions, pandemics, political or civil unrest, natural phenomena, regulatory or political disputes, equipment breakdown or other developmental and operational risks.
- Any sanctions imposed on Turkish entities do not have a negative effect on the costs or availability of inputs or equipment to the Öksüt Mine.
- The pit walls at our operations remain stable.
- The reserve and resource models at our operating sites reconcile as expected against production.
- The Mount Milligan Mine mill (processing facility) continues to have access to sufficient water supplies to operate year-round at the intended capacity.
- The Mount Milligan Mine tailings storage facility ("**TSF**") continues to function as planned and any seepages from the TSF can be adequately managed, do not result in significant effects on the environment and do not result in significant regulatory or permitting challenges.

- The Öksüt Mine's local mining contractor, Çiftay İnşaat Taahhüt ve Ticaret A.Ş will continue to operate uninterrupted in accordance with its mining contract.
- Grades and recoveries at our operating properties remain consistent with the 2022 production plan to achieve the forecast gold and copper production.
- Mineral processing facilities at our operations operate as expected, including that there is no unplanned suspension of operations due to (among other things), mechanical or technical performance issues.
- There are no changes to any existing agreements or relationships with potentially impacted Indigenous groups which would materially and adversely impact our operations, and no demands are received from such groups to enter into new agreements which would materially and adversely impact our operations.
- There are no significant unfavourable changes to concentrate sales arrangements at Mount Milligan Mine and the roasting arrangements at the Langeloth facility.
- There are no adverse changes or disturbances in the transportation and logistics involved in the sale of our gold doré bars and/or concentrate produced by our mine sites, or the molybdenum products from our Langeloth facility.
- There are no adverse regulatory changes affecting any of our operations.
- Exchange rates, prices of key consumables, costs of power, labour, material costs, supplies and services (including transport), water usage fees, and any other cost assumptions at all operations and projects of the Company are not significantly higher than prices assumed in planning.
- Spot and realized prices for gold, copper and molybdenum will be as expected.
- Tax rates, foreign currency exchange rates, and interest rates will be as expected.
- Our non-sustaining (growth) capital, sustaining capital, decommissioning and reclamation estimates are accurate.
- Our mineral reserve and resource estimates, and the assumptions upon which they are based, are accurate.
- We are able to attract and retain qualified personnel necessary for the Company's operations.
- No labour related disruptions occur at any of our operations.
- Our counterparties in any of our sales contracts for gold doré bars, copper/gold concentrate, or molybdenum products meet their contractual obligations to us.
- Our internal control procedures continue to satisfy all applicable laws and regulations, including those required pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

Material Risks

The following is a list of risks that can affect our business. This is not a complete list of the potential risks that the Company faces; there may be others that we are not aware of, or risks that we feel are not material today that could become material in the future. These risks are described in greater detail in the Section of the AIF called "Risk Factors" starting on page 64.

Strategic, Legal and Planning Risks

Strategic, legal and planning risks include political risks associated with our operations in Turkey, United States and Canada; resource nationalism; reliance on cash flow from subsidiaries; the impact of changes in, or more aggressive enforcement of laws, regulations and government practices including with respect to the environment; impact of community activism on laws and regulations; increases in contributory demands or business interruption; delays or refusals to grant required permits and licenses; status of our relationships with local communities; Indigenous claims and consultation issues relating to the Company's properties which are in proximity to Indigenous communities; the risks related to outstanding litigation affecting the Company; the impact of any sanctions imposed by Canada, the United States or other jurisdictions against various Turkish individuals and entities; 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 to enforce their legal rights in certain circumstances; conflicts of interest among our board members; risks related to anti-corruption legislation; Centerra's future exploration and development activities not being successful; Centerra not being able to replace mineral reserves and resources; risks related to mineral reserves and resources being imprecise; production and cost estimates may be inaccurate; reputational risks, particularly in light of the increase in social media; inability to identify new opportunities and to grow the business; large fluctuations in our trading price that are beyond our control or ability to predict and mitigate; potential risks related to kidnapping or acts of terrorism; the impact of changes in, or to the more aggressive enforcement of, laws, regulations and government practices, including unjustified civil or criminal action against the Company, its affiliates or its current or former employees; the presence of a significant shareholder that is a state-owned company of the Kyrgyz Republic; uncertainty around the likelihood of a resolution resulting from recent negotiations with representatives of the Kyrgyz Republic and Kyrgyzaltyn JSC ("**Kyrgyzaltyn**"); the uncertainty of potential outcomes in the arbitration process; the inability of the Company and its subsidiaries to collect on or enforce any favorable arbitral and/or court judgement awarded against the Kyrgyz Republic or Kyrgyzaltyn; and other actions which could be taken by the Company in response to the ongoing situation involving the Kumtor Mine.

Financial Risks

We are subject to risks related to our financial position and liquidity, including sensitivity of our business to the volatility of gold, copper and other mineral prices; the use of provisionally-priced sales contracts for production at Mount Milligan; reliance on a few key customers for the gold-copper concentrate at Mount Milligan; use of commodity derivatives; sensitivity to fuel price volatility; the impact of currency fluctuations, especially in Turkey given current inflationary economic conditions; global financial conditions; access to future financing, including the impact of environmental, social and corporate governance ("**ESG**") practices and reporting on the Company's ability to obtain future financing or accessing capital; the impact of restrictive covenants in our corporate credit facility which may, among other things, restrict the Company from pursuing certain business activities; the effect of market conditions on our short-term investments; our ability to make payments, including any payments of principal and interest on our debt facilities, which depends on the cash flow of our subsidiaries; ability to obtain adequate insurance coverage; and changes to taxation laws in the jurisdictions where we operate.

Operational Risks

Mining and metals processing involve significant production and operational risks. Some of these risks are outside of our control or ability to predict and mitigate. Risks include but are not limited to the following: unanticipated ground and water conditions; shortages of water for processing activities; adjacent or adverse land or mineral ownership that results in constraints on current or future mine operations; geological risks, including earthquakes and other natural disasters; metallurgical and other processing risks; unusual or unexpected mineralogy or rock formations; ground or slope failures; pit flooding; tailings design or operational issues, including dam breaches or failures; structural cave-ins, wall failures or rock-slides; flooding or fires; other climate related risks such as wildfires; equipment failures or performance problems; periodic interruptions due to inclement or hazardous weather conditions or operating conditions and other force majeure events; lower than expected ore grades or recovery rates; accidents; changes to, or delays in, transportation routes, including cessation or disruption in rail and shipping networks whether caused by decisions of third party providers or force majeure events (including COVID-19); interruption of energy supply; labour disturbances; the availability of drilling and related equipment in the area where mining operations will be conducted; the failure of equipment or processes to operate in accordance with specifications or expectations; tailings management facilities; exposure of workforce to widespread pandemic (including COVID-19); cyanide use; regulations regarding greenhouse gas emissions and climate change; development and construction costs being over budget; predicting decommissioning and reclamation costs; attracting and retaining qualified personnel; long lead times required for equipment and supplies given the remote location of some of our operating properties, and the potential that COVID-19 could disrupt such supply chains; reliance on a limited number of suppliers for certain consumables, equipment and components; and security of critical operating systems.

1.5 Cautionary Note to U.S. Readers Concerning Estimates of Mineral Reserves and Mineral Resources

Disclosure regarding the Company's mineral properties, including with respect to mineral reserve and mineral resource estimates included in this AIF, was prepared in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. NI 43-101 differs significantly from the disclosure requirements of the Securities and Exchange Commission (the "**SEC**") generally applicable to U.S. companies. Accordingly, information contained in this AIF is not comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

2. ABOUT CENTERRA

We are a Canadian-based gold mining company focused on operating, developing, exploring, and acquiring gold properties in North America, Turkey, and other markets worldwide.

Our head office is in Toronto, Ontario (Canada). We also have offices in other locations such as in Prince George, British Columbia (Canada); Ankara, Turkey; Langeloth, Pennsylvania (USA); and Challis, Idaho (USA).

We have approximately 1,020 employees.

We are publicly listed on the Toronto Stock Exchange (" **TSX**") under the symbol CG and on the New York Stock Exchange ("**NYSE**") under the symbol CGAU.

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Website: www.centerragold.com

2.1 Our Properties

The table below sets out our properties as of the date of this AIF. We have two producing properties: the Mount Milligan Mine in British Columbia, Canada and the Öksüt Mine in Turkey. We own a 100% interest in each of the following properties except for (i) the Endako Mine in which we own a 75% joint venture interest (the remaining 25% is held by Sojitz Moly Resources, Inc., a subsidiary of Sojitz Corporation) (the "**Endako Mine Joint Venture**"), and (ii) optioned interests in various exploration projects which we are still in the process of earning.

	Property Name	Location	Metal
Operating Mines	Mount Milligan (the "**Mount Milligan Mine**")	Canada	Gold/Copper
	Öksüt (the "**Öksüt Mine**")	Turkey	Gold
Pre-Development Projects	Goldfield District Project (the "**Goldfield Project**")	United States	Gold
	Kemess (the "**Kemess Project**")	Canada	Gold/Copper/Silver
Exploration Projects	Berg(1)	Canada	Copper/Molybdenum
	Kizilkaya and Sivritepe Properties (in various stages of exploration)	Turkey	Gold
	Various options to earn interest on projects owned by third parties.	Turkey, Canada, United States and Finland	Gold/Copper
Care and Maintenance/Stand-by Projects	Thompson Creek Mine (the "**TC Mine**")	United States	Molybdenum
	Endako Mine (the "**Endako Mine**")	Canada	Molybdenum

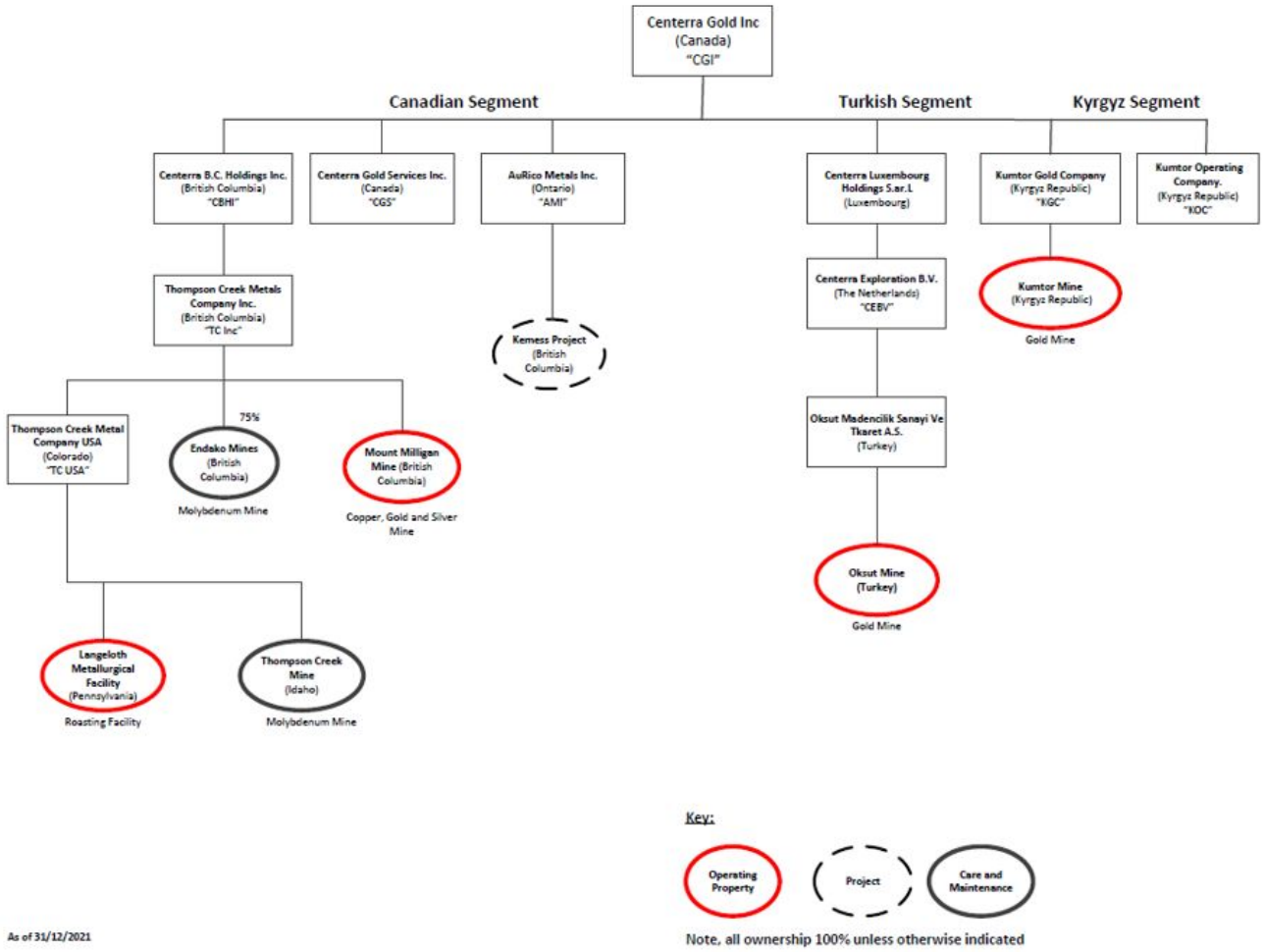
1. Our Berg property is subject to an option agreement pursuant to which a third-party has the right to earn-in to a 70% interest in the property.

We also own 100% of the Langeloth Metallurgical Facility which is located in Langeloth, Pennsylvania and purchases molybdenum concentrates from third parties to convert to upgraded products, which are then sold into the metallurgical and chemical markets.

Prior to May 15, 2021, the Company also owned and operated the Kumtor Mine, located in the Kyrgyz Republic, through its wholly-owned subsidiary, Kumtor Gold Company CJSC ("**KGC**"). Although the Company remains the rightful owner of KGC, the illegal seizure of the Kumtor Mine and the continuing actions by the Kyrgyz Republic and Kyrgyzaltyn have resulted in the Company ceasing to have control over, and benefit from, the operations of the Kumtor Mine. Since the Company does not expect to reassume control over the Kumtor Mine, which is now classified as a discontinued operation in the Company's financial statements, the Company has not included any technical or operational information regarding the Kumtor Mine in this AIF. For historical information regarding the Kumtor Mine and its operation by the Company, please refer to the Company's annual information form dated March 12, 2021 for the financial year ended December 31, 2020, which is filed on SEDAR at www.sedar.com. See also "*Recent Developments – Kumtor Mine*".

2.2 Inter-Corporate Relationships

Our principal subsidiaries, along with their jurisdiction of incorporation, continuation or organization, are set out below as at December 31, 2021. Each of our principal subsidiaries are 100% owned, unless otherwise noted.



1. Centerra was incorporated under the *Canada Business Corporations Act* by articles of incorporation dated November 7, 2002 under the name 4122216 Canada Limited. Centerra changed its name on December 13, 2002 to Kumtor Mountain Holdings Corporation, and on December 5, 2003 to Centerra Gold Inc.

2. Centerra owns an indirect 75% joint venture interest in the Endako Mine.

3. Prior to May 15, 2021, the Company also had control over the operations of its wholly-owned Kyrgyz subsidiaries, KGC and Kumtor Operating Company CJSC. Although the Company remains the sole shareholder of these two entities, the illegal seizure of the Kumtor Mine and the continuing actions by the Kyrgyz Republic and Kyrgyzaltyn have resulted in the Company ceasing to have control over, and benefit from, the operations of the Kumtor Mine and the day-to-day operations of these subsidiaries.

4. Other subsidiaries, including those through which we hold our interest in exploration properties (including those in which we are earning an optioned interest), have not been included in the above chart because (i) their respective assets represent less than 10% of the consolidated assets of Centerra, and less than 10% of the consolidated sales and operating revenue of Centerra; and (ii) the consolidated assets and revenues of such excluded subsidiaries are less than 20% of the consolidated assets and consolidated revenue of Centerra, respectively. These subsidiaries are wholly owned, directly or indirectly, by Centerra.

2.3 Recent Developments

The following is a summary of key developments over the past three years that have influenced the general development of our business. For further information regarding the developments, see the applicable section of this document dealing with the applicable property. As a result of the seizure of the Kumtor Mine and the continuing actions by the Kyrgyz Republic, effective as of August 10, 2021, the Company recognized a loss on the change of control and included the Kumtor Mine as a discontinued operation[1]. As such, information regarding the Kumtor Mine's operations has not been set out in this AIF and any historical information in respect of the Kumtor Mine can be found in the Company's prior disclosure available on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

Kumtor Mine

- The Kyrgyz Parliamentary elections held in early October 2020 resulted in a period of political and social disruption in the Kyrgyz Republic, eventually leading to the cancellation of the Kyrgyz Parliamentary election results and the resignation of the then Kyrgyz Prime Minister and President. Presidential elections were held in the Kyrgyz Republic on January 10, 2021, with Mr. Sadyr Japarov being elected President.

- Since the beginning of 2021, the Kyrgyz Republic and Kyrgyzaltyn took a number of coordinated actions that resulted in the illegal seizure of the Kumtor Mine by the Kyrgyz Republic and a loss of control of the mine by Centerra. In particular:

    - In February 2021, a State Commission was formed by the Kyrgyz Republic Parliament to, among other things, review the performance of the Kumtor Mine, including alleged tax and environmental claims discussed below, and to review the results of a previous Kyrgyz Republic State Commission established in 2012. For further information relating to the legal matters arising out of the 2012 State Commission, including in respect of the comprehensive settlement resolving all of the then outstanding issues relating to the Kumtor Mine, please refer to the Company's annual information form dated March 12, 2021 for the financial year ended December 31, 2020, which is filed on SEDAR at www.sedar.com;

    - The Kyrgyz Government resurrected a number of historical tax claims and environmental claims relating to the Kumtor Mine, each of which was resolved years ago either through previous settlements or Kyrgyz court decisions. When the Company disclosed the tax claims in March 2021, the amounts claimed by the Kyrgyz Republic were estimated to be approximately $352 million, including taxes, interest and penalties. However, the Company understands that Kyrgyz officials may have subsequently increased the amounts claimed to over $1 billion. The Company denies these claims;

    - A Kyrgyz court rendered a decision awarding damages against KGC of approximately $3.1 billion payable to the Kyrgyz Republic in respect of alleged damages caused by KGC's past practice of placing waste rock on glaciers. The Company denies these claims;

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1 For full details on the derecognition of the assets and liabilities of the Kumtor Mine, please refer to the Company's press release on its website dated August 10, 2021 and its management's discussion and analysis for the three and six months ended June 30, 2021, available on SEDAR at www.sedar.com and EDGAR at www.edgar.com.

- During the spring of 2021, the Kyrgyz Republic Parliament began to consider a number of laws and legislative amendments that, among other things, would fundamentally alter and breach the 2009 restated Kumtor project agreements, including the 2009 Kyrgyz law that ratified the Kumtor Project Agreements. Such amendments would not only delete provisions that ensure the primacy of the Kumtor Project Agreements over other Kyrgyz legislation but also subject Kumtor to certain Kyrgyz laws of general application, including tax laws; and

- The Kyrgyz Republic seized control of the Kumtor Mine on May 15, 2021 through a coordinated effort to take control of the Kumtor Mine site, KGC's offices, personnel, computers and documents. The Kyrgyz Republic acted following a preliminary report of the 2021 State Commission which made a number of groundless claims against Centerra, KGC and the Kumtor Mine and under the purported authority of a new Temporary Management Law hastily passed by the Kyrgyz Republic Parliament only a few days prior to such seizure.

- According to statements made by Kyrgyz Republic authorities during and after the events described above, the Company understands that the Kyrgyz Republic has opened a series of criminal investigations relating to the Kumtor Mine and, in particular, alleged corruption of previous agreements entered into between Centerra, its predecessor, and the Kyrgyz Government. The Company further understands that the Kyrgyz Republic has arrested or detained a significant number of former Kyrgyz politicians and government officials, including several former prime ministers, in connection with such investigations. More recently, there have been reports that the Kyrgyz Republic has reopened a series of criminal investigations in connection with the Kyrgyz Republic General Prosecutor Office's attempt to unwind an ordinary course $200 million dividend declared and paid by KGC to its sole shareholder, Centerra, in December 2013. The Company also understands that the Kyrgyz Republic has opened a criminal investigation into alleged "cyber-sabotage" and violations of Kumtor Mine employee rights related to actions taken by Centerra to disable Kyrgyz users from accessing its IT systems around the time of the seizure of the Kumtor Mine. Such reports identify certain members of former Centerra and KGC management teams and state that those individuals were prosecuted in absentia and put on wanted lists by the State Committee for National Security of the Kyrgyz Republic. The use of the Kyrgyz criminal law and investigations as a pressure tactic in aid of economic or commercial goals is not new for the Kyrgyz Republic. The Company denies any such allegations, which should be viewed in the broader context, including the Kyrgyz Republic Government's goal of seizing the Kumtor Mine and intimidating its political opponents.

- Centerra, KGC and Kumtor Operating Company CJSC (" **KOC**") have taken a number of measures in response to the Kyrgyz Republic's unjustified and illegal seizure of the Kumtor Mine. In particular:

  - The Company has initiated binding arbitration against the Kyrgyz Republic and Kyrgyzaltyn to enforce its rights under longstanding agreements governing the Kumtor Mine and to, among other things, hold the Kyrgyz Republic and Kyrgyzaltyn accountable for any and all losses and damages that result from its actions against KGC and the Kumtor Mine. Following the resignation of the initial arbitrator on October 27, 2021, a new arbitrator was appointed to adjudicate the arbitration dispute. The Company also filed an application requesting urgent interim measures in connection with the arbitration proceedings to, among other things, address certain critical operational and safety problems at the Kumtor Mine to preserve the status quo at the Kumtor Mine and obtain some transparency and reporting as to the mine's activities;

  - In accordance with longstanding shareholder and investment agreements, the Company has taken steps to restrict Kyrgyzaltyn from transferring or encumbering any common shares of the Company ("**Common Shares**") or exercising any voting rights or dissent rights attached to Centerra Common Shares. In addition, dividends or distributions on Centerra Common Shares that would otherwise be payable to Kyrgyzaltyn or its affiliates are waived and will be donated to the Company to the extent such dividends or distributions can be attributed reasonably to KGC (or the Kumtor Mine's assets or operations) or distributions from KGC;

  - KGC and KOC filed for protection under Chapter 11 of the federal U.S. Bankruptcy Code in the Southern District of New York. The court-supervised process provides for, among other things, a worldwide automatic stay of all claims against KGC and KOC which the Company hopes will deter the Kyrgyz Republic from taking further precipitous action against KGC and the Kumtor Mine, including actions to enforce the meritless environmental and tax claims noted above; and

  - The Company initiated proceedings in the Ontario Superior Court of Justice against Tengiz Bolturuk, a former director of the Company who resigned from the Company's board of directors (the "**Board**") to assume control of the Kumtor Mine on behalf of the Kyrgyz Republic as external manager, for breaches of his fiduciary duties to the Company (see further information below).

No assurances can be given that Centerra will be successful in any of the foregoing legal proceedings. There also remains the further risk that additional regulatory, tax, or civil claims will be commenced against the Company and/or its Kyrgyz subsidiaries.

- Since late 2021, the Company has been engaged in discussions and negotiations with representatives of the Government of the Kyrgyz Republic to resolve the outstanding disputes relating to the illegal seizure of control of the Kumtor Mine by the Government of the Kyrgyz Republic in May 2021. On January 3, 2022, and subsequent to the year ended December 31, 2021, Centerra publicly confirmed such negotiations and stated the framework of a resolution under discussion could involve the following principal terms:

    - Centerra receiving the approximately 26.1% in Centerra Common Shares held by Kyrgyzaltyn (an instrumentality of the Kyrgyz Republic). Upon receipt, Centerra would cancel the shares surrendered by Kyrgyzaltyn;

    - the Kyrgyz Republic receiving, and assuming all responsibility for, the Company's two Kyrgyz subsidiaries and the Kumtor Mine;

    - payment by Centerra of a cash amount equal to the net amount of the three dividends paid by Centerra in 2021 that Kyrgyzaltyn did not receive as a result of the seizure of the mine and certain other financial consideration associated with the settlement of intercompany balances between Centerra and its Kyrgyz subsidiaries;

    - the resignation from Centerra's Board of Kyrgyzaltyn's two nominees; and

    - full and final releases of all claims of the parties and termination of all legal proceedings involving the parties in all jurisdictions with no admissions of liability.

  Negotiations with representatives of the Government of the Kyrgyz Republic are ongoing, and there can be no assurance that any proposed resolution will be consummated or as to the final economic and other terms and conditions of any such resolution, if agreed. Any such resolution would need to be formalized in a definitive agreement and would be subject to compliance with all applicable legal and regulatory requirements and approvals, including any applicable independent valuation or shareholder or government approval requirements.

- On February 15, 2022, the Ontario Superior Court of Justice rendered a decision in the Company's favour in its application for an order restraining Tengiz Bolturuk from breaching of his fiduciary duties as a former director of the Company. The Ontario Superior Court of Justice issued an injunction, permanently enjoining Mr. Bolturuk from disclosing or using any of the Company's confidential information and restraining him from having any involvement, directly or indirectly, with the management, operation or control of the Kumtor Mine so long as Centerra has or asserts an interest in KGC or the Kumtor Mine, as well as awarding costs to the Company. As previously noted, Mr. Bolturuk resigned from the Company's Board in May 2021 to assume control of the Kumtor Mine on behalf of the Kyrgyz Republic as external manager. No assurances can be given that any injunctions ordered are respected, or that any costs awards granted in connection with any resolved proceedings will be paid.

Mount Milligan Mine

- Starting in late December 2017, the Mount Milligan Mine experienced insufficient water resources which resulted in a reduction and temporary suspension of processing operations. The reduction in processing continued until the second quarter of 2020 when water levels increased significantly following a successful water pumping plan and a robust spring runoff.

- A new technical report for the Mount Milligan Mine was filed on March 26, 2020 with an effective date of December 31, 2019.

- In early 2020, Thompson Creek Metals Company Inc., the owner of the Mount Milligan Mine, received a notice of civil claim from H.R.S. Resources Corp. ("**HRS**"), the holder of a 2% production royalty at the Mount Milligan Mine. HRS claims that since November 2016 (when the royalty became payable) the Company has incorrectly calculated amounts payable under the production royalty agreement and has therefore underpaid amounts owing to HRS. The Company disputes the claim and believes it has calculated the royalty payments in accordance with the agreement. The Company believes that the potential exposure in relation to this claim is not material.

- In January 2022, after significant discussions and consultation with British Columbia regulators, First Nations partners and other stakeholders, the Company obtained an amendment to the Mount Milligan Mine's environmental assessment certificate which will allow access to long-term surface water sources for the life of the project, subject to the receipt of ordinary course permits.

Öksüt Mine

- On January 30, 2020, our Turkish subsidiary that owns the Öksüt Mine repaid and cancelled its Öksüt Project financing facility, which resulted in the release of $25 million in restricted cash.
- The Öksüt Mine achieved first gold pour on January 31, 2020 and declared commercial production effective on May 31, 2020.
- Except during a two-week period in April 2020 when Öksüt Mine operated with a skeleton staff due to COVID-19 restrictions, COVID-19 has not materially affected operations at the Öksüt Mine and operations have continued normally. The Öksüt Mine is maintaining active measures to prevent a COVID-19 outbreak at site.
- During the third quarter of 2020, the Öksüt Mine obtained an amendment to its environmental impact assessment (" **EIA**") certificate from the Minister of Environment and Urbanization. The amendment is to accommodate changes to the Öksüt Mine's open pit mine design and pit optimization. Due to the delay in receiving the amendment from the EIA and further potential delays in obtaining the related pastureland permit, the Öksüt mine plan and design has been adjusted and required permits are anticipated to be received in 2022.
- On March 18, 2022, the Company announced a temporary suspension of gold doré bar production at the Öksüt Mine due to mercury having been detected in the gold room of the ADR plant. The Company has taken several initial actions in response, including cleaning mercury from affected areas, taking steps to mitigate and prevent exposure, implementing the necessary safety protocols and protective equipment, and is in the process of taking the necessary regulatory reporting steps. The Company is also evaluating several potential technical solutions to remove the mercury in the gold recovery process, including a retort and scrubbing system in the ADR plant prior to the restart of production. Despite the temporary suspension, the Öksüt Mine continues to mine ore, stack ore on the leach pad, and process ore within the ADR plant into a gold-in-carbon form, which will be stockpiled until the restart of the electrowinning process.

Greenstone Gold Property

- On January 19, 2021, the Company completed the sale of its 50% interest in the Greenstone Gold Mines Partnership (the " **Partnership**") to the Orion Mine Finance Group ("**Orion**") for an upfront cash payment on closing of approximately $210 million (including adjustments) and conditional consideration of up to approximately $75 million (assuming $1,500 gold price) payable in cash or refined gold upon the Partnership's Hardrock Mine Project meeting certain construction and production milestones. As a result of the construction decision for the project, the first of such contingent payments will be due at the end of 2023. The obligations of Orion regarding payment of the conditional consideration have been guaranteed by the Partnership and secured against the Hardrock Mine Project.

Corporate

- Effective as of December 31, 2020, we entered into a new $400 million four-year revolving credit facility plus a $200 million accordion feature with a lending syndicate led by The Bank of Nova Scotia, National Bank Financial Markets and HSBC Canada Bank and including a syndicate of international financial institutions (the "**2020 Corporate Facility**"). The 2020 Corporate Facility is for general corporate purposes, including working capital, investments, acquisitions and capital expenditures. The loss of control of the Kumtor Mine in 2021 has resulted in the inability for the Company to utilize the $200 million accordion feature of the 2020 Corporate Facility.
- On April 12, 2021, we announced that the Company had received approval to list its Common Shares on the New York Stock Exchange with trading to commence on April, 15, 2021 under the symbol CGAU.
- On February 22, 2022, Centerra announced that it had entered into an agreement to acquire Gemfield Resources LLC, owner of the Goldfield Project, from Waterton Nevada Splitter, LLC for total consideration comprised of $175 million in cash at closing and a $31.5 million deferred milestone payment. At the option of Centerra, the deferred milestone payment is payable in cash or Common Shares of the Company and becomes payable the earlier of 18 months following the closing of the transaction or the date a construction decision is confirmed with respect to the project, among other things. The Company announced the closing of its acquisition of the Goldfield Project on February 28, 2022.

COVID-19 Update

We continue to take steps to minimize the effect of the COVID-19 pandemic on our business. The Company has established strict protocols at its mine sites to help prevent infection and reduce the potential transmission of COVID-19. A testing facility, funded by the Company, has been recently established at the Mount Milligan Mine to perform rapid testing of all employees, contractors, and other visitors to the site. Vaccination clinics have been set up for employees and contractors at the Mount Milligan Mine and the Öksüt Mine. The Company believes that these programs, in combination with a robust provincial program in British Columbia in particular, has resulted in a large percentage of employees being inoculated. While COVID-19 vaccination rates continue to rise in the communities and countries in which the Company operates its mine sites and offices, the Company continues to maintain its COVID-19 protocols.

Neither the Mount Milligan Mine nor the Öksüt Mine have been adversely impacted by COVID-19 in any significant way as employee absences due to COVID-19, or any other illnesses, have so far been successfully managed. However, the Company notes that the effects of COVID-19 on its business continue to change rapidly. Centerra continues to assess the resiliency of its supply chains, maintaining increased mine site inventories of key materials and fixed asset components. Additionally, the Company is pursuing an active sourcing strategy to identify potential alternatives for its critical supplies that can be purchased in alternative countries to reduce the risk of extended lead-times while trying to maintain an optimal cost structure. All measures enacted to date reflect the Company's best assessment at this time but will remain flexible and will be revised as necessary or advisable and/or as recommended by public health and governmental authorities.

2.4 Other Disclosure Relating to Ontario Securities Commission Requirements for Companies Operating in Emerging Markets

Controls Relating to Corporate Structure Risk

We have implemented a system of corporate governance, internal controls over financial reporting, and disclosure controls and procedures that apply at all levels of the Company and its subsidiaries. These systems are overseen by the Company's Board and implemented by the Company's senior management. The relevant features of these systems include:

Control Over Subsidiaries

Centerra's corporate structure has been designed to ensure that the Company controls or has a measure of direct oversight over the operations of its subsidiaries. All of our subsidiaries are directly or indirectly wholly-owned by the Company with the exception of shareholdings in other publicly traded and privately held companies which represent less than 10% of the consolidated assets of Centerra, and less than 10% of the consolidated sales and operating revenue of Centerra.

The directors of Centerra's wholly-owned subsidiaries are ultimately accountable to Centerra as the shareholder appointing him or her, and to Centerra's Board and senior management. As well, the annual budget, capital investment and exploration program in respect of the Company's mineral properties are established by the Company and approved by the Board. Members of management of all subsidiaries are also subject to written delegation of financial authority rules (adopted by the board of directors of each subsidiary) which limit their ability to bind such company. Our internal audit group also regularly conducts examinations of Centerra's operating sites and subsidiaries and reports directly to the Audit Committee on compliance with various matters.

We have a 75% interest in the Endako Mine Joint Venture which was formed on June 12, 1997 pursuant to the terms of the Exploration, Development and Mine Operating Agreement between Thompson Creek Metals Company Inc. ("**Thompson Creek**") and Sojitz Moly Resources, Inc. (" **Sojitz**"), as amended (the "**Endako Mine Joint Venture Agreement** "). Sojitz owns the remaining 25% interest in the Endako Mine Joint Venture. Our 75% interest in the contractual joint venture is held through our wholly owned subsidiary, Thompson Creek. We appoint all officers and directors of Thompson Creek. We are the manager of the Endako Mine Joint Venture with overall management responsibility for operations. As manager, we prepare annual budgets and production plans and submit them to Sojitz for approval. Oversight is provided by a joint venture committee whose members are appointed by Thompson Creek and Sojitz.

Signing officers for subsidiary foreign bank accounts (of our wholly owned subsidiaries) are either employees of Centerra or directors of the subsidiaries. In accordance with the Company's internal policies, all subsidiaries must notify the Company's corporate treasury department of any changes in their local bank accounts including requests for changes to authority over the subsidiaries' foreign bank accounts. Monetary limits are established internally by the Company as well as with the respective banking institution. Annually, authorizations over bank accounts are reviewed and revised as necessary. Changes are communicated to the banking institution by the Company and the applicable subsidiary to ensure appropriate individuals are identified as having authority over the bank accounts.

Strategic Direction

Centerra's Board is responsible for the overall stewardship of the Company and, as such, supervises the management of the business and affairs of the Company. More specifically, the Board is responsible for reviewing the strategic business plans and corporate objectives, and approving acquisitions, dispositions, investments, capital expenditures, financings. and other transactions and matters that are material to the Company including those of its material subsidiaries.

Internal Control Over Financial Reporting

The Company prepares its consolidated financial statements and managements' discussion and analysis (" **MD&A**") on a quarterly and annual basis, using IFRS as issued by the International Accounting Standards Board, which require financial information and disclosures from its subsidiaries. The Company implements internal controls over the preparation of its financial statements and other financial disclosures to provide reasonable assurance that its financial reporting is reliable and that the quarterly and annual financial statements and MD&A are being prepared in accordance with IFRS and relevant securities laws. These internal controls include the following:

i. The Company has established a monthly and quarterly reporting package relating to its subsidiaries that standardizes the information required from the subsidiaries in order to complete the consolidated financial statements and MD&A. Management of the Company has direct access to relevant financial management of its subsidiaries in order to verify and clarify all information required.

ii. All public documents and statements relating to the Company and its subsidiaries containing material information (including financial information) are reviewed by members of the in-house legal department and our internal disclosure committee comprised of the President & Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**"), Chief Operating Officer and General Counsel and Director, Investor Relations before such material information is disclosed, to make sure that all material information has been considered by management of the Company and properly disclosed. Where appropriate, the disclosure committee will also convene a subset of other employees to ensure that our public documents and statements do not contain any misrepresentations, as such term is defined in applicable Canadian securities laws.

iii. As more fully described below, the Company's Audit Committee obtains confirmation from the CEO and CFO as to the matters addressed in the quarterly and annual certifications required under National Instrument 52-109 – *Certification of Disclosure in the Company's Annual and Interim Filings* ("**NI 52-109**"), including its review of internal controls over financial reporting and disclosure controls and procedures.

iv. The Company's Audit Committee reviews and approves the Company's quarterly and annual financial statements and MD&A and recommends their approval to the Board for approval prior to their publication or release.

v. The Company's Audit Committee assesses and evaluates the adequacy of the procedures in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements by way of reports from management and its internal and external auditors.

vi. Although not specifically a management control, the Company engages its external auditor to perform reviews of the Company's quarterly financial statements and an audit of the annual consolidated financial statements in accordance with Canadian generally accepted auditing standards.

Disclosure Controls and Procedures

The Company's Audit Committee's responsibilities include oversight of the Company's internal control systems and disclosure controls and procedures including those systems to monitor compliance with legal, ethical and regulatory requirements.

CEO and CFO Certifications

In order for the Company's President & CEO and CFO to be in a position to attest to the matters addressed in the quarterly and annual certifications required by NI 52-109, the Company has developed internal procedures and responsibilities throughout the organization for its regular periodic and timely reporting. These processes are designed to provide assurances that information that may constitute material information will reach the appropriate individuals who draft and/or review public documents and statements relating to the Company. Annually, we engage an external accounting firm to carry out a review of our internal controls over financial reporting.

These systems of corporate governance, internal control over financial reporting and disclosure controls and procedures are designed to ensure that, among other things, the Company has access to all material information about its subsidiaries.

Procedures of the Board of Directors of the Company

Oversight of the Company's Risks

We have implemented an enterprise risk management program which applies to all of our operations, projects and corporate offices with a goal to ensure risk-informed decision making. The program is based on leading international risk management standards and industry best practice. It employs both a "bottom-up" and "top-down" approach to identify and address risks from all sources that threaten the achievement of our strategic and business objectives or provide opportunities to exploit. The risk management program at Centerra considers the full life of mine cycle from exploration through to closure. All aspects of the operation and our stakeholders are considered when identifying risks. As such, our risk program encompasses a broad range of risks including technical, financial, commercial, social, reputational, environmental, governance, health and safety, political and human resources related risks. Our executive team meets regularly with our Vice President, Risk and Insurance to review the risks facing the organization and each site and to review mitigation actions. The Risk Committee of the Board has oversight responsibilities for the policies, processes and systems for the identification, assessment and management of the Company's principal strategic, financial, and operational risks. The members of the Risk Committee endeavour to include at least one member from each of the other standing committees of the Board, and the majority of members must be independent of the Company**.**

Fund Transfers from the Company's Subsidiaries to Centerra

Funds are transferred by the Company's subsidiaries to the Company by way of wire transfer for a variety of purposes, including chargeback of costs undertaken on behalf of the subsidiaries via intercompany invoices by the Company; repayment of loans related to project funding; and dividend declaration/payment by the subsidiaries. The method of transfer is dependent on the funding arrangement established between the Company and the subsidiary. In some cases, loan agreements are established with corresponding terms and conditions. In other cases, dividends are declared and paid based on the profitability and available liquidity of the applicable subsidiary.

Records Management of the Company's Subsidiaries

The original minute books, corporate seal and corporate records of each of the Company's subsidiaries are kept at each subsidiary's respective registered office. All material documents are available in the local language of the subsidiary and in English.

Approval of Related Party Transactions

The Board has established a Special Committee comprised entirely of independent directors, Bruce Walter (Chair), Richard Connor, Jacques Perron, Sheryl Pressler, Paul Wright and Susan Yurkovich to, among other things, oversee, review, evaluate and consider transactions and matters involving the Government of the Kyrgyz Republic and Kyrgyzaltyn, Centerra's largest shareholder and a corporation wholly-owned by the Government of the Kyrgyz Republic, and any other matters affecting the Kumtor Mine.

2.5 Centerra's Business

We are a Canadian-based gold mining company focused on operating, developing, exploring and acquiring gold and copper properties in North America, Turkey, and other markets worldwide.

We have two operating properties: the Mount Milligan Mine in British Columbia, Canada and the Öksüt Mine in Turkey. The Öksüt Mine achieved its first gold pour in January 2020 and declared commercial production as of May 31, 2020. We also have pre-development projects in British Columbia, Canada (the Kemess Project) and Nevada, United States (the Goldfield Project).

For more information

You can find more information about Centerra on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

See our 2021 financial statements and MD&A for additional financial information.

See our most recent management information circular for additional information, including how our directors and officers are compensated and any loans to them, principal holders of our securities, and securities authorized for issuance under our equity compensation plans.

We also own a molybdenum business, which includes our Thompson Creek Mine (" **TC Mine**") in Idaho, United States, and the Endako Mine (we own a 75% interest) in British Columbia, Canada. Both the TC Mine and the Endako Mine are currently on care and maintenance. We also operate the Langeloth Metallurgical Processing Facility in Pennsylvania, United States.

We have exploration interests in Canada, the United States and Turkey, which are owned (directly or indirectly) by Centerra, and properties in Canada, Finland, Turkey and the United States in which we are earning interests pursuant to option agreements with the respective property owners.

Prior to May 15, 2021, the Company also owned and operated the Kumtor Mine, located in the Kyrgyz Republic, through its wholly-owned subsidiary, KGC. Although the Company remains the rightful owner of KGC, the illegal seizure of the Kumtor Mine and the continuing actions by the Kyrgyz Republic and Kyrgyzaltyn have resulted in the Company ceasing to have control over, and benefit from, the operations of the Kumtor Mine. See "*Recent Developments – Kumtor Mine*".

Business Objectives

Our vision statement is to build a team-based culture of excellence that responsibly delivers sustainable value and growth.

Centerra's objective is to meaningfully grow its low-cost operating portfolio, while building a great place to work, with care and consideration for the environment and the communities in which the Company operates. Centerra aims to achieve this overall strategy through the following strategic imperatives:

- Creating a great place to work by attracting, retaining, and developing diverse skilled talent to create a collaborative and inclusive environment.
- Improving the Company's ESG performance by maintaining and enhancing value for all of Centerra's stakeholders by embedding ESG principles across the enterprise throughout the mine life cycle and by delivering on the Company's targets.
- Driving growth by identifying, critically evaluating, and executing targeted growth opportunities to ensure the organization is best positioned for sustainable growth and value-creation.
- Optimizing existing assets by leveraging the Company's existing operations with consistent performance, focusing on activities that generate the most value.

Business Operations

Our principal business operations of gold/copper production span the six major stages of the mining cycle, from early-stage exploration to mine closure and reclamation.

Exploration	Our exploration programs are focused on increasing our mineral reserves and resources. These programs include: drilling at, or in, the immediate vicinity of our operating mine(s) to replace mined mineral reserves; drilling programs on advanced stage projects where mineralization has been identified; and grassroots exploration on projects where gold and/or copper mineralization has not been identified. Our exploration and business development teams actively pursue new project opportunities worldwide.
Development and Construction	If our exploration programs are successful in identifying a mineral resource, the prospects for economic extraction of the resource will be analyzed through a series of technical studies. These may include metallurgical studies, scoping studies, environmental studies, mine and processing design, preliminary assessment studies, pre-feasibility studies and feasibility studies. Pre-feasibility and feasibility studies may be undertaken concurrently with permitting for the project. Once feasibility and permitting are concluded, project financing may be arranged followed by detailed engineering and construction of the mine site and processing facilities.
Mining	Ore and waste rock are removed from deposits by open pit or underground methods – our two operating mines currently use only an open pit method. The ore is then transported to a processing facility/mill to extract gold and/or copper (depending on the mine). The waste rock is placed on an engineered waste rock dump for subsequent rehabilitation or used in the construction of the tailings management facility.

Processing	Mined ore is processed using different methods depending on its characteristics. This may include heap leaching, crushing, milling, flotation, roasting, and CIL or CIP methods for gold and copper extraction. After having extracted the gold and/or copper, the remaining processed waste materials are placed in a tailings facility (except in the case of heap leach processing).
Refining and Gold Sales	At our Öksüt Mine, recovered gold is processed at our ADR plant (processing facility) into doré bars which are then delivered to a refinery for further refining to market delivery standards. The Central Bank of Turkey has a right of first refusal to purchase the gold. The sales price is fixed based on the spot price of gold. If the gold is not purchased by the central bank it is sold at the spot price on the Borsa Istanbul. At our Mount Milligan Mine, we produce a copper/gold concentrate which is sold to third parties including smelters and traders for further refining.
Closure and Reclamation	As a responsible mining company, we plan how we are going to reclaim the areas we mine before we start construction. In some cases, we reclaim at the same time as we extract to expedite the process. In other cases, it is not possible to reclaim during the extraction process and therefore, efforts are deferred until after mining is completed. After mining has permanently ceased, we reclaim or continue to reclaim (as applicable) and monitor the land. We also regularly update our final closure plans to reflect any changes in operations. Our high standards for reclamation comply with both local and international standards.

Marketing and Distribution

Our principal products are gold, copper, and to a lesser extent, molybdenum and ferromolybdenum products. Our Öksüt Mine produces gold doré bars. Our Mount Milligan Mine produces a copper-gold concentrate, and our Langeloth Metallurgical Processing Facility provides tolling roasting services for customers and purchases molybdenum concentrates from third parties to convert to upgraded products, which are then sold into the metallurgical and chemical markets.

Gold Industry

The two principal uses of gold are bullion investment and product fabrication. A broad range of end uses is included within the fabrication category, the most significant of which is the production of jewelry. Other fabrication uses include official coins, electronics, miscellaneous industrial and decorative uses, medals, and medallions.

Copper Industry

Copper is an excellent conductor of electricity and heat and these properties result in the principal applications for copper consumption. Refined copper is used in the generation and transmission of electricity as well as industrial machinery and consumer products that have electrical and electronic applications.

Gold Doré Produced at Öksüt Mine

All gold doré produced at the Öksüt Mine is processed at refining facilities within Turkey. Under Turkish legislation, the Central Bank of the Republic of Turkey has a first right to purchase gold produced by mining operations in Turkey. The sales price is fixed based on the gold spot price. If the gold doré is not purchased by the Central Bank of the Republic of Turkey, it is sold on the Borsa Istanbul (stock exchange) at spot prices.

Copper/Gold Concentrate Produced at Mount Milligan Mine

Concentrate Sales

Copper/gold concentrate produced by the Mount Milligan Mine in Canada is sold to various smelters and off-take purchasers. We are currently party to three multi-year concentrate sales agreements for the sale of copper/gold concentrate produced at the Mount Milligan Mine. Pursuant to these agreements, we have agreed to sell an aggregate of approximately 120,000 tonnes in each of 2022 and 2023, 80,000 tonnes in 2024 and 60,000 tonnes in each of 2025, 2026 and 2027.

Pricing under these concentrate sales agreements is determined by reference to specified published reference prices during the applicable quotation periods. Payment for the concentrate is based on the price for the agreed copper and gold content of the parcels delivered, less smelting and refining charges and certain other deductions, if applicable. The copper smelting and refining charges are negotiated in good faith and agreed by the parties for each contract year based on terms generally acknowledged as industry benchmark terms. The gold refining charges are as specified in the agreements.

We intend to either extend our current multi-year agreements as the terms expire, or we may enter into additional multi-year sales agreements. To the extent that production is expected to exceed the volume committed under these agreements, we will sell the additional volume under short-term contracts or on a spot basis.

Mount Milligan Streaming Arrangement

We are subject to a streaming arrangement with RGLD Gold AG and Royal Gold Inc. (collectively, " **Royal Gold**") pursuant to which Royal Gold is entitled to receive 35% of the gold produced and 18.75% of the copper production at our Mount Milligan Mine in exchange for $435 per ounce of gold delivered and 15% of the spot price per metric tonne of copper delivered (the "**Mount Milligan Streaming Arrangement**"). The Mount Milligan Streaming Arrangement was first put in place in 2010 and was subsequently amended, including in connection with Centerra's acquisition of Thompson Creek in October 2016. The streaming arrangement, as amended, required Royal Gold to make upfront payments totaling $781.5 million from 2010 to 2013 to Thompson Creek for the rights to receive future gold production. The arrangement was renegotiated by Centerra in conjunction with its acquisition of Thompson Creek. To satisfy our obligations under the Mount Milligan Streaming Arrangement, in connection with copper and gold concentrate sale from the Mount Milligan Mine, we purchase gold and copper in the market for delivery to Royal Gold based on a portion of the gold ounces and pounds of copper sold.

Molybdenum Industry

Our principal molybdenum products are molybdic oxide (also known as roasted molybdenum concentrate) and ferromolybdenum. Other products we produce include high soluble technical oxide, pure molybdenum trioxide and high purity molybdenum disulfide.

Molybdenum is an industrial metal principally used for metallurgical applications as a ferro-alloy in steels where high strength, temperature-resistant or corrosion-resistant properties are sought. The addition of molybdenum enhances the strength, toughness and wear and corrosion-resistance in steels when added as an alloy. Molybdenum is used in major industries including chemical and petro-chemical processing, oil and gas for drilling and pipelines, power generation, automotive and aerospace. Molybdenum is also widely used in non-metallurgical applications such as petroleum refining catalysts, lubricants, flame-retardants in plastics, water treatment and as a pigment.

2021 and 2020 Production and Revenue

	2021	**2020**
Total (1)		
Gold sold (oz)	314,757	259,603
Payable copper sold ('000 lbs.)	78,017	80,477
Revenue ($ millions)	900.1	721.3
Mount Milligan Mine (2)		
Payable Gold Sold (oz)	203,103	154,100
Payable Copper Sold ('000 lbs.)	78,017	80,477
Gold Sales ($ millions)	267.9	205.0
Copper Sales ($ millions)	227.7	178.6
Öksüt Mine – Gold(3)		
Gold sold (oz)	111,654	105,503
Gold Sales ($ millions)	199.4	186.5
Langeloth – Molybdenum		
Molybdenum sold ('000 lbs.)	11,461	13,667
Molybdenum Sales ($ millions)	184.5	132.3

1. Excludes results from the Kumtor Mine which is presented as a discontinued operation in both 2021 and 2020 due to the to the loss of control on May 15, 2021.
2. Mount Milligan sales are presented on a 100% basis. Under the Mount Milligan Streaming Arrangement, Royal Gold is entitled to 35% of payable gold ounces and 18.75% of payable copper. Royal Gold pays $435 per ounce of gold delivered and 15% of the spot price per metric tonne of copper delivered.
3. Reflects full year production for 2020, which includes figures before commercial production.

Our revenues from the sale of our products are dependent on the world market price of gold, copper and molybdenum. World market prices for our products have fluctuated historically and are affected by numerous factors beyond our control. See the sections of this AIF entitled "*Historic Metal Prices*" and "*Risk Factors*" for additional information.

Competitive Conditions

The mining industry is intensely competitive, particularly in the acquisition of mineral reserves and resources. In comparison with diversified mining companies, our competitive position is subject to unique competitive advantages and disadvantages related to the price of gold and copper.

Mineral Reserves and Resources

Our mineral reserves and resources are fundamental to the Company and serve as the foundation for our future production and project development.

We have interests in a number of properties. The tables in this section show our estimates of the proven and probable reserves, measured and indicated resources and inferred resources at those properties.

We estimate and disclose mineral reserves and resources in five categories, using the definitions adopted by the Canadian Institute of Mining, Metallurgy and Petroleum, and in accordance with NI 43-101. You can find out more about these categories at www.cim.org. See the "*Glossary of Geological and Mining Terms*" for complete definitions of mineral reserves and mineral resources.

For a further discussion of the key assumptions, methodologies and parameters used in the estimation of mineral reserves and mineral resources, see the section of this AIF entitled "*Centerra's Properties*".

About Mineral Resources

Mineral resources are not mineral reserves and do not have demonstrated economic viability, but do have reasonable prospect for economic extraction. They fall into three categories: measured, indicated, and inferred. Our reported mineral resources do not include mineral reserves. Measured and indicated mineral resources are sufficiently well-defined to allow geological and grade continuity to be reasonably assumed, and permit the application of technical and economic parameters in assessing the economic viability of the mineral resource. Inferred mineral resources are estimated on limited information not sufficient to verify geological and grade continuity or to allow technical and economic parameters to be applied. Inferred mineral resources are too speculative geologically to have economic considerations applied to them. There is no certainty that mineral resources of any category will be upgraded to mineral reserves.

Important Information About Mineral Reserve and Resource Estimates

Although we have carefully prepared and verified the mineral reserve and resource figures in this AIF, the figures are estimates based in part on forward-looking information.

Estimates are based on our knowledge, mining experience, analysis of drilling results, the quality of available data and management's best judgment. They are, however, imprecise by nature, may change over time, and include many variables and assumptions including geological interpretation, commodity prices and currency exchange rates, recovery rates, and operating and capital costs.

There is no assurance that the indicated levels of metal will be produced, and we may have to re-estimate our mineral reserves based on actual production experience. Changes in the metal price, production costs or recovery rates could make it unprofitable for us to operate or develop a particular site or sites for a period of time. See the sections of this AIF entitled "*Forward-looking Information*" and "*Risk Factors*".

Table 1
Centerra Gold –Inc. - 2021 Year-End Mineral Reserve and Mineral Resource Summary – Gold (1)(5)
(as of December 31, 2021) (see additional footnotes on page 25)

Proven and Probable Gold Mineral Reserves									
	Proven			Probable			Total Proven and Probable		
Property	Tonnes (kt)	Grade (g/t)	Contained Gold (koz)	Tonnes (kt)	Grade (g/t)	Contained Gold (koz)	Tonnes (kt)	Grade (g/t)	Contained Gold (koz)
Mount Milligan (4)	107,444	0.39	1,342	42,532	0.36	496	**149,975**	**0.38**	**1,838**
Öksüt	494	1.23	20	30,034	1.16	1,123	**30,528**	**1.16**	**1,143**
Kemess Underground	-	-	-	107,381	0.50	1,868	**107,381**	**0.50**	**1,868**
Total	**107,938**	**0.39**	**1,362**	**179,946**	**0.60**	**3,487**	**287,884**	**0.52**	**4,849**

Measured and Indicated Gold Mineral Resources (2)									
	Measured			Indicated			Total Measured and Indicated		
Property	Tonnes (kt)	Grade (g/t)	Contained Gold (koz)	Tonnes (kt)	Grade (g/t)	Contained Gold (koz)	Tonnes (kt)	Grade (g/t)	Contained Gold (koz)
Mount Milligan (4)	134,531	0.31	1,331	149,426	0.30	1,428	**283,957**	**0.31**	**2,759**
Öksüt	17,720	0.50	283	-	-	-	**17,720**	**0.50**	**283**
Kemess Underground	**-**	**-**	**-**	173,719	0.31	1,737	**173,719**	**0.31**	**1,737**
Kemess East	**-**	**-**	**-**	177,500	0.40	2,305	**177,500**	**0.40**	**2,305**
Total	**152,251**	**0.33**	**1,614**	**500,645**	**0.34**	**5,470**	**652,896**	**0.34**	**7,084**

Inferred Gold Mineral Resources (2)((3)			
Property	Tonnes (kt)	Grade (g/t)	Contained Gold (koz)
Mount Milligan (4)	17,232	0.37	203
Öksüt	1,215	0.44	17
Kemess Underground	47,700	0.34	529
Kemess East	29,300	0.30	283
Total	**95,447**	**0.34**	**1,032**

1. Centerra's equity interests as of the date of annual information form are as follows: Mount Milligan 100%, Öksüt 100%, Kemess Underground and Kemess East 100%.
2. Mineral resources are in addition to mineral reserves. Mineral resources do not have demonstrated economic viability.
3. Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher category.
4. Production at the Mount Milligan Mine is subject to the Mount Milligan Streaming Arrangement, which entitles Royal Gold to 35% of gold sales from the Mount Milligan Mine. Under the Mount Milligan Streaming Arrangement, Royal Gold will pay $435 per ounce of gold delivered. Mineral reserves for the Mount Milligan property are presented on a 100% basis.
5. Numbers may not add up due to rounding.

Table 2
Centerra Gold Inc. - 2021 Year-End Mineral Reserve and Mineral Resource Summary - Other Metals (1) (6)
(as of December 31, 2021) (see additional footnotes on page 25)

Property	Tonnes (kt)	Copper Grade (%)	Contained Copper (Mlbs)	Molybdenum Grade (%)	Contained Molybdenum (Mlbs)	Silver Grade (g/t)	Contained Silver (koz)
Proven Mineral Reserves							
Mount Milligan (4)	107,444	0.23	534	-	-	-	-
Probable Mineral Reserves							
Mount Milligan (4)	42,531	0.21	201	-	-	-	-
Kemess Underground	107,381	0.27	630	-	-	1.99	6,878
Total Proven and Probable Mineral Reserves							
Mount Milligan (4)	149,975	0.22	736	-	-	-	-
Kemess Underground	107,381	0.27	630	-	-	1.99	6,878
Total Copper and Silver	257,356	0.24	1,366	-	-	0.77	6,878
Measured Mineral Resources (2)							
Mount Milligan (4)	134,531	0.16	479	-	-	-	-
Berg (5)	176,384	0.36	1,391	0.03	132	3.02	17,152
Kemess Underground	-	-	-	-	-	-	-
Kemess East	-	-	-	-	-	-	-
Thompson Creek	57,645	-	-	0.07	92	-	-
Endako	47,100	-	-	0.05	48	-	-
Indicated Mineral Resources (2)							
Mount Milligan (4)	149,426	0.15	495	-	-	-	-
Berg (5)	220,284	0.27	1,311	0.03	161	3.08	21,799
Kemess Underground	173,719	0.18	697	-	-	1.55	8,632
Kemess East	177,500	0.36	1,410	-	-	1.97	11,240
Thompson Creek	59,498	-	-	0.07	85	-	-
Endako	122,175	-	-	0.04	118	-	-
Total Measured and Indicated Mineral Resources (2)							
Mount Milligan (4)	283,957	0.16	974	-	-	-	-
Berg (5)	396,668	0.31	2,702	0.03	293	3.05	38,951
Kemess Underground	173,719	0.18	697	-	-	1.55	8,632
Kemess East	177,500	0.36	1,410	-	-	1.97	11,240
Total Copper, Molybdenum and Silver	**1,031,844**	**0.20**	**5,783**	**0.02**	**636**	**1.39**	**58,823**
Thompson Creek	117,143	-	-	0.07	177	-	-
Endako	169,275	-	-	0.04	166	-	-
Inferred Mineral Resources (2)(3)							
Mount Milligan (4)	17,232	0.19	47	-	-	-	-
Berg (5)	13,982	0.26	79	0.02	5	4.39	1,971
Kemess Underground	47,700	0.20	210	-	-	1.65	2,530
Kemess East	29,300	0.31	203	-	-	2.00	1,880
Total Copper, Molybdenum and Silver	**108,214**	**0.16**	**539**	**0.02**	**50**	**1.27**	**6,381**
Thompson Creek	806	-	-	0.04	1	-	-
Endako	47,325	-	-	0.04	44	-	-

1. Centerra's equity interests as of the date of annual information form are as follows: Mount Milligan 100%, Kemess Underground 100%, Kemess East 100%, Berg 100%, Thompson Creek 100%, and Endako 75%.
2. Mineral resources are in addition to mineral reserves. Mineral resources do not have demonstrated economic viability.
3. Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher category.
4. Production at the Mount Milligan Mine is subject to the Mount Milligan Streaming Arrangement, which entitles Royal Gold to 35% of gold sales from the Mount Milligan Mine. Under the Mount Milligan Streaming Arrangement, Royal Gold will pay $435 per ounce of gold delivered. Mineral reserves for the Mount Milligan property are presented on a 100% basis.
5. In December 2020, the Berg property was optioned and the optionee has the right to acquire a 70% interest in the property over a period of up to five years.
6. Numbers may not add up due to rounding.

Table 3
Centerra Gold Inc. - Reconciliation of Mineral Reserves and
Mineral Resources (1)-(4) - Gold Contained (koz) (see additional footnotes on page 25)

	December 31 2020 (2)	2021 Throughput (3)	2021 Addition (Deletion) (4)	December 31 2021
Proven and Probable Gold Mineral Reserves				
Mount Milligan	2,148	306	(4)	1,838
Öksüt (5)	1,136	196	203	1,143
Kemess Underground	1,868	-	-	1,868
Kumtor Open Pit	6,013	-	(6,013)	-
Total	**11,116**	**502**	**(5,814)**	**4,849**
Measured and Indicated Gold Mineral Resources				
Mount Milligan	1,396	-	1,363	2,759
Öksüt (5)	230	-	53	283
Kemess Underground (3)	1,737	-	-	1,737
Kemess East (3)	2,305	-	-	2,305
Kumtor Open Pit	2,280		(2,280)	-
Total	**7,948**	**-**	**(864)**	**7,084**
Inferred Mineral Gold Resources (6)				
Mount Milligan	78	-	125	203
Öksüt (5)	23	-	(6)	17
Kemess Underground (3)	529	-	-	529
Kemess East (3)	283	-	-	283
Kumtor Open Pit	4,465		(4,465)	-
Total	**5,378**	**-**	**(4,346)**	**1.032**

1. Centerra's equity interests of the date of annual information form are as follows: Mount Milligan 100%, Öksüt 100%, Kemess Underground and Kemess East 100%. As previously noted, Centerra is no longer in control of the Kumtor Mine.
2. Mineral reserves and mineral resources reported in Centerra's Annual Information Form filed in March 2021. Centerra reports mineral reserves and mineral resources separately. The amount of reported mineral resources does not include those amounts identified as mineral reserves. Mineral resources do not have demonstrated economic viability. Numbers may not add due to rounding.
3. Corresponds to process plant feed at Mount Milligan and Öksüt.
4. Changes in mineral reserves or mineral resources, as applicable, are attributed to: (i) changes to metal price and foreign exchange assumptions, (ii) information provided by drilling and subsequent reinterpretation and reclassification of mineral resources, and (iii) changes to cost estimates and metallurgical recoveries.
5. Öksüt open pit mineral reserves and mineral resources include the Keltepe and Güneytepe deposits.
6. Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be converted to a higher category.

Additional Footnotes for Tables 1, 2, 3

General

- A conversion factor of 31.1035 grams per troy ounce of gold is used in the mineral reserve and mineral resource estimates.

Mount Milligan

- The mineral reserves have been estimated based on a gold price of $1,350 per ounce, copper price of $3.00 per pound and an exchange rate of 1USD:1.30CAD.
- The open pit mineral reserves are estimated based on an NSR cut-off of $7.64 per tonne (C$9.55 per tonne) and takes into consideration metallurgical recoveries, concentrate grades, transportation costs, smelter treatment charges and royalty and streaming arrangements in determining economic viability.
- The mineral resources have been estimated based on a gold price of $1,550 per ounce, copper price of $3.50 per pound and an exchange rate of 1USD:1.30CAD.
- The open pit mineral resources are constrained by a pit shell and are estimated based on a copper equivalent basis which was equivalent to NSR cut-off of $7.35 per tonne (C$9.55 per tonne) and takes into consideration metallurgical recoveries, concentrate grades, transportation costs, smelter treatment charges and royalty and streaming arrangements in determining economic viability.
- Further information concerning the Mount Milligan deposit, including key assumptions, parameters and methods used to estimate mineral resources and mineral reserves, as well as environmental and other risks are described in the section entitled "*Risk Factors*" in this AIF and in the Mount Milligan Technical Report.

Öksüt

- The mineral reserves have been estimated based on a gold price of $1,350 per ounce and an exchange rate of 1USD:7.5TL.
- The open pit mineral reserves are estimated based on 0.16 grams of gold per tonne cut-off grade.
- Open pit optimization used a tonne weighted LOM metallurgical recovery of 77% (Keltepe Pit 75%, Güneytepe Pit 85%).
- The mineral resources have been estimated based on a gold price of $1,550 per ounce.
- Open pit mineral resources are constrained by a pit shell and are estimated based on 0.16 grams of gold per tonne cut-off grade.
- Further information concerning the Öksüt deposit, including key assumptions, parameters and methods used to estimate mineral resources and mineral reserves, as well as environmental and other risks are described in the section entitled "*Risk Factors*" in this AIF and the Öksüt Technical Report.

Kemess Underground

- The mineral reserves have been estimated based on a gold price of $1,250 per ounce, copper price of $3.00 per pound and an exchange rate of 1USD:1.25CAD.
- The mineral reserves are estimated based on an NSR cut-off of C$17.30 per tonne and takes into consideration metallurgical recoveries, concentrate grades, transportation costs and smelter treatment charges in determining economic viability.
- The mineral resources have been estimated based on a gold price of $1,450 per ounce, copper price of $3.50 per pound and an exchange rate of 1USD:1.25CAD.
- The mineral resources are estimated based on an NSR cut-off of C$15.00 per tonne and takes into consideration metallurgical recoveries, concentrate grades, transportation costs and smelter treatment charges.
- Further information concerning the Kemess Underground deposit is described in the Kemess Technical Report. The Kemess Technical Report describes the exploration history, geology and style of gold mineralization at the Kemess Underground deposit. Sample preparation, analytical techniques, laboratories used and quality assurance-quality control protocols used during the exploration drilling programs are consistent with industry standards and carried out by independent certified assay labs.

Kemess East

- The mineral resources have been estimated based on a gold price of $1,450 per ounce, copper price of $3.50 per pound and an exchange rate of 1USD:1.25CAD.
- The mineral resources are estimated based on an NSR cut-off of C$17.30 per tonne and takes into consideration metallurgical recoveries, concentrate grades, transportation costs and smelter treatment charges.
- Further information concerning the Kemess East project is described in the Kemess Technical Report. The Kemess Technical Report describes the exploration history, geology and style of gold mineralization at the Kemess East project. Sample preparation, analytical techniques, laboratories used and quality assurance-quality control protocols used during the exploration drilling programs are consistent with industry standards and carried out by independent certified assay labs.

Thompson Creek

- The mineral resources have been estimated based on a molybdenum price of $14.00 per pound.
- The open pit mineral resources are constrained by a pit shell and are estimated based on 0.030% molybdenum cut-off grade.

Endako

- The mineral resources have been estimated based on a molybdenum price of $14.00 per pound and an exchange rate of 1USD:1.25CAD.
- The open pit mineral resources are constrained by a pit shell and are estimated based on 0.025% molybdenum cut-off grade.

Berg

- The mineral resources have been estimated based on a copper price of $3.50 per pound, molybdenum price of $14.00 per pound, silver price of 21.00 per ounce and an exchange rate of 1USD:1.25CAD.
- The open pit mineral resources are constrained by a pit shell and are estimated based on 0.25% copper equivalent cut-off grade that takes into consideration metallurgical recoveries, concentrate grades, transportation costs, and smelter treatment charges in determining economic viability.

Sources, Pricing and Availability of Materials, Parts and Equipment

Our operations are affected by the availability of diesel fuel, mining equipment and parts, mill equipment and parts, cyanide (Öksüt Mine) and other reagents used in our processing operations at the Mount Milligan Mine and Öksüt Mine.

We use expensive, large mining and milling equipment that is internationally sourced and requires a long lead time to procure, build, and install. Cyanide and other reagents used at our mine sites are sourced locally and internationally based on availability and the required specifications. Pricing for all supplies is based on competitive market pricing.

Financial and Operational Effects of Environmental Protection Requirements

We are subject to strict environmental regulation in connection with our exploration, development, construction, mining, and reclamation activities in each of the jurisdictions in which we operate. Our policy is to conduct business in a way that safeguards public health and the environment.

The financial and operational effects of our environmental protection requirements are significant. Future legislation, regulations, policies, guidance or other events could cause additional operating expenses, capital expenditures, restrictions or delays in the development and continued operation of our properties, the extent of which cannot be predicted with certainty. For further information of risks associated with environmental matters, see the section entitled "*Risk Factors*".

Reclamation Costs and Financial Assurances

All our operations and care & maintenance sites have closure plans or frameworks in place, depending on their current stage of operations. We adopt a strict regime for mine closure including annual mine cost updates and we review our conceptual closure plans on a regular cycle to include both environmental and social impacts of closure.

Our conceptual closure plans and related costs will change over time as a result of, among other things, changes in environmental legislation, changes in international best practices, and changes in our understanding of the types of reclamation activities that each site will require.

For our operations in North America, as at December 31, 2021, we provide financial assurance (surety bonds) for reclamation costs of approximately C$52.6 million for the Mount Milligan Mine, C$56.7 million for the Kemess Project, C$11.5 million at the Endako Mine (reflects our 75% interest in the Endako Mine Joint Venture) and $65.8 million at the TC Mine.

As at December 31, 2021, for our Öksüt Mine in Turkey, we estimate reclamation costs of approximately $29.7 million.

Environmental laws and regulations generally have become more stringent and restrictive over time, including requirements for companies to account for capital expenditures and to provide additional financial security to cover reclamation expenses, even if the reclamation activities may not occur for a significant amount of time. If this trend continues, our reclamation obligations and the related financial assurances we are required to provide may increase significantly. For further information of risks associated with environmental matters, see the section entitled "*Risk Factors*".

General Description of Financial and Operational Effects for Environmental Protection

The financial and operational effects for environmental protection relate primarily to the following countries where we have operations:

- in Canada, where we operate the Mount Milligan Mine, own 100% of the Kemess Project and own a 75% interest in the Endako Mine, which is currently on care and maintenance;
- in Turkey, where we operate the Öksüt Mine; and
- in the USA, where we operate the Langeloth facility and own the TC Mine, which is currently on care and maintenance.

Centerra is subject to robust environmental regulations in connection with our exploration, development, mining, and reclamation activities in each of the jurisdictions in which the Company operates. Prior to development and expansions, each mining property is subject to environmental assessment and permitting processes including engagement with applicable stakeholders. Environmental management plans and internal audits guide the compliance and monitoring programs at each operating site. The Company works closely with regulatory authorities in each jurisdiction where it operates to ensure ongoing compliance.

All of our operations are different – they present different environmental protection concerns and are subject to differing legislation. As such, the nature of the environmental protection activities and the resulting costs cannot be compared. During the financial year ending December 31, 2021, the approximate expenditures by site on environmental programs were as follows: $2.88 million at the Mount Milligan Mine; $0.47 million at the Öksüt Mine; $1.19 million at the Endako Mine; $1.09 million at the Kemess Mine and $1.75 million at the TC Mine, which includes environment and reclamation operating expenses.

For further information on the environmental program at each of our operations, please see the relevant disclosure under the heading " *Centerra's Properties*".

Tailings Storage Facilities Management

Overview

Tailings are liquid and solid materials, commonly deposited as slurry, that remain after the extraction of metals and minerals from crushed, ground and processed ore and are stored in specially designed impoundments that retain solid materials and water.

Centerra actively manages six TSFs. One facility is currently active, three are on care and maintenance, one is entering the closure phase and the final one is in the early stages of the closure phase. Centerra's TSFs are actively managed to maintain structural performance and ensure worker, environmental and public safety. Centerra's TSFs are designed in accordance with all applicable dam safety regulations and requirements. In addition, operation of the TSFs is informed by, and routinely checked against, guidance from the Canadian Dam Association and the International Commission on Large Dams.

Centerra has three types of TSFs: centreline (Mount Milligan Mine and TC Mine), modified centreline (Kemess South) and upstream (Endako Mine, three TSFs). The Öksüt Mine is a heap leach facility and does not have a TSF.

Risk Management Process of TSFs

Centerra's TSFs have all been designed by professional engineers and are constructed, operated and monitored under the guidance of an external engineer of record. Each site has an Operations, Maintenance and Surveillance Manual that sets-out clear expectations for the maintenance and ongoing management of the TSFs to ensure they remain safe and perform as designed.

All of Centerra's relevant mine sites follow the Canadian Dam Association's Consequence Classification which assigns a consequence ranking from low to extreme based upon the environmental, safety and economic effects of a potential dam incident. This system does not assign a risk associated with a given TSF; instead, it is intended to evaluate the consequences in the unlikely event of a dam breach. Formal inundation studies have also been completed for each of Centerra's sites to identify potential community and environmental impacts, including impacts on nearby bodies of water in the event of a tailings incident. Used together, Centerra's sites can evaluate potential risks, evaluate design and mitigation strategies and develop appropriate emergency planning and response.

Centerra has also developed a 5-step risk mitigation process that is applied and monitored at each site. These systems and procedures are part of Centerra's proactive approach to tailings management.

STEP 1 Site Monitoring Systems	STEP 2 Operational Staff Inspections	STEP 3 Annual Engineer of Record Inspections	STEP 4 Independent Third-Party Dam Safety Reports	STEP 5 Independent Tailings Review Boards
Centerra's on-site teams use monitoring programs that may include but are not limited to piezometers, inclinometers, pressure gauges, monitoring prisms, seepage wells, thermistors and settlement plates to monitor the performance of the tailings dams, abutments, natural slopes and water levels. In addition, the on-site teams monitor seepage flow rates and impoundment pools and perform regular visual inspections.	Trained site personnel and technical staff perform daily inspections on each active TSF. The operations and on-site teams perform monthly inspections and review systems data to monitor the tailings facilities for cracking or other signs of potential instability. More frequent inspections are conducted following significant precipitation, wind, fire or seismic events.	Annual safety inspections are completed by an external Engineer of Record ("**EoR**"). The EoR reviews the performance of the facility against the design criteria and submits reports to the site with prioritized action items for review as well as proposes a timeline to complete any required actions items.	In all jurisdictions, a team of qualified independent tailings reviewers (different from the EoR and not a member of the Independent Tailings Review Board ("**ITRB**") or equivalent externally appointed expert) conducts an assessment of the design, operation, monitoring data, and maintenance practices to evaluate the performance of the tailings facilities against the design criteria and to provide guidance and recommendations regarding these practices every five years.	Each site, regardless of its facilities life cycle, has an ITRB or an equivalent externally appointed expert. An ITRB comprises independent experts who work with Centerra to review the tailings dam management status and issues a report that evaluates the performance of the tailings facilities to Centerra. Starting in 2020, the lead ITRB member provide an annual report directly to the Risk Committee of the Board of Directors.

2.6 Responsible Mining

We endeavour to work in a responsible way to meet or exceed our stakeholders' expectations. At Centerra, integrity and ethics are the foundation for everything we do. As a team, we are results-focused and strive for continuous improvement without compromising safety or the environment. As an international company, we respect the different needs and values of people and their cultures and operate with transparency to promote stakeholder confidence.

Centerra's life-cycle approach to mining

Before we open a mine, we plan for every stage of its life cycle. We think about how to minimize the impact of our operations on the environment at each stage, from breaking ground to extracting ore and processing gold through to final closure and remediation. For example, where possible, we practise progressive remediation – setting aside topsoil before mining to remediate areas we have cleared and minimizing the amount of natural land we disturb. We also work with local stakeholders to generate environmental offsets by planting trees or participating in other local offset programs. At the end of the reclamation process, we plan to return the rehabilitated land back to the local government as the last step in our responsible mining life cycle.

We strive to:

- Meet our targets by ensuring we run safe, efficient, cost-effective mines and projects.
- Maximize the value of our existing assets and properties.
- Excel in the areas of workplace safety, business ethics, environmental protection, community development, transparency and governance.
- Minimize the potential for harmful impacts from our operations to the lowest levels we reasonably can.
- Improve our engagement with potentially impacted Indigenous groups and stakeholders to better respond to their needs and concerns.

Our Approach

We have adopted the World Gold Council's Responsible Gold Mining Principles ("**RGMPs**") upon their introduction in September 2019. The RGMP is an industry framework that sets out clear expectations for consumers, investors and the downstream gold supply chain as to what constitutes responsible gold mining. The RGMPs consist of 10 umbrella principles and 51 criteria that focus on ESG best practices. We began the implementation of the RGMPs across our operating sites starting in 2019, a process which continued through 2021 and against which we have self-assessed our performance.

Centerra's 2020 RGMP Progress Report can be found at Centerra's website (www.centerragold.com).

Centerra manages health, safety, environment and sustainability at our sites to align with the RGMPs and ensure continual improvement. We approach our commitment to responsible mining by engaging with potentially impacted Indigenous groups and all of our stakeholder groups who influence, or are influenced, by our activities or performance. Our key stakeholders include employees, contractors, vendors, communities, shareholders, local and national governments, investors and non-governmental organizations.

Putting our corporate responsibility principles into practice at Centerra means:

- Being transparent about our mining activities.
- Respecting the rights of all potentially impacted Indigenous groups, and stakeholders, including our employees, contractors and local communities.
- Operating in a way that minimizes adverse environmental and other impacts.
- Continually improving the management of our operations so that we can respond to the economic, environmental and social expectations of our stakeholders and local Indigenous groups.
- Assigning clear management responsibilities for environmental, social and health and safety performance.
- Providing adequate staffing and resources for sustainable development at each operation.
- Distributing benefits such as jobs, contracts, community investments, and infrastructure improvements across potentially impacted parties and stakeholders and ensuring accountability for any negative direct and indirect impacts from our operations.
- Offering our employees competitive compensation and the opportunity to learn and excel.
- Aligning our activities with "Good International Industry Practice" and going beyond regulations and requirements.
- Maximizing local procurement by encouraging competitive entrepreneurship among potential local suppliers of goods and services to our sites.
- Promoting local hiring and where qualified candidates for available vacancies are equally skilled, prioritizing to those living in the area directly affected by our mining operations.

Governance

Board Oversight

The Sustainable Operations Committee of our Board reviews performance against our goals, policies and systems to ensure we are fulfilling our objectives relating to safety, health, environmental management, and social responsibility. The Sustainable Operations Committee also oversees the process we adopt for donations, sustainable development, investments, and our monitoring and evaluation measurement.

Management Systems

We manage safety, health and environmental issues at every site with formal safety, health and environmental management systems. Managing our risks and mining responsibly require that we plan before we do work, check by monitoring progress against our plan and act on what we have learned through audits and other forms of verification.

Assurance Program

From time to time, internal and external audits are performed by auditors to make sure our facilities comply with our safety, health and environmental policies, applicable laws and regulations. These risk-based programs identify concerns and help us improve our performance.

As a part of the RGMP, we will obtain external assurance from a third-party independent assurance provider as to our compliance with the principles of the RGMP in 2022.

Employee Health and Safety

We recognize the protection of the health and safety of our employees, contractors, and the public as vital to our vision of building a team-based culture of excellence that responsibly delivers sustainable value and growth. We are committed to conducting all of our activities including exploration, development, construction, operations and decommissioning in a responsible manner and in alignment with Centerra's values, providing a safe and healthy environment for our employees, contractors, visitors and to the general public. To prevent injuries and safety incidents, we use proactive measures, such as job hazard identification, training, competency reviews, workplace and field inspections, and critical control management principles on our critical safety risks. To mitigate recurrence, we investigate all incidents to identify the root causes and proper mitigation efforts. The information is shared among all of our operations and projects. All operations and projects are staffed with skilled and competent emergency personnel and equipped with emergency response equipment.

Our collective agreements cover health and safety topics such as preventing injuries and diseases, safety equipment supply and workplace monitoring to ensure employees are protected against hazards. We engage systematically with unions and employees to promote safety everywhere we work. Our approach is the same with our contractors and vendors.

Work Safe | Home Safe Program

In 2016, we introduced a safety leadership initiative, Work Safe | Home Safe, which forms the foundation of our safety culture at Centerra. Our Work Safe | Home Safe program was developed following extensive input from all levels of the organization throughout our global business units, and assistance from third party consultants. The focus of the program is to build a Company-wide culture of safety and safety leadership by providing employees with information which will lead to changes in safety related behaviour, deliver an emotional element to build a commitment to change, and encourage communication to improve operational practices related to health and safety matters. Substantially all of our employees in the organization have undergone our Work Safe | Home Safe training. Starting in 2018, we rolled out a second phase of the Work Safe | Home Safe initiative which focused on supervisor leadership development training. We also introduced and implemented key safety leadership field interactions between Centerra's senior and line management personnel and employees called Visible Felt Leadership. In 2021 and in the spirit of continuous improvement, we were challenged by the pandemic to develop and deliver Work Safe | Home Safe training from a virtual perspective.

Continuous Improvement for Health and Safety

As a result of some of the efforts mentioned above, Centerra realized an overall 24% improvement rate in its 2021 health and safety lagging indicator (i.e. traditional safety metrics used to indicate progress toward compliance with safety rules) performance compared to the prior year, including fewer reportable injuries and significant incidents.

Environmental Protection

Environmental stewardship is vitally important to us, local communities and potentially impacted Indigenous groups. We focus on improving our practices so that we prevent, reduce or mitigate damage to the natural habitats that provide essential resources to our employees and surrounding communities.

Spills	● We act to prevent spills and ensure that safeguards are in place in order to minimize the environmental impacts associated with any unforeseen incidents. ● Through our emergency response plan, environmental management plans and internal audits, we seek to go beyond compliance in identifying risks and hazards so we can prevent foreseeable incidents and emergencies. We also use root cause analysis to identify the causes of incidents when they do occur.
Cyanide	● Cyanide is used to recover gold from ore and is an essential part of our Öksüt Mine operations. ● Our approach to cyanide management at all of our operations which use cyanide is generally aligned with the International Cyanide Management Code, which is recognized as an international best practice. This code helps protect human health and reduce the potential for environmental impacts. ● The Öksüt Mine has applied for certification under the International Cyanide Management Code and expects to complete the process in 2022.
Water and mine waste	● To ensure effective water and mine waste management, we measure and monitor water quantity and quality and mine waste stability. ● Our approach to water management takes public safety, community health and environmental protection into consideration. ● Our water and mine waste management design, layout and closure plans also consider the risks associated with climate change, including increased storm intensity, drought and receding glaciers.
Air	● We monitor air quality at our operations and take actions to control air borne pollutants from mining activities.
Biodiversity	● Biodiversity conservation is an important part of our reclamation process management strategy and, in keeping with our zero-harm goal, we look for innovative ways to promote biodiversity wherever we operate.
Waste Management (non-mining)	● We have established industrial waste segregation at our projects.

Our Employees

Employee Rights

We strive to be one of the most attractive employers in the regions in which we operate. We pay fair salaries and provide our workers with various benefits; we comply with local legislation and make sure our employees are supplied with high-quality products and safety equipment. We strive to meet and exceed country requirements for working conditions and comply with all relevant International Labour Organization (ILO) requirements. The benefits available to our full-time employees, which while varying in the offerings site by site, are comprehensive and include pension, family benefits, and health care, compensation for job related accidents or occupational diseases, and unemployment insurance. Benefits for full time employees also include scheduled wage increases and, in limited circumstances, short term employee loans. We support collective bargaining with unions to reach collective agreements. Approximately 15 percent of Centerra's employees are covered by collective bargaining agreements. Centerra has a Respectful Workplace Policy that prohibits discrimination and harassment on any grounds, including a person's sex, age, race, national or ethnic origin, ancestry, place of origin, citizenship, creed/religion, colour, disability, marital status, family status, sexual orientation, gender identity, gender expression, or conviction for which a pardon has been granted.

Diversity, Equity and Inclusion

Centerra recognizes that not only is it important to have a workforce comprised of the demographics of the communities in which it operates, but also that diversity brings value to the workplace. We have various policies, guidelines, training, procedures and agreements at each of our operations, unique to each region, to bring the most cultural diversity and value to each workplace while respecting the cultures, communities and people within each of the regions we operate. We maintain culturally diverse recruitment practices, training of our workforce on cultural sensitivities in applicable regions, and management practices that reinforce principles of diversity and cultural acceptance. Some of the cultures in which we work, and the related national legislation, create barriers to achieving greater gender diversity, but we currently have good representation in professional ranks and we will continue to increase representation, where possible, through our global diversity, equity and inclusion ("**DE&I**") program.

The Company recognizes that DE&I is imperative for long term success and that the journey begins at the top. To that end, the Company has created a Global DE&I Executive Council, sponsored, and chaired by the President and CEO with representation from senior management. The Company has also created four regional committees, all sponsored by a regional executive and led by employee members. The Global DE&I Executive Council is responsible for the continued development of the DE&I global strategy, supports alignment of regional strategies, makes decisions on various DE&I initiatives and oversees the successful implementation of the strategy through the four regional committees. The Council is responsible for reporting back on progress to the senior management team and to the Board. In 2021, employees spent 816 hours completing DE&I-related training globally, and leaders spent 396 hours in Unconscious Bias and Cultural Competence training. Fundamentals of Diversity, Equity and Inclusion training was launched globally and is included in all new hire orientations as mandatory learning. Centerra has also partnered with the Canadian Center for Diversity and Inclusion and is working with their DE&I experts to develop strategies and initiatives to increase diversity and promote inclusivity across Centerra.

The Company continues to support women's leadership programs, the identification and assessment of high potential female talent, and the creation of individual development plans to monitor progression. In 2021, Centerra became a Silver Sponsor for International Women in Mining ("**IWiM**"). The Company participated in several initiatives alongside IWiM including women mentorship programs, inclusive workplace design workshops, and posting jobs onto their website to attract women in the workforce and in leadership positions.

Additionally, Centerra has developed a talent management strategy aimed at attracting and retaining diverse talent by specifically focusing on attracting, developing, promoting and supporting employees from underrepresented groups (including gender, ethnicity, age, national origin, persons with disabilities, Indigenous peoples, visible minorities, and sexual orientation). Centerra is committed to increasing diversity and will be reviewing all policies and talent management processes to remove barriers or biases for underrepresented groups.

Employee Training

Employee training and career development is integral to maintaining strong and positive employee growth and improving organizational performance. Enhancing the knowledge and skills of a workforce is fundamental to improving the productivity of operations and efficiency of the business. In some instances, equipment or safety training is critical to legislative compliance or maintaining safe and healthy workers and a safe and healthy workplace.

Our approach to developing our employees is dependent on the geographical region, location needs, individual employee needs, or training objective to be achieved. We deliver training to satisfy governance requirements (i.e. ethics and insider trading awareness), safety requirements, developmental & career objectives, and technical job training, among other needs. Training needs are identified by direct managers or supervisors, through the performance planning and career development process, by HR or training departments, or as requested directly by employees. Training delivery is accomplished through a combination of external vendors and programs and internal qualified trainers. The Company has implemented a global talent management system that incorporates a robust learning and development platform to deliver virtual onboarding and orientation, policy and compliance training, and other training and leadership programs. The Company has continued to leverage this platform to streamline and maximize training and compliance for all employees, adding 172 new courses and 39 new programs in 2021, with employees spending 14,234 hours on training.

Social Performance

We understand that partnering with local communities and Indigenous groups for social and economic development creates value for us and the local areas in which we operate. We work to establish and maintain the trust of local communities and Indigenous groups by acting as a good corporate citizen.

We have a grievance management and resolution process for each of our operations and development projects. We believe this is a powerful mechanism to improve communication with local communities and Indigenous groups.

Community Engagement, Development and Social Investment

We believe it is important to assist local communities and Indigenous groups in reaching their goals to develop the local economy, and for the well-being of residents. Mine closure will have a direct impact on the region's economy. Therefore, it is a priority to have a structured and planned approach in community investment projects.

The following describes how the Company engages in the communities in which it operates, and its approach to development and social investments at each site. The investments discussed below are in addition to the millions of dollars paid by the Company pursuant to taxes at the Mount Milligan Mine and the Öksüt Mine, local procurement and employment at each operation, and payments and other benefits made pursuant to formal agreements with potentially impacted Indigenous groups.

Mount Milligan Mine

Ensuring the participation of our local communities in our decisions to promote meaningful and tangible socio-economic benefits for the region is the approach Mount Milligan takes to creating a legacy within the area in which we operate. To facilitate community input on Mount Milligan Mine's activities, including community programs, the Mount Milligan Community Sustainability Committee ("**CSC**") has been operating since 2008. The CSC is comprised of representatives from the communities and Indigenous groups of McLeod Lake Indian Band, Nak'azdli Whut'en, Mackenzie, Fort St. James, Vanderhoof and Prince George. The CSC meets three to four times each year.

In addition to providing input on mine activities and updates on community developments, a primary responsibility of the CSC since 2016 has been allocating the funding provided through the Mount Milligan Community Project Fund ("**CPF**"). This fund is a component of the Mount Milligan Legacy Program, which was set up in 2014. The CPF provides financial support to local organizations working to build capacity at the community level in one or more of the following priority areas: education and training, health, environment, community (including economic development), and literacy.

To further community investment, Mount Milligan Mine also runs a regional donation program to facilitate the Company's support of local non-profit organizations and community events. In 2021, the Company provided over $155,000 in donations and sponsorships to support youth sports teams, arts organizations, community development, health and education-focused initiatives and recreation clubs in our local communities. We have also donated $163,000 across the region to COVID-19 relief efforts between 2020-2021. In fall 2021, the Mine the Gap: *Shifting Forward* campaign was launched as part of the last phase of our three-phased COVID-19 relief program. The Mine the Gap grant initiative focused on economic recovery of small local businesses, which awarded over $100,000 throughout the region.

In addition to these program and initiatives, each year, the Mount Milligan Mine sponsors several community education and training programs through the local community college, such as First Aid certification and computer skills upgrading classes.

The Mount Milligan Mine is committed to supporting education across the region. Since 2015, the Company has run a Mining Education Program each spring. This program consists of educational mine tours for local elementary and high school students as well as classroom presentations made by mine employees. Due to COVID-19, mine site tours were not offered in 2021. To increase access to post-secondary education for local students, in 2019, Mount Milligan launched a Mining Experience (MiningX) pilot program for local high school students. The program consists of a mining education component that focuses on mining awareness and builds relevant skills such as safety, leadership, and interpersonal skills, followed by a summer work placement at the mine or a post-secondary bursary. The objectives of the program are to increase awareness of, and interest in, employment opportunities in mining, specifically at the Mount Milligan Mine, amongst local high school students and provide transferable skills to other industries. The Mount Milligan Mine also provides several academic bursaries each year to high school graduates from the mine's local communities. In 2021, Mount Milligan provided $35,000 in funding towards multi-year social investment projects that include a Water Stewardship and Ecosystem Health Program run by the local school district and regional chinook salmon conservation efforts through a local wildlife conservation NGO.

Each summer, the Mount Milligan Mine hosts free mine tours for members of communities surrounding the mine. Participants see the multiple aspects of the mine's operations up close and learn about the Company's employment and training initiatives, environmental management, health & safety programs, and community partnerships. On the tour, community members have an opportunity to speak with mine employees from several different departments and ask questions about the mine and the Company's activities. In 2019, we ran 6 community tours that saw over 80 visitors to the mine site. Unfortunately, due to COVID-19, we were unable to offer community site tours in 2020 and 2021, although we plan to resume tours when public health guidelines permit.

Starting in 2015, we began our partnership with the local community college to run Community Offices in Fort St. James and Mackenzie. At the two college campuses, information on our operations and activities in British Columbia is available, including community programs and current job postings. Front desk staff receive training so that they can field questions or concerns by phone, email or in-person, as well as assist community members with online employment applications. Contact information for Centerra's regional Sustainability Department is also available for those who wish to contact the Company directly with questions or concerns.

Öksüt Mine

Construction activities began in March 2018 at the Öksüt Project and continued into 2020. In 2021, we continued to focus on consistent and transparent stakeholder engagement to help us with our sustainable development and capacity building programs, although face-to- face meetings were restricted due to COVID-19.

In 2020, some plans and projects were revised due to the COVID-19 pandemic and the programs shifted to support local efforts in combatting COVID-19. These included the donation of three vehicles to the local office of the Ministry of Health to facilitate outreach to COVID-19 patients that could not reach hospitals. While community health projects were given priority during 2020, support for education and sports activities, infrastructure improvement and cultural projects continued through 2021. In addition, within the scope of the Livelihood Restoration Plan, projects to improve agriculture and livestock feed quality and gene stock through artificial insemination were implemented. The Company also donated electric wheelchairs to people with special needs and established recharging stations in public areas.

Indigenous Relations

Our Mount Milligan Mine, Endako Mine, and Kemess Project properties are located in close proximity to multiple Indigenous communities. Our objective is to have mutually respectful and meaningful relationships with all Indigenous groups impacted by our operations and activities.

Mount Milligan Mine

The Mount Milligan Mine has strong relationships and formal agreements with the two most proximate First Nations near the Mount Milligan Mine, McLeod Lake Indian Band and Nak'azdli Whut'en, that outline provisions concerning employment and training, environmental management, and business opportunities. Both agreements include financial payments to be made by the Mount Milligan Mine and outline provisions for agreement implementation committees, composed of Company and Indigenous representatives. Through engagement, the Company has put in place several contracts with its First Nations partners for significant work at the Mount Milligan Mine, including for hauling of concentrate, earthworks, and catering.

In addition to implementation committees, both Indigenous groups have created liaison positions to facilitate their close working relationship with the Company. These liaisons visit the mine site monthly to provide support to Indigenous employees and meet with the human resources team to discuss training and recruitment initiatives. Representatives from McLeod Lake Indian Band and Nak'azdli Whut'en also sit on the Mount Milligan Community Sustainability Committee.

To advance Indigenous employment at the Mount Milligan Mine and build capacity within our local communities, Centerra, McLeod Lake Indian Band and Nak'azdli Whut'en worked together along with the local community college to develop and run a customized pre-employment training program for members of both bands. The program's curriculum was developed based upon the specific skills and core competencies required for employment at the mine as well as components important to Nak'azdli Whut'en and McLeod Lake Indian Band, such as communication skills, mental health awareness, and resume and interview skills. Upon completion of the program, students may apply for dedicated contract positions at the mine. The program ran successfully in 2017 and 2018 and started again in 2020. In 2022 we worked closely with both Nak'azdli Whut'en and McLeod Lake Indian Band to further tailor the curriculum to successfully prepare our graduates to become mine employees.

Across the region, the Mount Milligan Mine regularly participates in career fairs and seminars hosted by Indigenous groups and provides academic bursaries to graduating high school students from McLeod Lake Indian Band and Nak'azdli Whut'en every year. To support cross-cultural understanding and relationship-building, the Mount Milligan Mine participates in community-based cultural celebrations, and also hosts cultural events at the mine site each year. In late 2021, Centerra sold 17 housing units in the town of Mackenzie to McLeod Lake Indian Band to address the local housing shortage and to support workers. The deal is part of Centerra's broader commitment to contributing to the economic empowerment of our First Nation partners.

Kemess and Endako Projects

Indigenous relations remain a primary focus for the Kemess Project and Endako Mine, each of which are under care and maintenance. The Kemess underground project is subject to an impact benefit agreement signed with Tsay Keh Dene, Takla Lake First Nation and Kwadacha Nation, together referred to as Tse Keh Nay ("**TKN**"), under which regular meetings are held with TKN. At the Endako Mine, the Company continues to engage with the British Columbia government and its First Nations partners on a water quality working group, among other things.

3. CENTERRA'S PROPERTIES

3.1 Operating Mines

Our producing gold mines are the Mount Milligan Mine and Öksüt Mine.

Mount Milligan Mine



Quick Facts

Centerra acquired the Mount Milligan Mine in October 2016.

The Mount Milligan Mine has been in commercial production since 2014. To date, it has produced approximately 1.2 million oz of gold and 389 million lbs. of copper.

Location	British Columbia, Canada
Ownership	100%
Business Structure	Our wholly owned subsidiary, Thompson Creek Metals Company Inc., is the holder of the rights to the Mount Milligan Mine.
End Product	Copper/gold concentrate
Mine Type	Open pit
Estimated Mineral Reserves (as at December 31, 2021) See "*Mount Milligan Streaming Arrangement*" below.	Gold 1,838 k oz of contained gold (proven and probable) average gold grade – 0.38 g/t tonnage – 149,975 k tonnes Copper 736 M lbs of contained copper (proven and probable) average copper grade – 0.22% tonnage – 149,975 k tonnes
Estimated Mineral Resources (as at December 31, 2021) See "*Mount Milligan Streaming Arrangement*" below. Mineral resources are in addition to reserves. Mineral resources do not have demonstrated economic viability.	Gold 2,759 k oz of contained gold (measured and indicated) average grade – 0.31g/t tonnage – 283,957 k tonnes Copper 974 M lbs. of contained copper (measured and indicated) average copper grade – 0.16% tonnage – 283,957 k tonnes

Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred resources will ever be upgraded to a higher category.	Gold 203 k oz contained gold (inferred) average grade – 0.37 g/t tonnage – 17,232 k tonnes Copper 47 M lbs. of contained copper (inferred) average copper grade – 0.19% tonnage – 17,232 k tonnes
Processing Method	Crushing, grinding, flotation, gravity circuit
2021 Production	196,438 oz of payable gold production 73.3 million pounds of payable copper
Mount Milligan Streaming Arrangement	The Mount Milligan Mine in Canada is subject to a streaming arrangement whereby Royal Gold is entitled to receive 35% of the gold produced and 18.75% of the copper production. Royal Gold will pay Centerra $435 per ounce of gold delivered and will pay 15% of the spot price per metric tonne of copper delivered.
Estimated Mine Life	2029
Employees	534

Technical Report

The Mount Milligan Technical Report, with an effective date of December 31, 2019 was filed on March 26, 2020 on www.sedar.com.

Project Description, Location and Access

The Mount Milligan Mine is a conventional truck-shovel open-pit copper and gold mine and process plant. The Mount Milligan Mine is currently permitted by the Province of British Columbia to operate at an average of 60,000 tpd over a calendar year.

The Mount Milligan Mine is located within the Omenica Mining Division in North Central British Columbia, Canada, approximately 155 km northwest of Prince George (population approximately 79,000).

The Mount Milligan Mine includes 119 claims and one mining lease (120 total mineral titles) with a combined area of 58,847.5 ha. The mining claims and leases are all held in the name of Thompson Creek Metals Company Inc. The single mining lease expires on September 9, 2029 and requires a lease payment of approximately $102,760, due annually on September 9. Mineral claims are subject to exploration expenditure obligations, or payment of annual fees to the Province of British Columbia in lieu of exploration expenditures. All mineral claims are in good standing with expiry dates from 2023 to 2028. We expect to renew such mineral claims in the ordinary course of exploration.

A 2% net smelter return royalty is payable to a previous owner of the property, HRS, which royalty payments commenced in 2016, the third year of commercial operations at the Mount Milligan Mine. In 2020, the Company received a notice of civil claim from HRS alleging that since 2016, the Company has incorrectly calculated amounts payable under the production royalty agreement and has therefore underpaid amounts owing to HRS. The Company disputes the claim and believes it has calculated the royalty payments in accordance with the agreement. The Company believes that the potential exposure in relation to this claim is not material.

We have also agreed to make certain payments to the McLeod Lake Indian Band and Nak'azdli Whut'en First Nation over the life of the mine. The terms of the agreements under which we make these payments are confidential.

As described herein, we have entered into the Mount Milligan Streaming Arrangement with Royal Gold which provides that 35% of the gold and 18.75% of the copper production at the Mount Milligan Mine will be sold to Royal Gold and that Royal Gold will pay $435 per ounce of gold delivered and will pay 15% of the spot price per metric tonne of copper delivered.

The Mount Milligan Mine is accessible by commercial air carrier to Prince George, British Columbia, then by vehicle from the east via Mackenzie on the Finlay Philip Forest Service Road and the North Philip Forest Service Road, and from the west via Fort St. James on the North Road and Rainbow Forest Service Road. Road travel to the Mount Milligan Mine is 770 km from Prince Rupert and 253 km from Prince George. The communities of Mackenzie and Fort St. James are within daily commuting distance of the Mount Milligan Mine, and both communities are serviced by rail. The infrastructure at the Mount Milligan Mine includes a process plant, a TSF and reclaim water ponds, an administrative building and change house, a truck shop/warehouse, a permanent operations residence, a first aid station, an emergency vehicle storage, a laboratory and sewage and water treatment facilities. The power supply is provided by B.C. Hydro via a 91 km power line. Concentrate is transported by truck from the mine site to Mackenzie, then transferred by railcar to existing port storage facilities of Vancouver Wharves in North Vancouver and loaded as lots into bulk ore carriers. Concentrate is then shipped to customers via ocean transport.

History

Limited exploration activity on Mount Milligan Mine was first recorded in 1937. In 1984, prospector Richard Haslinger and BP Resources Canada Limited located claims on the site. In 1986, Lincoln Resources Inc. ("**Lincoln**") optioned the claims and in 1987 completed a diamond drilling program that led to the discovery of significant copper-gold mineralization. In the late 1980s, Lincoln reorganized, amalgamated with Continental Gold Corp. ("**Continental**") and continued ongoing drilling in a joint-venture with BP Resources.

In 1991, Placer Development Ltd. (which became Placer Dome Inc.) (" **Placer**") acquired Lincoln's interest in the Mount Milligan Mine property, resumed exploration drilling, completed a pre-feasibility study and applied for provincial and federal approvals to develop the project. These approvals expired in 2003.

Barrick Gold Corporation purchased Placer in 2006 and sold its Canadian assets to Goldcorp Inc., which then in turn sold its interest in the Mount Milligan Mine to Atlas Cromwell. Atlas Cromwell then changed its name to Terrane Metals Corp. ("**Terrane**") and initiated a comprehensive work program.

In October 2010, Thompson Creek acquired Terrane and the Mount Milligan Mine and entered into the Mount Milligan Streaming Arrangement with Royal Gold. On February 18, 2014, the Mount Milligan Mine reached commercial production, which is defined as operation of the mill at 60% of design capacity mill throughput for 30 days.

We acquired the Mount Milligan Mine effective October 20, 2016 through the acquisition of all the issued and outstanding shares of Thompson Creek. The total consideration paid for the acquisition was $1.03 billion. In addition to the Mount Milligan Mine, we also acquired interests in several molybdenum assets held by Thompson Creek. As part of the acquisition, Terrane was amalgamated with Thompson Creek effective October 18, 2016.

On March 26, 2020, we filed the Mount Milligan Technical Report with an effective date of December 31, 2019.

Geological Setting, Mineralization and Deposit Types

The Mount Milligan Mine deposit is within Quesnel Terrane, part of the Intermontane Belt, a composite of low metamorphic grade magmatic arc segments of mixed oceanic and continental affinities, and oceanic plates, which accreted onto North America in the Early Jurassic Period.

The Mount Milligan Mine property is mostly underlain by Upper Triassic volcanic rocks of the Witch Lake succession. The Witch Lake succession is moderately-to-steeply east-northeast dipping and characterized by augite-phyric volcaniclastic and lesser coherent basaltic andesite to andesite, with subordinate epiclastic beds. In the northwestern part of the Mount Milligan Mine property, volcanic rocks are intruded by Early Jurassic to Cretaceous rocks of the Mount Milligan Mine intrusive complex. The Early Jurassic component of the intrusive complex comprises monzonitic rocks with minor dioritic-monzodioritic and gabbroic-monzogabbroic rocks.

Mineralization at the Mount Milligan Mine deposit consists of two styles, early-stage porphyry gold-copper (Au-Cu) and late-stage high-gold-low-copper ("**HGLC**", or subepithermal). The early-stage porphyry Au-Cu mineralization comprises mainly chalcopyrite and pyrite, occurs with potassic alteration and early-stage vein types, and is spatially associated with composite monzonite porphyry stocks (especially at their hanging-wall and footwall margins), hydrothermal breccia, and narrow dyke and breccia complexes. Late-stage, structurally controlled pyritic HGLC style mineralization is associated with carbonate-phyllic alteration and intermediate- to late-stage vein types, and is spatially associated with faults, fault breccias and faulted lithological contacts (i.e. faulted monzonite porphyry dyke margins). It crosscuts and overprints the earlier stage porphyry Au-Cu mineralization.

Porphyry style Au-Cu mineralization occurs in the hanging-wall and footwall zones of the MBX, Saddle, Southern Star, and Goldmark stocks. Disseminated and vein/veinlet-hosted mineralization is associated with the composite monzonite stocks, their brecciated margins and variably altered volcanic host rocks. Core zones of auriferous chalcopyrite-pyrite mineralization with magnetite rich potassic alteration transition laterally and vertically to pyrite rich HGLC zones within the inner propylitic (albitic) and carbonate-phyllic alteration shells; the latter appear to be late stage and exhibit strong structural control.

Copper iron sulphide (chalcopyrite) is associated with potassic alteration at the contact margin between volcanic and intrusive rocks. It occurs as fine-grained disseminations and fracture fillings, and less commonly as veinlets and in veinlet selvages. Adjacent to the MBX stock, chalcopyrite may be accompanied by iron sulphide pyrite to form coarse sulphide aggregates. Chalcopyrite-bearing veins contain pyrite and magnetite in a gangue of potassium feldspar, quartz, and calcite.

Pyrite content increases with distance from the MBX and Southern Star stocks and is most abundant in propylitically altered rocks. Pyrite occurs as disseminations, veinlets, large clots, patches, and as replacements of mafic minerals. Gold mineralization in the 66 zone is associated with 10-20% pyrite. Cross-cutting vein relationships indicate several generations of pyrite mineralization.

Gold occurs as grains from 1 to 100 µm in size, as observed in process samples. Grains occur as microfracture fillings and are attached to pyrite or chalcopyrite. Gold also forms inclusions within pyrite, chalcopyrite, and magnetite grains. SEM work indicates electrum throughout the deposit with varying gold to silver ratios.

The Mount Milligan Mine deposits are categorized as silica-saturated alkalic Cu-Au porphyry deposits associated with alkaline monzodioritic-to-syenitic igneous rocks and are recognized in only a few mineral provinces worldwide. Porphyry copper ± gold deposits commonly consist of vein stockworks, vein sets, veinlets, and disseminations of pyrite, chalcopyrite ± bornite that occur in large zones of economic bulk-mineable mineralization within porphyritic igneous intrusions, their contact margins, and adjoining host rocks. The mineralization is spatially, temporally, and genetically associated with hydrothermal alteration of the intrusive bodies and host rocks.

Examples of alkalic Cu-Au porphyry deposits in British Columbia include Galore Creek, Mount Polley, Copper Mountain, New Afton, Mount Milligan and Lorraine. British Columbia deposits occur in both the Quesnel and Stikine island arc terranes and range in age from Late Triassic to Early Jurassic. Global examples include Ok Tedi in Papua New Guinea as well as Northparkes and Cadia in Australia.

Exploration and Drilling; Development and Production

Historically, five exploration target zones were identified in the brownfield (in-pit) resource area (DWBX, WBX, MBX, 66 and Southern Star); three in the more distal brownfield area within the mine lease (North Slope, Goldmark and South Boundary); and three in the greenfield area outside the mine lease (Heidi, Mitzi and Snell). Exploration since 2017 has continued to test most of these zones and refine understanding of their geological relationships and mineral potential. In addition, new target zones have been developed and continue to be tested. In total, since 2017 we have completed more than 150,000 metres of resource and exploration diamond drilling in over 300 drill holes at Mount Milligan as outlined in the tables below.

Total Resource Expansion and Exploration drilling metres completed at Mount Milligan from 2017-2021

Program	2017 (m)	2018 (m)	2019 (m)	2020 (m)	2021 (m)	2017-2021 Total (m)
In-pit Resource	7,692.25	18,656.89	26,803.21	15,584.73	25,590.78	**94,327.86**
Brownfield	0.00	6,668.73	14,655.72	14,927.83	13,914.36	**50,166.64**
Greenfield	0.00	5,616.85	1,361.69	0.00	0	**6,978.54**
Program Total	**7,692.25**	**30,942.47**	**42,820.62**	**30,512.56**	**39,505.14**	**151,473.04**

Total Resource Expansion and Exploration drill holes completed at Mount Milligan from 2017-2021

Program	2017 (#)	2018 (#)	2019 (#)	2020 (#)	2021 (#)	2017-2021 Total (#)
In-pit Resource	21	26	72	34	41	**194**
Brownfield	0	12	31	28	27	**98**
Greenfield	0	13	4	0	0	**17**
Program Total	**21**	**51**	**107**	**62**	**68**	**309**

The total line-kilometres of geophysical survey completed by Centerra since 2017 has been over 3,500 for airborne and 400 for ground-based as outlined in the table below.

Total line-kilometres of geophysical surveys completed at Mount Milligan from 2017-2021

Program	2017 (km)	2018 (km)	2019 (km)	2020 (km)	2021 (km)	2017-2021 Total (km)
Brownfield ground	0	15.5	16.7	26.0	0	**58.2**
Brownfield airborne	0	0	525.4	0	0	**525.4**
Greenfield ground	376.6	0	0	0	14.0	**390.6**
Greenfield airborne	0	0	1,542.6	0	1,640.0	**3,182.6**
Program Total	**376.6**	**15.5**	**2,084.7**	**26.0**	**1,654.0**	**4,156.8**

In 2021, primary brownfield exploration targets included zones below the current ultimate open-pit boundary (i.e. MBX Deep and WBX Deep), and on the eastern margin of the open-pit (i.e. Great Eastern Fault zone), where positive drilling results were returned in 2019 and 2020.

Numerous drilling programs have been conducted since the deposit was first drilled in 1987. Except for early programs, the majority of core drilled has been of NQ size. In total, there have been 1,360 diamond drill holes drilled at Mount Milligan Mine, recovering over 388 km of drill core.

Geotechnical information has been routinely recorded for all diamond drilling programs including core recovery, rock quality, hardness or compressive strength (CS), degree of breakage, degree of weathering or oxidation, fracture and joint frequency, and specific gravity (SG). Core recovery routinely exceeds 90% and averages 96%.

In 2022, Centerra has budgeted approximately $12 million to carry out additional drilling, largely within the current mining claims and leases.

For production information for the Mount Milligan Mine in 2021, see "*2021 and 2020 Production and Revenue*".

Sampling, Analysis, and Data Verification

All Mount Milligan Mine Assay Laboratory procedures are accompanied by appropriate, industry standard instrument calibration and QA/QC (Quality Assurance/Quality Control) measures, including quarterly third-party analysis checks. Ore and acid-base accounting analyses Standard Operating Procedure includes steps to confirm on-site laboratory method accuracy, precision, contamination control, sample tracking, and recordkeeping. The assay laboratory also receives blind duplicate samples from the Ore Control Geologist/Technician which are compared against daily sample analysis. This is managed as part of the Mount Milligan Assay Laboratory Quality Management System.

Most samples analyzed for the Mount Milligan Mine deposits have been collected from NQ-sized core. Cores were either split (early programs) or sawn along the long axis with one-half sampled for assayed and the other half retained in core boxes and the core library.

A formal QA/QC program, including the insertion of standard, blank and duplicate samples for assay, was introduced after 1992. Prior to that date, external check assays were commissioned from independent laboratories.

Slobodan Jankovic, qualified person for the mineral resource estimate, conducted a site visit at Mount Milligan Mine from April 8 to 11, 2019. The site visit included a review of site facilities, logging and sampling procedures, and the lithology and alteration domain controls used in resource estimation. No significant issues were identified with respect to the assay sampling procedures, chain of custody or the geological data collection.

Validation of the mapping co-ordinates, elevations, assay quality control/quality assurance program and the DDH database has been completed by Centerra and predecessor owners of Mount Milligan Mine.

All exploration data is captured as per standard geological data management procedures and is stored in an acQuire Geological Information Management System. Throughout 2021, routine validations and verifications of the database were conducted, including QAQC of all assay data received from external laboratories and verifications of raw data imported into the database, e.g., assay certificates, downhole surveys, geochemical data, and geotechnical data.

Mineral Processing and Metallurgical Testing

Mount Milligan Mine is a copper-gold porphyry deposit, consisting of two principal zones, the Main Zone and the Southern Star (SS) Zone. The Main Zone includes four contiguous sub-zones: MBX, WBX, DWBX and 66 (low-copper and high-gold grades, southeast of the MBX sub-zone). These geologic zones are the basis for the metallurgical test work.

The Mount Milligan Mine deposit is being mined using conventional open-pit equipment, with the ore being processed through a gyratory crusher, secondary crushing and a SAG-ball mill-pebble crusher combination together with a rougher and cleaner flotation plant, producing a marketable gold-rich copper concentrate.

Metallurgical investigations conducted by various research laboratories prior to commencement of operations conclusively showed that froth flotation is the optimum process for the recovery of copper and gold; with this processing approach being adopted. These investigations were the basis of the performance models used in previous resource modelling. The previous Mount Milligan Mine technical report with an effective date of December 31, 2016 and a filing date of March 2, 2017 (the "**2017 Technical Report**") addressed previous assumptions in the copper and gold recovery models together with identified issues in the plant to produce new performance equations.

Since disclosure of the 2017 Technical Report, further investigations and projects have been undertaken to improve the recovery process and update the accuracy of the copper and gold recovery models. Using these new performance models, the LOM average recoveries are estimated at 80.6% for copper and 61.8% for gold, targeting a concentrate grade with a LOM average of 21.5% copper. Test results indicated that impurity element contents in the concentrate were below the penalty levels normally imposed by most smelters; therefore, no significant penalties are expected.

Further improvements to metallurgical recovery are planned in 2022 with the installation staged flotation reactors (" **SFR**"). The Mount Milligan Mine flowsheet with installation of the SFR has shown potential to increase both gold and copper recoveries using this flotation equipment.

Mineral Resource and Mineral Reserve Estimates

For information on the Mount Milligan Mine mineral reserves and mineral resources, see " *Mineral Reserves and Resources*" starting on page 21.

Mining Operations

Mining

The mining operation is a conventional shovel and truck open pit mine feeding a 60,000 tpd (permitted throughput) processing plant. The planned mine life is until 2029. The pit has been planned as a series of discrete pushbacks and scheduled to maximize the production of ore. Total ore and waste will be mined at an average rate of 46.3 Mtpa in 2022 and 50.8 Mtpa in 2023 through 2027, decreasing to 21.6 Mt/a in 2028 yielding an overall LOM waste:ore strip ratio of 1.24:1.0. The mining sequence has been developed to allow for provision of suitable waste material for annual TSF construction requirements.

The mine currently employs 45 pieces of mobile production equipment comprised of three blasthole drills, two rope shovels, one hydraulic excavator, two rubber-tired front-end loaders, 15 haul trucks and various other dozers, loaders, graders and excavators. Over the remaining mine life, it is estimated that the peak haul truck fleet will need to increase to 20 units.

Mount Milligan Mill – Water Management

On December 27, 2017, we announced that due to a lack of sufficient water resources, mill processing operations at the Mount Milligan Mine in British Columbia, Canada had been temporarily suspended. Since that time, the Company has worked with B.C. regulators, its First Nations partners and other stakeholders to amend Mount Milligan's permits and environmental assessment certificates to ensure sufficient water access for the mine.

In January 2018, Centerra obtained an amendment to Mount Milligan Mine's environmental assessment certificate that allowed for a limited withdrawal of water from Philip Lake until October 2018 and in September 14, 2018, Mount Milligan Mine received approval to access certain short-term water sources, namely to (i) pump from groundwater wells within Mount Milligan Mine's TSF (as well as from a single groundwater well outside of the TSF for the entire LOM) and (ii) pump up to 15% of the base flow from Philip Lake. Throughout the winter of 2018/2019, the Company slowed its production at Mount Milligan Mine to conserve water. In February 2019, the Company announced that a further amendment to the Mount Milligan Mine's environmental assessment certificate to permit access , subject to the receipt of permits, to Philip Lake 1, Rainbow Creek and Meadows Creek until November 30, 2021 at rates that are protective of the environment. The Company would also be permitted to access water from groundwater sources within a radius of six km of the Mount Milligan Mine for the life of the mine. Fortunately in, 2020, substantial snowpack and a wet spring led to volumes pumped during the spring freshet that exceeded those of the entire 2019 pumping season. In addition, during the second quarter of 2020, Mount Milligan continued to access ground water from the Lower Rainbow Valley wellfield as well as other groundwater wells near the tailings storage facility (TSF). In January 2022, after significant discussions and consultation with British Columbia regulators, First Nations partners and other stakeholders, the Company obtained an amendment to the Mount Milligan Mine's environmental assessment certificate which will allow access to long-term surface water sources for the life of the project, subject to the receipt of ordinary course permits.

As at December 31, 2021, the Mount Milligan Mine had more than sufficient water inventory and does not expect a curtailment in production in 2022 as there is expected to be sufficient water in the tailings storage facility to run at full capacity throughout the year.

Processing and Recovery Operations

The LOM average process plant feed grade of 0.23% Cu is delivered at an average daily permitted rate of 60,000 tonnes to yield a marketable 21.5% Cu concentrate. Process plant ore feed quality is maintained to honour metallurgical constraints such as ORE/HGLC ratio, Py:Cpy ratio and mercury (Hg) content. Average recovery to concentrate projected to be achieved during the LOM period is 80.6% for copper and 61.8% for gold.

The Mount Milligan Mine process plant is designed to process ore at a nominal rate of 60,000 tpd, producing a marketable concentrate containing copper, gold, and silver. Key process equipment consists of:

- Primary crushing plant with a 1.525 m x 2.794 m gyratory crusher;
- Secondary crushing plant with two cone crushers prior to the grinding circuit, each powered by one 1,000 kW motor;
- SAG/ball mill/crusher grinding circuit comprised of one SAG mill, two ball mills and two cone crushers;
- A flotation circuit comprised of a total of 19 rougher, scavenger and cleaner cells; and
- Regrinding and gravity concentration circuits comprised of one tower mill, two IsaMills™ and one centrifugal gold concentrator.

Infrastructure, Permitting and Compliance Activities

The infrastructure at Mount Milligan Mine includes a process plant (mill), a TSF and reclaim water ponds, an administrative building and change house, a truck shop/warehouse, a permanent operations residence, a first aid station, an emergency vehicle storage, a laboratory, and sewage and water treatment facilities. The power supply is provided by B.C. Hydro via a 91 km hydroelectric power line.

Concentrate is transported by truck from the Mine site to Mackenzie, transferred by railcar to existing port storage facilities of Vancouver Wharves in North Vancouver and loaded as lots into bulk ore carriers. Concentrate is then shipped to customers via ocean transport. There are no assurances that the service providers involved in the transportation of concentrate will continue to be available on terms acceptable to the Company. See "*Risk Factors*".

Tailings Storage Facility

The TSF at the Mount Milligan Mine is designed to store tailings solids and potentially acid generating (PAG) and oxide/weathered waste rock materials in designated areas. The TSF embankment is constructed as a centreline dam using open pit overburden and non-acid generating (NAG) waste rock materials. Construction of each of the embankment stages is scheduled to correspond with material availability from the Open Pit and the projected rate of rise. There will be sufficient volume of waste material produced over the LOM to raise the tailings dam to the required final elevation of 1,101 m.

From the process plant, two tailing streams — the rougher/scavenger tailings and the first cleaner/scavenger tailings — are deposited and stored in separate tailing storage areas within the TSF. The rougher-scavenger tailings contain mostly non-sulphide gangue minerals, while the cleaner scavenger tailings contain most of the sulphide gangue minerals. The latter is kept in a lined pond and submerged to prevent acid generation from the oxidation of the sulphide minerals.

The main TSF embankment is constructed in stages using annual raises throughout the LOM, from low permeability glacial till, overburden and waste rock materials from stripping operations at the open pit and borrow areas within and near the TSF. With the use of overburden and NAG waste rock for downstream TSF embankment construction, the need for conventional waste rock dumps is eliminated. Delivery of PAG and oxide/weathered waste rock to the interior of the TSF and Main Zone pit, once depleted, ensures secure underwater disposal.

Tailings from the mill are currently being delivered by gravity to the TSF. Each delivery pipeline has been sized to carry up to 100% of the design scavenger tailing production from the circuit. One of the three delivery pipelines is required for use at all times while allowing for maintenance work to be completed on the other two pipelines. Discharge into the TSF is from valve controlled off-takes along the pipeline.

As further described below, the Mount Milligan Mine TSF was originally permitted and designed as a non-discharging facility and any anticipated seepages from the TSF were subject to various mitigation and collection systems. Despite such systems, the Company has become aware that seepage from the TSF is likely entering the surrounding environment in several areas. The Company has initiated steps to further understand and ultimately remedy this issue, including commissioning a report from a third-party hydrogeologist to examine the pathways of such seepages. The issues are complex and resolving them could take some time. To date, none of the sampling of the seepage has indicated any risk of harm to the environment.

Permitting and Environmental Monitoring

The Mount Milligan Mine received approval under both federal and provincial environmental assessment legislation in 2010.

The Company also holds numerous other permits and approvals to operate the Mount Milligan Mine. These include an operating permit issued under the British Columbia *Mines Act* (issued by the Ministry of Energy, Mines and Low Carbon Innovation) and air, refuse and effluent discharge permits under the British Columbia *Environmental Management Act* (issued by the Ministry of Environment and Climate Change Strategy). The Company also holds several water licences and various Special Use Permits and Road Use Permits issued by the British Columbia Ministry of Forest Lands and Natural Resource Operations and Rural Development.

The Company recently obtained an amendment to its provincial environmental assessment certificate that will authorize, subject to receipt of corresponding permits and/or permit amendments, a long-term water supply for the Mount Milligan Mine.

Through ongoing monitoring, as noted above, the Company has become aware of the likely seepage of TSF water to the environment in a manner that is not presently the subject of potentially necessary permits or authorizations. To date, none of the sampling of the seepage has indicated any risk of harm to the environment. The Company has nonetheless advised relevant federal and provincial regulators of this matter and is engaged in constructive discussions with them. Based on those discussions and the encouragement of regulators, the Company intends to register the seepage pursuant to the *Metal and Diamond Ming Effluent Regulations* ("**MDMER**") under the federal *Fisheries Act*. This will require the Company to complete a federal environmental effects monitoring program to complement related monitoring presently undertaken pursuant to provincial permits. The Company is also developing a strategy to remedy these seepage management issues and will continue discussions with relevant regulators as it does so, with a view to eventually eliminating the need for ongoing registration under the MDMER.

Emergency Response Plan and Handling of Hazardous Materials

The Mount Milligan Mine has an Emergency Response Plan (the "**Mount Milligan ERP**") and hazardous material transportation procedures. We conduct quarterly mock exercises to test different aspects of the Mount Milligan ERP, including response time, effective communications and the skills of the emergency response team and we have updated the Mount Milligan ERP to ensure notification protocols remain valid and improvements from the mock exercises are incorporated in the plan.

Decommissioning and Reclamation

The Mount Milligan Mine submitted a five-year revision to its reclamation plan in 2019 and government review of the plan was initiated in 2020. The five-year reclamation plan for the site outlines the closure goals and activities for the site and minimizes and mitigates long-term environmental impacts resulting from construction and operation of the facility via sound science and contingency planning. On September 15, 2021, a mine permit amendment was received approving the reclamation security change. An adaptive management process is utilized whereby new knowledge and technology is incorporated into successive management and reclamation plans that consider operational plan updates. This adaptive management approach will aid in negating or minimizing activities such as post-closure water treatment.

Social and Community Factors

We endeavor to work in a responsible way to meet or exceed expectations of potentially impacted indigenous groups, and stakeholders. See " *Responsible Mining – Our Approach*" above.

Indigenous Groups

Maintaining productive relationships with Indigenous groups and ensuring project benefits are shared in accordance with our formal agreements is a priority for all Centerra's projects and operations in British Columbia. See "*Responsible Mining – Our Approach*" above.

Capital and Production Costs

Total operating and capital costs over Mount Milligan's 9-year LOM were estimated in the Mount Milligan Technical Report at $2,839 million, including $828 million for mining, $1,029 million for processing, $333 million for administration (G&A), $140 million for transportation costs, selling and marketing costs of $88 million, treatment and refining charges of $199 million and capital expenditures of $222 million. The LOM capital expenditures required to exploit the Mineral Reserves in the LOM plan is estimated at $222 million, which includes capital equipment and component replacements, planned improvements to crushing equipment, the tailings pumping system, and site facilities, as well as water management, but excludes $125 million TSF construction costs (included in mine operating expenditures). Waste mined at Mount Milligan is used for routine TSF raises, the cost of which is capitalized to the TSF rather than as capitalized stripping. The current mine plan does not contemplate any growth capital.

Öksüt Mine



Quick Facts

The Öksüt Mine is situated in Turkey approximately 295 km southeast of Ankara and 48 km south of Kayseri, the provincial capital.

We own 100% of the Öksüt Mine.

The Öksüt Mine achieved first gold pour on January 31, 2020 and achieved commercial production as of May 31, 2020.

In 2021, the Öksüt Mine produced 111,703 ounces of gold.

Location	Turkey
Ownership	100%
Business structure	Our wholly owned subsidiary (indirectly held), Öksüt Madencilik Sanayi ve Ticaret Anonim Sirketi ("**OMAS**"), is the holder of the rights to mining and exploration for the Öksüt Mine.
Estimated Mineral Reserves (as at December 31, 2021)	1,143 koz of contained gold (proven and probable) average grade – 1.16 g/t tonnage – 30,528 ktonnes
Estimated Mineral Resources (as at December 31, 2021) Mineral resources are exclusive of reserves. Mineral resources do not have demonstrated economic viability.	283 koz of contained gold (measured and indicated) average grade – 0.50 g/t tonnage – 17,720 ktonnes
Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred resources will ever be upgraded to a higher	17 koz of contained gold (inferred) average grade – 0.44 g/t tonnage – 1,215 ktonnes
Processing Method	Heap leach
2021 Production	111,703 ounces of gold
Estimated Mine Life	2028
Employees	251

Technical Report

The Öksüt Technical Report, with an effective date of June 30, 2015 was filed on September 3, 2015 on www.sedar.com.

Property Description, Location and Access

Location

The Öksüt Mine is located in south-central Turkey, 295 km to the southeast of the capital city of Ankara and 48 km directly south of the city of Kayseri which has a population of 1.1 million. The nearest administrative centre is at Develi (population 64,000) located approximately 10 km north of the Project. Ankara and Kayseri have international airports and are serviced by international and domestic airlines. The Project's co-ordinates are 715000-722100 Easting and 4236500-4249300 Northing (UTM ED 50 zone 36).

The Öksüt Mine is located in the Develi Mountains on a north-south trending topographic high. The topographic relief comprises steep-sided V-shaped valleys, and locally, cliffs tens of metres high, capped by flat-lying mesas and plateaus. The Project site is located at an elevation of approximately 1,800 m. The valleys are extensively farmed, with the local population living in a number of small villages including the villages of Öksüt and Zile.

Mining Licenses

Mining rights and minerals are exclusively owned by the state. The state delegates rights to explore and operate to Turkish individuals or legal entities through set period licenses in return for royalty payments. Mining licensing is regulated by the General Directorate of Mining Affairs, a unit of the Ministry of Energy and Natural Resources. Other institutions of importance are central government ministries, the provincial administration, and local government institutions.

Due to changes in Turkish mineral laws, which now permit the issuance of mining licenses for areas greater than 2000 hectares, we obtained in 2017 a new operation license number 85712 which unifies the previous two contiguous operation licenses (numbers IR 82468 and 82469). The unified license has a total area of 3,995.81 ha. According to the Turkish Mining Law, OMAS has the right to explore and develop any mineral resources contained within the operation license, provided fees and taxes are paid in order to keep the license in good standing. The operations license was issued on May 1, 2017 and is currently set to expire on January 16, 2023. In June 2021, OMAS submitted an application to renew the operation licenses in the normal course and in accordance with the time frames permitted under local laws. The application includes a request to include silver and copper as commodities that may be produced from the property. The application is currently under review by the Ministry of Energy and Natural Resources.

While OMAS has the right to explore and develop within the area covered by the operation licenses, it requires various permits for the development of the project. In November 2015, we received approval of the environmental impact assessment certificate ("**EIA Certificate**") for the Öksüt Mine, which was subsequently amended in the third quarter of 2020 (see below). In 2016, we received various other permits necessary to begin development, including the forestry usage permit on July 14, 2016, the operation permit for the forestry area on August 26, 2016, and the pastureland permit on January 11, 2018.

Due to changes in the Öksüt Mine open pit design and pit optimization, OMAS applied for and obtained in the third quarter of 2020 an amendment to the Öksüt Mine EIA Certificate from the Minister of Environment and Urbanization. The amendment is to accommodate changes to the Öksüt mine's open pit mine design and pit optimization. Due to the delay in receiving the amendment of the EIA and further potential delays in obtaining the related pastureland permits, the Öksüt Mine's mine plan and design has been adjusted and required permits are anticipated to be received in 2022. There are no assurances that we will receive pastureland permits and/or any other permits and approvals when needed, or that the permits and approvals will be on terms acceptable to the Company. See "*Risk Factors*" elsewhere in this AIF.

For information on royalties payable in respect of the Öksüt Mine, see " *Taxes and Royalties*" below.

History

The Öksüt Mine was discovered by Stratex International Plc (" **Stratex**") in early 2007. Reconnaissance rock chip sampling returned up to 0.113 g/t Au from silica ledges within altered andesitic volcanic rocks at what is now the Güneytepe Deposit. In late 2007, Stratex made applications for tenements to cover the property and obtained a total of nine contiguous exploration licences covering an area of 111.6 km^2.

In 2007 and 2008, Stratex carried out geological mapping, rock chip and channel sampling, soil sampling, a topographical survey, and acquired Quickbird high-resolution satellite imagery for an area of 5.0 km by 4.5 km over the Project. Prior to this, there is no record of any modern exploration for gold conducted on the property.

In 2009, Stratex and Teck Resources Limited (" **Teck**") agreed that Teck would relinquish its rights under a 2004 strategic alliance agreement to acquire interests in projects owned by Stratex. In exchange, Teck received shares of Stratex and a sliding scale royalty on, among others, the Öksüt Mine. The royalty held by Teck was subsequently acquired by Centerra and cancelled in March 2016.

Centerra and Stratex subsequently formed a joint venture in 2009, to explore the project. Centerra earned an initial 50% equity in the project by advancing $3M to the joint venture through October 2011 and acquired an additional 20% interest in the project in October of 2012 with an additional contribution of $3M, which brought its equity interest to 70%. In January 2013, Centerra purchased Stratex's remaining 30% to own 100% of the Öksüt Mine in exchange for a cash payment of $20M and a 1% NSR royalty up to a maximum of $20M. Centerra acquired and cancelled the 1% NSR royalty held by Stratex in December 2015.

Centerra published the first mineral resource estimate on the project in February 2013 (with an effective date of December 31, 2012) and on February 19, 2014, Centerra announced the results of a preliminary economic assessment on the project. An updated mineral resource estimate was published in February 2015 (with an effective date of December 31, 2014) and on July 28, 2015, Centerra announced the positive feasibility study results on the project and a development decision to proceed with construction. A NI 43-101 technical report was completed and filed on SEDAR in September 2015.

In January 2018, the Company received the final permits required for the Öksüt Mine, which paved the way for the project's future development, and in late March 2018, construction activities commenced.

The Öksüt Mine achieved first gold pour on January 31, 2020 and achieved commercial production as of May 31, 2020.

Geological Setting, Mineralization and Deposit Types

The Öksüt Mine is a high-sulphidation epithermal gold deposit within the Central Anatolian Volcanic Province, part of the Tethyan Metallogenic Belt. The belt extends from southeastern Europe across Turkey, the Caucasus, and on into Pakistan and contains a number of important gold and porphyry copper deposits. Magmatic activity and related ore forming processes are the result of the closure of the Tethyan Ocean in response to the collision between the north-moving Arabian Plate with the Eurasian Plate that began in the late Cretaceous period and continues today.

The Öksüt Mine gold mineralization is hosted within the Develidağ Volcanic Complex, one of the numerous stratovolcanoes situated along the Central Anatolian Fault Zone. The volcanic complex is composed of Miocene basaltic-andesitic volcanic domes, pyroclastic rocks, and lava flows. Flow-banded Pliocene andesite overlies these sequences and the Öksüt Mine mineralization to the north and east.

There are several gold occurrences in the Öksüt Mine area, the most important of which is the Keltepe Deposit. The distribution of the alteration assemblages and the gold grades at the Keltepe Deposit are strongly zoned, with a central massive silica breccia having the highest gold grade. This core is surrounded by quartz-alunite altered volcanic rocks, and as the alteration intensity diminishes outwardly, the gold grade decreases.

The Keltepe Deposit has been oxidized to depth, up to 400 m below the surface. The original copper content of the deposit has been completely leached out of the current resources, however, zones of oxide copper enrichment are found deeper within the deposit, below the planned open pit. An irregular zone of supergene enrichment exists below the oxide zone, with some high-grade sulphide copper intersections. It is surmised that the oxidation of the deposit has liberated the gold allowing heap leaching at a relatively coarse crush size.

The nearby Güneytepe Deposit is significantly smaller and does not show the more straightforward zonation and continuity of alteration and gold grades as observed on the Keltepe Deposit. Silicification is intense, however, the host rocks are much less porous, and, as a result, oxidation is restricted to the upper 50 m to 75 m of this deposit.

Keltepe Deposit

The Keltepe Deposit is elongated NNW-SSE and is approximately 600 m long and 350 m wide with a minimum known vertical extent of 450 m. Two principal rock types are present: a texturally diverse variety of polymictic breccias and a texturally uniform porphyritic andesite.

The Keltepe Deposit is strongly oxidized to a maximum known depth of up to 400 m below surface. This unusually deep oxidation is attributed to the porous and permeable nature of the siliceous and quartz-alunite altered breccias and to the presence of a deep groundwater table controlled by the NNW-SSE and NE-SW trending fault zones that drain outwards from the topographic high beneath which the Keltepe Deposit is located.

Oxidation is not uniformly complete throughout the deposit, with patches of less oxidized or unoxidized rock enclosed by fully oxidized rocks.

Gold mineralization is believed to occur as finely disseminated particles as it was not identified during scanning electron microscope analysis. This has been confirmed by a gold deportment study that shows that the major gold mineral identified at Keltepe is native gold with an average fineness of 6.9 µm. This study also indicates that the host minerals for the gold in the sample studied are mainly quartz and other silicates and iron oxide, with minor (2% to 10%) rutile-silicate complexes and trace associations with pyrite.

Güneytepe Deposit

The Güneytepe Deposit is located approximately 600 m to the south-southeast of the Keltepe Deposit. Gold mineralization primarily occurs along NW-SE and NE-SW trending ledges of two compositions: (1) massive to vuggy residual quartz with associated silicification, and (2) quartz-alunite plus quartz-kaolinite alteration. The location of the ledges is controlled by the intersection of NW-SE and NE-SW trending structures.

As observed at the Keltepe Deposit, gold mineralization at the Güneytepe Deposit is also considered to be controlled by NW-SE and NE-SW trending faults. The deposit is bounded to the north and south by two NE-SW trending fault zones, which confine the gold mineralization into a NE-SW trending corridor.

Oxidation in the ledges rarely exceeds 150 m in depth and averages approximately 50 m to 75 m. Oxidation appears to be deeper in the massive to vuggy quartz and quartz-alunite zones as compared to those composed mainly of quartz-kaolinite.

Gold mineralization at Güneytepe is more variable than at Keltepe in both grade and lateral/vertical distribution. Higher sulphur contents are also recorded in the oxide zone due to sulphides, mostly pyrite, being encapsulated within massive silica and also in patchy silica altered rocks.

Exploration and Drilling; Development and Production

Gold mineralization was discovered at Öksüt in 2007 by Stratex. Prior to this, there is no record of any modern exploration for gold being conducted on the property. Exploration activities had been performed by Stratex staff from 2007 to 2012 (with technical guidance from Centerra from 2009 to 2012) and by OMAS staff from 2013 onwards.

The initial drilling was limited to the area of Güneytepe where surface sampling had produced the best results. This program intersected gold mineralization starting at the surface and extending up to 70 m below the surface.

After signing the joint venture agreement with Centerra in 2009, Stratex performed further geological mapping, geochemical sampling, ground geophysics, and trenching. The 2010 drill program confirmed the presence of gold mineralization at Keltepe. The majority of drilling and exploration activities since 2010 have focused on delineating the extents of mineralization at Güneytepe and Keltepe as well as defining additional targets with mineralization potential.

The Öksüt Mine includes several other exploration targets in addition to the Keltepe and Güneytepe Deposits. All of these (Keltepe N, Keltepe NW, Keltepe NNW, Yelibelen, Büyüktepe, Boztepe, Boztepe W, Keltepe E, and Tombak) have received exploratory work since 2008. Except for Keltepe E (waste rock dump area), where condemnation drilling was completed during the feasibility study, exploration for new mineralization at other prospects has been continuing. Drilling programs to date have expanded mineral resources at both Keltepe and Güneytepe. In recent years, more drilling has been undertaken to target oxide gold potential around the known deposits. In 2021, approximately 31,500m of drilling was completed. The drilling program was designed to expand oxide gold resources around the Keltepe and Güneytepe deposits and develop oxide gold resources at Keltepe N, Keltepe NW, Büyüktepe, Yelibelen, and Boztepe prospects via exploration and resource expansion drilling. The Keltepe NNW Prospect was discovered and named after the 2021 drilling program detected near-surface oxide gold mineralization to the east of the Keltepe N and Keltepe NW prospects.

In total, there has been 160,700 metres of drilling at the Öksüt Mine in 752 holes, the vast majority of which was diamond drilling. Nearly, 145,000 metres of core samples from 636 diamond holes have been obtained to date. In 2022, the exploration program will continue to primarily target oxide gold mineralization to further define resources at Keltepe N, Keltepe NW, and the recently discovered Keltepe NNW deposit. The program will also continue to test peripheral prospects, including Yelibelen, Büyüktepe and Boztepe, mainly for their oxide gold potential.

For production information for the Öksüt Mine in 2021, see "*2021 and 2020 Production and Revenue*".

Sample Preparation, Analysis and Data Verification

From 2007 to 2012, samples from the Öksüt Mine were sent to ALS Chemex in Izmir, Turkey with the actual analyses conducted in the ALS facility in Vancouver, Canada or Roşia Montan , Romania and finally, in Izmir. From September 2012 onwards, preparation and analysis of samples were carried out by SGS Ankara, Turkey. Gold was assayed using standard 50 g fire assay with an atomic absorption (AA) finish, and other elements were determined by multi-acid digestion and inductively coupled plasma (ICP) finish. Both laboratories are independent ISO 9001:2008 registered external commercial assay laboratories.

Until early 2013, quality control measures consisted of the routine insertion of prepared standards, blanks and duplicate samples at a rate of three standards, one blank and one duplicate per 100 samples. From 2013, the insertion rates one standard per 30 samples and one blank and one duplicate per 50 samples. In addition, routine duplicate assays of pulps were undertaken as part of laboratory QC protocols.

A protocol was initiated in 2012 to send 5% of all assayed sample pulps to a second laboratory for analysis. Acme Labs (now Bureau Veritas), Ankara, Turkey, was selected to provide external check assays.

In May 2013, an audit of the SGS Ankara laboratory and QA/QC procedures was conducted by Lynda Bloom of Analytical Solutions Laboratory (ASL). Based on the review of QC data and a site visit to the Öksüt Mine, ASL considered that "there is no evidence of bias within the current database (at May 2013) which would materially impact a mineral resource estimate". Drill samples continued to be dispatched to SGS in Ankara during 2014, and then again for 2018, 2019 and 2021. During 2015, 2017 and 2020, drill samples were dispatched to ASL in Izmir. During 2021, the same QA/QC procedures were followed as described in the 2012 protocol. In 2021, 5% of the assays that had a direct impact on mineral resource and mineral reserve estimations were dispatched to the ASL lab as check assays.

Öksüt Mine Mineral Reserves and Mineral Resource Estimates

For information on the Öksüt Mine mineral reserves and mineral resources, see " *Mineral Reserves and Resources*" starting on page 21.

Mineral Processing and Metallurgical Testing

Metallurgical testing has focused on supporting the development of the Öksüt Mine as a heap leach operation. Testing to date has focused on gold recovery at coarse particle sizes. Metallurgical testing was initiated in 2012 using samples from existing exploration diamond drill holes. A second program, completed in 2012, utilized samples from a single large diameter hole to provide the bulk of the sample for this program. The second program included the first column leach tests. In 2013, four large diameter drill holes were drilled (three in the Keltepe Deposit and one in the Güneytepe Deposit) to provide samples for two large scale column leach test programs. A mineralogy program was also completed on the samples from this program. In 2014, a further five large diameter drill holes (one in the Güneytepe Deposit and four in the Keltepe Deposit) were completed to provide samples for additional large-scale column leach tests and further mineralogical analysis. Additional series of column leach tests were completed in 2014, 2018 and 2019. The column leach tests were performed for each deposit and also for each main ore alteration type.

The results from all programs show that samples from the Öksüt Mine are amenable to heap leach processing. Leach rates are relatively fast with comparatively high final recoveries. Size by size analysis of the column leach test feed and tails samples shows gold evenly distributed among the size classes, roughly following the mass splits.

Since the Keltepe Deposit contains approximately 90% of the contained gold for the Öksüt Mine, the leach characteristics for the Keltepe Deposit will predominate. Güneytepe Deposit leach characteristics are expected to be as good as or better than Keltepe Deposit and are not anticipated to present any issues based on column leach testing to-date.

Since operations began in late 2019/early 2020, we observed finer feed particle size with a slightly larger fines fraction than originally expected with ongoing occurrence of clay in the ore. Compacted permeability and bulk mineralogy test work was completed by Kappes, Cassiday & Associates and a review of heap performance and associated gold recovery were performed. No significant impacts were identified to performance or recovery. We will continue to monitor operation ore feed properties and any potential impact (if any) on performance.

Mining Operations

Mining

The Öksüt Mine is a conventional truck and excavator open pit mine. Material is drilled and blasted, before being loaded and hauled to the waste dump, crusher, or the various ore stockpiles depending on the most profitable way to process the material. The two pits of the Öksüt Mine are mined simultaneously – the main Keltepe pit (mining started August 16, 2019) and the small satellite Güneytepe pit (mining started September 3, 2019). A total of approximately 29.4 Mt of ore at a grade of 1.35 g/t Au, containing a total of approximately 1.3 million ounces of gold (as of December 31, 2019), is planned to be mined and stacked over a mine life of eight years from the two open pits. We are using a mining contractor to do all mining using small excavators and 36 tonne trucks. The use of this equipment among mining contractors is common in Turkey. The mining contractor will provide and maintain all equipment, and will perform drill, blast, load, haul, and road and dump maintenance on a unit cost basis. OMAS will provide oversight of the mining operations, grade control, survey control, mine planning, and other required technical services.

The Keltepe pit is being developed in three cutbacks to smooth stripping requirements and mine higher grade material earlier in the mine life. The smaller Güneytepe pit will be developed in two cutbacks. Lower grade material will be stockpiled throughout the project for processing at the end of the mine life.

Processing

The flowsheet for the Öksüt Mine is based on an 11,000 tpd heap leach stacking operation. It includes primary crushing, screening and secondary crushing, heap stacking and cyanide leaching, carbon adsorption, carbon stripping and regeneration, electrowinning and refining.

Run-of-mine ore is delivered by 36 tonne haul trucks to the primary crusher. The ore is dumped on the stationary grizzly installed over the truck dump hopper. Oversize rocks are handled by a rock breaker. The ore is withdrawn from the dump hopper via an apron feeder. The feed is delivered to the jaw crusher via a scalper. Scalper oversize feeds the 1.5 m x 2.0 m jaw crusher that reduces the rock size to minus 150 mm prior to being conveyed by a 1.4 m wide x 95.5 m long belt conveyor to the secondary crushing circuit, along with the scalper undersize. A self-cleaning belt magnet has been installed over the conveyor belt feeding the secondary crusher building. A metal detector installed after the belt magnet identifies any remaining piece of metal and the conveyor can be stopped to allow manual removal by an operator.

The product from the primary crushing circuit feeds a 2.4 m wide x 6.1 m long double-deck screen. The screen oversize will feed a 600 kW cone crusher while the screen undersize reports with the cone crusher product and is transported by a 1.1 m wide x 50.7 m long belt conveyor to a radial stacker after quicklime has been added to the crushing circuit product. A 10,000 t capacity stockpile is able to be formed by the 1.1 m wide x 39 m long stacker installation.

The crushed ore is trucked from the crushing facility to the heap leach pad. The leach pad is being developed in three phases and is designed to accommodate up to 40 Mt crushed ore.

The heap is irrigated with a diluted cyanide solution recirculated from the ADR plant, via a network of piping covering the surface area under leach. The barren leach solution is pumped from the barren tank at the ADR plant to the area under heap leach. The cyanide concentration of the barren solution is adjusted prior to pumping, and the pH is controlled so that HCN gas formation is inhibited. The solution is filtered to remove carbon fines prior to distribution over the area under leach to minimize emitter plugging. It is pumped by means of two centrifugal pumps installed in series. The first pump covers operation for the first three years of operation, which is the end of Phase 1, while the second pump will be required from year four.

The irrigation distribution piping consists of a 300 mm diameter main header made of carbon steel from the barren pumps discharge to the heap perimeter followed by high-density polyethylene ("**HDPE**") ending at the ore panels to be irrigated. Drip emitters are used to provide irrigation. A typical panel piping arrangement includes a 300 mm diameter HDPE header starting from the main header and running for 190 m along the 250 m side of the panel. Four lateral pipes spaced at every 62.5 m branch from the header. Each lateral pipe includes a 150 mm butterfly valve, a pressure gauge, and 75 m of a 150 mm diameter HDPE pipe followed by 75 m of a 100 mm diameter HDPE pipe. Emitter lines branch at every 500 mm on the pipes and emitters are spaced at every 762 mm on the emitter lines.

The pregnant leach solution flows by gravity through a network of collection pipes at the base of the heap to the pregnant leach solution pond prior to being pumped to the ADR plant for precious metals recovery.

Infrastructure, Permitting and Compliance Activities

Infrastructure

The infrastructure at the Öksüt Mine includes a processing building which includes a primary and secondary crusher buildings, crushing area electrical room and the ADR plant; support and administration buildings including a laboratory and cyanide storage; a heap leach pad; and a waste rock dump. There are no tailings generated from the Öksüt Mine. Power to the site is supplied from a 31.5 kV electrical network through a dedicated 28.5 km overhead line coming from the Sendrimeke substation.

Environmental Matters

During 2016, OMAS completed an Environmental and Social Impact Assessment (" **ESIA**") study which is compliant with EBRD Performance Requirements and the Equator Principles. The ESIA also incorporates information developed by OMAS through the Turkish environmental impact assessment ("**EIA**"). Since 2016, OMAS also completed and/or updated a number of additional environmental and social studies including biodiversity, socioeconomics, land use and livelihoods, ground water and geochemical modelling and cultural heritage/archeology.

The ESIA, management plans and non-technical summary were subsequently disclosed by OMAS in April 2016 through disclosure meetings open to all stakeholders in the Develi district and villages around the project site.

Upon completion of the ESIA, OMAS also commenced additional biodiversity studies with international and local experts. Key biodiversity activities to date included an ornithological survey; flora and habitat surveys; construction of a plant nursery; critical species salvaging and seed collection; definition of conservation areas within the mine site; and delivery of the collected seeds to a designated seed bank. OMAS has also implemented an environmental and social management system ("**ESMP**") and prepared health, safety, environmental and social management plans and procedures based on Turkish legislation, the EIA, the ESIA and Centerra standards and commitments. The ESMP and the related plans and procedures align with EBRD and IFC (Equator Principles) environmental and sustainability performance standards.

In spring 2020, powerline bird surveys and migration inspection and studies were postponed to spring 2021 due to the COVID-19 pandemic. In fall 2020, the autumn bird migration study was completed and related reports were prepared. OMAS' Biodiversity Offset Management Plan was updated after the spring 2021 studies were completed.

In June 2020, an EIA amendment application regarding project design changes was approved by the Ministry of Energy and Urbanization (" **MoEU**"). This amendment was due to changes in the Öksüt Mine open pit design and pit optimization. In 2020, the application for the additional new overflow pond and the ADR unit was approved by the MoEU.

In October 2020, OMAS completed its updated water management plan, in November 2020, the site obtained its permanent environmental license and in December, OMAS was Zero Waste Certified.

OMAS is currently waiting for pastureland and forest permits in respect of the updated open pit design and pit optimization, which led to the amended EIA Certificate. OMAS needs such permits to continue developing the Keltepe and Güneytepe pits as currently planned. There is no assurance that these permits will be obtained at all, or on a timely basis. See "*Risk Factors*".

Cyanide is used to recover gold from ore and is an essential part of our Öksüt Mine operations. At our Öksüt Mine, our approach to cyanide management is generally aligned with the International Cyanide Management Code, which is recognized as an international best practice. The Öksüt Mine is currently in the process of obtaining certification under the International Cyanide Management Code, which is expected to be completed in 2022.

Decommissioning and Reclamation

Mine closure and rehabilitation in Turkey is regulated through the Turkish Regulation on Reclamation of Mine Sites. The regulation requires preparation of a mine closure report as part of the EIA permit. The first iteration of the Öksüt Mine conceptual closure plan was prepared in 2021 using a systematic approach to accurately estimate the LOM and asset retirement obligation closure costs. OMAS's asset retirement obligation ("**ARO**") Standardized Reclamation Cost Estimator studies were completed in 2020.

Biodiversity studies were carried out by local experts with a focus on endemic flora areas, oak forestry areas, seed collection and removing endemic species from observed areas to the protected translocation areas. In 2021, 1,000 astragalus fruits and approximately 5,000 verbascum fruits were collected and sent to the Gazi University's genetic laboratory for germination testing and laboratory studies. In 2021, OMAS planted 7,680 oak acorns at the mine site, nursery and forestry areas.

Processing and Recovery Operations

For "Processing and Recovery Operations", see "*Mining Operations – Processing*" above.

Capital and Operating Costs

Sustaining capital requirements for the Öksüt Mine are minimal, primarily due to the contracting out of the mining tasks, obviating the need for allocating sustaining capital for mobile mining equipment, and for haul road maintenance, which is part of the mining contractor's costs. The major sustaining capital requirements are for completing the Phase 2 and Phase 3 construction of the heap leach pad ("**HLP**").

Initial operating cost assumptions were developed from first principles for processing and general and administrative costs. Manpower lists have been developed for all areas, including administrative offices in Ankara. Power and reagent consumptions have been estimated based on test work and engineering work completed to date on the crushing facility, ADR plant, and HLP. Mining costs have been based on discussion with mining contractors in Turkey, with additional costs for contractor oversight, grade control, and mine planning estimated by Centerra as well as additional stockpile rehandle costs and refining charges.

Taxes and Royalties

Taxes

In 2021, Turkey increased corporate tax rates from 20% to 25% for 2021, to 23% for 2022, with a planned reduction to 20% for 2023. However, Investment Incentive Certificates are available to provide reduced corporate tax rates for profits derived from investments made in Turkey to promote economic development. In February 2018 (amended in October 2018), we obtained an Investment Incentive Certificate for the Öksüt Mine, which makes the project eligible for various benefits, including a further reduction of corporate income tax rate (by way of income tax credits), VAT exemptions, and customs duty exemptions.

Royalties

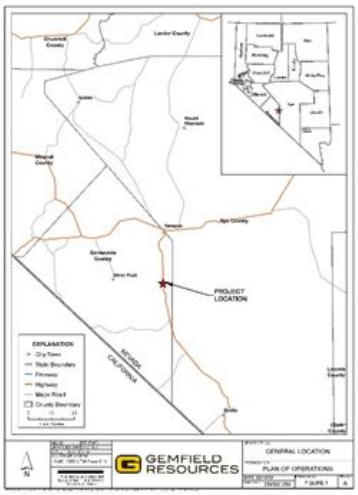
The Öksüt Mine's operations are subject to a Turkish Government State royalty, which is a sliding scale royalty, applicable to gold and other metals. The royalty rates for gold were increased in 2020. Turkish Mining Law provides a reduction of 40% of the royalty amount payable for gold processed at refining facilities within Turkey, which is the case for the Öksüt Mine.

The Turkish Government State royalty is dependent on the price of gold, as follows:

Gold price ($/oz)	Royalty
<800	1.25%
801 – 900	2.5%
901 – 1,000	3.75%
1,001 – 1,100	5%
1,100 – 1,200	6.25%
1201 – 1,300	7.5%
1,304 – 1,400	8.75%
1,401 – 1,500	10%
1,501 – 1,600	11.25%
1,601 – 1,700	12.5%
1,701 – 1,800	13.75%
1,801 – 1,900	15%
1,901 – 2,000	16.25%
2,001 – 2,100	17.5%
>2,101	18.75%

3.2 Other Properties

Goldfield Project



Location	Nevada, United States
Ownership	100%
Business Structure	Our wholly owned subsidiary, Gemfield Resources LLC, is the holder of the rights to the Goldfield Project.
Mine Type	Open Pit

Introduction

Centerra acquired the Goldfield Project effective February 28, 2022, with the acquisition of Gemfield Resources LLC. The Goldfield Project is a conventional open-pit, heap leach project in late-stage development, with three known deposits: Gemfield, Goldfield Main, and McMahon Ridge. These deposits are expected to be developed in a two-phased approach: Phase I – Gemfield deposit; and Phase II – Goldfield Main and McMahon Ridge deposits. The future operation is expected to use a simple processing method that includes three-stage crushing and heap leaching, followed by an ADR plant treatment to produce the doré.

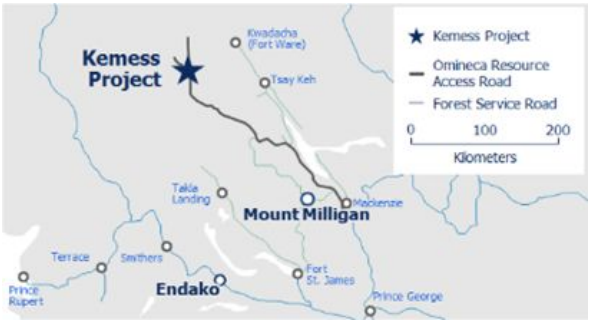
Location

The Goldfield Project is located on the Walker Lane trend in Esmeralda County, Nevada, USA, approximately 30 miles south of Tonopah, with claims totaling approximately 15,300 acres. The property can be accessed via U.S. Highway 95 from Las Vegas or Reno, Nevada.

Exploration

The Goldfield Project is an underexplored property in a prolific mining jurisdiction that provides substantial upside potential, as it has been largely unexplored by modern systematic exploration methodologies. Numerous targets have been identified for drill-ready regional exploration. Future infill and resource expansion drilling, district-scale exploration drilling, and land consolidation opportunities have the potential to increase the resources further and extend the future mine life of the project. Drilling activities at the property are expected to commence in 2022.

Kemess Project



Location	British Columbia, Canada
Ownership	100%
Business Structure	Our wholly owned subsidiary (directly held), AuRico is the holder of the rights to the Kemess Project.
Mine Type	Underground

Introduction

Centerra acquired the Kemess Project effective January 8, 2018, with the acquisition of AuRico Metals Inc. (" **AuRico**"). The Kemess Project is at an advanced stage – it has an approved environmental assessment certificate and all permits required to commence construction. There are currently no mining activities at the Kemess site and on-site activities consist of care and maintenance work.

Technical Report

The Kemess Technical Report with an effective date of July 14, 2017 can be found under the AuRico Metals Inc. profile on www.sedar.com. To the best of our knowledge, information and belief, there is no new material scientific or technical information that would make the disclosure of the mineral resources or mineral reserve, and other technical information on the Kemess Project as set out in the Kemess Technical Report to be inaccurate or misleading.

Kemess Silver Stream Arrangement

Pursuant to a silver stream agreement entered into with Triple Flag dated June 27, 2018, the Company has agreed to sell 100% of the silver production from the Kemess project in exchange for advance payments for silver payable in tranches of $10 million, $10 million, $12.5 million and $12.5 million. The payments would be due upon public announcement of a construction decision for the Kemess underground development project and the three succeeding anniversaries of such date. In addition, Triple Flag will make ongoing payments of 10% of the then current market price for each ounce of silver delivered. No construction decision has been made yet.

Property Description and Location

Location

The Kemess Project is located in a mountainous area of north-central British Columbia, Canada, approximately 250 km north of Smithers and 430 km northwest of Prince George.

The property is host to the former Kemess South (" **KS**") Mine (operated from 1998 to 2011), the Kemess Underground (" **KUG**") deposit, and the Kemess East ("**KE**") deposit. Work on KS is now focused on reclamation and site rehabilitation. The KUG project will use existing infrastructure originally used for the KS Mine which remain at site. The remainder of this section will primarily relate to the KUG deposit and the KUG Project unless otherwise noted. References to activities completed before January 8, 2018 relate to matters pre-dating our ownership of the Kemess Project.

Mining Licenses

The Kemess Project is comprised of 53 mining claims totaling 29,178 ha. AuRico also has an additional four mining leases totaling 3,483 ha.

Kemess' Mineral Reserves and Mineral Resource Estimates

For information on the Kemess Project mineral reserves and mineral resources, see " *Mineral Reserves and Resources*" starting on page 21

Production Estimates

It is expected that first ore will be mined at the KUG project 3 years after commencement of construction activities, with processing commencing in the subsequent year. Total ore mined over the 10-year LOM is expected to be 107.3 Mt at 0.27% Cu and 0.54 g/t Au and 1.99 g/t Ag for 285.7 kt Cu, 1,868 koz Au and 6,878 koz Ag.

Environmental Matters

AuRico received a provincial environmental assessment certificate (" **EAC**") for the Kemess Underground project in March 2017. As part of the EAC process, AuRico considered potential effects on several valued components of the natural and human environment including, among other components, aquatic and terrestrial ecosystems, current use of lands and resources for traditional purpose. The most substantive potential impacts of the project are associated with the long-term management of waste rock, tailings, mine water and process water and their potential downstream effects on high quality fish habitat. This assessment is based upon a number of factors, including: high quality fish habitat in potential receiving environments; water quality; environmental flow needs for surrounding streams; and waterbodies such as Thutade Lake and the Finlay River which are highly valued by Indigenous groups who have traditional territories in the area. With the application of appropriate engineering design, project planning, and implementation of mine and environmental management plans, it is anticipated that the project will avoid significant environmental effects.

In addition to the EAC, the KUG project acquired several new provincial and federal licenses/permits. Several existing permits for the KS Mine have been in place since 1996 and are in good standing but may require amendment or renewal before construction or operations begin. On August 31, 2017, the Company submitted permit applications to the British Columbia Major Mines Permitting Office for the commencement of construction at KUG, including construction of a water treatment and water discharge system. In July 2018, KUG received all of the permits required to commence construction. On September 21, 2018, the Company also received its effluent discharge permit which allows discharging treated water from the site. In 2020, amendments were approved allowing for increased throughput to help improve the economics of the mine. These amendments focused provincially on the British Columbia *Mines Act* and the *Environmental Management Act* as well as an amendment to the Federal Decision Statement from Impact Assessment Agency of Canada (formerly the Canadian Environmental Assessment Agency). In 2021, AuRico requested a "Substantial Start Determination" from the BC Environmental Assessment Office (EAO) to confirm that work undertaken to date constitutes a "Substantial Start" of the project under the EAC conditions. This "Substantial Start Determination" was granted in January 2022.

Water Management

Tailings and mine development waste rock are expected to be stored in the KS open pit (the proposed KUG TSF). The potentially acid generating (PAG) waste materials will be stored under a water cover to prevent metal leaching/acid rock drainage. At closure, a non-acid generating (NAG) tailings beach extending from the East Dam to the supernatant pond will be present on the eastern end of the KUG TSF.

During operations, process water from the KUG TSF supernatant pond is expected to be reclaimed for use as mill process water and excess water treated and discharged to Attichika Creek. The sludge produced from the water treatment plant during operations will be sub-aqueously stored in the KUG TSF.

The closure phase will extend for the period of time (currently predicted to be six years) required for ongoing treatment of water within the KUG TSF and controlled discharge to Attichika Creek. Excess water in the KUG TSF supernatant pond will continue to be treated in the closure phase and thereafter until the water quality meets discharge criteria. The discharge rate from the KUG TSF will decline to approximately 1.5 Mm3/year (96 L/s) in the closure phase and be treated and discharged during approved periods, while waterways are open and flowing. Continued operation of two water treatment streams will be required for metals removal (rated to treat a maximum of 187 L/s) and selenium removal (rated to a maximum of 75 L/s) throughout the active closure phase, these two treatment streams will be housed within the same building on site.

Once water quality within the KUG TSF reaches concentrations that would allow for untreated discharge to the receiving environment, active water treatment would cease and the KUG project would transition to post-closure. No water treatment is expected post-closure as water quality modelling results indicate that there are no contaminants of potential concern downstream of the proposed discharge location.

When water quality in the KUG TSF meets discharge criteria without treatment, the upslope diversion ditch will be re-graded to original elevation and this will allow catchment runoff and melt-water to flow into the KUG TSF and out through the closure spillway to Waste Rock Creek and ultimately to Attichika Creek.

Indigenous and Public Consultation

Centerra continues to engage with the surrounding communities and impacted Indigenous groups regarding the KUG project and gaining support for the project. Discussions with Indigenous groups on the project continue and serves to identify the project's potential effects on communities and Indigenous groups and opportunities to align interests and increase project benefits.

Kemess East

In May 2017, AuRico (prior to our acquisition) completed a PEA on the KE project. The PEA for the KE project presents a stand-alone scenario that does not factor in or modify in any way the economics of the feasibility stage KUG project. The PEA does, however, assume that the KUG project is advanced ahead of KE, and hence several project components, most notably the access corridor connecting KUG to the KS process plant, the triple decline access to the KUG footprint and the water treatment plants associated with KUG, are not duplicated in the capital expenditures for KE, these assets would be shared by both projects.

Readers are cautioned that the PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized.

3.3 Molybdenum

Endako Mine

The Endako Mine is an open-pit molybdenum mine, concentrator and roaster located approximately 161 km west of Prince George, British Columbia, Canada. The property currently comprises a contiguous group of 60 mineral tenures containing 34 claims and 26 leases, covering approximately 12,835.11 ha. Annual rental payment on the 26 mine lease titles is typically paid in installments in May, August, and November.

The Endako Mine is operated as a joint venture between Thompson Creek which holds a 75% interest, and Sojitz, which holds the remaining 25% interest. The Endako Joint Venture was formed on June 12, 1997 pursuant to the terms of the Endako Mine Joint Venture Agreement. We are the manager of the Endako Mine Joint Venture with overall management responsibility for operations.

Endako Mine deposit is divided into four named areas: Northwest, Denak West, Denak East and Endako. Mining has occurred in the Endako and both Denak areas. The Northwest zone is yet to be put in operation. There are no royalties, back-in rights, encumbrances on title or other agreements, other than the agreement governing the Endako Mine Joint Venture. The infrastructure at Endako Mine includes a 55,000 ton per day concentrator, a 35,000 to 40,000 pound per day roaster (and an additional non-operating roaster), tailings and reclaim water ponds, a crushing plant, waste rock dumps, an administrative building, a truck shop/warehouse, a change house, a first aid station, a laboratory, a garage and other shops. The power supply of the site is provided by a 9 km, 69 kV power line owned by B.C. Hydro from a nearby substation. Water for the milling process is re-circulated from the tailings facility while make-up water is pumped from François Lake, located nearby.

Starting in 2018, we initiated a review of our long-term water management options at the Endako Mine, due to ongoing discussions concerning mine reclamation obligations among regulatory and industry bodies in British Columbia. These discussions are ongoing. During 2019 and 2020, we updated our technical and environmental studies for the Endako Mine. A Best Available Technologies ("**BAT**") study was completed in February 2020 to assess the potential short-term options for the management of tailings seepage being discharged from the mine site with additional studies planned to define potential medium- and long-term BAT options. The studies continued to be a focus of ongoing reviews by local Indigenous groups and the provincial government as part of a Water Quality Working Group. On March 9, 2022, we received an updated mine permit from the ministry.

The Endako Mine has been on care and maintenance effective July 1, 2015. As of December 31, 2021, there are approximately 8 employees at Endako Mine for care and maintenance activities.

Thompson Creek Mine

TC Mine is an open-pit molybdenum mine and concentrator located approximately 48 km southwest of the town of Challis, Idaho, USA. The TC Mine land holdings comprise of 1,589 patented and unpatented lode, mill site and placer claims along with fee owned property totaling approximately 9,955 ha.

All current resources are located on patented mineral claims and are not expected to be subject to any US federal government royalties that could be enacted in the future. Approximately 50% of the mineral claims are located within the boundaries of the Salmon-Challis National Forest, with the remaining 50% located within the perimeter of land managed by the United States Bureau of Land Management.

TC Mine operates a commercial molybdenum beneficiation circuit to treat molybdenum concentrates to supplement the concentrate feed sourced directly for the Langeloth facility. This beneficiation process at TC Mine allows the Company to process high copper molybdenum concentrate purchased from third parties, which is then transported to Langeloth for processing. TC Mine has been on care and maintenance since December 2014 due to declines in the molybdenum prices.

As at December 31, 2021, TC Mine had 40 employees for care and maintenance, and beneficiation process activities.

Langeloth Metallurgical Facility

Our wholly-owned Langeloth facility is located in Langeloth, Pennsylvania, approximately 40 km west of Pittsburgh, on land we own in fee simple. The facility receives molybdenum concentrate from third party producers that is either purchased for processing and re-sale or that is toll converted to finished products for third parties. The facility produces and sells ammonium perrhenate and rhenium metal pellets as well as sulfuric acid all recovered as by-products of processing the molybdenum disulfide. In addition, the Langeloth facility calcines other metal containing materials from various third-party operations.

Up to four multiple-hearth furnaces are used for the conversion (roasting) of molybdenum concentrate into technical grade molybdenum oxide. These roasters have the annual capacity to process 36 million pounds of molybdenum contained in concentrates. The molybdenum oxide can be sold as a finished product to customers or can be upgraded at the facility to molybdenum oxide briquettes, pure molybdenum trioxide powder or various sizes of ferromolybdenum products. Additional furnaces are used to calcine non-hazardous metal containing materials that contain metals other than molybdenum.

As at December 31, 2021, the Langeloth facility had 87 employees.

Unionized employees at the Langeloth facility went on economic strike on September 9, 2019 following the expiration of the site's collective bargaining agreement earlier that year, but the facility continued operating without interruption using new personnel. No significant disruption or impact to operations at Langeloth or deliveries to customers resulted from the economic strike. Any charges related to the strike filed by the union against the Company were dismissed and all appeals by the union were unsuccessful. The economic strike has ended, the facility is no longer unionized, there is no collective bargaining agreement, and the facility is operated by regular, full-time employees who were hired as permanent replacements of the economic strikers. On February 7, 2022, an unfair labour practice charge was filed by the union with the National Labor Relations Board, which the Company believes is groundless.

3.4 Other Properties (Exploration)

Other Exploration properties include those where we are party to option agreements where our ownership interest in the underlying properties have not yet vested (i.e. earn-in); or where our ownership interest is being earned into by third party (i.e. earn-out); or where we have established a property through staking of mineral tenure and are the owner and sole party engaged in exploration.

Property Name	Location	Metal	Additional Details
Berg	British Columbia, Canada	Copper / Molybdenum	● Located in west-central British Columbia, approximately 80 kilometres southwest of Houston, British Columbia. ● 91 mineral claims and one mining lease for a total of approximately 34,798.19 hectares. ● 100% owned by Centerra with a 1% net smelter return royalty held by Royal Gold. ● In December 2020, an option agreement granting a third party the right to earn-in to a 70% interest in the Berg property over a period of five years was entered into.
Kliyul	British Columbia, Canada	Copper / Gold	● Located approximately 365 kilometres northwest of Prince George and 65 kilometres south-southeast of the Kemess Project. ● 77 mineral claims covering an area of 5,966.27 hectares. ● In January 2020, an option agreement granting a third party the right to earn-in up to a 75% interest in the property over two earn-in periods was entered into.
Redton	British Columbia, Canada	Copper / Gold	● Located approximately 240 kilometres northwest of Prince George. ● Eight mineral claims covering an area of 3,461.12 hectares. ● In January 2020, an option agreement granting a third party the right to earn-in up to a 75% interest in the property over two earn-in periods was entered into.
Chuchi	British Columbia, Canada	Copper / Gold	● Located approximately 190 kilometres northwest of Prince George and 36.5 kilometres west-northwest of the Mount Milligan Mine. ● 16 mineral claims covering an area of 6,102.20 hectares.
Max	British Columbia, Canada	Copper / Gold	● Located approximately 150 kilometres northwest of Prince George and 21 kilometres south of the Mount Milligan Mine. ● 100% owned by Jama Holdings Inc. and comprises 12 claims covering an area of 4868.83 hectares. ● In August 2018, we entered into an option agreement granting us the right to earn-in up to a 51% interest in the property.
Two Times Fred (2XFred)	British Columbia, Canada	Gold / Silver	● Located approximately 105 kilometres west of Prince George. ● 13 mineral claims covering an area 6,163.02 hectares. ● In March 2021, we entered into an option agreement granting us the right to earn-in up to a 70% interest in the property. ● In 2021, there was an exploration program that included diamond drilling (6,795.55 meters in 23 drill holes), airborne and ground-based geophysics, and surface geochemical sampling.
Lucas and Lucas North	British Columbia, Canada	Gold / Silver	● Located approximately 170 kilometres west-southwest of Prince George. ● 15 mineral claims covering an area 20,636.77 hectares. ● In 2021, there was an exploration program that included airborne geophysics and surface geochemical sampling.
Hunter	Quebec, Canada	Gold	● Located approximately 45 kilometers north-northwest of Rouyn-Noranda, Quebec. ● 369 mineral claims covering an area of 18,177 hectares. ● In January 2022, we entered into an option agreement granting us the right to earn-in up to a 70% interest in the property.
Oakley	Idaho, United States	Gold	● Located approximately 45 kilometers north-northwest of Rouyn-Noranda, Quebec. ● In February 2020, we entered into an option agreement granting us the right to earn-in up to a 70% interest in the property. ● In 2021, there was an exploration program that included diamond drilling (1,581.00 meters in 11 drill holes), and ground-based geophysics, and surface geochemical sampling.

Virginia Horn; Lost Lake; Linden Grove	Minnesota, United States	Gold	● Located in northern Minnesota, USA. ● In September 2020, we entered into an option agreement granting us the right to earn-in up to a 70% interest in the property. ● In 2021, there was an exploration program that included drilling (1,423.99 meters in eight diamond drill holes and 507.00 meters in 21 rotosonic drill holes), airborne and ground-based geophysics, and surface geochemical sampling.
Cherry Creek	Nevada, United States	Gold	● Located in northern Nevada, USA. ● In December 2020, we entered into an option agreement granting us the right to earn-in up to a 70% interest in the property. ● In 2021, there was an exploration program that included airborne and ground-based geophysics, and surface geochemical sampling.
Kızılkaya	Turkey	Gold	● Located in central Turkey. ● Covering an area of 5,163.79 hectares within trucking distance of Öksüt Mine. ● Tenements acquired in late 2018 (granted in October 2019).
Sivritepe	Turkey	Gold	● Located in north-central Turkey. ● Covering an area of 2,810.00 hectares. ● Tenements acquired in late 2018 (granted in October 2019). ● In 2021, there was an exploration program that included diamond drilling (15,459.10 meters in 69 diamond drill holes) ground-based geophysics, and surface geochemical sampling.
Çavdaruşağı	Turkey	Gold	● Located in the Kayseri Province of Turkey. ● Covering an area of 495.18 hectares. ● In 2021, there was an exploration program that included diamond drilling (2,978.00 meters in nine diamond drill holes), ground-based geophysics, and surface geochemical sampling.
Karataş	Turkey	Gold	● Located in eastern Turkey. ● Comprised of two tenements, Karataş East and Karataş West, covering an area of 3,624 hectares. ● Tenements acquired in April 2021 (granted in summer 2021). ● In 2021, there was an exploration program that included diamond drilling (1,196.50 meters in four diamond drill holes), airborne and ground-based geophysics, and surface geochemical sampling.
Postallı	Turkey	Gold	● Located in the Kayseri Province of Turkey. ● In November 2021, we entered into an option to purchase agreement for the property.
Yanıklı	Turkey	Gold	● Located in north-central Turkey. ● Comprised of two tenements, Yanıklı North and Yanıklı South, covering an area of 1,418.78 hectares. ● Tenements acquired in October 2021 (granted in December 2021)
Isoneva	Finland	Gold	● Comprised of 1,145.34 hectares located in Finland. ● In June 2020, we entered into an option agreement granting us the right to earn-in up to a 70% interest in the property. ● In 2021, there was an exploration program that included drilling (2,447.8 meters in 11 drill holes), and ground-based geophysics, and surface geochemical sampling.

4. GOVERNANCE

4.1 Directors and Officers

The following tables set out the directors and executive officers of Centerra Gold Inc. as at March 18, 2022. The term of office for each of the directors will expire at the time of our next annual shareholders meeting. Each of the directors on the Board as of March 18, 2022 was elected to his or her present term as a director by our shareholders at the annual meeting of our shareholders held on May 11, 2021.

Directors

Director	Board Committees	Principal Occupation or Employment
Michael S. Parrett Richmond Hill, Ontario, Canada 70 years old Director since May 8, 2014	Audit Nominating and Corporate Governance (Chair) Human Resources and Compensation	Chair of the board of directors of Centerra since October 2019 Independent Consultant and Corporate Director Director, Stillwater Mining Company from 2009 to 2017 Director, Pengrowth Energy Corporation from 2004 to 2016 Director of Gabriel Resources Limited from 2003 to 2010 (including Chairman from 2005-2010) Other Public Company Directorships (current) None
Richard W. Connor Columbine Valley, Colorado, USA 72 years old Director since June 5, 2012	Audit (Chair) Human Resources and Compensation Nominating and Corporate Governance Risk Special	Retired Audit Partner Other Public Company Directorships (current) None
Dushenaly (Dushen) Kasenov Bishkek, Kyrgyz Republic 64 years old Director since May 1, 2019	None	Retired Consultant Member of the management committee of Kumtor Gold Company from 2015 to 2019 Other Public Company Directorships (current) None
Nurlan Kyshtobaev Bishkek, Kyrgyz Republic 40 years old Director since May 11, 2021	None	Lawyer Partner at the Grata Law Firm in Bishkek Other Public Company Directorships (current) None
Jacques Perron Centennial, Colorado, USA 60 years old Director since October 20, 2016	Risk (Chair) Sustainable Operations Special	President and Chief Executive Officer, Pretium Resources Inc. from April 2020 to March 9, 2022 CEO of Thompson Creek from October 2013 to October 2016 (when we acquired Thompson Creek) Other Public Company Directorships (current) None

Director	Board Committees	Principal Occupation or Employment
Scott G. Perry Toronto, Ontario, Canada 45 years old Director since January 1, 2016	None	President and CEO of Centerra Gold Inc. since January 1, 2018 CEO of Centerra Gold Inc. since November 1, 2015 CEO and Director of AuRico Gold Inc. from September 2012 to October 2015 Executive Vice President and CFO of AuRico Gold Inc. from February 2008 to September 2012. Other Public Company Directorships (current) None
Sheryl K. Pressler Atlanta, Georgia, USA 71 years old Director since May 7, 2008	Risk Special	Investment and Strategy Consultant Director of Stillwater Mining Company from May 2002 to May 2013 CEO of Lending Lease Real Estate Investment – US from 2000 to 2001 Other Public Company Directorships (current) None
Bruce V. Walter Toronto, Ontario, Canada 64 years old Director since May 7, 2008	Sustainable Operations (Chair) Special (Chair)	Chairman of Nunavut Iron Ore, Inc. Vice Chair of Centerra Gold Inc. since June 2008 Director and officer of Dynatec Corporation from 2002 to 2007 (Vice Chairman from 2002 to 2005 and President and CEO from 2005 to 2007) Other Public Company Directorships (current) Westaim Corporation
Paul N. Wright Vancouver, British Columbia, Canada 68 years old Director since May 1, 2020	Audit Risk Sustainable Operations Special	Corporate Director President and CEO Eldorado Gold Corp. from October 1999 to April 2017. Other Public Company Directorships (current) Galiano Gold Inc.
Susan L. Yurkovich Vancouver, British Columbia, Canada 56 years old Director since May 1, 2018	Human Resources and Compensation (Chair) Nominating and Corporate Governance Sustainable Operations Special	President and CEO of the British Columbia Council of Forest Industries and President of British Columbia Lumber Trade Council Executive Vice-President, British Columbia Hydro from 2006 to 2015 Other Public Company Directorships (current) None

Executive Officers

Officer	Principal occupation in past 5 years
Scott G. Perry *President & Chief Executive Officer* Toronto, Ontario, Canada 45 years old	CEO of Centerra Gold Inc. since November 1, 2015 and President and CEO as of January 1, 2018. CEO and Director of AuRico Gold Inc. from September 2012 to October 2015. Executive Vice President and CFO of AuRico Gold Inc. from February 2008 to September 2012.
Darren J. Millman *Vice President and Chief Financial Officer* Toronto, Ontario, Canada 44 years old	Vice President and CFO of Centerra since April 1, 2016. Vice President, Finance and Treasurer of Centerra from January 2015 to March 2016. Treasurer of Centerra from January 2013 to January 2015. General Manager Finance and Company Secretary of Ivanhoe Australia from July 2007 to December 2012.
Daniel R. Desjardins *Vice President and Chief Operating Officer* Toronto, Ontario, Canada 59 years old	Vice President and Chief Operating Officer of Centerra as of January 1, 2020. President, Kumtor Gold Company from January 2015 to December 2019
Claudia D'Orazio *Vice President, Chief Human Resources Officer* Toronto, Ontario, Canada 53 years old	Vice President and Chief Human Resources Officer as of February 10, 2020. Vice President, Human Resources from 2017 to 2020 and Vice President, Compliance and Risk from 2012 to 2017 at Pembina Pipeline Corporation.
Dennis C. Kwong *Vice President, Business Development and Exploration* Toronto, Ontario, Canada 51 years old	Vice President, Business Development and Exploration of Centerra since January 2016. Vice President, Business Development of Centerra since October 2008 to 2015.
Yousef Rehman *Vice President, General Counsel & Corporate Secretary* Burlington, Ontario, Canada 40 years old	Vice President, General Counsel & Corporate Secretary of Centerra since January 1, 2018. Senior Legal Counsel of Centerra from 2014 to 2017.

Other Information About Our Directors and Officers

Share Ownership

As of March 18, 2022, our directors and executive officers (as a group) beneficially own, control or direct, or exercise control or direction over, directly or indirectly, 562,513 Common Shares representing approximately 0.19% of our total outstanding Common Shares (on a non-diluted basis).

Cease Trade Orders

To our knowledge as of the date of this AIF, no director or executive officer of Centerra is or has been in the last ten (10) years a director, CEO or CFO of any company that:

- was subject to an order that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO, or
- was subject to an order that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

For the purposes of the foregoing, order means (i) a cease trade order, (ii) an order similar to a cease trade order, or (iii) an order that denied the relevant company access to any exemption under securities legislation, in effect for a period of more than 30 consecutive days.

Bankruptcy and Insolvency

Other than as set out below, to our knowledge as of the date of this AIF, no director or executive officer of Centerra, or a shareholder holding a sufficient number of securities of Centerra to affect materially the control of Centerra:

- is or has been within the last ten (10) years a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or

- has within the last ten (10) years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Wright was a director of Nordic Mines AB (" **Nordic**") until November 17, 2012. On July 8, 2013, within one year of Mr. Wright ceasing to be a director, Nordic announced that it had requested a Court appointed Administrator for itself and its Swedish and Finnish subsidiaries. The appointment of the Swedish Administrator was terminated by the District Court of Uppsala in a decision on September 1, 2014, when an agreement on debt write-off was entered into between Nordic and its creditors and lenders.

Mr. Parrett was a director of Mongolia Minerals Corporation (a Canadian private company involved in mining investments in Mongolia) which filed for protection under the *Companies*' *Creditors Arrangement Act* in June, 2014. The *Companies*' *Creditors Arrangement Act* proceedings were terminated in February 2015 and Mr. Parrett resigned.

Mr. Perry was a director of Lachlan Star Limited, a mining company based in Australia. He ceased being a director in October 2014. In February 2015, Lachlan Star Limited entered into voluntary administration.

Penalties and Other Sanctions

To our knowledge as of the date of this AIF, no director or executive officer of Centerra, or a shareholder holding a sufficient number of securities of Centerra to affect materially the control of Centerra, has been the subject of:

- any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Some of our directors also serve as directors and/or officers of other companies involved in natural resource exploration, development and production, and as noted elsewhere in this document, certain directors of the Company have been nominated by Kyrgyzaltyn, a Kyrgyz Republic state-owned company which is also our largest shareholder. Consequently, there exists the possibility for such directors to be in a position of conflict.

4.2 Committees

The Board and management believe that sound and effective corporate governance is essential to our performance. We have adopted certain practices and procedures to ensure that effective corporate governance practices are followed and that the Board functions independently of management. The Board carries out its responsibilities directly and through the following five standing committees:

- Audit Committee
- Human Resources and Compensation Committee
- Nominating and Corporate Governance Committee
- Sustainable Operations Committee
- Risk Committee

The Board has also formed a Special Committee to, among other things, oversee, review, evaluate and consider transactions and matters involving the Government of the Kyrgyz Republic and Kyrgyzaltyn, Centerra's largest shareholder and a corporation wholly-owned by the Government of the Kyrgyz Republic, and any other matters affecting the Kumtor Mine.

A discussion of our approach to corporate governance and other committees can be found in our management information circular prepared in connection with our most recent annual meeting of shareholders.

Audit Committee

The Audit Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to the following:

- the integrity of our financial statements
- our compliance with legal and regulatory requirements (other than with respect to health, safety and the environment)
- compliance with our Code of Ethics for employees and our international business conduct policy (anti-corruption policy)
- overseeing procedures for the (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of concerns regarding such matters
- the qualifications and independence of our external auditor
- the design and implementation of internal controls over financial reporting and disclosure controls
- management of financial risk delegated by the Board
- related party transactions
- the performance of our internal audit function and independent auditor
- any additional matters delegated to the Audit Committee by the Board

Audit Committee Charter

A copy of the Audit Committee's charter is attached as Schedule A to this AIF and is also available on our website at www.centerragold.com.

Composition of the Audit Committee

The Audit Committee is comprised of Richard W. Connor (Chair), Michael S. Parrett, and Paul N. Wright. Each member of the Audit Committee is independent and financially literate within the meaning of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators.

Relevant educational experience

Richard W. Connor, a director and Chair of our Audit Committee, has over 25 years of experience as an audit partner with KPMG LLP in the United States, principally for publicly traded clients in a variety of industries, including Energy and Mining, and Media and Telecommunications. Mr. Connor retired from KPMG LLP in 2009, where he served as the Office Managing Partner of the KPMG Denver Office from 1996 to 2008. Mr. Connor was elected to the partnership in 1980 and was appointed to the firm's SEC Reviewing Partners Committee in 1987. Mr. Connor earned his BS degree in Accounting from the University of Colorado.

Michael S. Parrett, a director, is currently an independent consultant and corporate director. He served on the boards of Stillwater Mining Company from 2009 to 2017, and Gabriel Resources Limited from 2003 to 2010 (including as Chairman from 2005 to 2010), Pengrowth Energy Corporation from 2004 to 2016, and of Fording Canadian Coal Trust from 2003 to 2008. Previously, Mr. Parrett was the CFO and the President of Rio Algom Limited and, prior to that, CFO of Falconbridge Limited. Mr. Parrett is a Chartered Professional Accountant and received his Bachelor of Arts degree in Economics from York University.

Paul N. Wright, a director, has over 40 years of experience in developing and operating open pit and underground gold mines. Mr. Wright retired from Eldorado Gold Corp. in April 2017 after 21 years, where he served as President and CEO starting from October 1999. Prior to his tenure at Eldorado, he worked with Placer Dome, the Redpath Group and Granges. Mr. Wright is a Chartered Engineer (UK) and obtained his B.Sc. Mining Engineering from Newcastle University.

External Audit Pre-Approval Procedures

As part of our corporate governance practices, under our Audit Committee charter, the Audit Committee is required to pre-approve the audit and non-audit services performed by external auditors in accordance with applicable law.

Fees Paid to External Auditors

Audit, tax and other fees billed by our external auditor, KPMG LLP, in respect of the years ended December 31, 2021 and December 31, 2020 are set out below.

	2020 ($)	% of total fees (%)	2021 ($)	% of total fees (%)
Audit fees(1)	1,125,430	96.7	1,517,073	98.1
Audit-related fees	0	0	0	0
Tax fees(2)	38,458	3.3	30,032	1.9
All other fees(3)	0	0	0	0
Total fees	**1,166,888**		**1,547,105**	

Notes:
(1) Audit fees in 2020 and 2021 included interim reviews of the consolidated financial statements.
(2) Tax fees comprise amounts billed for transfer pricing advisory services, tax compliance and tax advisory services.
(3) All non-audit services to be provided by KPMG LLP must be pre-approved by the Audit Committee.

4.3 Interest of Management and Others in Material Transactions

A description of the material transactions entered into during the three years prior to the date of this AIF or during the current financial year with any director, executive officer or shareholder of Centerra or any associate or affiliate of such person that has materially affected or is reasonably expected to materially affect Centerra can be found under the heading "*Management's Discussion and Analysis – Related Party Transactions*" in our MD&A for the year ended December 31, 2021.

5. RISK FACTORS

Below are the risk factors that we believe can have a material effect on the profitability, future cash flow, earnings, results of operations, resources and reserves and financial condition of the Company. If any event arising from these risks occurs, the Company's business, prospects, financial condition, results of operations or cash flows could be adversely affected, the trading price of Centerra's Common Shares could decline and all or part of any investment may be lost.

You should note that the following is not, however, a complete list of the potential risks we face. Additional risks and uncertainties not currently known to us, or that are currently deemed immaterial, may also materially and adversely affect the Company's business operations, prospects, financial condition, results of operations, or cash flows.

5.1 Strategic Risks

Country, Political & Regulatory

Centerra's operations and mineral resources are subject to country political and regulatory risks

Centerra's mining operations and exploration activities are affected in varying degrees by the political stability and government regulations relating to investment, corporate activity, and the mining business in the countries in which it operates, explores and develops properties. Operations may also be affected in varying degrees by terrorism; military conflict or repression; crime; populism; activism; labour unrest; attempts to renegotiate or nullify existing concessions, licenses, permits and contracts; unstable or unreliable legal systems; changes in fiscal regimes including taxation, and other risks arising out of sovereignty issues.

Governments have granted mining claims, permits or licenses that enable us to conduct operations or exploration and development activities. Notwithstanding these arrangements, Centerra's ability to conduct operations, exploration and/or development activities at any of its properties is subject to obtaining and/or renewing permits or concessions, changes in laws or government regulations or shifts in political attitudes beyond its control.

A significant portion of the Company's gold production and its mineral reserves and mineral resources are derived from assets located in Turkey, a country that has experienced political difficulties in recent years. There continues to be a risk of future political and economic instability in Turkey.

Most recently, the Russian invasion of Ukraine has resulted in losses of life, the displacement of millions of people, and political and economic disruptions on a global scale. As the situation evolves, the Company may be exposed to potential risks impacting its assets, operations, commodity prices, liquidity and credit or supply chains in the region and globally. The Company will continue to monitor the situation as there may be other significant and unforeseen impacts from these events.

Resource nationalism could adversely impact Centerra's business

Companies in the mining and metals sector continue to be targeted to raise government revenue, particularly as governments struggle with deficits and concerns over the effects of depressed economies. Many governments are continually assessing the fiscal terms of the economic rent for mining companies to exploit resources in their countries. Numerous countries, including Turkey, have in the past introduced changes to their respective mining regimes that reflect increased government control or participation in the mining sector, including, but not limited to, changes of laws or governmental regulations affecting foreign ownership, taxation and royalties, labour mine safety, exchange rates, exchange controls, permitting and licensing of exploration, development and production, land use restrictions, annual fees to maintain mineral properties in good standing, price controls, export controls, export and import duties, restrictions on repatriation of income or return of capital, requirements for local processing of mineral products, environmental protection, as well as requirements for employment of local staff or contractors, and contributions to infrastructure and social support systems. The Company's operations may be affected in varying degrees by such laws and government regulations.

There can be no assurance that industries deemed of national or strategic importance like mineral production will not be nationalized. Government policy may change to discourage foreign investment; nationalization of mining industries may occur; or other government limitations, restrictions or requirements not currently foreseen may be implemented. There can be no assurance that the Company's assets will not be subject to nationalization, expropriation or confiscation, whether legitimate or not, by any authority or body. While there are often provisions for compensation and reimbursement of losses to investors under such circumstances, there is no assurance that such provisions would effectively restore the value of the Company's original investment or that such restoration would occur within a reasonable timeframe. There also can be no assurance that the laws in these countries protecting foreign investments will not be amended or abolished or that existing laws will be enforced or interpreted to provide adequate protection against any or all of the risks described above. Furthermore, there can be no assurance that the agreements we have with the governments of these countries will prove to be enforceable or provide adequate protection against any or all of the risks described above.

Centerra's ability to make payments depends on the cash flows of its subsidiaries

Centerra conducts substantially all of its operations through subsidiaries, some of which are incorporated outside North America. The Company has no direct operations and no significant assets other than the shares of its subsidiaries. Therefore, the Company is dependent on the cash flows of its subsidiaries to meet its obligations, including payment of principal and interest on any debt it incurs or dividends. The ability of Centerra's subsidiaries to provide the parent company with payments may be constrained by, among others, the following factors: (i) the cash flows generated by operations, investment activities and financing activities; (ii) the level of taxation and royalties, particularly corporate profits and withholding taxes, in the jurisdiction in which they operate and in Canada; and (iii) the introduction of exchange controls, repatriation restrictions (including those that may be ordered by courts) or the availability of hard currency to be repatriated.

Changes in, or more aggressive enforcement of, laws, regulations and government practices could adversely impact Centerra 's business

Mining operations, development activities, and exploration activities are subject to extensive laws and regulations, both in the countries where mining operations, exploration and development activities are conducted and in the Company's home jurisdiction. Centerra's lenders may also impose additional requirements on Centerra's operations. These regulations relate to production, development, exploration, exports, imports, taxes and royalties, labour standards, suppliers and contractors, occupational health, waste disposal, protection and remediation of the environment, mine decommissioning and reclamation, mine safety, toxic substances, transportation safety and emergency response, social responsibilities and sustainability, and other matters.

Compliance with these laws, regulations and lender requirements increases the costs of exploring, drilling, developing, constructing, operating, and closing mines and other facilities. It is possible that the costs, delays, access to land, water, and power, and other effects associated with these laws and regulations may impact the Company's decision as to whether to continue operation of its existing mines, ore processing and other facilities, or whether to proceed with exploration or development of properties. Since legal requirements change frequently, are subject to interpretation and may be enforced to varying degrees in practice, the Company is unable to predict the ultimate cost of compliance with these requirements or their effect on operations.

In particular, there has been a global increase in the level of local community concerns in respect of the environmental footprint of mining operations as well as concerns over the management of water resources, and mine closure plans. This may lead to governments and other stakeholders becoming increasing rigorous in the application of related laws, regulations or requirements.

If the laws, regulations or lender requirements relating to the Company's operations were to change, or the enforcement of such requirements were to become more rigorous, the Company could be required to incur significant capital and operating expenditures to comply, which could have a material adverse effect on its financial position and its ability to achieve operating and development targets. Changes to laws and regulations may also impact the Company's mineral resources and reserves.

Community activism may influence laws and regulations, result in increased contributory demands, or in business interruption

Slow economic development in some of the countries in which the Company operates has resulted in an increase in community activism and expectations by local governments for resource companies to increase their contributions to local communities. Heightened global concern for the environment and water in particular, as a result of both climate change impacts as well as following certain significant industrial accidents, has led to increased scrutiny of mining operations, review of laws aimed at environmental protection, and delays in the issuance of required permits and licenses for development and operation activities.

The Company's planned activities are dependent upon receipt and/or renewal of numerous permits and licenses

Several approvals, licenses and permits are required for various aspects of exploration, mine development, and operations. These include licenses and permits, which include or cover without limitation air quality, water quality, water rights, dam safety, emergency preparedness, hazardous materials (including the transportation thereof), waste rock management, solid waste disposal and tailings operations. Changes in a mine's design, production rates, quality of material mined, milling processes or circuits, and many other matters often require submission of the proposed changes for agency approval prior to implementation (including consultations with potentially impacted Indigenous groups), and these may not be obtained. In addition, changes in operating conditions beyond our control, changes in agency policy and federal, provincial and state laws, litigation, community opposition or geopolitical considerations could further affect the successful permitting of operations.

Obtaining and maintaining the various permits for the Company's exploration, mine development, and operations is complex, time-consuming, and expensive. The Company has in place processes and personnel designated to obtain all necessary permits and licenses. However, its efforts are contingent upon many variables outside of its control. The Company cannot be certain that all necessary permits and licenses will be maintained or obtained on acceptable terms or in a timely manner. Any failure to obtain or maintain permits or licenses, even if inadvertent, could result in the interruption of production, exploration or development, or material fines, penalties or other liabilities.

The Company's relationships with local communities may affect our existing operations and development projects

Having a positive and constructive relationship with the communities in which the Company operates is critical to ensure the future success of our existing operations and the construction and development of our development projects. There is an increasing level of public concern relating to the real and perceived effect of mining activities on the environment and on communities impacted by such activities. Adverse publicity relating to the mining industry or the Company could have an adverse effect on the Company's reputation or financial condition and may impact its relationship with the communities in which it operates. Reputation loss may also result in decreased investor confidence, increased challenges in developing and maintaining community relations and serve as an impediment to the Company's overall ability to advance its projects, which could have a material adverse impact on the Company. While the Company is committed to operating in a socially responsible manner, there is no guarantee that its efforts in this regard will mitigate this potential risk.

The inability of the Company to maintain positive relationships with local communities may also result in additional obstacles to permitting, increased legal challenges, or other disruptive operational issues at any of its operating mines, and could have a significant adverse impact on the Company's ability to generate cash flow, with a corresponding adverse impact to the Company's share price and financial condition.

Indigenous Claims and Consultation Issues

Certain of Centerra's properties are located in areas where various Indigenous groups have asserted rights. The interests of such groups and rights as well as related consultation issues may impact the Company's ability to pursue exploration, development and mining at certain of its properties. Governments in many jurisdictions must consult with, or require the Company to consult with, potentially impacted Indigenous groups with respect to grants of mineral rights, the issuance or amendment of project authorizations, and the grant of necessary licenses and permits. Consultation and other rights of Indigenous groups may require accommodation including undertakings regarding employment, procurement opportunities, royalty payments and other matters. Laws and regulations in this area continue to evolve, including with the recent passage of the British Columbia *Declaration on the Rights of Indigenous Peoples Act*. This may affect the Company's ability to acquire within a reasonable time frame effective mineral titles, permits or licenses in these jurisdictions in which title or other rights are claimed by Indigenous peoples, and may affect the timetable and costs of development and operation of mineral properties in these jurisdictions, particularly if the Company is required to, or chooses to, enter into community development, impact benefits agreements, or other similar agreements with potentially impacted communities. These legal requirements may also affect the Company's ability to expand or transfer existing operations or to develop new projects.

Disputes with the Kyrgyz Republic and Kyrgyzaltyn Relating to the Kumtor Mine

Centerra's ongoing legal disputes with the Kyrgyz Republic and Kyrgyzaltyn relating to the Kumtor Mine, including in respect of the illegal seizure of the Kumtor Mine by the Kyrgyz Government, have the potential to cause myriad additional legal, reputational and economic adverse effects on the Company. In particular, there can be no assurances regarding the success of the international arbitration commenced by Centerra to hold the Kyrgyz Republic and Kyrgyzaltyn responsible for the illegal seizure and misappropriation of the Kumtor Mine, or, if the Company is successful in obtaining an arbitral award in the arbitration proceedings, there can be no certainty, nor can Centerra provide any assurance, as to the quantum of any such award or that Centerra will be able to collect all or any part of any such award or that the Company's application requesting urgent interim measures in connection with the arbitration proceedings will be successful or, if successful, that any such interim measures will be complied with by the Kyrgyz Republic or Kyrgyzaltyn. The Kyrgyz Republic has also advanced several tax and environmental claims against the Company which, although Centerra vigorously denies them, have the potential for significant reputational damage and ongoing costs of litigation. The Kyrgyz Republic has also commenced various criminal proceedings, including with Interpol, against current and former Company employees, including in relation to purported corruption, economic crimes, and cyber sabotage. Such allegations are also vigorously denied by the Company but have the potential for additional reputational damage to the Company, inquiries from law enforcement authorities, ongoing distraction of employees and managers and legal costs. While the Company is engaged in negotiations with representatives of the Kyrgyz Government to resolve the disputes relating to the Kumtor Mine, there can be no assurances that any proposed resolution will be agreed to or consummated or as to the final economic and other terms and conditions of any such resolution, if agreed. In addition, the continued imposition by the Kyrgyz Government of external management on KGC involves the risks that the external manager materially damages the Kumtor Mine or its operations or that the Kumtor Mine's operations may be materially affected by the inability of the external management of KGC to obtain equipment, spare parts, consumables or other supplies, which may cause the Kyrgyz Government or its instrumentalities to take retaliatory action with respect to the Company or its current and former personnel and may also precipitate the failure of ongoing settlement discussions. There also remains the further risk that additional regulatory, tax, or civil claims will be commenced by the Kyrgyz Government and/or its instrumentalities against the Company and/or its Kyrgyz subsidiaries, including by way of counterclaim in the international arbitration proceedings, that the Kyrgyz Government will take further steps to nationalize or expropriate the Kumtor Mine or the Company's Kyrgyz subsidiaries and/or utilizing the purported environmental and tax claims being asserted against KGC to strip KGC of its assets, and that the Kyrgyz Government may impose, or seek to impose, more aggressive enforcement of its laws and government practices, including unjustified civil or criminal action against the Company or its current or former employees. Any such measures or actions by the Kyrgyz Government may materially adversely affect the Company.

Legal and Other

Current and future litigation may impact the revenue and profits of the Company

The Company is from time to time involved in or subject to legal proceedings related to its business. These claims can be based on allegations of breach of contract, negligence, breach of statutory duty, public nuisance or private nuisance or otherwise in connection with our operations or investigations relating thereto. Such legal proceedings can be complex, costly, and highly disruptive to business operations by diverting the attention and energies of management and other key personnel. The assessment of the outcome of legal proceedings, including its potential liability, if any, is a highly subjective process that requires judgments about future events that are not within our control. The outcome of litigation, arbitration or other legal proceedings, including amounts ultimately received or paid upon judgment or settlement, may differ materially from management's outlook or estimates, including any amounts accrued in the financial statements.

Centerra's properties may be subject to defects in title

Centerra has investigated its rights to explore and exploit all of its material properties, and to the best of its knowledge, those rights are in good standing. However, no assurance can be given that such rights will not be revoked or significantly altered to its detriment or that further investigation of its rights and title in respect of the Goldfield Project will not uncover deficiencies. There can also be no assurance that the Company's rights will not be challenged or impugned by third parties, including local governments and Indigenous groups. As a result, the Company may be constrained in its ability to operate its properties or unable to enforce its rights with respect to its properties.

Although the Company is not currently aware of any existing title uncertainties with respect to any of its properties except as discussed in the preceding paragraphs, there is no assurance that such uncertainties will not result in future losses or additional expenditures.

Centerra may be unable to enforce its legal rights in certain circumstances

In the event of a dispute arising at its foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts outside such foreign jurisdiction or in arbitration. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity or because there are no assets outside such foreign jurisdiction to satisfy any judgement obtained in favour of the Company.

Centerra's largest shareholder is a state-owned entity of the Kyrgyz Government

Centerra's largest shareholder is Kyrgyzaltyn, which is a state-owned entity of the Kyrgyz Republic. Kyrgyzaltyn owns approximately 26% of the common shares of Centerra. Pursuant to the terms of the Restated Shareholders Agreement, to which Centerra and Kyrgyzaltyn are parties, Kyrgyzaltyn has the right to appoint two nominees for election to Centerra's board of directors.

There can be no assurance that the Kyrgyz Government, through its ownership and control of Kyrgyzaltyn, will not use its influence to materially change the direction of the Company either alone or in concert with third parties. Given the illegal seizure of the Kumtor Mine by the Kyrgyz Republic and the ongoing actions of the Kyrgyz Government and Kyrgyzaltyn, the Kyrgyz Government's and Kyrgyzaltyn's interests do not align with those of the Company's other shareholders.

This concentration of ownership may also have the effect of delaying or preventing a change in control of Centerra, which may deprive its shareholders of a control premium that might otherwise be offered in connection with such a change of control. The Company is aware that Kyrgyzaltyn has in the past received inquiries regarding the potential acquisition of some or all of its common shares in the Company, Kyrgyzaltyn has also given notice that it intends to challenge the determination made by the Company's Board under the Restated Shareholders Agreement (announced by the Company on May 17, 2021), which restricts Kyrgyzaltyn's ability to transfer its shares and receive certain dividends or distributions from Centerra. A successful challenge by Kyrgyzaltyn of such restrictions and subsequent sale by Kyrgyzaltyn of its shareholdings to a third party could result in a new purchasing shareholder obtaining a considerable interest in the Company. Should Kyrgyzaltyn sell some or all of its interest in Centerra, there can be no assurance that an offer would be made to the other shareholders of Centerra or that the interests of such a shareholder would be consistent with the plans of the Company or that such a sale would not decrease the value of the Common Shares.

Centerra's directors may have conflicts of interest

Certain of our directors also serve as directors and/or officers of other companies involved in natural resource exploration, development and production and, as noted above, two directors of the Company have been nominated by Kyrgyzaltyn, a Kyrgyz Republic state-owned company. Consequently, there exists the possibility for such directors to be in a position of conflict.

Centerra is subject to Anti-Corruption Legislation

Centerra is subject to anti-corruption and anti-bribery laws, including Canada's *Corruption of Foreign Public Officials Act* (the "**Anti-Corruption Legislation**"), which prohibits Centerra or any officer, director, employee or agent of Centerra or any shareholder of Centerra acting on its behalf from paying, offering to pay, or authorizing the payment of anything of value to any foreign government official, government staff member, political party, or political candidate in an attempt to obtain or retain business or to otherwise influence a person working in an official capacity. The Anti-Corruption Legislation also requires public companies to make and keep books and records that accurately and fairly reflect their transactions and to devise and maintain an adequate system of internal accounting controls. Centerra's international activities create the risk of unauthorized payments or offers of payments by Centerra's employees, consultants or agents, even though they may not always be subject to Centerra's control. Centerra prohibits these practices and provides training and education to its employees and seeks confirmation of compliance from its consultants and agents. However, Centerra's existing safeguards may prove to be less than effective, and Centerra's employees, consultants and agents may engage in conduct for which Centerra might be held responsible. Any failure by us to adopt appropriate compliance procedures and ensure that Centerra's employees and agents comply with the Anti-Corruption Legislation and applicable laws and regulations in foreign jurisdictions could result in substantial penalties or restrictions on Centerra's ability to conduct business in certain foreign jurisdictions.

The Company may fail to achieve the adequacy of internal control over financial reporting as per the requirements of the Sarbanes-Oxley Act of 2002 ("SOX") and Canadian Legislation

Both SOX and Canadian legislation require an annual assessment by management of the effectiveness of the Company's internal control over financial reporting. The Company may fail to maintain the adequacy of its internal control over financial reporting as such standards are modified, supplemented, or amended from time to time, and the Company may not be able to ensure that it can conclude on an ongoing basis that it has effective internal controls over financial reporting. The Company's failure to satisfy the applicable requirements of Section 404 of SOX and equivalent Canadian legislation on an ongoing, timely basis could result in the loss of investor confidence in the reliability of its financial statements, which in turn could harm the Company's business and negatively impact the trading price of the Company's Common Shares. In addition, any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's operating results, or cause it to fail to meet its reporting obligations.

Strategy and Planning

Centerra's future exploration and development activities may not be successful

Exploration for and development of mineral properties involve significant financial risks and may be subject to political, technical and other risks that even a combination of careful evaluation, experience and knowledge may not identify or eliminate. While the discovery of a mineral resource or mineral deposit may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. The economic feasibility of development projects is based upon many factors, including the accuracy of mineral resource and reserve estimates; metallurgical recoveries; capital and operating cost estimates; government regulations relating to prices, taxes, royalties, land tenure, land use, water consumption, importing and exporting, and environmental protection; and metal prices, which are highly volatile. Development projects are also subject to the successful completion of socio-environmental impact assessments, feasibility studies, issuance of necessary governmental permits and availability of adequate financing.

The Company's ability to sustain or increase present levels of production is dependent on the successful acquisition or discovery and development of new orebodies and/or expansion of existing mining operations. The Company cannot ensure that its current exploration and development programs will result in profitable commercial mining operations or replacement of current production at existing mining operations with new mineral reserves. Also, substantial expenses may be incurred on exploration projects that are subsequently abandoned due to poor exploration results or the inability to define mineral resources that can be mined economically.

It is also not unusual for new mining operations to experience unexpected problems during the start-up phase and to require more capital and time than anticipated.

Centerra's mineral reserves may not be replaced

If the Company's existing mineral reserves are not replaced either by the development or discovery of additional reserves and extension of the life of mine at its operations, or through the acquisition or development of an additional producing mine, there could have an adverse impact on its future cash flows, earnings, results of operations and financial condition, including as a result of requirements to expend funds for reclamation and decommissioning. Although the Company is actively engaged in programs to increase mineral reserves, there can be no assurance that these programs will be successful.

Centerra may experience difficulties with its partners

As a result of having partners in the exploration, development and operation of the Company's projects (Endako and exploration option arrangements), the Company is subject to the risks normally associated with any partnership/joint venture arrangements. These risks include disagreement with a partner on how to explore, develop, operate and finance a project, possible litigation between us and a partner regarding matters in the agreement, and failure by the Company's partners to abide by Centerra's policies and procedures. This may be particularly the case when the Company is not the operator on the property.

Centerra's mineral reserve and resource estimates may be imprecise

Mineral reserve and resource figures are estimates and no assurances can be given that the indicated levels of minerals will be produced or economically extracted, or that we will receive the price assumed in determining its mineral reserves. These estimates are expressions of judgment based on knowledge, mining experience, analysis and interpretation of drilling results and industry practices, and historical and forecasted costs. Valid estimates and the assumptions such estimates rely on may significantly change when new information becomes available or conditions change. While the Company believes that the mineral reserve and resource estimates included are well established and reflect management's best estimates, by their nature mineral reserve and resource estimates are imprecise and depend, to a certain extent, upon analysis of drilling results and statistical inferences that may ultimately prove unreliable.

Furthermore, fluctuations in the market price of gold, copper and other commodities, exchange rates, as well as increased capital or production costs or reduced mining or metallurgical recovery rates may render mineral reserves uneconomic and may ultimately result in a reduction of reserves. The extent to which mineral resources may ultimately be reclassified as proven or probable mineral reserves is dependent upon the demonstration of their profitable recovery. The evaluation of mineral reserves or resources is always influenced by economic and technical factors, which may change over time.

No assurances can be given that any mineral resource estimate will ultimately be reclassified as proven or probable mineral reserves or that inferred resources will be upgraded to measured or indicated resources.

Centerra's production and cost estimates may be inaccurate

Centerra prepares estimates of future production and costs for its operations. These production and cost estimates are based on historical costs and productivity experience or technical studies; however actual production and costs may vary from estimates for a variety of reasons, including actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; short-term operating factors relating to the ore reserves, such as the need for sequential development of ore-bodies and the processing of new or different ore grades; encountering unusual or unexpected geological conditions; risks and hazards associated with mining; shortages of principal supplies needed for operations, including explosives, fuel, chemical reagents, water, equipment parts and lubricants; natural phenomena, such as inclement weather conditions, floods, earthquakes, ice or ground movements, pit wall failures and cave-ins; equipment failures; labour issues including unexpected labour shortages or strikes, and the inability to retain or attract the suitable personnel and civil action by employees; and insufficient modelling robustness. Costs of production may also be affected by a variety of factors, including changing waste-to-ore ratios, ore grade metallurgy, labour costs, costs of supplies and services (such as, for example, fuel and power), general inflationary pressures and currency exchange rates.

As a result of social media and other web-based applications, reputational risks have increased.

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, including, without limitation, allegations of fraud or improper conduct, environmental non-compliance or damage, or the failure to meet the Company's objectives or guidance. Any of these events could result in negative publicity to the Company, regardless of whether the underlying information is true.

Although Centerra emphasizes protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss as a result of inaccurate social media statements may lead to increased challenges in developing and maintaining government and community relations, decreased investor confidence and act as an impediment to the Company's overall ability to advance its projects, or to access equity or debt financing.

Centerra may be unable to identify opportunities to grow its business or replace depleted reserves, and it may be unsuccessful in integrating new businesses and assets that we acquire.

As part of Centerra's business strategy, the Company has sought and will continue to seek new operating, development and exploration opportunities in the mining industry. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses into its business. The Company cannot provide assurances that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favorable terms, if at all, or that any acquisitions or business arrangements completed will ultimately benefit its business. Further, any acquisition the Company makes will require a significant amount of time and attention of the Company's management, as well as resources that otherwise could be spent on the operation and development of its existing business.

Any future acquisitions could be accompanied by risks, such as a significant decline in assumed commodity prices; the quality of the mineral deposit acquired proving to be lower than expected; the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of its ongoing business; the inability of management to realize anticipated synergies and maximize its financial and strategic position; the failure to maintain uniform standards, controls, procedures and policies; and the potential for unknown or unanticipated liabilities associated with acquired assets and businesses, including tax, environmental or other liabilities. There can be no assurance that any business or assets acquired in the future will prove to be profitable, that any development or exploration properties acquired will prove to be promising and eventually benefit Centerra's business, that the Company will be able to integrate the acquired businesses or assets successfully or that the Company will identify all potential liabilities during the course of due diligence.

The trading price of the Company's Common Shares may be subject to large fluctuations and may increase or decrease in response to a number of events and factors.

These factors may include, but are not limited to the price of gold, copper and other metals; the impact of exchange rates on our operation costs; the Company's operating performance and the performance of competitors and other similar companies; the public's reaction to the Company's press releases, other public announcements and its filings with the various securities regulatory authorities; changes in earnings estimates or recommendations by research analysts who track the Company's Common Shares or the shares of other companies in the resource sector; changes in general economic conditions; the presences or actions of a large shareholder; the arrival or departure of key personnel; and acquisitions, strategic alliances or joint ventures involving the Company or its competitors.

In addition, the market price of the Company's shares is affected by many variables not directly related to the Company's success and are therefore not within its control, including other developments that affect the market price and volume volatility for all resource sector shares, the breadth of the public market for the Company's shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Common Shares on the exchanges in which the Company trades has historically made Centerra's share price volatile and suggests that the Company's share price will continue to be volatile in the future.

Natural Phenomena

Centerra may experience further ground movements at the Öksüt Mine

In the fourth quarter of 2020, we experienced ground movement at the east wall of the Keltepe pit at the Öksüt Mine. No damage or injuries occurred as a result of this ground movement. Geotechnical parameters for the open pit were re-evaluated and the mining plan adjusted accordingly. The related area of ground movement was temporarily removed from the production plan during the first eight months of 2021. The Company conducts on-going geotechnical/geological evaluations to understand the risk of the failure and its impact (if any) on the Öksüt Mine's operations.

Although extensive efforts are employed by Centerra to prevent and anticipate ground movement at all of its operations, there is no guarantee that sudden unexpected ground movements will not occur. A future ground movement could result in a significant interruption of operations. The Company may also experience a loss of mineral reserves, a delay or suspension in operations, or a material increase in costs, if it is necessary to redesign the open pit or waste rock dumps as a result of a ground movement. The consequences of a ground movement will depend upon the magnitude, location and timing of any such movement.

Natural or Man-Made Disasters

The Company's operations are subject to adverse events brought on by both natural and man-made disasters including but not limited to severe weather conditions, forest fires, earthquakes, floods and avalanche. These events could damage or destroy or adversely affect the operations at our physical facilities and similar events could also affect the facilities of our suppliers. Any such damage or destruction could adversely affect our financial results, future cash flows and earnings as a result of the reduced availability of supplies, inability to deliver concentrate, decreased production output or increased operating costs.

While the risks were taken into account when determining the design criteria for our operations, there can be no assurance that the Company's operations will not be adversely affected by this kind of activity. Although we believe we have reasonable insurance arrangements in place to cover certain of such incidents related to damage or destruction, there can be no assurance that these arrangements will be sufficient to fully protect us against such losses.

Competition

Centerra's future prospects may suffer due to increased competition for mineral acquisition opportunities

Significant and increasing competition exists for mineral acquisition opportunities throughout the world, particularly for opportunities in jurisdictions considered politically safe. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms we consider acceptable. Accordingly, there can be no assurance that the Company will acquire any interest in additional operations that would yield mineral reserves or result in commercial mining operations. The Company's inability to acquire such interests could have an adverse impact on its future cash flows, earnings, results of operations and financial condition. Even if the Company does acquire such interests, the resulting business arrangements may not ultimately prove beneficial to its business.

5.2 Financial Risks

Commodity Market

Centerra's business is sensitive to the volatility of gold and copper prices

The value of the Company's mineral resources and future operating profit and loss is largely dependent on the world market price of gold and copper, which are volatile and are affected by numerous factors beyond its control. A reduction in the price of gold or copper may prevent the Company's properties from being economically mined or result in the write down of assets whose value is impaired as a result of low metal or commodity prices. The price of gold or copper may also have a significant influence on the market price of Centerra's Common Shares. The price of gold and copper are subject to many factors which are beyond the control of the Company, including global supply and demand; central bank lending, sales and purchases; expectations for the future rate of inflation; the level of interest rates; the strength of, and confidence in, the U.S. dollar; market speculation; the availability and cost of substitute materials, including crypto-currencies; and global or regional political and economic events.

If the market prices fall and remain below production costs of any of the Company's mining operations for an extended period, losses would be sustained, and, under certain circumstances, there may be a curtailment or suspension of some or all of the Company's mining, development and exploration activities. The Company would also have to assess the economic impact of any sustained lower metal prices on recoverability and, therefore, the cut-off grade and level of our mineral reserves and resources.

We enter into provisionally-priced sales contracts, which could have a negative impact on our revenues if prices decline.

In connection with the Company's Mount Milligan Mine operations, it enters into provisionally-priced sales contracts, under which settlement occurs at prices to be determined at a future date. The future pricing mechanism of these agreements constitutes an embedded derivative, which is bifurcated and separately marked to estimated fair value at the end of each period. Changes to the fair value of embedded derivatives related to sales agreements are included in sales revenue in the determination of net income. To the extent final prices are higher or lower than what was recorded on a provisional basis, an increase or decrease to sales, respectively, is recorded each reporting period until the date of final pricing. Accordingly, in times of falling commodities prices, the Company's revenues and cash flow are negatively impacted by lower prices received for contracts priced at current market rates and also from a decrease related to the final pricing of provisionally-priced sales pursuant to contracts entered into in prior years; in times of rising commodities prices, the opposite occurs.

We rely on a few key customers for our projects and the loss of any one key customer could reduce our revenues.

Gold doré produced from the Öksüt Mine is sold at market prices on the Borsa Istanbul (stock exchange), subject to a right of first refusal by the Central Bank of the Republic of Turkey. The Company has also entered into a multi-year concentrate sales agreements for the sale of copper/gold concentrate produced at Mount Milligan Mine.

A breach of any agreement by us or any customer, a significant dispute with one of these customers, a force majeure event affecting the parties' respective performances under the agreement, a bankruptcy event experienced by the customer, early termination of the agreement, disruptions to the Company's logistics, trucking or rail networks or any other event significantly and negatively impacting the contractual relationship with one of these customers could have a material effect on the Company's profitability, cash flow and financial condition.

Our commodity hedging activities may reduce the realized prices we receive for our copper and gold (as it relates to Mount Milligan Mine) and involve market risk for the fair value of the derivatives, credit risk that our counterparties may be unable to satisfy their obligations to us, and financial risk due to fluctuations in the fair value of the derivatives.

In order to manage our cash flow exposure to copper and gold price volatility in selling production from Mount Milligan Mine, the Company enters into commodity derivatives from time to time for a portion of its expected production from the Mount Milligan Mine. Additionally, the Company receives cash provisional payments in selling production for the Mount Milligan Mine, thus requiring that it purchases gold or copper in order to satisfy its obligation to pay Royal Gold in gold and copper (as the case may be). The Company enters into commodity derivatives from time to time in order to manage its gold and copper price risk that arises when physical purchase and concentrate sales pricing periods do not match. The Company currently has in place hedging lines with various banks and trading companies in order to manage these exposures.

Commodity derivatives may limit the prices the Company actually realizes and therefore could reduce the Company's copper and gold revenues in the future. The Company's commodity hedging activities could impact its earnings in various ways, including recognition of certain mark- to-market gains and losses on derivative instruments. The fair value of the Company's derivative instruments could fluctuate significantly between periods.

The Company's commodity derivatives may expose it to significant market risk, which is the risk that the fair value of a commodity derivative might be adversely affected by a change in underlying commodity prices or a change in its expected production, which may result in a significant financial loss on the derivative. The Company mitigates the potential market risk by establishing trading agreements with counterparties under which the Company is not required to post any collateral or make any margin calls on our derivatives. The Company's commodity derivatives also expose it to credit risks that counterparties may be unable to satisfy their obligations to the Company.

The Company mitigates the potential credit risk by entering into derivatives with a number of counterparties, limiting the amount of exposure to any one counterparty, and monitoring the financial condition of the counterparties. If any of the Company's counterparties were to default on their obligations to the Company under the derivative transaction or seek bankruptcy protection, it could result in a larger percentage of the Company's future production being subject to commodity price changes which may have a significant adverse effect on the Company's cash flow, earnings and financial condition. The risk of counterparty default is heightened in a poor economic environment.

Centerra's operations are sensitive to fuel price volatility

The Company is also exposed to price volatility in respect of key inputs, the most significant of which is fuel. Increases in global fuel prices can materially increase operating costs, erode operating margins and project investment returns, and potentially reduce viable reserves. Conversely, a significant and sustained decline in world oil prices may offset other costs and improve returns. While the Company has entered into hedge arrangements to minimize its risk to fluctuating fuel prices, there are no assurances that such arrangements will be successful.

The Company's operations are subject to currency fluctuations that may adversely affect the financial position of the Company

The Company's earnings and cash flow may also be affected by fluctuations in the exchange rate between the U.S. dollar and other currencies, such as the Canadian dollar and Turkish Lira. The Company's consolidated financial statements are expressed in U.S. dollars. The Company's sales of gold and copper are denominated in U.S. dollars, while production costs and corporate administration costs are, in part, denominated in Canadian dollars and Turkish Lira and other currencies. Fluctuations in exchange rates between the U.S. dollar and other currencies may give rise to foreign exchange currency exposures, both favourable and unfavourable.

Centerra does not currently use a hedging program to limit the adverse effects of foreign exchange rate fluctuations except for the Canadian dollar. As the Company's exposure to other currencies increases, including the Turkish Lira with the operation of the Öksüt Mine, the Company may decide to engage in foreign exchange hedging transactions to reduce the risks associated with fluctuations in foreign exchange rates (to the extent available), but there are no assurances that any such hedging program will be available or successful.

Economy, Credit and Liquidity

Global Financial Conditions

Global financial conditions are beyond the Company's control. A significant disruption in the credit and capital markets could adversely affect our ability to obtain equity or debt financing in the future on favourable terms and could cause permanent decreases in our asset values, which may result in impairment losses. These factors could also increase the Company's exposure to financial counterparty risk, adversely impact commodity prices, exchange rates, interest rates and impact the trading price of Centerra's Common Shares.

Centerra may experience reduced liquidity

Centerra may not continue to generate cash flow from operations in the future sufficient to service its debt or make necessary or planned capital expenditures, including the further development and exploration of its mineral properties. If the Company is unable to generate such cash flow, it may be required to adopt one or more alternatives, such as selling assets, borrowing additional funds, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive, cancelling or deferring capital expenditures and/or suspending or curtailing operations. Such actions may impact production at mining operations and/or the timelines and cost associated with development projects.

Centerra may have difficulty in obtaining future financing

The Company's ability to borrow additional funds or refinance its indebtedness will depend on the capital markets and its financial condition at such time. The Company may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on its debt obligations.

Many of the Company's principal operations and development projects are located in under-developed areas that may have experienced past economic and political difficulties and may be perceived as unstable. This perceived increased country or political risk may make it more difficult for Centerra to obtain debt or equity financing. Failure to obtain additional financing on a timely basis may cause us to postpone development plans, forfeit rights in our properties or reduce or terminate our operations.

Centerra's ESG practices and reporting may be considered inadequate which may impact our ability to obtain financing

There exist many ESG analytics companies that review and report on the Company's response to ESG matters, including climate change but also other matters relating to sustainable operations and governance. ESG factors, including climate change, are increasingly becoming a metric for institutional shareholders to review and assess the performance of the Company and a significant factor in their investment decisions. We have systems in place to manage ESG matters at our operations, and to ensure proper and complete reporting thereof. In 2020, Centerra aligned its sustainability report to the Sustainability Accounting Standards Board (SASB). However, there are no assurances that our efforts will be sufficient or meet the standards set by ESG analysts or institutional or other investors or that our efforts will accurately be reported on, which can adversely impact our reputation and potentially our ability to access capital.

In order to finance future operations, Centerra may raise funds through the issuance of shares or the issuance of debt instruments or other securities convertible into shares.

Centerra cannot predict the potential need or size of future issuances of Common Shares or the issuance of debt instruments or other securities convertible into shares or the effect, if any, that this would have on the market price of our Common Shares. Any transaction involving the issuance of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective security holders.

Restrictive covenants in Centerra's credit facilities may impact business activities

Pursuant to Centerra's credit facilities, the Company must maintain certain financial ratios and satisfy other non-financial maintenance covenants. Centerra and its material subsidiaries are also subject to other restrictive and affirmative covenants in respect of the Company's respective operations. These covenants include, without limitation, restrictions on our ability to incur additional indebtedness; pay dividends or make other distributions; make loans or investments; sell, transfer or otherwise dispose of assets; and incur or permit to exist certain liens.

Compliance with these covenants and financial ratios may impair the Company's ability to finance its future operations or capital needs or to take advantage of other favourable business opportunities. The Company's ability to comply with these covenants and financial ratios will depend on its future performance, which may be affected by events beyond its control. The Company's failure to comply with any of these covenants or financial ratios, if left uncured, will result in a default under applicable credit agreements and may result in the acceleration of the applicable indebtedness and other indebtedness to the extent there are cross-default provisions. In the event of a default and the Company is unable to repay any amounts then outstanding, the applicable lender(s), may be entitled to take possession of any collateral securing the credit facility to the extent required to repay those borrowings.

Insurance

Centerra may not be adequately insured for certain risks

Although the Company maintains insurance to cover some of the operational risks and hazards in amounts it believes to be reasonable, insurance may not provide adequate coverage or may not be available in all circumstances. No assurance can be given that insurance will continue to be available at economically feasible premiums or that it will provide sufficient coverage for losses related to these or other risks and hazards.

The Company may also be subject to liability or sustain losses in relation to certain risks and hazards against which the Company cannot insure or for which it may elect not to insure. The occurrence of operational risks and/or a shortfall or lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Tax and Royalties

The Company is subject to taxation in multiple jurisdictions and adverse changes to the taxation laws of such jurisdictions could have a material impact on our profitability

Centerra has operations and conducts business in a number of different jurisdictions and is accordingly subject to the taxation laws of each such jurisdiction, as well as tax reviews and assessments in the ordinary course. In some jurisdictions, such as Turkey, the Company is eligible for certain investment incentive programs which provide tax benefits for companies making investments in the relevant country. Participation in such programs requires continued oversight and compliance with the applicable program, which can be time consuming and require the input of third party contractors.

In Turkey, the Company is also subject to a state royalty which is applied on the Company's production. The exact royalty amount is dependent on the underlying gold price. The laws relating to the state royalty may change from time to time (most recently occurred in 2020) which may impact the profitability of our operations in Öksüt.

The Company's international operations are also subject to the Organization of Economic and Co-operative Development's Base Erosion and Profit Shifting Action Plan, which mandates global businesses to conduct themselves in a manner that ensures taxes are paid in jurisdictions in which income arises.

Taxation laws are complex, subject to interpretation and subject to change. Any such changes in taxation law (including royalties) or reviews and assessments could result in higher taxes being payable by the Company, which could adversely affect its profitability. Taxes may also adversely affect the Company's ability to repatriate earnings and otherwise deploy its assets.

Counterparty

Short-term investment risks

The Company may, from time to time, invest some excess cash balances in short-term instruments issued by highly rated global financial institutions. The failure of any such financial institutions could have a negative effect on the liquidity of the Company's investments.

5.3 Operational Risks

Centerra's business is subject to production and operational risks that could adversely affect its business and insurance may not cover these risks and hazards adequately or at all.

Mining and metals processing involve significant production and operational risks, some of which are outside of our control, including but not limited to the following: unanticipated ground and water conditions; shortages of water for processing activities; adjacent or adverse land or mineral ownership that results in constraints on current or future mine operations; geological problems, including earthquakes and other natural disasters; wildfires; flood; metallurgical and other processing problems; unusual or unexpected mineralogy or rock formations; ground or slope failures; pit flooding; tailings design or operational issues, including dam breaches or failures; structural cave-ins, wall failures or rock-slides; flooding or fires; equipment failures or performance problems; periodic interruptions due to inclement or hazardous weather conditions or operating conditions and other force majeure events; lower than expected ore grades or recovery rates; accidents; delays in the receipt of, or failure to receive, necessary government permits; the results of litigation, including appeals of decisions; delays in transportation of people, supplies, and product to and from the mine sites (as applicable), including any trucks, rail and/or ocean carriers used to delivery our product (gold doré or concentrates) to refineries or customers; interruption of energy supply; labour disputes, including any disputes of third parties which may impact our operations; physical and transition risks from climate change; inability to obtain satisfactory insurance coverage; the availability of drilling and related equipment and supplies in the area where mining operations will be conducted; and the failure of equipment or processes to operate in accordance with specifications or expectations.

These risks could result in damage to, or destruction of, the Company's mines, mills and roasting facilities, resulting in partial or complete permanent shutdowns, sterilization of mineral reserves, personal injury or death, environmental or other damage to our properties or the properties of others, delays in mining, reduced production, monetary losses and potential legal liability. Processing operations are subject to hazards, such as equipment failure or failure of retaining dams around tailings disposal areas that may result in personal injury or death, environmental pollution and consequential liabilities.

The Company's insurance will not cover all the potential risks associated with our operations. In addition, although certain risks are insurable, the Company may be unable to maintain insurance to cover these risks at economically feasible premiums. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or that it may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its business. Furthermore, should the Company be unable to fund fully the cost of remedying an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy.

Health, Safety and Environment

Centerra's operations may be exposed to local epidemic and/or widespread pandemic

A major global pandemic (e.g. COVID-19) could have material adverse impacts on our ability to operate due to employee absences, global supply chain disruptions, information technology system constraints, government interventions, market volatility and overall economic uncertainty.

Centerra's operations are located in areas relatively remote from local towns and village. We rely on various modes of transportation to move around our people, our product and the necessary supplies for our operations.

At many of our sites, we have a high concentration of personnel working and residing in close proximity to one another at the Mine site (camps). Should an employee or visitor become infected with a serious illness that has the potential to spread rapidly, this could place Centerra's workforce at risk.

There can be no assurance that this virus or another infectious illness will not impact Centerra personnel and ultimately its operations.

Centerra is subject to environmental, health and safety risks

Centerra expends significant financial and managerial resources to comply with a complex set of environmental, health and safety laws, regulations, guidelines and permitting requirements (for the purpose of this paragraph, "laws") drawn from a number of different jurisdictions. The Company believes it is in material compliance with these laws. The historical trend that the Company observes is toward stricter laws, and the Company expects this trend to continue. The possibility of more stringent laws or more rigorous enforcement of existing laws exists in the areas of worker health and safety, the disposition of wastes, the decommissioning and reclamation of mining sites, restriction of areas where exploration, development and mining activities may take place, consumption and treatment of water, and other environmental matters, each of which could have a material adverse effect on the Company's exploration activities, operations and the cost or the viability of a particular project.

Water management and the oversight of our tailings management facilities are subject to regulation and risks and could result in significant damages to persons and property.

The water collection, treatment and disposal operations at the Company's mines are subject to substantial regulation and involve significant environmental risks. The extraction process for gold and other metals can produce tailings, which are the sand like materials which remain from the extraction process. Tailings are stored in engineered facilities which are designed, constructed, operated and closed in conformance with local requirements and best practices.

If collection or our management systems (including our physical tailings management facilities, tailings dams or seepage collection systems) were to fail, overflow or not operate properly (including through matters beyond our control or ability to predict and mitigate, such as extreme weather, seismic event, or other incident), untreated water or other contaminants could spill onto nearby properties or into nearby streams and rivers, causing damage to persons or property, injury to aquatic life and economic damages. Such failures could result in immediate suspension of mining operations by government authorities and cause significant expenses, write offs of material assets and recognize provisions for remediation, which affect the balance sheet and income statement. The Company could also be held liable for claims for natural resource damages, fines or penalties from governmental authorities, and claims relating to exposure to hazardous and toxic substances. In addition, any such failure would involve a lengthy clean-up.

Environmental and regulatory authorities in the applicable jurisdictions of operation conduct periodic or annual inspections of the relevant mine. As a result of these inspections, the Company is from time to time required to modify its water management program, complete additional monitoring work or take remedial actions with respect to the operations as it pertains to water management.

Liabilities resulting from non-compliance, damage, regulatory orders or demands, or similar, could adversely and materially affect the Company's business, results of operations and financial condition. Moreover, in the event that the Company is deemed liable for any damage caused by overflow, the Company's losses or consequences of regulatory action might not be covered by insurance policies.

Centerra's operations use cyanide

The Öksüt Mine operation employs sodium cyanide, which is a hazardous material, to extract gold from ore. There is inherent risk of unintended discharge of hazardous materials in the operation of leach pads.

If any spills or discharges of sodium cyanide were to occur (at site or during transport), the Company could become subject to liability for remediation costs, which could be significant and may not be insured against. In addition, production could be delayed or halted to allow for remediation, resulting in a reduction or loss of cash flow. Finally, increased sensitivity in respect to the use of cyanide and the potential and perceived environmental impacts of cyanide use in mining operations could exacerbate potential reputational damage to the Company in the event of a cyanide release. While the Company takes appropriate steps to prevent discharges and accidental releases of sodium cyanide and other hazardous materials into the ground water, surface water and the downstream environment, there is inherent risk in the operation of gold processing facilities and there can be no assurance that a release of hazardous materials will not occur.

We must remove and reduce impurities and toxic substances naturally occurring in copper, gold and molybdenum ores and comply with applicable law relating thereto, which could result in remedial action and other costs.

Mineral ores and mineral products, including copper, gold and molybdenum ore and products, contain naturally occurring impurities and toxic substances. Although the Company has implemented procedures that are designed to identify, isolate and safely remove or reduce such impurities and substances, such procedures require strict adherence and no assurance can be given that employees, contractors or others will not be exposed to or be affected by such impurities and toxic substances, which may subject us to liability. Standard operating procedures may not identify, isolate and safely remove or reduce such substances.

Even with careful monitoring and effective control, there is still a risk that the presence of impurities or toxic substances in the Company's products may result in such products being rejected by the Company's customers, penalties being imposed due to such impurities or the products being barred from certain markets. Such incidents could require remedial action and could result in curtailment of operations. Legislation requiring manufacturers, importers and downstream users of chemical substances, including metals and minerals, to establish that the substances can be handled and used without negatively affecting health or the environment may impact the Company's operations and markets.

We require permits to raise our tailings dams which may be refused and/or delayed.

The tailings dam design for the Mount Milligan Mine requires additional approvals and permits to reach the height required for its life of mine plan. While the Company has received in the past approvals to raise the tailings dam when required, there are no assurances that such approvals will continue to apply in the future, or that the Company will receive further approvals required to raise the tailings dam to its final height. If all necessary approvals are not maintained or obtained, delays in, or interruptions or cessation of the Company's production from the applicable mine may occur.

The Company's mining production depends on the availability of sufficient water supplies.

The Company's operations require significant quantities of water for mining, ore processing and related support facilities. Continuous production at the Company's mines depends on its ability to maintain its water rights and claims. The failure to obtain needed water permits, the loss of some or all water rights for any of its mines, in whole or in part, or shortages of water to which the Company has rights due to weather, equipment issues or other factors could require the Company to curtail or close mining production and could prevent it from pursuing expansion opportunities.

The Company has obtained an amendment to the Mount Milligan Mine's environmental assessment certificate that will allow, subject to receipt of ordinary course permits, for a long-term surface water supply for the mine.

However, there are no assurances that this long-term solution will be successful, or that the long-term solution will supply sufficient water resource for the continuous operation of the mill. The re-occurrence of any water availability issues at the Mount Milligan Mine, including due to drier than expected weather conditions, extreme temperatures, or for any other reason, could adversely impact on the Company's future cash flows, earnings, results of operations and financial condition.

Regulation of greenhouse gas emissions effects and climate change issues may adversely affect our operations.

Global climate change continues to attract considerable public, scientific and regulatory attention, and greenhouse gas emission regulation is becoming more commonplace and stringent. As energy, including energy produced from the combustion of carbon-based fuels, is a significant input to the Company's mining and processing operations, it must also comply with emerging climate change regulatory requirements, including programs to reduce greenhouse gas emissions. The Company's principal energy sources are electricity, purchased petroleum products and natural gas. In addition, the Company's processing facilities and mobile mining equipment emit carbon dioxide.

Several governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. The changes in legislation and regulation will likely increase the Company's compliance costs. The Company also may be subject to additional and extensive monitoring and reporting requirements. Furthermore, expectations of the Company's other stakeholders with respect to the Company's performance in relation to greenhouse gas emissions and other climate change related matters may result in additional costs on the Company's operations.

In addition, the potential physical impacts of climate change on the Company's operations are highly uncertain and may be particular to the unique geographic circumstances associated with each of its facilities. These may include extreme weather events, changes in rainfall patterns, water shortages, and changing temperatures. These physical impacts could require the Company to curtail or close mining production and could prevent the Company from pursuing expansion opportunities. The Company has taken measures to mitigate the impact of weather on its operations, including ensuring that extreme weather conditions are included in its emergency response plans. However, there are no assurances that extreme weather events such as severe cold temperature or drought conditions will not adversely impact the cost, production and financial performance of the Company's operations.

Centerra faces substantial decommissioning and reclamation costs

The Company is required to establish at each of its mine sites and development projects a decommissioning and reclamation plan. Provision must be made for the cost of decommissioning and reclamation for operating sites. These costs can be significant and are subject to change depending on the requirements of regulatory authorities, changes in legislation, changes in the understanding of what reclamation activities are required at our operations, and changes in best practices for reclamation. We provide financial assurances, whether through cash deposits or bonds, with applicable regulatory authorities. However, there is no way to predict what level of decommissioning and reclamation may be required in the future. If the Company is required to comply with significant additional regulations or if the actual cost of future decommissioning and reclamation is significantly higher than current estimates, this could have an adverse impact on the Company's future cash flows, earnings and financial condition.

Centerra's operations may directly or indirectly contribute to human rights risks

Allegation (even if unsupported) that Centerra is, directly or indirectly, violating human rights principles could lead to liability for Company, and Centerra facing a loss of reputation which may lead to increased challenges in developing and maintaining government and community relations, decreased investor confidence, and act as an impediment to the Company's overall ability to advance its projects, or to access equity or debt financing.

Biodiversity risks

Despite the policies, plans and protocols that the Company has put in place, there remains a risk that we may, directly or indirectly, harm the biodiversity in the areas that we operate or within the vicinity of our operations, adversely impact Ramsar sites, or destroy or impair important and legally protected areas. Any of these events could result in liability for Centerra, and Centerra facing a loss of reputation which may lead to increased challenges in developing and maintaining government and community relations, decreased investor confidence, and act as an impediment to the Company's overall ability to advance its projects, or to access equity or debt financing.

Development and construction risks

The Company is not currently constructing or developing any properties, but regularly reviews potential properties in its own portfolio and the acquisition of, or investment in, properties that are in construction/development stages. In making any decision to commence construction of a development property, the Company must consider many factors including future metal prices and exchange rates, which can change significantly over the long period of time often needed to develop and construct the mine. The capital expenditures and time required to develop and construct mines are considerable and changes in cost or construction schedules can also significantly increase both the time and capital required to build the project.

Construction costs and timelines can be impacted by a wide variety of factors, many of which are beyond our control. These include, but are not limited to, weather conditions, ground conditions, performance of the mining fleet and availability of appropriate materials required for construction, availability and performance of contractors and suppliers, delivery and installation of equipment, design changes, accuracy of estimates, global capital cost inflation, local in-country inflation and availability of accommodations for the workforce. Development schedules are also dependent on obtaining the governmental approvals necessary for the operation of a project. The timeline to obtain these government approvals is often beyond the control of the Company. A delay in start-up or commercial production would increase capital costs and delay receipt of revenues.

Asset Management

Centerra may experience mechanical breakdowns

The Company's mines (whether operating or currently on care and maintenance) use expensive, large mining and processing equipment that requires a long time to procure, build and install. Although the Company conducts extensive preventive maintenance programs, there can be no assurance that the Company will not experience mechanical breakdowns of mining and processing equipment. In the past, the Company has experienced such mechanical breakdowns, which have resulted in unplanned mill shutdowns and reduced mill capacity. In addition, obtaining replacement components for the equipment can take considerable time which may also impact production. Any extended breakdown in mining or processing equipment could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial conditions.

Human Resources

Certain of our projects are unionized and may be subject to labour disturbances

Production at the Company's operations depends on the efforts of its employees. The Company has a unionized environment at the Öksüt Mine, requiring compliance with collective agreements, which require frequent renegotiations.

There can be no assurance that, when such agreements expire, there will not be any delays in the renewal process, that negotiations will not prove difficult or that Centerra will be able to renegotiate the collective agreement on satisfactory terms, or at all. The renewal of the collective agreement could result in higher on-going labour costs, which could have a material adverse impact on Centerra's future cash flows, earnings, results of operations and financial condition. Centerra could be subject to labour unrest or other labour disturbances including strikes as a result of any failure of negotiations which could, while ongoing, have a material adverse impact on Centerra, including the achievement of any annual production guidelines and costs estimates. Existing collective agreements may not prevent a strike or work stoppage, and any such work stoppage could have a material adverse impact on the Company.

There is also a possibility that the Company's employees at its other projects, including the Mount Milligan Mine, could organize and certify a union in the future.

Centerra's success depends on its ability to attract and retain qualified personnel

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration, development, operation and reclamation of mining properties is limited and competition for these resources is intense. As the Company's business activity grows, it will require additional key financial, administrative and mining personnel as well as additional operations staff. Certain jurisdictions in which the Company operates may limit the number of foreign nationals that can be employed at the mining site. However, it has been necessary in the past to engage expatriate workers for the Company's operations in Turkey because of the shortage locally of trained personnel. Furthermore, large-scale projects in northern and central British Columbia compete for talent with the Company's operations at the Mount Milligan Mine and the Kemess Property. Although the Company believes that it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success.

Supply Chain

Centerra's properties are located in remote locations and require a long lead time for equipment and supplies

Some of the Company's properties are in remote locations and depend on an uninterrupted flow of materials, supplies and services to those locations. Any interruptions to the procurement of equipment, or the flow of materials, supplies and services to the Company's properties could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Centerra's operations may be impacted by supply chain disruptions

The Company's operations depend on uninterrupted supply of key consumables, equipment and components, which may be impacted by matters outside of the Company's control or ability to mitigate. These conditions may include global events such as the COVID-19 pandemic and political or military conflicts such as the war in Ukraine, which may impact our operations globally, as well as localized events affecting specific operations. In addition, major equipment and components and certain key consumables are imported. Any disruption in the transportation of or restriction in the flow of these goods or the imposition of customs clearance requirements may result in production delays.

Information Technology Systems

Centerra's critical operating systems may be compromised

Cyber threats have evolved in severity, frequency and sophistication in recent years, and target entities are no longer primarily from the financial or retail sectors. Individuals engaging in cybercrime may target corruption of systems or data, or theft of sensitive data. Centerra is dependent on information technology systems in the conduct of its operations. The Company's mines and mills are automated and networked such that Centerra could be adversely affected by network disruptions from a variety of sources, including, without limitation, computer viruses, security breaches, cyber-attacks, natural disasters and defects in design. Centerra's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment information technology systems and software, as well as pre-emptive expenses to mitigate the risk of failure.

Given the unpredictability of the timing, nature and scope of information technology disruptions, a corruption of the Company's financial or operational data or an operational disruption of its production infrastructure as a result of any of these or other events could result, among other things, in: (i) production downtimes; (ii) operational delays; (iii) destruction or corruption of data; (iv) increases in capital expenditures; (v) loss of production or accidental discharge; (vi) expensive remediation efforts; (vii) distraction of management; (viii) damage to our reputation or our relationship with customers; or (ix) in events of noncompliance, which events could lead to regulatory fines or penalties. Any of the foregoing could have a material adverse effect on the Company's business, results of operations and financial condition.

6. INVESTOR INFORMATION

6.1 Description of Share Capital

Our authorized share capital consists of an unlimited number of Common Shares, an unlimited number of Class A non-voting shares and an unlimited number of preference shares, issuable in series. There are no constraints on the ownership of our shares, except as set out in the restated shareholders agreement dated as of June 6, 2009 entered into between Centerra and Kyrgyzaltyn (the "**Restated Shareholders Agreement**"). See "*Restated Shareholders Agreement*" below. The following summary does not purport to be complete and reference is made to our articles of incorporation, as amended, which can be found on www.sedar.com.

Common Shares

Each Common Share of Centerra is entitled to:

- one vote at meetings of shareholders, except for meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series;
- receive dividends if, as, and when declared by the Board; and
- participate in any distribution of our net assets upon liquidation, dissolution or winding-up on an equal basis per share but subject to the rights of the holders of preference shares.

There are no pre-emptive, redemption, purchase or conversion rights attached to our Common Shares.

The Board, at a meeting held on May 9, 2006, approved a three-for-one stock split of our outstanding Common Shares, which was affected by way of a stock dividend. Shareholders of record at the close of business on May 29, 2006 received two additional Common Shares for each Common Share held. Our Common Shares began trading on a split basis on May 25, 2006 on the TSX.

As at December 31, 2021, there were 297,064,750 Common Shares issued and outstanding (on a non-diluted basis). As at March 18, 2022, there were 297,373,149 Common Shares issued and outstanding (on a non-diluted basis) and 2,885,384 options to acquire Common Shares outstanding under its stock option plan and 890,428 units outstanding under its restricted share unit plan (exercisable on a 1:1 basis for Common Shares).

Class A Non-Voting Shares

The Class A non-voting shares have the same terms and conditions as our Common Shares, except:

- they will be non-voting; and
- they will not be entitled to any dividends or distributions that can be attributed reasonably to KGC or its assets or operations

There are currently no Class A non-voting shares outstanding as they have been created solely for the purposes of the insurance risk rights plan described below.

Preference Shares

Preference shares may be issued at any time or from time to time in one or more series as may be determined by the Board. The Board is authorized to fix, before issue, the number, the consideration per share and the designation of and, subject to the special rights and restrictions attached to all preference shares, the rights and restrictions attached to the preference shares of each series. The preference shares of each series rank on a parity with the preference shares of each other series with respect to the payment of dividends and the return of capital on liquidation, dissolution or winding-up. The preference shares are entitled to a preference over the Common Shares and any other shares ranking junior to the preference shares with respect to the payment of dividends and the return of capital.

The special rights and restrictions attaching to the preference shares as a class may not be amended without any approval as may then be required by law, subject to a minimum approval requirement of at least two thirds of the votes cast at a meeting of the holders of preference shares to be called and held for that purpose.

There are currently no preference shares outstanding.

Insurance Risk Rights Plan

We adopted an insurance risk rights plan as of June 21, 2004. The insurance risk rights plan applies if an event occurs relating to KGC or its assets or operations at a time when Kyrgyzaltyn is controlled by the Kyrgyz Government and the event is caused by the Kyrgyz Government and results in a payment to us under the political risk insurance coverage. In this event, the following will occur:

- Each holder of our Common Shares will be entitled to exchange its shares for Class A non-voting shares. Kyrgyzaltyn has irrevocably elected to exchange all of its Common Shares for Class A non-voting shares and it is expected that no other shareholders would elect to do this.
- The holders of our Common Shares (but not Class A non-voting shares) will be entitled to acquire additional Common Shares for C$0.01 per share, with the aggregate number of Common Shares available determined by a formula designed to provide for the holders of Class A non-voting shares to be diluted by an amount that approximates the proceeds received under the political risk insurance.
- Following the exercise of the rights to acquire additional shares by our holders of Common Shares, the Class A non-voting shares will convert back into Common Shares.

The plan will continue in effect until terminated by the Board based on a determination that it is no longer necessary or desirable having regard to, among other things, the extent of our operations based in the Kyrgyz Republic. A copy of the plan can be found on SEDAR at www.sedar.com.

6.2 Market for Our Securities

We completed our initial public offering on June 30, 2004. Our Common Shares are listed on the TSX under the symbol CG and on the NYSE under the symbol CGAU.

Trading Price and Volume

The table below shows the high and low prices and total monthly trading volume for our Common Shares on the TSX in 2021. All prices listed below are in Canadian dollars.

2021	High ($)	Low ($)	Volume
January	16.00	13.04	13,757,182
February	14.73	12.10	16,470,482
March	13.64	10.65	26,174,183
April	12.12	11.21	12,294,989
May	12.22	8.21	23,852,370
June	10.24	9.34	17,836,508
July	10.13	9.05	14,404,552
August	10.38	8.59	13,024,743
September	9.58	8.46	10,030,350
October	10.06	8.60	8,470,189
November	10.92	9.03	12,210,995
December	10.01	8.60	12,860,323

On December 31, 2021, the closing price of our Common Shares on the TSX was C$9.75.

The table below shows the high and low prices and total monthly trading volume for our Common Shares on the NYSE in 2021. All prices listed below are in United States dollars

2021	High ($)	Low ($)	Volume
January	-	-	-
February	-	-	-
March	-	-	-
April(1)	-	-	-
May	10.03	6.75	4,026,373
June	8.44	7.65	2,129,259
July	8.13	7.14	1,357,087
August	8.25	6.71	1,555,379
September	7.55	6.64	1,501,172
October	8.13	6.80	1,435,595
November	8.69	7.10	1,371,630
December	7.81	6.67	1,393,918

Notes:
(1) Centerra's Common Shares began trading on the NYSE on April 15, 2021.

On December 31, 2021, the closing price of our Common Shares on the NYSE was $7.68.

Registrar and Transfer Agent

The transfer agent and registrar for our Common Shares is the TSX Trust Company at its principal office in Toronto, Ontario, Canada.

6.3 Dividend Policy

In July 2010, we adopted a dividend policy whereby the decision to pay dividends, the timing and the quantum thereof is to be determined by the Board from time to time based on, among other things, our cash balance, operating cash flows, anticipated capital requirements for future growth and the yields of comparable companies' dividend rates. The Company's strong financial position is attributable to historical Company performance (retained earnings) and cash flow generation of its mines, in which the Kumtor Mine had contributed significantly over the years and our dividends can reasonably be attributed to KGC or its assets or operations or distributions from KGC.

Pursuant to the terms of our 2020 Corporate Facility with a syndicate of lenders entered into in December 31, 2020, we are restricted from declaring and paying cash dividends to our shareholders as follows: (i) no more than $135 million in any fiscal year and provided that there is no event of default; and (b) an amount equal to the net cash proceeds received from the sale of certain non-core assets provided that there is no event of default and that our liquidity after paying such dividend is at least $500 million.

The table below shows the dividends paid per common share over the last three financial years.

	2021	2020	2019
Cash dividends	C$0.24[(1)]	C$0.18[(2)]	$0[(3)]

Notes:

(1) In each of February and May, we declared dividends of C$0.05 per share. In August and November, the dividend declared was increased to C$0.07 per share. These quarterly dividends were payable: (i) on April 6, 2021 to shareholders of record on March 16, 2021; (ii) on June 10, 2021 to shareholders of record on May 22, 2021; (iii) on September 8, 2021 to shareholders of record on August 25, 2021; (iv) on December 3, 2021 to shareholders of record on November 19, 2021.

(2) In each of March and April, we declared dividends of C$0.04 per share. In July and November, the dividend declared was increased to C$0.05 per share. These quarterly dividends were payable: (i) on April 22, 2020 to shareholders of record on April 9, 2020; (ii) on June 4, 2020 to shareholders of record on May 21, 2020; (iii) on August 28, 2021 to shareholders of record on August 14, 2020; (iv) on December 4, 2020 to shareholders of record on November 20, 2020.

(3) No cash dividends were paid in 2019. On December 9, 2016, we announced the suspension of future quarterly dividends. This decision was made by the Board in light of the restrictions relating to funds held at our wholly owned Kyrgyz Republic subsidiary, KGC. These restrictions were removed in September 2017 as part of the Kumtor Strategic Agreement which was completed in August 2019.

6.4 Material Contracts

The following are the only material contracts, other than contracts entered into in the ordinary course of business not otherwise required to be disclosed, that we have entered into within the most recently completed fiscal year or before the most recently completed fiscal year but still in effect.

Mount Milligan Streaming Arrangement

The Mount Milligan Mine is subject to the Mount Milligan Streaming Arrangement with Royal Gold. See " *Marketing and Distribution – Mount Milligan Streaming Arrangement*" for a description of the agreement and the amendments.

Kumtor Project Agreements

As noted above, following the illegal seizure of the Kumtor Mine, the Company has ceased to have control over, and benefit from, the operations of the Kumtor Mine and has initiated arbitration proceedings to enforce its rights under longstanding agreements governing the Kumtor Mine and to, among other things, hold the Kyrgyz Republic and Kyrgyzaltyn accountable for any and all losses and damages that result from its actions against KGC and the Kumtor Mine. Those agreements include, among others, the following:

Restated Investment Agreement

Centerra, KOC, KGC, and the Kyrgyz Government entered into a Restated Investment Agreement dated as of June 6, 2009. The Restated Investment Agreement and related agreements set out the terms and conditions applicable to the ongoing operation and development of the Kumtor Mine, including providing for fundamental investments protections, including guarantees against expropriation without adequate compensation, and a comprehensive tax regime applicable to the Kumtor Mine. The Restated Investment Agreement has a term lasting until the earlier of 2042 or when the deposits comprising the Kumtor Mine are exhausted and mining is completed.

Restated Shareholders Agreement

The Restated Shareholders Agreement was entered into among Centerra and Kyrgyzaltyn as of June 6, 2009 and sets out the rights and obligations of Centerra and Kyrgyzaltyn with respect to their respective ownership of our shares.

The Restated Shareholders Agreement provides that, so long as Kyrgyzaltyn and its affiliates continue to hold 10% or more of our outstanding Common Shares, we will include in our proposed slate of directors nominated for election at each annual or special meeting two Board nominees designated by Kyrgyzaltyn, one of whom must be independent of the Kyrgyz Government. Should Kyrgyzaltyn's interest constitute less than 10% but more than 5% of our outstanding Common Shares, Kyrgyzaltyn's right to Board nominee is limited to one. In addition, in the event that Kyrgyzaltyn wishes to initiate a distribution of our Common Shares (whether by private placement or public offering) we shall furnish all reasonable assistance in preparing the required disclosure documents. We are obliged to provide such assistance to Kyrgyzaltyn only once in any 12-month period and the costs of this assistance is for the account of Kyrgyzaltyn. Also, if we propose to issue any of our Common Shares by private placement or public offering, we will provide Kyrgyzaltyn with an opportunity to sell its shares as part of the offering provided that our reasonable capital needs take priority. In addition, Kyrgyzaltyn has also agreed that, following the determination by the Board that an event has occurred that could reasonably result in an insurance risk rights plan described above being triggered and for so long as such event continues or until the process described above has been completed, it will not transfer its Centerra Common Shares or exercise any voting rights in respect of its Centerra Commo Shares or be entitled to receive any dividends or distributions on its Centerra Common Shares that can be attributed reasonably to KGC or its assets or operations or distributions from KGC during such period.

Restated Concession Agreement

Pursuant to the Restated Concession Agreement with the Kyrgyz Republic, effective June 6, 2009, KGC was granted a concession with exclusive rights to all minerals within an area of approximately 26,000 ha centered on the Kumtor Mine gold deposit and with an expiry date of December 4, 2042.

Restated Gold and Silver Sale Agreement

Pursuant to the terms of the Restated Gold and Silver Sale Agreement dated June 6, 2009 entered into between KGC, Kyrgyzaltyn and the Kyrgyz Government, all gold doré produced at the Kumtor Mine is to be purchased at the mine site by Kyrgyzaltyn for processing at its refinery in the Kyrgyz Republic and Kyrgyzaltyn is required to pay for all gold delivered to it, based on the afternoon fixing of the price of gold on the London Bullion Market by the 12th calendar day following delivery of gold doré to it. The obligations of Kyrgyzaltyn are partially secured by a pledge of 2,850,000 of Centerra Common Shares owned by Kyrgyzaltyn.

6.5 Legal Proceedings and Regulatory Actions

Other than the proceedings discussed elsewhere in this document we are not a party to, or the subject of, any legal proceedings or regulatory actions that are outside of the ordinary course of business or that we would anticipate would result in a material adverse impact on our financial position or our results of operations, and no such proceedings or actions are known to be contemplated.

6.6 Interests of Experts

Our auditors, KPMG LLP, have confirmed with respect to the Company that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations, and also that they are independent accountants with respect to the Company under all relevant US professional and regulatory standards.

The individuals who are qualified persons for the purposes of NI 43-101 are listed under the section of this AIF entitled " *Technical Information*". As a group, they beneficially own, directly or indirectly, less than 1% of any class of the outstanding securities of Centerra and our associates and affiliates.

7. GLOSSARY OF GEOLOGICAL AND MINING TERMS

The following is a glossary of technical terms and abbreviations that appear in this AIF:

ADR plant	Adsorption – Desorption – Regeneration (ADR) plant which generally follows the CIL/CIP or heap leach process. ADR, covers the adsorption of precious metals on active carbon, stripping the carbon with strong cyanide solution, recovery of the metals through the electrowinning, pouring the precious metals as nuggets from the melting pot as well as regenerating the carbon to activate and reuse.
assay	An analysis to determine the presence, absence or concentration of one or more chemical components.
ball mill	A large steel cylinder containing steel balls into which crushed ore is fed. The ball mill is then rotated, causing the balls to cascade and grind the ore.
belt	An area characterized by a particular assemblage of mineral deposits, or by one or more characteristic types of mineralization.
bench	A ledge that, in open pit mines and quarries, forms a single level of operation above which minerals or waste materials are excavated from a contiguous bank or bench face. The mineral or waste is removed in successive layers, each of which is a bench.
blast hole	A hole drilled for the purpose of inserting an explosive charge in a material to be blasted.
block model	A model that utilizes a three-dimensional block grid of a fixed or variable size to estimate in-situ resources and reserves.
breccia	Rock consisting of fragments, more or less angular, in a matrix of finer-grained or cementing material.
capping	Individual assays above this assay grade value are limited to prior grade interpolation. Also referred to as high-grade top cutting.
carbon-in-leach (CIL)	A recovery process in which a slurry of gold ore, carbon granules and cyanide are mixed together in a leach tank. The cyanide dissolves the gold, which is then absorbed by the carbon. The carbon is subsequently separated from the slurry and the gold removed from the carbon.
carbon-in-pulp (CIP)	Similar process as CIL (above) except that the leaching takes place in tanks dedicated for leaching followed by adsorption into carbon in tanks dedicated for adsorption.
circuits	Facilities for removing valuable minerals from ore so that it can be processed and sold.
concentrate	A product containing valuable metal from which most of the waste material in the ore has been eliminated.
concession	Grants made under a system whereby the state or the private owner has the right to grant concessions or leases to mine operators subject to certain general restrictions. Concession systems are used in almost every mining country in the world except the United States.
cut-off grade	The minimum metal grade at which a tonne of rock can be economically mined and processed.
cyanidation	A method of extracting gold or silver by dissolving it in a weak solution of sodium cyanide.

Deposit	A mineralized body that has been physically delineated by sufficient drilling, trenching and/or underground work and found to contain a sufficient average grade of metal or metals to warrant further exploration and/or development expenditures; such a deposit does not qualify as a commercially mineable orebody or as containing mineral reserves until final legal, technical and economic factors have been resolved.
depressurization	The mechanical process of lowering or removing hydraulic water pressure from a geological structure or unit without the complete removal of the contained water.
dewatering	The mechanical process of removing or controlling water contained within a geological structure, unit or excavated opening such as an open pit or underground working.
diamond drill	A type of rotary drill that cuts by abrasion rather than percussion. The cutting bit is set with diamonds and is attached to the end of long hollow rods through which water is pumped to the cutting face. The drill cuts a core of rock which is recovered in long cylindrical sections, approximately two centimetres or more in diameter.
dip	The angle at which a bed, stratum or vein is inclined from the horizontal, measured perpendicular to the strike and in the vertical plane.
dilution	The effect of waste or low-grade ore being included in mined ore, increasing tonnage mined and lowering the overall ore grade.
doré	Unrefined gold and silver bullion bars usually consisting of approximately 90% precious metals that will be further refined to almost pure metal.
drill core	A long cylindrical sample of rock, approximately two centimetres in diameter, brought to the surface by diamond drilling.
electrowinning	Recovery of a metal from ore by means of electro-chemical processes.
fault	A fracture in the earth's crust, along which there has been displacement of the two sides relative to one another and parallel to the fracture. The displacement may be a few inches or many miles long.
feasibility study	A comprehensive study of a deposit in which all geological, engineering, operating, economic and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.
fire assay	The assaying of metallic ores, in particular gold and silver, at high temperatures with an assay furnace.
flotation	A milling process by which some mineral particles are induced to become attached to bubbles of froth and float. Others are left to sink so that the valuable minerals are concentrated and separated from the remaining rock or mineral material.
g/t	Grams per tonne.
geotechnical drilling	Drilling for the purpose of collecting information to be used in rock stability analyses.
grade	The amount of mineral in each tonne of ore.
gravity concentration	The separation of grains of minerals using a concentration method based on the different densities of those minerals.
host rock	The body of rock in which mineralization of economic interest occurs.
hydrothermal alteration	Alteration of rocks or minerals by the reaction of hydrothermal water with pre-existing solid phases.
infill drilling	Drilling within a defined mineralized area to improve the definition of the known mineralization.

intrusive	Rock which, while molten, penetrated into or between other rocks but solidified before reaching the surface.
IsaMill	A high intensity, stirred mill used in the fine grinding of mineral ores. It was developed by Mount Isa Mines in the 1990s.
leach	To extract minerals or metals from ore with chemicals.
lens	A body of ore or rock that is thick in the middle and converges toward the edges, resembling a convex lens.
matrix	The non-valuable minerals in an ore.
micron	Former term for micrometer, meaning a unit of length equal to one-millionth of a metre.
mill	A processing facility where ore is finely ground and thereafter undergoes physical or chemical treatment to extract the valuable metals.
mineral reserves	The economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined. ***Proven mineral reserve****:* The economically mineable part of a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified. ***Probable mineral reserve****:* The economically mineable part of an indicated mineral resource, and in some circumstances a measured mineral resource, demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.
mineral resources	A concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge. ***Measured mineral resources****:* That part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

	Indicated mineral resources*:* That part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed. ***Inferred mineral resources****:* That part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
mineralization	The concentration of minerals within a body of rock.
net smelter return ("NSR") royalty	A royalty payment made by a producer of metals, normally to a previous property owner, based on gross mineral production from the property, less deduction of certain costs.
nugget effect	Grade variation due to measurement errors and short-range special variation at short distances.
open pit mine	A mine that is entirely open to the surface.
ore	A metal or mineral, or a combination of these, of sufficient quality and quantity to enable it to be mined at a profit.
ounces (oz)	Troy ounces = 31.103 grams.
oxidation	A chemical reaction caused by exposure to oxygen that results in a change in the chemical composition of a mineral.
pit design	An open pit contour surface based on an optimized pit shell that has been engineered in detail by adding access ramps and by smoothing of the pit walls. Pit designs are supported by detailed mining plans.
pit shell	A non-engineered open pit contour surface produced by optimization software at a particular gold price, without consideration to equipment access and mining plans.
placer	A deposit of sand or gravel that contains particles of gold or other heavy, valuable minerals. The common types are stream gravels and beach sands.
preg-robbing	When leaching ore, a dilute cyanide solution is used to dissolve the gold to produce a pregnant solution. When carbon mineralization is present in the ore it may re-absorb some of the gold from the pregnant solution. This process is referred to as preg-robbing.
pulp	A mixture of ground ore and water capable of flowing through suitably graded channels as a fluid.
pyrite	An iron sulfide mineral, normally of little value and sometimes referred to as fool's gold.
recovery	The proportion of valuable material obtained as a result of processing an ore. It is generally stated as a percentage of valuable metal in the ore that is recovered compared to the total valuable metal present in the ore.
refractory ore/material	Ore from which it is difficult to recover valuable substances. Refractory material must be pre-treated before gold can be recovered from it through conventional cyanidation.
reserves	Means mineral reserves.

resources	Means mineral resources.
roasting	A method of oxidizing refractory ore using very high temperatures to thermally decompose the sulphide minerals encapsulating the gold, which is ultimately recovered using conventional cyanide leaching.
schist	A strongly foliated crystalline rock that can be readily split into thin flakes or slabs due to the well-developed parallelism of more than 50% of the minerals present in it.
semi-autogenous (SAG) grinding	A method of grinding rock into fine sand, in which the grinding media consist of larger chunks of rock and steel balls.
shear key	The removal of weak materials in a specified area and replacement with engineered fills to provide improved shear resistance and impermeability in the foundation of a dam.
shearing	Deformation resulting from stresses that cause, or tend to cause, contiguous parts of a body to slide relative to each other.
slurry	A suspension of fine solid particles in a liquid, not thick enough to consolidate as a sludge.
stockwork	A mineral deposit consisting of a three-dimensional network of planar to irregular veinlets closely enough spaced that the whole mass can be mined.
strike	The horizontal direction or trend of a geologic structure.
strip (or stripping) ratio	The tonnage or volume of waste material that must be removed to allow the mining of one tonne of ore in an open pit.
tailings	The material that remains after recoverable metals or minerals of economic interest have been removed from ore through milling.
tailings dam	A natural or man-made confined area suitable for depositing tailings.
tellurides	Ores of the precious metals (chiefly gold) containing tellurium, a semi-metallic, trigonal mineral.
thrust	An overriding movement of one crustal unit over another.
vein	A sheet-like body of minerals formed by fracture filling or replacement of host rock.
waste	Barren rock in a mine, or mineralized material that is too low in grade to be mined and milled at a profit.

SCHEDULE A
AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to (a) the external auditor, (b) the internal auditor, (c) financial reporting, (d) compliance with legal and regulatory requirements related to financial reporting and certain corporate policies, and (e) internal controls over financial reporting and disclosure controls.

COMPOSITION

The members of the Audit Committee and its Chair shall be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Audit Committee shall consist of at least three and not more than six members. Each member will be independent and financially literate (as such terms are defined in National Instrument 52-110 – *Audit Committees*, as amended from time to time).

MEETINGS

The Audit Committee will meet at least four times annually and as many additional times as the Audit Committee deems necessary to carry out its duties effectively. The Audit Committee will meet privately, as necessary, with each of the external auditor, the internal auditor and senior management at each regularly scheduled meeting.

Notice of every meeting will be given to each member, the Chair of the Board, the external auditor and the internal auditor.

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

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

A meeting of the Audit Committee may be convened by the Chair of the Audit Committee, a member of the Audit Committee, the external auditor or the internal auditor.

DUTIES AND RESPONSIBILITIES

Financial Reporting

1. Review and recommend to the Board for approval the audited annual financial statements and related management's discussion and analysis.
2. Review and recommend to the Board for approval all interim financial statements and quarterly reports and related management's discussion and analysis.
3. Before the release of financial statements and related disclosures to the public, obtain confirmation from the CEO and CFO as to the matters addressed in the certifications required by the securities regulatory authorities.
4. Review and recommend to the Board for approval all other press releases containing financial information based upon the Corporation's financial statements prior to their release.
5. Review and recommend to the Board for approval all other financial statements that require approval by the Board before they are released to the public, including financial statements for use in prospectuses or other offering or public disclosure documents and financial statements required by regulatory authorities.
6. Review status of significant accounting estimates and judgments (e.g., reserves) and special issues (e.g., major transactions, changes in the selection or application of accounting policies, off-balance sheet items, effect of regulatory and financial initiatives).
7. Review management's assessment and management of financial risks (e.g., hedging, insurance, debt).
8. Review any litigation, claim or other contingency that could have a material effect on the financial statements.

9. Discuss with the external auditor the quality, not just the acceptability, of the Corporation's accounting principles as applied in its financial reporting.
10. Discuss with the external auditor any (i) difference of opinion with management on material auditing or accounting issues and (ii) any audit problems or difficulties experienced by the external auditor in performing the audit.
11. Discuss with management and the external auditor any significant financial reporting issues considered and the method of resolution.

External Auditor

12. Recommend to the Board the external auditor to be nominated for appointment or re-appointment by the shareholders.
13. Evaluate the external auditor's qualifications, performance and independence.
14. Review the Corporation's policies for hiring employees and former employees of the external auditor.
15. Review and approve the external auditor's plans for the annual audit and interim reviews including the auditor's fees.
16. Review and pre-approve all non-audit service engagement fees and terms in accordance with applicable law.
17. Consider any matter required to be communicated to the Audit Committee by the external auditor under applicable generally accepted auditing standards, applicable law and listing standards, including the auditor's report to the Audit Committee (and management's response thereto).
18. Require, in accordance with applicable law, that the external auditor report directly to the Audit Committee.

Internal Auditor

19. Review and approve the appointment or removal of internal auditor.
20. Review and approve the mandate of internal auditor and the scope of the internal auditor's annual work plan.
21. Require that the internal auditor report directly to the Audit Committee.
22. Review significant audit findings and status updates on recommendations.
23. Review the internal auditor's ongoing assessments of the Corporation's business processes and system of internal controls.
24. Review the effectiveness of the internal audit function.

Compliance

25. Review procedures adopted by the Corporation to ensure that all material statutory deductions have been withheld by the Corporation and remitted to the appropriate authorities.
26. Monitor compliance with the Code of Ethics and the International Business Conduct Policy.
27. Review with legal counsel any legal matters that could have a significant effect on the Corporation's financial statements.
28. Review with legal counsel the Corporation's compliance with applicable laws and regulations and inquiries received from regulators and governmental agencies to the extent they may have a material impact on the financial position of the Corporation.
29. Oversee procedures in the Code of Ethics for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of concerns regarding such matters.
30. Review reports of compliance with the Corporation's Financial Risk Management Policy and report to the Board thereon, and recommend to the Board any amendments to such policy.
31. Review and approve financial risk management programs.

Internal Controls and Disclosure Controls

32. Oversee management's review of the adequacy of the internal controls that have been adopted by the Corporation to safeguard assets from loss and unauthorized use and to verify the accuracy of the financial records, including audits and assessments of, and opinions on, internal control over financial reporting related to the Sarbanes-Oxley Act of 2002 ("**SOX**"), and results of internal audits and SOX compliance audits performed by the internal auditors.

33. Review any special audit steps adopted in light of material control deficiencies.

34. Review the controls and procedures that have been adopted by the Corporation to confirm that material information about the Corporation and its subsidiaries that is required to be disclosed under applicable law or stock exchange rules is disclosed.

Currency, Diesel, Commodity and Stream Hedging

35. Oversee the management Hedging Committee and its procedures for identifying, assessing, monitoring and managing currency, diesel, commodity, and steaming risks and the use of derivatives to manage such risks.

36. Monitor compliance with the Corporate Hedging Policy including receiving quarterly reports from the Corporation's Hedging Committee.

37. Review annually the Corporate Hedging Policy, including confirming the Corporation's hedging strategy and the appropriateness of any hedging terms and parameters provided to the Hedging Committee, and recommend to the Board of Directors any changes to the Corporate Hedging Policy.

Other

38. Review a report, at least annually, from the Sustainable Operations Committee on the Corporation's mineral reserves and resources.

39. Review and pre-approve all proposed related party transactions and situations involving a director's, a senior officer's or an affiliate's potential or actual conflict of interest that are not required to be dealt with by an "independent committee" pursuant to securities law rules, other than routine transactions and situations arising in the ordinary course of business, consistent with past practice.

40. Review the appointment of the CFO and review with the CFO the qualifications of new key financial executives involved in the financial reporting process.

41. In conjunction with Human Resources and Compensation Committee, review succession plans for the CFO, Vice President, Finance, and the Controller.

42. Review on an annual basis expenses submitted for reimbursement by the CEO.

43. Provide orientation for new members and continuing education opportunities for all members to enhance their expertise and competencies with finance and accounting.

44. Periodically review and oversee the Corporate Tax Policy.

REPORTING

The Audit Committee will report regularly to the Board on all other significant matters it has addressed and with respect to such other matters that are within its responsibilities.

REVIEW AND EVALUATION

The Audit Committee will annually review and evaluate the adequacy of its mandate and recommend any proposed changes to the Nominating and Corporate Governance Committee. It will also participate in an annual performance evaluation by the Nominating and Corporate Governance Committee.

CHAIR

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

REMOVAL AND VACANCIES

Any member of the Audit Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Audit Committee upon ceasing to be a director. The Board may fill vacancies on the Audit Committee by appointment from among its members. If and whenever a vacancy shall exist on the Audit 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 Audit Committee shall remain as such until the next annual meeting of shareholders after that member's election.

ACCESS TO OUTSIDE ADVISORS

The Audit 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 Audit Committee.

Exhibit 99.2

Management's Discussion and Analysis

For the Years Ended December 31, 2021 and 2020



centerragold.com

This Management's Discussion and Analysis ("MD&A") has been prepared as of February 24, 2022 and is intended to provide a review of the financial position and results of operations of Centerra Gold Inc. ("Centerra" or the "Company") for the three and twelve month periods ended December 31, 2021 in comparison with the corresponding periods ended December 31, 2020. This discussion should be read in conjunction with the Company's audited financial statements and the notes thereto for the year ended December 31, 2021 prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's audited financial statements and the notes thereto for the year ended December 31, 2021, are available at www.centerragold.com and on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com and EDGAR *at www.sec.gov/edgar. In addition, this discussion contains forward-looking information regarding Centerra's business and operations. Such forward-looking statements involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. See "Caution Regarding Forward-Looking Information" below. All dollar amounts are expressed in United States dollars ("USD"), except as otherwise indicated. All references in this document denoted with [NG] indicate a "specified financial measure" within the meaning of National Instrument 52-112 Non-GAAP and Other Financial Measures Disclosure of the Canadian Securities Administrators. None of these measures is a standardized financial measure under IFRS and these measures might not be comparable to similar financial measures disclosed by other issuers. See section "Non-GAAP and Other Financial Measures" below for a discussion of the specified financial measures used in this document and a reconciliation to the most directly comparable IFRS measure.*

Caution Regarding Forward-Looking Information

Information contained in this document which is not a statement of historical fact, and the documents incorporated by reference herein, may be "forward-looking information" for the purposes of Canadian securities laws and within the meaning of the United States Private Securities Litigation Reform Act of 1995. 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", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule", "understand" and similar expressions identify forward-looking information. These forward-looking statements relate to, among other things: statements regarding 2022 Outlook and 2022 Guidance, including outlook on production (including the timing thereof), cost, free cash flow and capital spend in 2022, and the assumptions used in preparing such guidance and outlook, including those discussed under "2022 Material Assumptions"; the impact of the seizure of the Kumtor Mine on the Company 's other operations and businesses; the outcome of arbitration and other proceedings initiated by the Company regarding the unlawful seizure by the Kyrgyz Government of the Kumtor Mine in May, 2021, or the outcome or effect of the legacy environmental and tax disputes and criminal investigations relating to the Kumtor Mine, or the outcome of any future discussions or negotiations to resolve any or all of the disputes relating to the Kumtor Mine and the potential terms and conditions (including legal and regulatory requirements and approvals in connection therewith) of any such resolution; possible impacts to its operations relating to COVID-19; the Company's expectation regarding having sufficient water at Mount Milligan in the medium-term for its targeted throughput and its plans for a long-term water solution; the Company's continued evaluation of potential activity at the Kemess East Project; expectations regarding the resources and reserves within the Keltepe and Güneytepe deposits in support of an updated resource model and new life-of-mine plan; expectations regarding the future joining of the Keltepe North and Keltepe Northwest deposits; the Company's expectations regarding exploration results in connection with the Sivritepe Project and 2XFred Project; expectations in respect of the acquisition of Gemfield Resources LLC, owner of the Goldfield District Project (the "Goldfield Project"), including the completion and the anticipated benefits and strategic rationale of the transaction and future prospects in respect of the Goldfield Project; the Company's expectations of adequate liquidity and capital resources for 2022; and, expectations regarding contingent payments to be received from the sale of Greenstone Partnership.

Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable by Centerra, are inherently subject to significant technical, 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 and assumptions 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 Turkey, the USA and Canada; resource nationalism including the management of external stakeholder expectations; the impact of changes in, or to the more aggressive enforcement of, laws, regulations and government practices, including unjustified civil or criminal action against the Company, its affiliates, or its current or former employees; risks that community activism may result in increased contributory demands or business interruptions; the risks related to outstanding litigation affecting the Company, including the potential failure to negotiate a mutually-acceptable outcome of disputes relating to the Kumtor Mine and any negotiations or resolution between Centerra and the Kyrgyz Republic and the potential terms and conditions (including legal and regulatory requirements and approvals in connection therewith) of any such resolution; risks that an arbitrator will reject the Company's claims against the Kyrgyz Republic and/or Kyrgyzaltyn JSC ("Kyrgyzaltyn") or that such claims may not be practically enforceable against the Kyrgyz Republic and/or Kyrgyzaltyn; risks related to the continued imposition by the Kyrgyz Government of external management on the Company's wholly-owned subsidiary, Kumtor Gold Company CJSC ("KGC") or the prolongation of such external management, including risks that the external manager materially damages the Kumtor Mine's operations; the inability of the external management of KGC to obtain equipment, spare parts, consumables or other supplies; the Kyrgyz Republic Government taking further steps to nationalize or expropriate the Kumtor Mine, and/or utilizing the purported environmental and tax claims being asserted against KGC to strip KGC of its assets; the ongoing failure of the Kyrgyz Republic Government to comply with its continuing obligations under the investment agreements governing the Kumtor Mine and not take any expropriation action against the Kumtor Mine; risks that the Kyrgyz Government undertake further unjustified civil or criminal action against the Company, its affiliates, or its current or former employees; the impact of constitutional changes in Turkey; the impact of any sanctions imposed by Canada, the United States or other jurisdictions against various Russian and Turkish individuals and entities; 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 to enforce their 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; Centerra not being able to replace mineral reserves; Indigenous claims and consultative issues relating to the Company's properties which are in proximity to Indigenous communities; and potential risks related to kidnapping or acts of terrorism; completion of the acquisition of the Goldfield Project in accordance with, and on the timeline contemplated by, the terms and conditions of the relevant agreements in respect thereof, management's assessment of the effects of the successful completion of the proposed acquisition of the Goldfield Project and the making of a determination to proceed with the development of the Goldfield Project on terms acceptable to Centerra; (B) risks relating to financial matters, including: sensitivity of the Company's business to the volatility of gold, copper and other mineral prices; the use of provisionally-priced sales contracts for production at the Mount Milligan Mine; reliance on a few key customers for the gold- copper concentrate at the Mount Milligan Mine; use of commodity derivatives; 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 credit facilities which may, among other things, restrict the Company from pursuing certain business activities or making distributions from its subsidiaries; changes to tax regimes; 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, which depends on the cash flow of its subsidiaries; and (C) risks related to operational matters and geotechnical issues and the Company's continued ability to successfully manage such matters, including the stability of the pit walls at the Company's operations; the integrity of tailings storage facilities and the management thereof, including as to stability, compliance with laws, regulations, licenses and permits, controlling seepages and storage of water where applicable; the integrity of tailings storage facilities and the management thereof, including as to stability, compliance with laws, regulations, licenses and permits, controlling seepages and storage of water where applicable; the risk of having sufficient water to continue operations at the Mount Milligan Mine and achieve expected mill throughput; changes to, or delays in, transportation routes, including cessation or disruption in rail and shipping networks whether caused by decisions of third-party providers or force majeure events (including, but not limited to, flooding or COVID-19, respectively); 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 and corporate risks; mechanical breakdowns; the occurrence of any labour unrest or disturbance and the ability of the Company to successfully renegotiate collective agreements when required; the risk that Centerra's workforce and operations may be exposed to widespread epidemic including, but not limited to, the COVID-19 pandemic; seismic activity; wildfires; 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; the ability of the Company to address physical and transition risks from climate change and sufficiently manage stakeholder expectations on climate-related issues; 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; risks associated with the conduct of joint ventures/partnerships; and, the Company's ability to manage its projects effectively and to mitigate the potential lack of availability of contractors, budget and timing overruns and project resources. For additional risk factors, please see section titled "Risks Factors" in the Company's most recently filed Annual Information Form ("AIF") available on SEDAR at www.sedar.com and EDGAR at www.sec.gov/edgar.

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 February 25, 2022. 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.

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Overview

Vision and Strategy

Centerra's vision is to build a team-based culture of excellence that responsibly delivers sustainable value and growth.

Centerra aims to meaningfully grow its low-cost operating portfolio, while building a great place to work, with care and consideration for the environment and the communities in which the Company operates. Centerra aims to achieve this overall strategy through the following strategic imperatives:

- Driving growth: Identifying, critically evaluating, and executing targeted growth opportunities to ensure the organization is best positioned for sustainable growth and value-creation.
- Optimizing existing assets: leveraging the Company's existing operations with consistent performance, focusing on activities that generate the most value.
- Creating a great place to work: attracting, retaining, and developing diverse skilled talent to create a collaborative and inclusive environment.
- Improving the Company's environmental social governance ("ESG") profile: maintaining and enhancing value for all of Centerra's stakeholders by embedding ESG principles across the enterprise throughout the mine life cycle and by delivering on the Company's targets.

Centerra's Business

Centerra is a Canadian-based gold mining company focused on operating, developing, exploring and acquiring gold properties in North America, Turkey, and other markets worldwide. Centerra's principal continuing operations are the Mount Milligan gold-copper mine located in British Columbia, Canada (the "Mount Milligan Mine"), and the Öksüt gold mine located in Turkey (the "Öksüt Mine"). The Company also owns the pre-development stage Kemess project (the "Kemess Project") in British Columbia, Canada as well as exploration properties in Canada, the United States of America and Turkey and has options to acquire exploration joint venture properties in Canada, Finland, Turkey, and the United States. The Company owns and operates a Molybdenum business unit (the "Molybdenum BU"), which includes the Langeloth metallurgical processing facility, operating in Pennsylvania, USA (the "Langeloth Facility"), and two primary molybdenum mines in care and maintenance: the Thompson Creek Mine in Idaho, USA, and the Endako Mine (75% ownership) in British Columbia, Canada.

Prior to May 15, 2021, the Company also consolidated the results of the Kumtor Mine, located in the Kyrgyz Republic, through its wholly-owned subsidiary, Kumtor Gold Company CJSC ("KGC"). Although the Company remains the rightful owner of KGC, the seizure of the Kumtor Mine and the continuing actions by the Kyrgyz Republic and Kyrgyzaltyn have resulted in the following: (i) the carrying value of the net assets of the mine were derecognized from the Company's balance sheet, (ii) no value was ascribed to the Company's interest in KGC, (iii) the Company recognized a loss on the change of control in the second quarter of 2021 and (iv) results of the Kumtor Mine's operations are now presented as a discontinued operation in the Company's financial statements.

As of December 31, 2021, Centerra's significant subsidiaries are as follows:

Entity	Property - Location	Current Status	Ownership
Thompson Creek Metals Company Inc.	Mount Milligan Mine - Canada	Operation	100%
	Endako Mine - Canada	Care and maintenance	75%
Öksüt Madencilik A.S.	Öksüt Mine - Turkey	Operation	100%
Langeloth Metallurgical Company LLC	Langeloth - USA	Operation	100%
AuRico Metals Inc.	Kemess Project - Canada	Pre-development	100%
Thompson Creek Mining Co.	Thompson Creek Mine - USA	Care and maintenance	100%
Kumtor Gold Company CJSC	Kumtor Mine - Kyrgyz Republic	Discontinued operation	100%

The Company's common shares are listed on the Toronto Stock Exchange and the New York Stock Exchange and trade under the symbols "CG" and "CGAU", respectively.

As of February 24, 2022, there are 297,233,839 common shares issued and outstanding, options to acquire 3,076,614 common shares outstanding under the Company's stock option plan, and 933,718 restricted share units outstanding under the Company's restricted share unit plan (exercisable on a 1:1 basis for common shares). Based on its public filings, as of February 24, 2022, Kyrgyzaltyn beneficially owned 77,401,766 common shares of the Company.

Overview of Consolidated Financial and Operating Highlights

($millions, except as noted)	Three months ended December 31			Year ended December 31		
	2021	2020	% Change	**2021**	2020	% Change
Financial Highlights (continuing operations basis, except as noted)						
Revenue	**251.1**	212.1	18%	**900.1**	721.3	25%
Production costs	**132.0**	99.2	33%	**487.7**	410.0	19%
Depreciation, depletion, and amortization	**31.0**	25.0	24%	**120.5**	95.8	26%
Earnings from mine operations	**88.1**	87.9	0%	**292.0**	215.5	35%
Net earnings from continuing operations	**274.9**	31.6	770%	**446.9**	16.1	2669%
Adjusted net earnings from continuing operations (1)	**35.4**	40.9	(13)%	**149.3**	69.5	115%
Net earnings (loss) from discontinued operations	**—**	63.6	(100)%	**(828.7)**	392.4	(311)%
Net earnings (loss) (2)	**274.9**	95.2	189%	**(381.8)**	408.5	193%
Adjusted net earnings (1)(2)	**35.4**	104.5	(66)%	**233.6**	461.9	(49)%
Cash provided by operating activities from continuing operations	**61.8**	84.3	(27)%	**270.9**	272.4	(1)%
Free cash flow from continuing operations (1)	**38.7**	48.7	(21)%	**178.4**	168.9	6%
Adjusted free cash flow from continuing operations (1)	**44.0**	48.7	(10)%	**192.6**	168.9	14%
Cash provided by operating activities from discontinued operations	**—**	97.6	(100)%	**143.9**	657.6	(78)%
Net cash flow from discontinued operations (3)	**—**	28.1	(100)%	**47.8**	428.9	(89)%
Additions to property, plant and equipment (“PP&E”)	**46.9**	65.8	(29)%	**118.9**	140.7	(15)%
Capital expenditures - total (1)	**28.1**	40.4	(30)%	**93.3**	110.7	(16)%
Sustaining capital expenditures (1)	**25.7**	28.0	(8)%	**88.0**	57.0	54%
Non-sustaining capital expenditures (1)	**2.4**	12.4	(81)%	**5.3**	53.7	(90)%
Net earnings from continuing operations per common share - basic (4)	**0.93**	0.11	764%	**1.51**	0.05	2651%
Net earnings (loss) per common share - $/share basic (2)(4)	**0.93**	0.32	186%	**(1.29)**	1.39	(193)%
Adjusted net earnings from continuing operations per common share - basic (1)(4)	**0.12**	0.14	(14)%	**0.50**	0.24	113%
Adjusted net earnings per common share - $/share basic (1)(2)(4)	**0.12**	0.35	(66)%	**0.79**	1.57	(50)%
Operating highlights (continuing operations basis)						
Gold produced (oz)	**91,197**	82,044	11%	**308,141**	267,923	15%
Gold sold (oz) (5)	**90,312**	73,309	23%	**314,757**	259,603	21%
Average market gold price ($/oz) (6)	**1,795**	1,876	(4)%	**1,799**	1,772	2%
Average realized gold price ($/oz) (7)	**1,504**	1,650	(9)%	**1,485**	1,508	(2)%
Copper produced (000s lbs)	**16,993**	20,376	(17)%	**73,275**	82,816	(12)%
Copper sold (000s lbs)	**17,184**	18,975	(9)%	**78,017**	80,477	(3)%
Average market copper price ($/lb) (6)	**4.40**	3.27	35%	**4.23**	2.80	51%
Average realized copper price ($/lb) (7)	**3.59**	2.79	29%	**2.92**	2.22	32%
Molybdenum sold (000s lbs)	**2,361**	3,610	(35)%	**11,461**	13,667	(16)%
Average market molybdenum price ($/lb)	**18.89**	9.01	110%	**15.98**	8.68	84%
Unit costs (continuing operations basis)						
Gold production costs ($/oz)	**550**	537	2%	**604**	615	(2)%
All-in sustaining costs on a by-product basis ($/oz) (1)	**591**	813	(27)%	**649**	718	(10)%
All-in costs on a by-product basis ($/oz) (1)	**732**	1,144	(36)%	**785**	1,116	(30)%
Gold - All-in sustaining costs on a co-product basis($/oz) (1)	**829**	1,070	(23)%	**891**	954	(7)%
Copper production costs ($/lb)	**1.79**	1.31	37%	**1.51**	1.24	22%
Copper - All-in sustaining costs on a co-product basis – ($/lb) (1)	**2.34**	1.80	30%	**1.94**	1.48	31%

(1) Non-GAAP financial measure. See discussion under “Non-GAAP and Other Financial Measures”.

(2) Inclusive of the results from the Kumtor Mine prior to the loss of control on May 15, 2021.

(3) Calculated as the sum of cash flow provided by operating activities from discontinued operations, cash flow used in investing activities from discontinued operations and cash flow used in financing activities from discontinued operations.

(4) As at December 31, 2021, the Company had 297,064,750 common shares issued and outstanding, of which 26.1% were held by Kyrgyzaltyn.

(5) Includes 6,654 ounces of gold in 2020, which were sold prior to achieving commercial production at the Öksüt Mine on May 31, 2020.

(6) Average for the period as reported by the London Bullion Market Association (“LBMA”) US-dollar Gold P.M. Fix Rate and London Metal Exchange (“LME”).

(7) This supplementary financial measure within the meaning of 52-112 is calculated as a ratio of revenue from the consolidated financial statements and units of metal sold and includes the impact from the Mount Milligan Streaming Arrangement and the impact of copper hedges.

Overview of Consolidated Results

Although the Company remains the rightful legal owner of KGC, due to the seizure of the Kumtor Mine and the continuing actions by the Kyrgyz Republic and Kyrgyzaltyn, the Company derecognized the assets and liabilities of the Kumtor Mine in the statements of financial position and presented its financial and operating results prior to the loss of control as discontinued operations for the three months and year ended December 31, 2021 and 2020. As a result, the Company's consolidated results from continuing operations discussed in this MD&A (including prior periods) exclude the Kumtor Mine's operations, unless otherwise noted.

Fourth Quarter 2021 compared to Fourth Quarter 2020

Net earnings of $274.9 million were recognized in the fourth quarter of 2021, compared to net earnings from continuing operations of $31.6 million in the fourth quarter of 2020. The increase in net earnings was primarily due to a $117.3 million impairment reversal at the Mount Milligan Mine (net of tax), the recognition of a $144.0 million deferred tax asset related to the Mount Milligan Mine and a $25.0 million incremental gain recognized on the sale of the Company's interest in the Greenstone Gold Mines Partnership ("Greenstone Partnership"). The increase was partially offset by higher current income tax expense related to the Öksüt Mine. The Company did not report any earnings related to discontinued operations in the fourth quarter of 2021. Net earnings from discontinued operations were $63.6 million in the fourth quarter of 2020.

Adjusted net earnings[NG] of $35.4 million were recognized in the fourth quarter of 2021, compared to adjusted net earnings [NG] from continuing operations of $40.9 million in the fourth quarter of 2020. The slight decrease in adjusted net earnings[NG] was primarily due to a decrease in gold sold at the Öksüt Mine and a decrease in the copper sold at the Mount Milligan Mine, partially offset by an increase in gold sold at the Mount Milligan Mine.

The most significant adjusting items to net earnings in the fourth quarter of 2021 were:

- $11.3 million in legal and other costs directly related to the seizure of the Kumtor Mine;
- $24.2 million reclamation provision revaluation expense at sites on care and maintenance in the Molybdenum BU, resulting primarily from the change in estimated future reclamation cash flows and a decrease in the discount rate applied to these cash flows;
- $132.7 million of income tax adjustments related primarily to the recognition of a deferred tax asset related to the Mount Milligan Mine;
- $117.3 million, net of tax, related to the impairment reversal of the Mount Milligan Mine; and
- $25.0 million gain on the sale of the Greenstone project as a result of the construction decision milestone at the Greenstone project, triggering an additional payment to the Company by no later than December 2023.

The most significant adjusting item to net earnings from continuing operations in the fourth quarter of 2020 was a $9.3 million reclamation provision revaluation expense at sites on care and maintenance in Molybdenum BU, primarily due to a decrease in the discount rate being applied to the estimated future reclamation cash flows.

Cash provided by operating activities was $61.8 million in the fourth quarter of 2021, compared to cash provided by operating activities from continuing operations of $84.3 million in the fourth quarter of 2020. The decrease in cash provided by operating activities was primarily due to an unfavourable working capital change at the Molybdenum BU from an increase in product inventory held and a higher average molybdenum price and an increase in income taxes paid of $9.6 million, primarily related to the Öksüt Mine. The Company did not report any cash flows related to discontinued operations in the fourth quarter of 2021. Cash provided by operating activities from discontinued operations was $97.6 million in the fourth quarter of 2020.

Free cash flow[NG] of $38.7 million was recognized in the fourth quarter of 2021, compared to free cash flow [NG] from continuing operations of $48.7 million in the fourth quarter of 2020. The decrease in free cash flow[NG] was primarily due to lower cash provided by operating activities, partially offset by slightly lower sustaining capital expenditures[NG].

Year ended December 31, 2021 compared to 2020

A net loss of $381.8 million was recognized in 2021, compared to net earnings of $408.5 million in 2020. The decrease was primarily due to the loss of $926.4 million recognized on the change of control of the Kumtor Mine and a full year of earnings from the Kumtor Mine in 2020, compared to four and half months in 2021. Net earnings from continuing operations of $446.9 million were recognized in 2021, compared to $16.1 million in 2020. The increase was primarily due to a $117.3 impairment reversal at the Mount Milligan Mine (net of tax), the recognition of a $144.0 million deferred tax asset related to the Mount Milligan Mine, a gain of $97.3 million on the sale of the Company's interest in the Greenstone Partnership, an increase in earnings from mine operations at the Mount Milligan Mine and the Molybdenum BU and a decrease in reclamation expense at sites placed on care and maintenance. The increase was partially offset by higher tax expense resulting from both the gain on the sale of the Company's interest in the Greenstone Partnership and higher income tax expense related to the Öksüt Mine.

Adjusted net earnings[NG] were $233.6 million in 2021, compared to adjusted net earnings [NG] of $461.9 million in 2020. The difference is primarily due to the inclusion of earnings from operations from the Kumtor Mine up to the loss of control on May 15, 2021 of $84.4 million, compared to a full year of earnings from operations from the Kumtor Mine in 2020 of $394.3. Adjusted net earnings[NG] from continuing operations in 2021 were $149.3 million, compared to $69.5 million in 2020.

Significant adjusting items to net loss in 2021 include:

- $926.4 million loss on the change of control of the Kumtor Mine;
- $27.5 million of legal and other related costs directly related to the seizure of the Kumtor Mine;
- $24.1 million reclamation provision revaluation expense at sites on care and maintenance in the Molybdenum BU, resulting primarily from the change in the estimated future reclamation cash flows and a decrease in the discount rate applied to these cash flows;
- $132.7 million of income tax adjustments related primarily to the recognition of a deferred tax asset related to the Mount Milligan Mine;
- $117.3 million, net of tax, related to the impairment reversal of the Mount Milligan Mine;
- $97.3 million gain on the sale of the Greenstone Partnership; and
- $15.3 million gain from the discontinuance of the Kumtor Mine's fuel hedging instruments.

The most significant adjusting item to net earnings in 2020 was a $53.4 million reclamation provision revaluation expense at sites on care and maintenance related to the Molybdenum BU, resulting solely from the movement in the discount rate being applied to the estimated future reclamation cash flows.

Cash provided by operating activities from continuing operations was $270.9 million in 2021, compared to $272.4 million in 2020. The decrease in cash provided by operating activities from continuing operations was primarily due to an unfavourable working capital change at the Molybdenum BU from an increase in product inventory held at a higher average molybdenum price, a decrease in earnings from mine operations at the Öksüt Mine and an increase in income taxes paid of $17.2 million in 2021 compared to income taxes refunded of $18.5 million in 2020. Partially offsetting the decrease was an increase in earnings from mine operations and a more favourable change in working capital at the Mount Milligan Mine from the timing of vendor payments between periods.

Free cash flow[NG] from continuing operations of $178.4 million was recognized in 2021 compared to $168.9 million in 2020. The increase in free cash flow[NG] from continuing operations was due to lower spending at the Kemess Project as well as no spending at the Greenstone project which was divested in January 2021, partially offset by higher sustaining capital expenditures[NG] at the Öksüt Mine primarily due to heap leach expansion and capitalized drilling costs.

2022 Outlook

The Company's 2022 outlook and comparative actual results for 2021 are set out in the following table and exclude information related to the Goldfield Project:

	Units	Mount Milligan[1]		Öksüt		Consolidated[2]	
(on continuing operations basis)		2021	2022 Guidance	2021	2022 Guidance	2021	2022 Guidance
Production							
Unstreamed gold production	(Koz)	127	123 - 136	112	210 - 240	239	333 - 376
Streamed gold production	(Koz)	69	67 - 74	—	—	69	67 - 74
Total gold production[3]	**(Koz)**	**196**	**190 - 210**	**112**	**210 - 240**	**308**	**400 - 450**
Unstreamed copper production	(Mlb)	59	57 - 65	—	—	59	57 - 65
Streamed copper production	(Mlb)	14	13 - 15	—	—	14	13 - 15
Copper production[3]	**(Mlb)**	**73**	**70 - 80**	**—**	**—**	**73**	**70 - 80**
Costs							
Gold production costs	($/oz)	683	675 - 725	457	300 - 350	604	500 - 550
All-in sustaining costs on a by-product basis[NG]	($/oz)	508	575 - 625	668	425 - 475	649	600 - 650
All-in costs on a by-product basis[NG]	($/oz)	556	600 - 650	694	450 - 500	785	700 - 750
All-in sustaining costs on a co-product basis[NG]	($/oz)	883	900 - 950	668	425 - 475	891	750 - 800
Copper production costs	($/lb)	1.51	1.70 - 1.85	—	—	1.51	1.70 - 1.85
All-in sustaining costs on a co-product basis[NG]	($/lb)	1.94	2.40 - 2.55	—	—	1.94	2.40 - 2.55
Capital Expenditures							
Additions to PP&E	**($M)**	**83.7**	**70 - 75**	**24.9**	**20 - 25**	**118.9**	**95 - 105**
Total Capital Expenditures[NG]	**($M)**	**70.8**	**70 - 75**	**19.6**	**20 - 25**	**93.3**	**95 - 105**
Sustaining capital[NG]	($M)	66.7	65 - 70	18.8	20 - 25	88.0	90 - 100
Non-sustaining capital[NG]	($M)	4.1	5	0.8	—	5.3	5
Other Costs							
Kemess Project	($M)	—	—	—	—	14.1	13 - 15
Molybdenum BU	($M)	—	—	—	—	39.8	15 - 20
Exploration[4]	($M)	—	—	—	—	37.4	35 - 45
Corporate administration	($M)	—	—	—	—	27.1	40 - 45
Depreciation, depletion and amortization	($M)	83.9	95 - 105	30.2	45 - 50	120.5	150 - 165
Current income taxes	($M)	—	—	—	—	40.1	85 - 100
Cash Flows							
Cash provided by operating activities	($M)	—	—	—	—	270.9	300 - 350
Free cash flow[NG]	($M)	—	—	—	—	178.4	200 - 250

(1) The Mount Milligan Streaming Arrangement entitles Royal Gold to 35% and 18.75% of gold and copper sales, respectively, and requires Royal Gold to pay $435 per ounce of gold and 15% of the spot price per metric tonne of copper delivered. Assuming a market gold price of $1,700 per ounce and market copper price of $4.00 per pound, Mount Milligan Mine's average realized gold and copper price for 2022 would be $1,257 per ounce and $3.36 per pound, respectively.

(2) Unit costs and consolidated unit costs include a credit for forecasted copper sales treated as by-product for all-in sustaining costs. Production for copper and gold reflects estimated metallurgical losses resulting from handling of the concentrate and metal deductions, subject to metal content, levied by smelters.

(3) Gold and copper production at the Mount Milligan Mine assumes recoveries of 69% and 81%, respectively, and 72% gold recovery at the Öksüt Mine. 2022 gold ounces and copper pounds sold are expected to be consistent with production.

(4) Includes both expensed and capitalized exploration costs and excludes business development expenses. Capitalized exploration costs are included in the sustaining capital expenditures[NG].

Production Profile

Centerra's 2022 gold production is expected to be between 400,000 to 450,000 ounces, compared to 308,141 ounces produced in 2021.

Mount Milligan Mine's 2022 production is expected to be consistent with 2021. Gold production is expected to be in the range of 190,000 to 210,000 ounces compared to 196,438 ounces produced in 2021. Copper production is expected to be in the range of 70 to 80 million pounds compared to 73 million pounds produced in 2021. Gold and copper production is expected to be back-end weighted in 2022, with the first half of the year representing approximately 40% of the 2022 annual metal production total while the second half of the year will represent approximately 60% of the 2022 annual metal production total. The changes to expected gold and copper production at the Mount Milligan Mine are due to mine sequence.

At the Öksüt Mine, 2022 gold production is expected to increase to the range of 210,000 to 240,000 ounces compared to 111,703 ounces produced in 2021. Gold production is expected to be back-end weighted in 2022, with the first half of the year representing approximately 40% of the 2022 annual gold production total while the second half of the year will represent approximately 60% of the 2022 annual gold production total. The average grade of ore stacked to the heap leach pad in 2022 is expected to be approximately 2.30 g/t compared to 1.54 g/t in 2021. Gold production guidance assumes that mining will continue at the Keltepe pit and the Güneytepe pit and assumes the receipt of permits from local authorities mid-2022.

Cost Profile

Gold production costs are expected to be in the range of $500 to $550 per ounce in 2022, a reduction from $604 per ounce in 2021, primarily due to higher gold sales at the Öksüt Mine. Mount Milligan Mine's gold production costs are expected to be in the range of $675 to $725 per ounce in 2022, compared to $683 per ounce in 2021 as higher mining, milling and site administration costs are expected to be partially offset by a higher allocation of costs to copper. Gold production costs at the Öksüt Mine are expected to be in the range of $300 to $350 per ounce in 2022, a significant decrease compared to $457 per ounce in 2021, primarily due to an increase in gold production, partially offset by slightly higher operating costs, including higher royalty costs due to higher revenue.

Copper production costs at the Mount Milligan Mine are expected to be $1.70 to $1.85 per pound in 2022, an increase from $1.51 per pound of copper in 2021. The increase in copper production costs is due to higher mining, milling and site administration costs at the mine, and a higher allocation of these costs to copper in 2022.

Consolidated all-in sustaining costs on a by-product basis[NG] are expected to be in the range of $600 to $650 per ounce, compared to $649 per ounce in 2021. Mount Milligan Mine's all-in sustaining costs on a by-product basis[NG] are expected to be in the range of $575 to $625 per ounce in 2022 compared to $508 per ounce in 2021, primarily due to higher production costs. The expected increase in production costs at the Mount Milligan Mine is primarily due to inflationary pressure. In 2021, the Mount Milligan Mine benefited from significant levels of inventory purchased at lower cost in 2020, which insulated the Company from the impacts of COVID-19 and inflation. The Öksüt Mine's all-in sustaining costs on a by-product basis per ounce[NG] are expected to be in the range of $425 to $475 per ounce, a significant decrease compared to $668 per ounce in 2021 due to an increase in gold ounces sold, partially offset by higher operating costs. Consolidated all-in sustaining costs on a by-product basis per ounce[NG] are estimated to be in the range of $600 to $650 per ounce for 2022 compared to $649 per ounce in 2021, which reflect higher operating costs at the Mount Milligan Mine, higher corporate administration costs, offset by a significant increase in ounces sold for the Öksüt Mine.

Consolidated all-in costs on a by-product basis[NG] are expected to be in the range of $700 to $750 per ounce, a decrease compared to $785 in 2021. The Mount Milligan Mine's all-in costs on a by-product basis[NG] are expected to be in the range of $600 to $650 per ounce in 2022 compared to $556 per ounce in 2021. The all-in costs on a by-product basis per ounce[NG] at the Mount Milligan Mine are expected to increase in 2022 due to higher operating costs compared to 2021. The Öksüt Mine's all-in costs on a by-product basis[NG] are forecasted to be in the range of $450 to $500 per ounce, a significant decrease compared to $694 per ounce in 2021 due to an increase in gold ounces sold, partially offset by higher operating costs.

Capital Expenditures

Additions to PP&E, which is a GAAP figure, include certain non-cash additions to PP&E such as changes in future reclamation costs and capitalization of leases while capital expenditures[NG], comprised of sustaining capital expenditures[NG] and non-sustaining capital expenditures[NG], which are non-GAAP measures and exclude them. Consolidated additions to PP&E in 2022 are expected to be in the range of $95 to $105 million compared to $118.9 million in 2021. Total capital expenditures[NG] in 2022 are expected to be in the range of $95 to $105 million, consistent with 2022 expected additions to PP&E and slightly higher than 2021 capital expenditures[NG] of $93.3 million, primarily due to a slight increase in sustaining capital expenditures at the Öksüt Mine.

Sustaining capital expenditures[NG] in 2022 are expected to be $90 to $100 million, a slight increase from $88 million in 2021. Sustaining capital expenditures[NG] in 2022 at the Mount Milligan Mine are estimated to be in the range of $65 to $70 million, in line with $66.7 million in 2021 and relate primarily to the tailings storage facility ("TSF") costs, major overhauls and water management costs. Sustaining capital expenditures[NG] in 2022 at the Öksüt Mine are expected to be $20 to $25 million compared to $18.8 million in 2021 and relate primarily to the heap leach expansion, improvements to the absorption, desorption and recovery ("ADR") plant, capitalized stripping costs and other site support equipment costs.

Non-sustaining capital expenditures[NG] in 2022 are consistent with prior year and relate to the Stage Flotation Reactors ("SFR") project to improve future metal recoveries at the Mount Milligan Mine, which is expected to be commissioned in the first half of 2022.

Molybdenum Business Unit

In 2022, care and maintenance expenses and reclamation expenditures related to the Molybdenum BU are estimated to be between $20 and $25 million, including approximately $5 to $7 million of reclamation expenditures at the Endako Mine. In 2021, the Company incurred $14.6 million of care and maintenance expenses related to the Molybdenum BU and $1.0 million of reclamation expenditures at the Endako Mine. 2022 care and maintenance costs are expected to be partially offset by the cash generated by the Langeloth metallurgical processing facility. The net cash required to maintain the Molybdenum BU is expected to be in the range of $15 to $20 million, compared to $39.8 million in 2021. The Company's assumed molybdenum price for 2022 is $17 per pound compared to average market price of $16 per pound in 2021.

Exploration Expenditures

	Mount Milligan		Öksüt		Other		Consolidated	
($millions)	2021	2022 Guidance	2021	2022 Guidance	2021	2022 Guidance	2021	2022 Guidance
Exploration								
Expensed	$6	$6	$2	$5	$24	$18 - $28	$32	$29 - $39
Capitalized(1)	$3	$6	$2	—	—	—	$5	$6
	$9	**$12**	**$4**	**$5**	**$24**	**$18 - $28**	**$37**	**$35 - $45**

(1) Included in sustaining capital expenditures[NG].

Planned exploration expenditures for 2022 are expected to be between $35 million and $45 million, including approximately $17 million for exploration at our existing mine sites and the balance for greenfield and generative exploration programs at other locations. At the Mount Milligan Mine, exploration activities are focused on extending resources and reserves below the current ultimate pit boundary by testing the width and continuity of a corridor of high- grade mineralization in the MBX stock footwall. At the Öksüt Mine, the key objectives for drilling activities in 2022 include expanding oxide gold resources at the Keltepe North, Keltepe Northwest, and Keltepe North-Northwest deposits. Greenfield exploration programs will focus on expanding and enhancing existing portfolio of projects in the US, Canada, Turkey, Finland and other global locations which include $3 million for the Sivritepe project in Turkey.

In addition to the exploration expenditures identified above, the Company expects to incur $15 to $20 million in relation to the exploration activities at the Goldfield Project in 2022.

Corporate Administration

Corporate and administration expenses for 2022 are expected to be in the range of $40 to $45 million (including $8 million to $10 million of stock-based compensation expense). Corporate and administration expenses in 2021 were $27.1 including stock-based compensation expense of $1.3 million. The corporate and administration expenses are expected to be higher in 2022 compared to 2021 due to higher stock-based compensation expense, higher travel and personnel costs assuming a return to in-office work arrangements and lifting of public health measures and travel advisories, higher consulting costs related to corporate initiatives, including implementation of new enterprise resource planning software and higher insurance costs.

Depreciation, Depletion and Amortization

Consolidated depreciation, depletion, and amortization ("DD&A") expense included in costs of sales expense for 2022 is expected to be in the range of $150 to $165 million, an increase compared to $120.5 million in 2021, primarily due to the increased PP&E depreciable balance from the reversal of an impairment at the Mount Milligan Mine in the fourth quarter of 2021. Mount Milligan Mine's DD&A expense is expected to be $95 to $105 million, and Öksüt Mine's DD&A expense is expected to be $45 to $50 million in 2022.

Taxes

Income tax in relation to the Öksüt Mine is estimated to be between $80 to $90 million, reflecting a 23% income tax rate, as well as withholding tax on expected repatriation of earnings. The higher 2022 tax expense at the Öksüt Mine reflects the full utilization of the Investment Incentive Certificate by the end of 2021. The Mount Milligan Mine is subject to British Columbia mineral tax which is forecast to be between $5 and $10 million.

Cash Flow Profile

The Company expects higher cash generation in 2022 compared to cash generation from continuing operations in 2021. In 2022, consolidated cash provided by operating activities and free cash flow[NG] are expected to be in the range of $300 to $350 million and $200 to $250 million, respectively. Consolidated cash provided by operating activities and free cash flow[NG] from continuing operations in 2021 were $270.9 million and $178.4 million, respectively. The increase in cash generation from continuing operations in 2022 compared to 2021, is primarily due to an increase in gold ounces sold at the Öksüt Mine, partially offset by higher production costs at both mines, an increase in sustaining capital expenditures[NG] at the Öksüt Mine, higher cash taxes at the Öksüt Mine and higher corporate administration spending.

2022 Material Assumptions

Material assumptions or factors used to forecast production and costs for 2022, after giving effect to the hedges in place as at December 31, 2021, include the following:

- a market gold price of $1,700 per ounce and an average realized gold price at the Mount Milligan Mine of $1,257 per ounce after reflecting the streaming arrangement with Royal Gold (35% of the Mount Milligan Mine's gold is sold for $435 per ounce).
- a market copper price of $4.00 per pound and an average realized copper price at the Mount Milligan Mine of $3.36 per pound after reflecting the streaming arrangement with Royal Gold (18.75% of the Mount Milligan Mine's copper is sold at 15% of the spot price per metric tonne).
- a molybdenum price of $17.00 per pound.
- exchange rates: $1USD:$1.26 CAD; $1USD:13.0 Turkish lira; with a Turkish inflation assumption of 36%.
- diesel fuel price assumption: $0.72/litre (CAD$0.91/litre) at the Mount Milligan Mine.

Mount Milligan Streaming Arrangement

The Mount Milligan Mine is an open pit mine located in north central British Columbia, Canada producing a gold and copper concentrate. Production at the Mount Milligan Mine is subject to an arrangement with RGLD Gold AG and Royal Gold, Inc. (together, "Royal Gold") pursuant to which Royal Gold is entitled to purchase 35% of the gold produced and 18.75% of the copper production at the Mount Milligan Mine for $435 per ounce of gold delivered and 15% of the spot price per metric tonne of copper delivered (the "Mount Milligan Streaming Arrangement"). To satisfy its obligations under the Mount Milligan Streaming Arrangement the Company purchases refined gold and copper warrants and arranges for delivery to Royal Gold. The difference between the cost of the purchases of refined gold and copper warrants, and the corresponding amounts payable to the Company under the Mount Milligan Streaming Arrangement is recorded as a reduction of revenue and not a cost of operating the mine.

Other Material Assumptions

Other material assumptions used in forecasting production and costs for 2022 can be found under the heading " *Caution Regarding Forward-Looking Information*" in this document. Production, cost, and capital forecasts for 2022 are forward- looking information and are based on key assumptions and subject to material risk factors that could cause actual results to differ materially and which are discussed under the heading "Risks That Can Affect Centerra's Business" in the Company's most recent AIF. The costs and cash flow impact associated with continued litigation and/or potential settlement of the Kumtor Mine dispute have not been incorporated into the 2022 guidance.

2022 Sensitivities

Centerra's revenues, earnings, and cash flows for 2022 are sensitive to changes in certain key inputs or currencies. The Company has estimated the impact of any such changes on revenues, net earnings, and cash flows.

		Impact on ($millions)					Impact on ($ per ounce sold)
		Production Costs & Taxes	Capital Costs	Revenues	Cash flows	Net earnings (after tax)	All-in sustaining costs on a by- product basis per ounce[NG]
Gold price	**$50/oz**	1.5 - 4.0	—	16.5 - 19.0	12.5 - 17.5	12.5 - 17.5	4.0 - 5.0
Copper price[(1)]	**10%**	0.2 - 0.4	—	4.4 - 6.7	4.2 - 6.5	4.2 - 6.5	14.5 - 16.5
Diesel fuel[(1)]	**10%**	1.5 - 1.6	0.3 - 0.5	—	1.8 - 2.1	1.5 - 1.6	4.5 - 5.5
Canadian dollar[(1)(2)]	**10 cents**	11.5 - 13.5	1.5 - 2.0	—	13.0 - 15.5	11.5 - 13.5	34.5 - 39.0
Turkish lira[(2)(3)]	**1 lira**	1.5 - 2.5	0.5 - 1.0	—	2.0 - 3.5	2.0 - 3.5	5.0 - 7.0

(1) Includes the effect of the Company's copper sales, diesel fuel and Canadian dollars hedging programs, with current 2022 exposure coverage approximately 70%, 65% and 65%, respectively.
(2) Appreciation of currency against the US dollar will result in higher costs and lower cash flow and earnings, depreciation of currency against the U.S. dollar results in decreased costs and increased cash flow and earnings.
(3) Assumes an increase in the Turkish Lira will be partially offset by inflation.

Production, cost and capital guidance for 2022 are forward-looking information and are based on key assumptions and subject to material risk factors that could cause actual results to differ materially and which are discussed herein under the headings "2022 Material Assumptions" and "Caution Regarding Forward-Looking Information" in this document and under the heading "Risks That Can Affect Centerra's Business" in this document and the Company's most recently filed AIF.

Mount Milligan Mine Technical Report and Three-Year Outlook / 2023 Guidance Update

The Company expects to conclude its ongoing life of mine planning work and issue a new National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") technical report for the Mount Milligan Mine in the second quarter of 2022. Accordingly, the Company is reviewing its consolidated three-year outlook, including 2023 guidance which is likely to change from previously issued guidance and should no longer be relied upon. The Company expects to release an updated three-year outlook during the second quarter of 2022.

Recent Events and Developments

Goldfield Project

On February 22, 2022, Centerra announced that it had entered into an agreement to acquire Gemfield Resources LLC, owner of the Goldfield Project, from Waterton Nevada Splitter, LLC for total consideration comprised of $175 million in cash at closing and a $31.5 million deferred milestone payment. At the option of Centerra, the deferred milestone payment is payable in cash or common shares of the Company and becomes payable the earlier of 18 months following the closing of the transaction or the date a construction decision is confirmed with respect to the project, among other things.

Goldfield is a conventional open-pit, heap leach project located in a Tier 1 mining jurisdiction and contains three known deposits. The Company believes that the project has an upside potential from its large, under-explored land position in an established mining area in Nevada. The project increases Centerra's exposure to North America and provides an asset that can act as a foothold for further opportunities in the United States.

The Company has identified numerous targets for drilling activities in 2022 with the potential to expand known deposits. Centerra also plans to further refine existing technical studies undertaken to date by the previous owner, with a resource estimate expected to be released in the first half of 2023 and an updated technical study thereafter.

Kumtor Mine

In 2021, the Kyrgyz Republic and Kyrgyzaltyn took a number of coordinated actions that resulted in the seizure of the Kumtor Mine by the Kyrgyz Republic and a loss of control of the Kumtor Mine by Centerra. In particular:

- The Kyrgyz Republic Parliament established a State Commission in February 2021 to, among other things, review the performance of the Kumtor Mine and to review the results of a previous Kyrgyz Republic State Commission established in 2012.

- The Kyrgyz Republic Government resurrected a number of historical tax claims and environmental claims relating to Kumtor, each of which was resolved years prior either through previous settlements or Kyrgyz court decisions. When the Company disclosed the tax claims in March 2021, the amounts claimed by the Kyrgyz Republic were estimated to be approximately $352 million, including taxes, interest and penalties and the Kyrgyz officials subsequently increased the amounts claimed to over $1 billion and brought them into the arbitration proceedings. The Company denies these claims;

- A Kyrgyz court rendered a decision awarding damages against KGC of approximately $3.1 billion payable to the Kyrgyz Republic in respect of alleged damages caused by KGC's past practice of placing waste rock on glaciers. The Company denies these claims;

- During the spring of 2021, the Kyrgyz Republic Parliament began to consider several laws and legislative amendments that, among other things, would fundamentally alter and breach the 2009 restated Kumtor project agreements, including the 2009 Kyrgyz law that ratified the Kumtor project agreements. Such amendments would not only delete provisions that ensure the primacy of the Kumtor project agreements over other Kyrgyz legislation, but also subject Kumtor to certain Kyrgyz laws of general application, including tax laws; and,

- The Kyrgyz Republic seized control of the Kumtor Mine on May 15, 2021 through a coordinated effort to take control of the Kumtor Mine site, KGC's offices, personnel, computers and documents. The Kyrgyz Republic acted following a preliminary report of the State Commission which made a number of groundless claims against Centerra, KGC and the Kumtor Mine and under the purported authority of a new Temporary Management Law hastily passed by the Kyrgyz Republic Parliament only a few days prior to such seizure.

According to statements made by Kyrgyz Republic authorities during and after the events described above, the Company understands that the Government of the Kyrgyz Republic has opened a series of criminal investigations relating to the Kumtor Mine and, in particular, alleged corruption of previous agreements entered into between Centerra, its predecessor, and the Government of the Kyrgyz Republic. The Company further understands that at various times the Kyrgyz Republic Government has arrested or detained a significant number of former Kyrgyz politicians and government officials, including several former prime ministers, in connection with such investigations.

In addition, there have been reports that the Kyrgyz Republic has reopened a series of criminal investigations in connection with the Kyrgyz Republic General Prosecutor Office's attempt to unwind an ordinary course $200 million dividend declared and paid by KGC to its sole shareholder, Centerra, in December 2013. The Company also understands that the Kyrgyz Republic has opened a criminal investigation into alleged "cyber-sabotage" and violations of Kumtor Mine employee rights related to actions taken by Centerra to disable Kyrgyz users from accessing its IT systems around the time of the seizure of the Kumtor Mine. Such reports identify certain members of former Centerra and KGC management teams and state that those individuals were prosecuted in absentia and put on wanted lists by the State Committee for National Security of the Kyrgyz Republic. The use of the Kyrgyz criminal law and investigations as a pressure tactic in aid of economic or commercial goals is not new for the Kyrgyz Republic. The Company denies any such allegations, which should be viewed in the broader context, including the Kyrgyz Republic Government's goal of seizing the Kumtor Mine and intimidating its political opponents.

Centerra, KGC and Kumtor Operating Company CJSC ("KOC") have taken a number of measures in response to the Kyrgyz Republic's unjustified and illegal seizure of the Kumtor Mine. In particular:

- The Company has initiated binding arbitration against the Kyrgyz Republic and Kyrgyzaltyn to enforce its rights under longstanding agreements governing the Kumtor Mine and to, among other things, hold the Kyrgyz Republic and Kyrgyzaltyn accountable for any and all losses and damages that result from its actions against KGC and the Kumtor Mine. Following the resignation of the arbitrator on October 27, 2021 (citing the refusal by the Kyrgyz Republic and Kyrgyzaltyn to agree to protections he had requested against personal claims being brought against him by the parties or to pay his requested fees), a new arbitrator was appointed to adjudicate the arbitration dispute. The Company also filed an application requesting urgent interim measures in connection with the arbitration proceedings to address certain critical operational and safety problems at the Kumtor Mine to preserve the status quo at the Kumtor Mine and obtain some transparency and reporting as to the mine's activities;

- In accordance with longstanding shareholder and investment agreements, the Company has taken steps to restrict Kyrgyzaltyn from transferring or encumbering any common shares of the Company or exercising any voting rights or dissent rights attached to Centerra common shares. In addition, dividends or distributions on Centerra common shares that would otherwise be payable to Kyrgyzaltyn or its affiliates are waived and will be donated to the Company to the extent such dividends or distributions can be attributed reasonably to KGC (or the Kumtor Mine's assets or operations) or distributions from KGC;

- KGC and KOC filed for protection under Chapter 11 of the federal U.S. Bankruptcy Code in the Southern District of New York. The court-supervised process provides for, among other things, a worldwide automatic stay of all claims against KGC and KOC which the Company hopes will deter the Kyrgyz Republic from taking further precipitous action against KGC and the Kumtor Mine, including actions to enforce the meritless environmental and tax claims noted above; and,

- The Company initiated proceedings in the Ontario Superior Court of Justice against Tengiz Bolturuk, a former director of the Company who resigned from the Company's board of directors to assume control of the Kumtor Mine on behalf of the Kyrgyz Republic as external manager, for breaches of his fiduciary duties to the Company.

No assurances can be given that Centerra will be successful in any of the foregoing legal proceedings. There also remains the further risk that additional regulatory, tax, or civil claims will be commenced against the Company and/or its Kyrgyz subsidiaries.

Since late 2021, the Company has been engaged in discussions and negotiations with representatives of the Government of the Kyrgyz Republic to resolve the outstanding disputes relating to the illegal seizure of control of the Kumtor Mine by the Government of the Kyrgyz Republic in May 2021. On January 3, 2022, and subsequent to the year ended December 31, 2021, Centerra publicly confirmed such negotiations and stated the framework of a resolution under discussion could involve the following principal terms:

- Centerra receiving the approximately 26.1% in Centerra common shares held by Kyrgyzaltyn (an instrumentality of the Kyrgyz Republic). Upon receipt, Centerra would cancel the shares surrendered by Kyrgyzaltyn.

- The Kyrgyz Republic receiving, and assuming all responsibility for KGC and KOC, the Company's two Kyrgyz subsidiaries, and the Kumtor Mine.
- Payment, by Centerra, of a cash amount equal to the net amount of the three dividends paid by Centerra in 2021 that Kyrgyzaltyn did not receive as a result of the seizure of the mine and certain other financial consideration associated with the settlement of intercompany balances between Centerra and its Kyrgyz subsidiaries.
- The resignation from Centerra's Board of Directors of Kyrgyzaltyn's two nominees.
- Full and final releases of all claims of the parties and termination of all legal proceedings involving the parties in all jurisdictions with no admissions of liability.

Negotiations with representatives of the Government of the Kyrgyz Republic are ongoing, and there can be no assurance that any proposed resolution will be consummated or as to the final economic and other terms and conditions of any such resolution, if agreed. Any such resolution would need to be formalized in a definitive agreement and would be subject to compliance with all applicable legal and regulatory requirements and approvals, including any applicable independent valuation or shareholder or government approval requirements.

On February 15, 2022, the Ontario Superior Court of Justice rendered a decision in the Company's favour in its application for an order restraining Tengiz Bolturuk from breaching of his fiduciary duties as a former director of the Company. The Ontario Superior Court of Justice issued an injunction, permanently enjoining Mr. Bolturuk from disclosing or using any of the Company's confidential information and restraining him from having any involvement, directly or indirectly, with the management, operation or control of the Kumtor Mine so long as Centerra has or asserts an interest in KGC or the Kumtor Mine, as well as awarding costs to the Company. As previously noted, Mr. Bolturuk resigned from the Company's Board of Directors in May 2021 to assume control of the Kumtor Mine on behalf of the Kyrgyz Republic as external manager. No assurances can be given that any injunctions ordered are respected, or that any costs awards granted in connection with any resolved proceedings will be paid.

For more information regarding the events surrounding the seizure of the Kumtor Mine, please refer to the Company's Management's Discussion and Analysis for the periods ended March 31, 2021, June 30, 2021, and September 30, 2021.

COVID-19 Update

Centerra continues to take steps to minimize the effect of the COVID-19 pandemic on its business. The Company has established strict protocols at its mine sites to help prevent infection and reduce the potential transmission of COVID-19. A testing facility, funded by the Company, has been recently established at the Mount Milligan Mine to perform rapid testing of all employees, contractors, and other visitors to the site. Vaccination clinics have been set up for employees and contractors at the Mount Milligan Mine and the Öksüt Mine. As at December 31, 2021, more than 99% and 75% of site employees at the Öksüt Mine have received two and three doses of vaccination, respectively. A vaccination program was also conducted at the Mount Milligan Mine making first second and third doses available to all employees. The Company believes that this program, in combination with a robust provincial program in British Columbia, has resulted in a large percentage of employees being inoculated. While COVID-19 vaccination rates continue to rise in the communities and countries in which the Company operates its mine sites and offices, the Company continues to maintain its COVID-19 protocols.

Neither the Mount Milligan Mine nor the Öksüt Mine have been adversely impacted by COVID-19 in any significant way as employee absences due to COVID-19, or any other illnesses, have so far been successfully managed. However, the Company notes that the effects of COVID-19 on its business continue to change rapidly. Centerra continues to assess the resiliency of its supply chains, maintaining increased mine site inventories of key materials and fixed asset components. Additionally, the Company is pursuing an active sourcing strategy to identify potential alternatives for its critical supplies that can be purchased in alternative countries to reduce the risk of extended lead-times while trying to maintain an optimal cost structure. All measures enacted to date reflect the Company's best assessment at this time but will remain flexible and will be revised as necessary or advisable and/or as recommended by public health and governmental authorities.

Employee Health and Safety

Centerra continued to develop and implement best international practices and initiatives in 2021. The Company's safety leadership program, *Work Safe | Home Safe* has been implemented across the company and continues to be a foundational cornerstone of Centerra's safety culture. Extensive health and safety training continued to be provided to employees during 2021. Centerra also continued on its journey of safety risk management through the development and implementation of several health and safety risk mitigation measures including the mitigation of fatal risk and critical control management. The success of these initiatives resulted in an overall reduction in the total number of significant incidents by 41% in 2021 compared to 2020.

The Company's total reportable injury frequency rate in 2021 was 1.02, higher than expectation, primarily due an increase in reportable incidents at the Mount Milligan Mine. The Company has formulated a strategy to improve the current performance by expanding safety leadership training programs and dedicating more professional on-site resources towards improving health and safety performance. Despite the overall disappointing safety score, the Company recognized the following important milestones during the year ended December 31, 2021:

- The Öksüt Mine achieved two million work hours without a lost-time injury;
- The Thompson Creek Mine, Langeloth Facility and Kemess Project each achieved one full year without a lost- time injury;
- The Endako Mine achieved eight years without a lost-time injury.

The Company's strategic initiatives for 2022 include the ongoing implementation of a new data collection and analysis software application to enhance its reporting function and, the initiation of a corporate level occupational health and industrial hygiene program.

Environmental

Centerra is subject to certain environmental regulations in connection with our exploration, development, mining, and reclamation activities in each of the jurisdictions in which the Company operates. Prior to development and expansion, each mining property is subject to environmental assessment and permitting processes, including the engagement with applicable stakeholders. Environmental management plans and internal audits guide the compliance and monitoring programs at each operating site. The Company works closely with regulatory authorities in each jurisdiction where it operates to ensure ongoing compliance. In 2021, there were no reportable releases to the environment.

Centerra actively manages six TSFs. One facility is currently active, three are on care and maintenance, one is entering the closure phase and the final one is in the early stages of the closure phase. Centerra's TSFs are actively managed to maintain structural performance and ensure worker, environmental and public safety. Centerra's TSFs are designed in accordance with all applicable dam safety regulations and requirements. In addition, operation of the TSFs is informed by, and routinely checked against, guidance from the Canadian Dam Association and the International Commission on Large Dams. The Company has three types of TSFs: centreline (Mount Milligan Mine and Thompson Creek Mine), modified centreline (Kemess Project) and upstream (Endako Mine). The Öksüt Mine has a heap leach facility and does not have a TSF.

Mining properties have closure and reclamation plans and related financial assurance. The Company adopts a strict regime for mine closure including at least annual updates to its reclamation provisions which are aligned with the International Council on Mining and Metals Mine Closure framework. The Company's total liability for reclamation and closure cost obligations at December 31, 2021 was estimated to be $337.5 million. The Company provides financial assurance (surety bonds and letters of credit) for reclamation costs related to the operations in North America. As at December 31, 2021, the Company has provided the regulatory authorities with $165.7 million in reclamation bonds and letters of credit for mine closure obligations. For more information please see note 15 to the annual financial statements.

Risks That Can Affect Centerra's Business

Overview

The Company's business contains significant risk due to the nature of mining, exploration, and development activities. Certain risk factors, including but not limited to those listed below, are similar across the mining industry while others are specific to Centerra. The risk factors below may include details of how Centerra seeks to mitigate these risks where possible. For additional discussion of risk factors please refer to the Company's Annual Information Form for the year ended December 31, 2020, which is available on the Company's website www.centerragold.com, at SEDAR at www.sedar.com and EDGAR at www.sec.gov/edgar.

The Company is subject to risks that can have a material effect on the profitability, future cash flow, financial condition of the Company and its stated mineral reserves. Some of these risks relate to the mining industry in general, and others apply to specific properties, operations or planned operations. The Company has implemented an enterprise risk management ("ERM") program which applies to all of its operations and corporate offices. The program is based on leading international risk management standards and industry best practice. It employs both a bottom-up and top-down approach to identify and address risks from all sources that threaten the achievement of the Company's objectives.

The ability to deliver on the Company's vision, strategic objectives and operating guidance depends on Centerra's ability to understand and appropriately respond to the uncertainties or "risks" the Company faces that may prevent Centerra from achieving the Company's objectives. In order to achieve this, Centerra:

- Maintains a framework that permits the Company to manage risk effectively and in a manner that creates the greatest value through risk informed decision making;
- Integrates a process for managing risk into all the Company's important decision-making processes so that Centerra reduces the effect of uncertainty on achieving the Company's objectives;
- Actively monitors key controls the Company relies on to achieve Centerra's objectives so that they remain in place and are effective at all times; and,
- Provides assurance to senior management and relevant committees of the Board on the effectiveness of key control activities.

Centerra's Vice President, Risk & Insurance is responsible for providing the requisite tools, guidance, and leadership of the ERM program. Each operating site and project are responsible for identifying, assessing, mitigating, and monitoring risk. Efforts are coordinated by appointed "Risk Champions" who facilitate the process and provide regular reporting to Centerra's Vice President, Risk & Insurance.

The risk management program at Centerra considers the full life of mine cycle from exploration through to closure. All aspects of the operation and the Company's stakeholders are considered when identifying risks. As such, the Company's risk management program encompasses a broad range of risks including technical, financial, commercial, social, reputational, environmental, governance, health and safety, political and human resources related risks.

Board and Committee Oversight

The Risk Committee of the Board of Directors has oversight responsibilities for the policies, processes and systems for the identification, assessment, and management of the Company's principal strategic, financial, and operational risks. To ensure consistent communication of risks amongst Board committees, the members of the Risk Committee are comprised of at least one member from each of the other standing committees of the Board. Each of the other Board committees is responsible for overseeing risks related to their area of responsibility and reviewing the policies, standards and actions undertaken to mitigate such risks.

Management Oversight

The Company's executive team meets regularly with its Vice President, Risk and Insurance to review the risks facing the organization and to discuss the implementation and effectiveness of mitigation actions.

Principal Risks

The following section describes the risks that are most material to the Company's business. This is not a complete list of the potential risks the Company faces; there may be others the Company is not aware of, or risks that the Company feels are not material today that could become material in the future. For a more comprehensive discussion about the Company's risks, see the most recent Form 40-F/AIF on file with the SEC and Canadian provincial securities regulatory authorities and see the "*Caution Regarding Forward-Looking Information*" in this MD&A.

Strategic, Legal and Planning Risks

Strategic, legal and planning risks include political risks associated with the Company's operations in Turkey, United States and Canada; resource nationalism; reliance on cash flow from its subsidiaries; the impact of changes in, or more aggressive enforcement of laws, regulations and government practices including with respect to the environment; risk of failure of Centerra or its operations to comply with such laws, regulations or government practices and the potentially significant consequences thereof, including potential fines and penalties, loss of permits, interruptions or cessation of operations and loss of reputation; impact of community activism on laws and regulations; increases in contributory demands or business interruption; delays or refusals to grant required permits and licenses; status of the Company's relationships with local communities; Indigenous claims and consultation issues relating to the Company's properties which are in proximity to Indigenous communities; disputes with the Kyrgyz Republic relating to the Kumtor Mine; the risks related to outstanding litigation affecting the Company; the impact of any sanctions imposed by Canada, the United States or other jurisdictions against various Turkish individuals and entities; 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 to enforce their legal rights in certain circumstances; the presence of a significant shareholder that is a state-owned company of the Kyrgyz Republic; conflicts of interest among its board members; risks related to anti-corruption legislation; Centerra's future exploration and development activities not being successful; Centerra not being able to replace mineral reserves and resources; risks related to mineral reserves and resources being imprecise; production and cost estimates may be inaccurate; reputational risks, particularly in light of the increase in social media; inability to identify new opportunities and to grow the business; large fluctuations in the Company's trading price that are beyond the Company's control or ability to predict and mitigate; potential risks related to kidnapping or acts of terrorism.

Financial Risks

The Company is subject to risks related to its financial position and total liquidity, including sensitivity of the Company's business to the volatility of gold, copper and other mineral prices; the use of provisionally-priced sales contracts for production at the Mount Milligan Mine; reliance on a few key customers for the gold-copper concentrate at the Mount Milligan Mine and gold doré at the Öksût Mine; use of commodity derivatives; sensitivity to fuel price volatility; the impact of currency fluctuations; global financial conditions; access to future financing including the impact of environmental, social and corporate governance practices and reporting on the Company's ability to obtain future financing or accessing capital; the impact of restrictive covenants in the Company's credit facility which may, among other things, restrict the Company from pursuing certain business activities; the effect of market conditions on the Company's short-term investments; ability to obtain adequate insurance coverage; and changes to taxation laws in the jurisdictions where the Company operates.

Operational Risks

Mining and metals processing involve significant production and operational risks. Some of these risks are outside of the Company's control or ability to predict and mitigate. Risks include, but are not limited to, the following: unanticipated ground and water conditions; shortages of water for processing activities; adjacent or adverse land or mineral ownership that results in constraints on current or future mine operations; geological risks, including earthquakes and other natural disasters; wildfires; metallurgical and other processing risks; unusual or unexpected mineralogy or rock formations; ground or slope failures; pit flooding; tailings design or operational issues, including dam breaches, failures or significant seepages; structural cave-ins, wall failures or rock-slides; flooding or fires; equipment failures or performance problems; periodic interruptions due to inclement or hazardous weather conditions or operating conditions and other force majeure events; lower than expected ore grades or recovery rates; accidents; changes to, or delays in, transportation routes, including cessation or disruption in rail and shipping networks whether caused by decisions of third party providers or force majeure events (including COVID-19); interruption of energy supply; labour disturbances; the availability of drilling and related equipment in the area where mining operations will be conducted; the failure of equipment or processes to operate in accordance with specifications or expectations; tailings management facilities; exposure of workforce to widespread pandemic (including COVID-19); cyanide use; regulations regarding greenhouse gas emissions and climate change; development and construction costs being over budget; predicting decommissioning and reclamation costs; attracting and retaining qualified personnel; long lead-times required for equipment and supplies given the remote location of some of the Company's operating properties, and the potential that COVID-19 could disrupt such supply chains; reliance on a limited number of suppliers for certain consumables, equipment and components; and security of critical operating systems.

Market Conditions

Commodities

The Company's profitability is materially affected by the market price of metals, primarily the prices of gold, copper and molybdenum. Metal prices fluctuate widely and are affected by numerous factors beyond the Company's control.

	Average spot price					
	Three months ended December 31,			Twelve months ended December 31,		
	2021	**2020**	**% Change**	**2021**	**2020**	**% Change**
Gold (per oz)	**1,795**	1,876	(4)%	**1,799**	1,772	2%
Copper (per lb)	**4.40**	3.27	35%	**4.23**	2.80	51%
Molybdenum (per lb)	**18.89**	9.01	110%	**15.98**	8.68	84%

In the fourth quarter of 2021, the gold price remained on average, consistent with the comparative period. There were significant fluctuations in the course of 2021 when the gold price ranged from a low of $1,684 per ounce to a high of $1,943 per ounce as the gold price was impacted by a variety of factors, including the effects of the COVID-19 pandemic, rising inflation and expectations in the shift in monetary policy by central banks.

In the fourth quarter and year ended December 31, 2021, the average copper price increased compared to the fourth quarter of 2020 and year ended December 31, 2020. This increase in the average copper price was driven by expectations surrounding global growth and changing shifts in monetary policy. There were significant price fluctuations in the course of 2021, primarily in the first half of 2021, with the copper price trading from a low of $3.51 per pound to a high of $4.86 per pound.

In the fourth quarter and year ended December 31, 2021, the average molybdenum price increased significantly compared to the fourth quarter of 2020 and year ended December 31, 2020. The initial increase in the price of molybdenum occurred in the second quarter of 2021, with this price increase from $10.95 to $18.95 per pound, stabilizing through the remainder of 2021. The significant increase in the price of molybdenum was impacted by Chinese supply and demand, including the increase in the number of global infrastructure projects.

Foreign Exchange

The Company receives its revenue through the sale of gold, copper and molybdenum in US dollars. The Company has operations in Canada, including its corporate head office, Turkey and the United States.

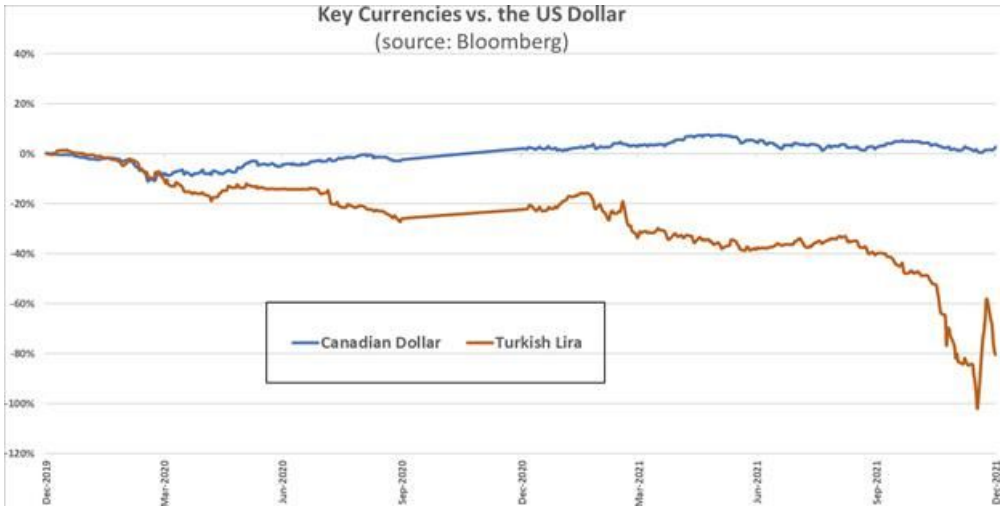
The exchange rate of the Canadian dollar and Turkish lira relative to the US dollar is an important financial driver for the Company for the following reasons:

- all revenues are earned in US dollars;
- a significant portion, approximately 50%, of operating and capital costs at the Öksüt Mine are incurred in Turkish lira;
- a majority, approximately 90%, of operating and capital costs at the Mount Milligan Mine are incurred in Canadian dollars;

Approximately 57% (2020 - 43%) of the Company’s combined expenditures from continuing operations were incurred in currencies other than the US dollar during the year ended December 31, 2021.

The performance of these currencies during the periods ended December 31, 2021 and 2020 is as follows:

	Average market exchange rate					
	Three months ended December 31,			Twelve months ended December 31,		
	2021	**2020**	**% Change**	**2021**	**2020**	**% Change**
USD-CAD	**1.26**	1.30	(3)%	**1.25**	1.34	(7)%
USD-Turkish Lira	**11.16**	7.87	42%	**8.89**	7.02	27%



On average, the Canadian dollar strengthened against the US dollar, ending the year at $1.26 while the Turkish lira weakened relative to the US dollar, ending the year at 13.3. The devaluation of the Turkish lira is being offset by persistent high levels of inflation in Turkey, reaching a 19-year high year over year change in 2021 of 36%. The Company expects this trend in Turkey to continue in the near term.

The Company utilizes its foreign exchange hedging program in order to manage its exposure to adverse fluctuations in the Canadian dollar, relative to the US dollar, see “Financial Instruments”. The Company does not currently hedge the Turkish lira.

Diesel Fuel

Fuel costs at Centerra’s continuing operations represent approximately 6% of production costs. The prices for Mount Milligan Mine’s diesel fuel are based on a supply agreement for weekly deliveries and priced at the Prince George Rack Rate. The Prince George Rack Rate reflects general benchmark movements, plus additional costs such as seasonal premiums for winterizing, costs to meet regulatory requirements and transportation costs. Mining operations at the Öksüt Mine are outsourced, and the fuel operating cost is included in the outsourcing contract costs, based on the published local retail diesel market price.

The Company utilizes its diesel hedging program in order to manage its exposure to adverse fluctuations in diesel fuel prices, see “Financial Instruments” section of this MD&A.

Financial Performance

As previously disclosed, the Company lost control of the Kumtor Mine in May 2021 and, accordingly, the Kumtor Mine has been classified as a discontinued operation. The financial and operating data below is presented on a continuing operations basis and thus excludes the Kumtor Mine for all periods discussed, unless otherwise noted.

Fourth quarter 2021 compared to fourth quarter 2020

Revenue of $251.1 million was recognized in the fourth quarter of 2021 compared to $212.1 million in the fourth quarter of 2020. The increase in revenue was primarily due to an increase in ounces of gold sold at the Mount Milligan Mine and higher average realized copper and molybdenum prices, partially offset by a decrease in ounces of gold sold at the Öksüt Mine, pounds of copper sold at the Mount Milligan Mine and pounds of molybdenum sold at the Molybdenum BU.

Gold production was 91,197 ounces in the fourth quarter of 2021 compared to 82,044 ounces in the fourth quarter of 2020. Gold production in the fourth quarter of 2021 included 59,529 ounces of gold from the Mount Milligan Mine, compared to 42,664 ounces in 2020, primarily due to higher gold grades and recoveries, partially offset by slightly lower throughput. The Öksüt Mine produced 31,668 ounces of gold in the fourth quarter of 2021 compared to 39,380 ounces of gold in the fourth 2020, primarily due to the site management's decision to apply lower volume of solution to the ore tonnes stacked on the heap leach in the fourth quarter of 2021.

Copper production at the Mount Milligan Mine was 17.0 million pounds in the fourth quarter of 2021 compared to 20.4 million pounds in the fourth quarter of 2020. The decrease was primarily due to lower copper grades and mill throughput.

The Langeloth Facility roasted and sold 2.5 million pounds and 2.4 million pounds of molybdenum, respectively, in the fourth quarter of 2021, compared to 2.7 million pounds and 3.6 million pounds, respectively in the fourth quarter of 2020. This decrease in the molybdenum roasted and sold was primarily due to a decline in molybdenum concentrate available for roasting, resulting from a decrease in concentrate supply and increased competition for concentrate.

Cost of sales of $163.0 million was recognized in the fourth quarter of 2021 compared to $124.2 million in the fourth quarter of 2020. The increase was primarily due to higher gold ounces sold, higher production costs at the Mount Milligan Mine and higher production costs at the Molybdenum BU as a result of higher average molybdenum prices paid to obtain product inventory to be processed.

Gold production costs were $550 per ounce in the fourth quarter of 2021 compared to $537 per ounce in the fourth quarter of 2020. The increase in gold production costs was primarily due to an increase in production costs at the Mount Milligan Mine, partially offset by a higher allocation of costs to copper production costs, due to the relative changes in the market prices of gold and copper.

All-in sustaining costs on a by-product basis[NG] from continuing operations were $591 per ounce in the fourth quarter of 2021 compared to $813 per ounce in the fourth quarter of 2020. The decrease in all-in sustaining costs on a by-product basis[NG] was primarily due to an increase in ounces of gold sold, higher average realized copper prices, and a decrease in corporate general and administrative costs.

All-in costs on a by-product basis[NG] from continuing operations were $732 per ounce in the fourth quarter of 2021 compared to $1,144 per ounce in the fourth quarter of 2020. The decrease was primarily due to lower all-in sustaining costs on a by-product basis[NG] and lower non-sustaining capital expenditures at the Kemess Project and at the Öksüt Mine as mine construction was completed in 2020.

Corporate administration costs of $7.5 million were recognized in the fourth quarter of 2021 compared to $17.3 million in the fourth quarter of 2020. The decrease was primarily due to the effect of the decline in the Company's share price on the provision for share-based compensation and a decrease in transaction costs. In the fourth quarter of 2020, $2.0 million of transaction costs were incurred in relation to the disposal of the Company's interest in the Greenstone Partnership.

Reclamation expense, which primarily relates to movement in the reclamation liabilities for the Company's Molybdenum BU sites currently on care and maintenance, was $24.3 million in the fourth quarter of 2021 compared to $9.3 million in the fourth quarter of 2020. The increase in expense was primarily due to a decline in discount rates applied to the underlying future reclamation costs and an increase in underlying future reclamation cash flows impacted by various factors, including higher inflation and change in timing of reclamation activities.

An impairment reversal of $160.0 million ($117.3 million, net of tax) was recognized in the fourth quarter of 2021, related to the Mount Milligan Mine, which demonstrated improved and reliable performance since 2019 when the initial impairment loss was recognized. The impairment reversal also reflects the Company's increased confidence of resource to reserve conversion and increased long-term gold and copper price expectations relative to the prior period. The impairment reversal related to the Mount Milligan Mine represents a full reversal of the impairment taken in the fourth quarter of 2019 allocated to long-lived assets, as adjusted for amortization. The Company did not identify any impairments or impairment reversals in the fourth quarter of 2020.

A gain on sale of Greenstone Partnership of $25.0 million was recognized in the fourth quarter of 2021 in relation to a portion of contingent consideration owing to the Company from Orion Mine Finance Group ("Orion") becoming payable in the future based on a construction decision being made at the Greenstone project.

The company recognized an income tax recovery of $61.6 million, in the fourth quarter of 2021, including deferred income tax recovery of $93.6 million and current income tax expense of $32.0 million, compared to an income tax expense of $2.9 million in the fourth quarter of 2020, including current income tax expense of $1.7 million and deferred income tax expense of $1.2 million. The increase in current income tax expense was due to higher income tax expense related to the Öksüt Mine which had higher taxable earnings, the full utilization of its Investment Incentive Certificate in the year, and a withholding tax expense incurred on dividend distribution. The increase in deferred income tax recovery was primarily due to the partial release of a valuation allowance on deductible temporary differences relating to the Mount Milligan Mine.

Year ended December 31, 2021 compared to 2020

Revenue of $900.1 million was recognized in 2021 compared to $721.3 million in 2020. The increase in revenue was primarily due to higher gold sold at the Mount Milligan Mine and the Öksüt Mine and higher average realized copper and molybdenum prices, partially offset by a decrease in pounds of copper sold at the Mount Milligan Mine and a decrease in pounds of molybdenum sold at the Molybdenum BU.

Gold production was 308,141 ounces in 2021 compared to 267,923 ounces in 2020. Gold production in 2021 included 196,438 ounces of gold from the Mount Milligan Mine, compared to 161,855 ounces in 2020, primarily due to higher throughput, gold grades and recoveries. The Öksüt Mine, which commenced commercial production on May 31, 2020, produced 111,703 ounces of gold in 2021 compared to 106,068 ounces of gold in 2020, primarily due to higher number of ore tonnes stacked on the heap leach, higher heap leach grade and recoveries.

Copper production at the Mount Milligan Mine was 73.3 million pounds in 2021 compared to 82.8 million pounds in 2020. The decrease was primarily due to lower copper grades, partially offset by higher throughput.

The Langeloth Facility roasted and sold 10.3 million pounds and 11.5 million pounds of molybdenum, respectively, in 2021 compared to 13.8 million pounds and 13.7 million pounds, respectively, in 2020. The decrease in the molybdenum both roasted and sold was primarily due to a decline in molybdenum concentrate available for roasting, resulting from a decrease in concentrate supply and increased competition for concentrate.

Cost of sales of $608.2 million was recognized in 2021 compared to $505.8 million in 2020. The increase was primarily due to an increase in gold and molybdenum sold and, higher production costs at the Mount Milligan Mine and the Öksüt Mine. In addition, there were higher production costs at the Molybdenum BU related to higher average molybdenum prices paid to obtain product inventory to be processed. The increase in cost of sales was also partially due to higher depreciation, depletion and amortization expense at the Öksüt Mine primarily due to a higher number of tonnes stacked on the heap leach pad and the Mount Milligan Mine primarily due to a decrease in reserves between the periods.

Gold production costs from continuing operations were $604 per ounce in 2021 compared to $615 per ounce in 2020. The decrease in gold production costs from continuing operations was primarily due to an increase in gold sold at the Mount Milligan Mine and the Öksüt Mine, partially offset by an increase in production costs at both mines.

All-in sustaining costs on a by-product basis[NG] from continuing operations were $649 per ounce in 2021 compared to $718 per ounce in 2020. The decrease was primarily due to an increase in ounces of gold sold at the Mount Milligan Mine and the Öksüt Mine, higher average realized copper prices and lower corporate administration expenses as a result of a decrease in the share price used to calculate the Company's share-based compensation liability. Partially offsetting this decrease were higher production costs at the Mount Milligan Mine and Öksüt Mine.

All-in costs on a by-product basis[NG] were $785 per ounce in 2021 compared to $1,116 per ounce in 2020. The decrease was due to lower all-in sustaining costs on a by-product basis[NG] and lower non-sustaining capital expenditures[NG] and care and maintenance costs at the Kemess Project. In addition, there were minimal non-sustaining capital expenditures[NG] at the Öksüt Mine as the mine construction was completed in 2020.

Corporate administration expenses were $27.1 million in 2021, compared to $45.7 million in 2020. The decrease was primarily due to the effect of the decline in the Company's share price on the provision for share-based compensation.

Reclamation expense, which primarily relates to movement in the reclamation liabilities for the Company's Molybdenum BU sites currently on care and maintenance, was $23.3 million in 2021 compared to $53.4 million in 2020. The decrease in reclamation expense was primarily due to a larger decline in discount rates applied in 2020. This was partially offset by an increase in underlying future reclamation cash flows in 2021 impacted by various factors, including higher inflation and change in timing of reclamation activities.

An impairment reversal of $160.0 million ($117.3 million net of tax) was recognized in the fourth quarter of 2021, related to the Mount Milligan Mine, a full reversal of the impairment taken in the fourth quarter of 2019. The Company did not identify any impairments or impairment reversals in 2020.

A gain on sale of $97.3 million was recognized in 2021 on the disposal of the Company's 50% interest in the Greenstone Partnership. This gain was partially recognized in the first quarter of 2021 when the sale was completed and partially recognized in the fourth quarter of 2021 when the construction date was declared for the Greenstone project and an initial contingent payment of $25.0 million became receivable and owing from Orion.

Other non-operating expenses of $23.5 million were recognized in 2021 compared to $6.2 million in 2020. The increase in other non-operating expenses was primarily due to corporate legal costs incurred in connection with the seizure and the loss of control of the Kumtor Mine.

Income tax recovery of $44.0 million, including current income tax expense of $40.1 million and deferred income tax recovery of $84.1 million, was recognized in 2021, compared to an income tax expense of $7.7 million, including current income tax expense of $6.5 million and deferred income tax expense of $1.2 million in 2020. The increase in current income tax expense was primarily due to higher taxable earnings generated by the Öksüt Mine as the benefits from the eligible expenditures under the Investment Incentive Certificate were fully utilized, and withholding tax expense in relation to dividend distributions. The increase in deferred income tax recovery was primarily due to the partial release of a valuation allowance on deductible temporary differences relating to the Mount Milligan Mine, partially offset by deferred income tax expense recorded on the sale of the Company's interest in the Greenstone Partnership.

Net loss from discontinued operations of $828.7 million was recognized in 2021, compared to net earnings from discontinued operations of $392.4 million in 2020. The decrease in net earnings was primarily due to the loss on the change of control of $926.4 million recognized in the second quarter of 2021 and a shorter operating period as a result of the seizure of the Kumtor Mine in May 2021. Partially offsetting the decrease in net earnings was a gain recognized on the discontinuance of the Kumtor Mine's fuel hedging program.

Financial Instruments

The Company seeks to manage its exposure to fluctuations in diesel fuel prices, commodity prices and foreign exchange rates by entering into derivative financial instruments from time-to-time.

The hedge positions for each of these programs as at December 31, 2021 are summarized as follows:

			Average Strike Price			Settlements (% of exposure hedged)			As at December 31, 2021	
Instrument	**Unit**	**Type**	**2022**	**2023**	**2024**	**2022**	**2023**	**2024**	**Total position (4)**	**Fair value ($000s)**
FX Hedges										
USD/CAD zero-cost collars (1)	CAD	Fixed	$1.29/ $1.36	$1.24/ $1.29	$1.25/ $1.33	$242.0 M (40%)	$122.0 M (22%)	$36.0 M (6%)	$400.0 M	5,257
USD/CAD forward contracts (2)	CAD	Fixed	1.29	1.26	1.29	$160.0 M (24%)	$80.0 M (14%)	$24.0 M (4%)	$264.0 M	2,022
Total						$402.0 M (64%)	$202.0 M (36%)	$60.0 M (10%)	$664.0 M	7,279
Fuel Hedges										
ULSD zero-cost collars (3)	Barrels	Fixed	$62/ $68	$73/ $78	N/A	45,100 (30%)	13,500 (9%)	N/A	58,600	1,563
ULSD swap contracts (2)	Barrels	Fixed	$62	$79	$82	61,500 (40%)	44,000 (28%)	15,600 (10%)	121,100	2,652
Total						106,600 (70%)	57,500 (37%)	15,600 (10%)	179,700	4,215
Copper Hedges:										
Copper zero-cost collars (4)	Pounds	Fixed	$3.66/$4.84	$4.00/$4.89	N/A	41.2 M (67%)	15.9 M (34%)	N/A	57.1 M	(1,776)
Gold/Copper Hedges (Royal Gold deliverables):										
Gold forward contracts	Ounces	Float	N/A	N/A	N/A	16,410	N/A	N/A	16,410	495
Copper forward contracts	Pounds	Float	N/A	N/A	N/A	1.7 M	N/A	N/A	1.7 M	94

(1) Under the currency zero-cost collars, the Company retains the right to buy foreign currency at the contract's 'floor' price if the market price was to fall below this price upon contract expiration, while requiring it to sell foreign currency at the 'ceiling' price if the market price was to exceed this price upon expiration. At the end of each contract the Company has the right for financial settlement or physical settlement.

(2) Under the swap and forward contracts, the Company 'buys' or 'sells' metals, currencies and commodities, at a specified price at a certain future date.

(3) Under the fuel zero-cost collars, the Company retains the right to buy fuel barrels at the contract's 'ceiling' price if the market price was to exceed this price upon contract expiration, while requiring the Company to buy fuel barrels at the 'floor' price if the market price fell below this price upon expiration. At the end of each contract there is no exchange of the underlying item and the contract is financially settled.

(4) Under the copper zero-cost collars, the Company retains the right to sell copper at the contract's 'floor' price if the market price fell below this price upon contract expiration, while requiring it to buy copper at the 'ceiling' price if the market price were to exceed this price upon expiration. At the end of each contract there is no exchange of the underlying item and the contract is financially settled.

The realized gain (loss) recorded in the consolidated statements of (loss) earnings was as follows:

	Three Months Ended December 31, 2021			Year Ended December 31, 2021		
($millions)	**2021**	2020	% Change	**2021**	2020	% Change
Foreign exchange hedges	**3,789**	2,415	57%	**17,543**	4,266	311%
Fuel hedges	**945**	(2,835)	133%	**20,631**	(5,771)	457%
Copper hedges	**(13,150)**	(1,359)	(868)%	**(50,259)**	(1,359)	(3,598)%

During the second quarter of 2021, the Company unwound certain positions that were hedging future fuel purchases at the Kumtor Mine beyond the loss of control event in May 2021. Unwinding these positions resulted in the recognition of realized gain on settlement of $14.2 million, which was recorded in (loss) earnings from discontinued operations in the consolidated statements of (loss) earnings and comprehensive (loss) income.

As at December 31, 2021, Centerra has not entered into any off-balance sheet arrangements with special purpose entities, nor does it have any unconsolidated affiliates.

Balance Sheet Review

($millions)	December 31, 2021	December 31, 2020	% Change
Total Assets	**2,676.6**	3,136.0	(15)%
Total Liabilities	**633.0**	670.0	(6)%
Total Equity	**2,043.6**	2,466.0	(17)%

As a result of the loss of control of the Kumtor Mine in the second quarter of 2021, the Company deconsolidated the assets and liabilities of KGC, a 100%-owned subsidiary that holds the Kumtor Mine, in the Company's consolidated statements of financial position for the period ended December 31, 2021. The assets and liabilities presented as at December 31, 2020 are inclusive of the Kumtor Mine. The movement in the following financial statement line items between December 31, 2021 and December 31, 2020 was significantly impacted by the loss of control of the Kumtor Mine:

- Inventory: derecognition of product inventory of $333.6 million;
- Property, plant and equipment: derecognition of $629.4 million;
- Other non-current assets: derecognition of reclamation deposits balance of $52.9 million;
- Accounts payable and accrued liabilities: derecognition of $63.3 million; and
- Provision for reclamation: derecognition of $56.5 million.

Cash as at December 31, 2021 was $947.2 million compared to $545.2 million as at December 31, 2020. The increase was due to the receipt of $210.0 million as consideration for the sale of the Company's 50% interest in the Greenstone Partnership in the first quarter of 2021, free cash flow[NG] from continuing operations of $178.4 million and net cash flow from discontinued operations of $47.8 million. The increase in cash was partially offset by dividends paid of $45.0 million in 2021.

Total inventories as at December 31, 2021 were $221.2 million compared to $580.6 million as at December 31, 2020. The decrease in inventories was primarily due to the processing of a large portion of ore stockpiles at the Kumtor Mine prior to the loss of control, the loss of control of the Kumtor Mine as outlined above as well as processing of a large portion of ore stockpiles and timing of concentrate sales at the Mount Milligan Mine. The decrease was partially offset by an increase in inventories at the Langeloth Facility from higher working capital needs as result of higher molybdenum prices and an increase in heap leach inventory balance at the Öksüt Mine from the site management's decision to apply lower volume of solution to the ore tonnes stacked on the heap leach in the fourth quarter of 2021.

At December 31, 2021, the product inventory balance consisted of 58,333 contained gold ounces and 15.8 million contained pounds of copper in surface stockpiles at the Mount Milligan Mine (4.3 million tonnes of ore at a grade of 0.42 g/t gold and 0.17% copper), of which 30% is expected to be processed in 2022. Additionally, the product inventory balance at the Öksüt Mine consisted of 21,077 contained gold ounces in solution at the absorption, desorption, and recovery plant and 80,102 contained gold ounces on surface and stacked (0.5 million tonnes of ore at a grade of 1.23 g/t gold in surface stockpiles and 1.54 g/t gold stacked on the heap leach pad).

Other current assets at December 31, 2021 were $25.8 million compared to $41.0 million at December 31, 2020. The decrease was primarily due to decrease in the current portion of derivative assets, particularly the Company's position on foreign exchange contracts.

The carrying value of property, plant and equipment as at December 31, 2021 was $1.27 billion compared to $1.69 billion as at December 31, 2020. The decrease was primarily due to the loss of control of the Kumtor Mine, as outlined above, and depreciation, depletion and amortization of property, plant and equipment in their normal course of operations during the year. Partially offsetting the overall decrease was $214.6 million of additions capitalized to the property, plant and equipment and the $160.0 million impairment reversal at the Mount Milligan Mine.

Deferred income tax assets as at December 31, 2021 were $101.3 million compared to nil as at December 31, 2020. The increase was due to the partial release of a valuation allowance on deductible temporary differences related to the Mount Milligan Mine.

Other non-current assets at December 31, 2021 were $32.1 million compared to $77.1 million at December 31, 2020. The decrease was primarily due to the loss of control of the Kumtor Mine, as outlined above, partially offset by $25.0 million receivable from Orion as a result of Greenstone project being approved for construction.

Income taxes payable at December 31, 2021 was $25.3 million compared to $2.5 million at December 31, 2020. The increase was primarily due to the net impact of current income tax expense and payments during the year, with the most significant balance related to current income tax of the Öksüt Mine.

Deferred income tax liabilities at December 31, 2021 were $54.9 million compared to $39.5 million at December 31, 2020. The increase was primarily due to the tax effects, including the impact of foreign exchange on temporary differences between accounting and tax basis at the Öksüt Mine and deferred income tax expense of $9.3 million recorded on the sale of the Company's interest in the Greenstone Partnership.

The provision for reclamation at December 31, 2021 was $337.5 million compared to $352.2 million at December 31, 2020. The decrease was primarily due to the loss of control of the Kumtor Mine, partially offset by a decrease in the discount rates applied to the future cash flows and an increase in the underlying future reclamation cash flows at the Endako Mine, the Thompson Creek Mine and Kemess Project due to variety of factors, including higher inflation, timing of reclamation activities and changes to the closure plan.

Liquidity and Capital Resources

The Company's total liquidity position as at December 31, 2021 was $1,347.2 million, representing a cash balance of $947.2 million and $400 million available under a corporate credit facility.

Due to the seizure of the Kumtor Mine and the continuing actions by the Kyrgyz Republic and Kyrgyzaltyn, the Company derecognized the assets and liabilities of the Kumtor Mine in the statements of financial position and presented its financial and operating results prior to the loss of control as discontinued operations for the three months and year ended December 31, 2021 and 2020. As a result, the Company's consolidated cash flow results from continuing operations discussed in this MD&A (including prior periods) exclude the Kumtor Mine's operations, unless otherwise noted.

Fourth quarter 2021 compared to fourth quarter 2020

Cash provided by operating activities from continuing operations was $61.8 million in the fourth quarter of 2021, compared to $84.3 million in the fourth quarter of 2020. The decrease in cash provided by operating activities from continuing operations was primarily due to an unfavourable working capital change at the Molybdenum BU as a result of an increase in product inventory held and a higher average molybdenum price, as well as an increase in income taxes paid of $9.6 million.

Cash used in investing activities from continuing operations of $13.1 million was recognized in the fourth quarter of 2021 compared to $35.8 million in the fourth quarter of 2020. The decrease was primarily due to proceeds received on the disposition of PP&E, and lower PP&E additions at the Kemess Project and the Öksüt Mine.

Cash used in financing activities during the fourth quarter of 2021 was $13.1 million compared to $15.4 million in the fourth quarter of 2020. The decrease was primarily due to a reduction in borrowing costs.

Year-ended December 31, 2021 compared to 2020

Cash provided by operating activities from continuing operations was $270.9 million in 2021, compared to $272.4 million in 2020. The decrease in cash provided by operating activities from continuing operations was primarily due to an unfavourable working capital change at the Molybdenum BU as a result of an increase in product inventory held and a higher average molybdenum price, as well as a decrease in earnings from mine operations at the Öksüt Mine and an increase in income taxes paid of $17.2 million in 2021 compared to income taxes refunded of $18.5 million in 2020. Partially offsetting the decrease was an increase in earnings from mine operations at the Mount Milligan Mine and a more favourable change in working capital at the Mount Milligan Mine.

Cash provided by investing activities from continuing operations of $132.5 million was recognized in 2021 compared to cash used in investing activities from continuing operations of $74.6 million in 2020. The increase in cash provided by investing activities from continuing operations was primarily due to the proceeds received from the sale of the Company's 50% interest in the Greenstone Partnership and proceeds received on the disposition of PP&E, lower PP&E additions related to the construction at the Öksüt Mine as it was completed in 2020, and lower PP&E additions at the Kemess Project. The increase was partially offset by higher PP&E additions at the Mount Milligan Mine primarily due to the expenditures related to the purchase of new mining equipment, TSF development costs and major planned equipment rebuilds and higher PP&E additions at the Öksüt Mine primarily related to the heap leach expansion, capitalized drilling costs, LOM study costs and ADR plant upgrade costs.

Cash used in financing activities of $49.1 million was recognized in 2021 compared to $124.0 million in 2020. The decrease was primarily due to the net repayment of the corporate revolving credit facility in 2020 and lower borrowing costs, partially offset by higher dividends paid.

Contractual Obligations

The following table summarizes Centerra's contractual obligations as of December 31, 2021:

($millions)	2022	2023	2024	2025	Thereafter	Total
Contractual commitments(1)	$ 14.8	$ 0.2	$ —	$ —	$ —	$ 15.0
Reclamation provisions(2)	6.2	—	—	—	314.7	320.9
Pension obligations(3)	0.1	0.1	0.2	0.2	3.4	4.0
Lease obligations	6.6	5.8	3.4	3.0	2.9	21.7
Total	**$ 27.7**	**$ 6.1**	**$ 3.6**	**$ 3.2**	**$ 321.0**	**$ 361.6**

(1) Excludes trade payables and accrued liabilities.

(2) Mining operations are subject to environmental regulations that require companies to reclaim and remediate land disturbed by mining operations. The Company has submitted closure plans to the appropriate governmental agencies which estimate the nature, extent and costs of reclamation for each of its mining properties. Expected reclamation cash flows are presented above on an undiscounted basis. Reclamation provisions recorded in the Company's consolidated financial statements are measured at the expected value of future cash flows discounted to their present value using a risk-free interest rate.

(3) The Company provides defined benefit plans for certain employees. The benefits are generally based on the employee's years of service, age and level of compensation.

2022 Liquidity and Capital Resources Analysis

The Company believes that it has sufficient capital resources to satisfy its 2022 mandatory expenditure commitments (including the contractual obligations set out above) and discretionary expenditure commitments. The following table sets out expected capital requirements and resources for 2022:

2022 Mandatory Commitments ($millions):		
Contractual obligations[1]	$	27.7
Accounts payable and accrued liabilities (as at December 31, 2021)		186.8
Net income taxes payable (as at December 31, 2021)		25.3
Total 2022 mandatory expenditure commitments	**$**	**239.8**
2022 Discretionary Commitments[2]:		
Expected capital expenditures[NG]	$	100.0
Expected exploration costs[3]		34.0
Total 2022 discretionary expenditure commitments	**$**	**134.0**
Total 2022 mandatory and discretionary expenditure commitments	**$**	**373.8**

(1) From the Contractual Obligations table.

(2) From the Outlook table.

(3) Excludes exploration costs expected to be capitalized which are included in the expected capital expenditures[NG].

As of December 31, 2021, the Company had adequate capital resources available to satisfy its commitments, which include cash and cash equivalents of $947.2 million and an undrawn $400.0 million Credit Facility. In addition, the Company anticipated funding its commitments through cash provided by operating activities.

Operating Mines and Facilities

Mount Milligan Mine

The Mount Milligan Mine is an open-pit mine located in north central British Columbia, Canada producing a gold and copper concentrate. Production at the Mount Milligan Mine is subject to an arrangement with Royal Gold pursuant to which Royal Gold is entitled to purchase 35% of the gold produced and 18.75% of the copper production at the Mount Milligan Mine for $435 per ounce of gold delivered and 15% of the spot price per metric tonne of copper delivered. To satisfy its obligations under the Mount Milligan Streaming Arrangement, the Company purchases refined gold and copper warrants and arranges for delivery to Royal Gold. The difference between the cost of the purchases of refined gold and copper warrants and the corresponding amounts payable to the Company under the Mount Milligan Streaming Arrangement is recorded as a reduction of revenue and not a cost of operating the mine.

Water Update

Stored water inventory at the Mount Milligan Mine's TSF is critical to the mine's ability to process ore through the process plant on a sustainable basis. During 2021, the Mount Milligan Mine accessed water from surface water sources and groundwater wells near the TSF. The stored water as at December 31, 2021 is sufficient to enable continuous production for a period of at least 12 months, under normal conditions. The Company expects the water inventory level to decrease during the winter months before being replenished during freshet in the spring.

In January 2022, and subsequent to the year ended December 31, 2021, after significant discussions and consultation with British Columbia regulators, First Nations partners and other stakeholders, the Company obtained an amendment to the Mount Milligan Mine's environmental assessment certificate which will allow access to long-term surface water sources for the life of the project, subject to the receipt of ordinary course permits.

Mount Milligan Mine Financial and Operating Results

	Three months ended December 31			Year ended December 31		
($millions, except as noted)	**2021**	2020	% Change	**2021**	2020	% Change
Financial Highlights:						
Gold revenue	**78.9**	46.7	69%	**267.9**	205.0	31%
Copper revenue	**61.7**	53.0	16%	**227.7**	178.6	27%
Other by-product revenue	**2.0**	2.6	(23)%	**10.3**	10.4	(1)%
Total revenue	**142.6**	102.3	39%	**505.9**	394.0	28%
Production costs	**70.0**	50.4	39%	**256.8**	219.8	17%
Depreciation, depletion and amortization	**21.7**	16.4	32%	**83.9**	73.1	15%
Earnings from mine operations	**50.9**	35.5	43%	**165.2**	101.1	63%
Impairment reversal	**(160.0)**	—	(100)%	**(160.0)**	—	(100)%
Earnings from operations(1)	**207.8**	28.4	632%	**309.2**	83.9	269%
Cash provided by mine operations	**63.5**	44.0	44%	**268.9**	185.3	45%
Free cash flow from mine operations(2)	**46.3**	30.7	51%	**201.5**	150.2	34%
Additions to property, plant and equipment	**28.9**	16.0	80%	**83.7**	38.1	120%
Capital expenditures - total(2)	**22.4**	16.6	35%	**70.8**	37.8	87%
Sustaining capital expenditures(2)	20.2	16.6	22%	66.7	37.8	76%
Non-sustaining capital expenditures(2)	2.2	—	100%	4.1	—	100%
Operating Highlights:						
Tonnes mined (000s)	**10,152**	10,935	(7)%	**43,588**	41,238	6%
Tonnes ore mined (000s)	**3,554**	5,350	(34)%	**18,323**	19,196	(5)%
Tonnes processed (000s)	**5,448**	5,498	(1)%	**20,900**	20,067	4%
Process plant head grade gold (g/t)	**0.53**	0.40	31%	**0.46**	0.41	11%
Process plant head grade copper (%)	**0.20%**	0.24%	(18)%	**0.21%**	0.26%	(16)%
Gold recovery (%)	**65.9%**	61.2%	8%	**65.8%**	62.9%	5%
Copper recovery (%)	**74.8%**	73.4%	2%	**78.3%**	77.4%	1%
Concentrate produced (dmt)	**37,161**	45,943	(19)%	**162,250**	184,915	(12)%
Gold produced (oz) (3)	**59,529**	42,664	40%	**196,438**	161,855	21%
Gold sold (oz)(3)	**58,642**	33,929	73%	**203,103**	154,100	32%
Average realized gold price - combined ($/oz)(3)(4)	**1,345**	1,376	(2)%	**1,319**	1,330	(1)%
Copper produced (000s lbs)(3)	**16,993**	20,376	(17)%	**73,275**	82,816	(12)%
Copper sold (000s lbs)(3)	**17,184**	18,975	(9)%	**78,017**	80,477	(3)%
Average realized copper price - combined ($/lb)(3)(4)	**3.59**	2.79	29%	**2.92**	2.22	32%
Unit Costs:						
Gold production costs ($/oz)	**670**	755	(11)%	**683**	781	(13)%
All-in sustaining costs on a by-product basis ($/oz)(2)	**518**	488	6%	**508**	552	(8)%
All-in costs on a by-product basis ($/oz)(2)(5)	**573**	577	(1)%	**556**	600	(7)%
Gold - All-in sustaining costs on a co-product basis ($/oz)(2)	**883**	1,043	(15)%	**883**	939	(6)%
Copper production costs ($/lb)	**1.79**	1.31	37%	**1.51**	1.24	22%
Copper - All-in sustaining costs on a co-product basis ($/lb) (2)	**2.34**	1.80	30%	**1.94**	1.48	31%

(1) Includes exploration costs, marketing and selling costs and impairment reversal.

(2) Non-GAAP financial measure. See discussion under “Non-GAAP and Other Financial Measures”.

(3) Mount Milligan production and sales are presented on a 100%-basis. Under the Mount Milligan Streaming Arrangement, Royal Gold is entitled to 35% of gold ounces and 18.75% of copper. Royal Gold pays $435 per ounce of gold delivered and 15% of the spot price per metric tonne of copper delivered.

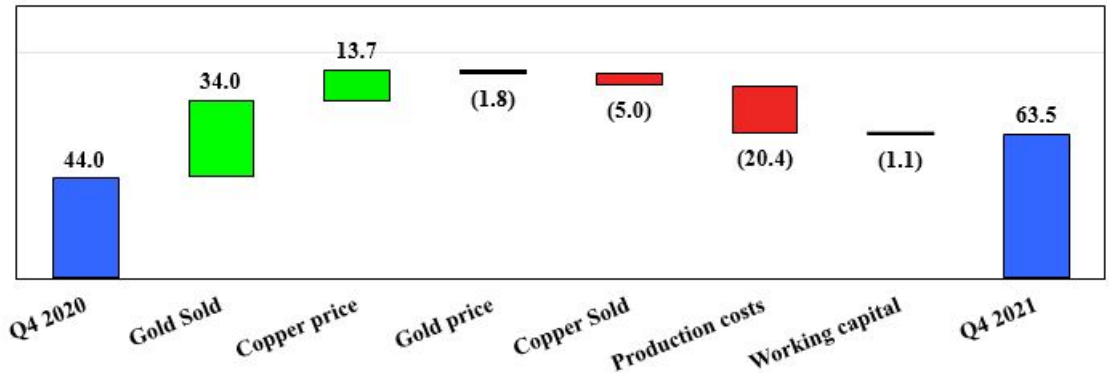
(4) This supplementary financial measure within the meaning of 52-112 is calculated as a ratio of revenue from the consolidated financial statements and units of metal sold.

(5) Includes the impact from the Mount Milligan Streaming Arrangement and the impact of copper hedges.

Fourth Quarter 2021 compared to Fourth Quarter 2020

Earnings from mine operations of $50.9 million were recognized in the fourth quarter of 2021 compared to $35.5 million in the fourth quarter of 2020. The increase was primarily due to higher gold ounces sold and higher average realized copper prices, partially offset by an increase in production costs, higher depreciation, depletion and amortization expenses and lower copper pounds sold.

Mount Milligan Q4 cash provided by mine operations ($ millions)



Cash provided by mine operations of $63.5 million was recognized in the fourth quarter of 2021 compared to $44.0 million in the fourth quarter of 2020. The increase was primarily due to higher gold ounces sold and higher average realized copper prices, partially offset by an increase in production costs and lower copper pounds sold.

Free cash flow[NG] from mine operations of $46.3 million was recognized in the fourth quarter of 2021 compared to $30.7 million in the fourth quarter of 2020, primarily due to an increase in cash provided by mine operations, partially offset by an increase in sustaining capital expenditures[NG] related to the implementation of a tailings pumping system, which will replace the current gravity system. In addition, there were higher non-sustaining capital expenditures[NG] related related to the stage flotation reactors project in the fourth quarter of 2021.

During the fourth quarter of 2021, mining activities were carried out in phases 4, 5, 7, 8, and 9 of the open pit. Total tonnes mined were 10.2 million tonnes in the fourth quarter of 2021 compared to 10.9 million tonnes in the fourth quarter of 2020. The decrease in tonnes mined was primarily due to lower tonnes of ore mined as a result of lower operator availability for mining equipment and consequently higher rehandling from the stockpile to maintain the required throughput.

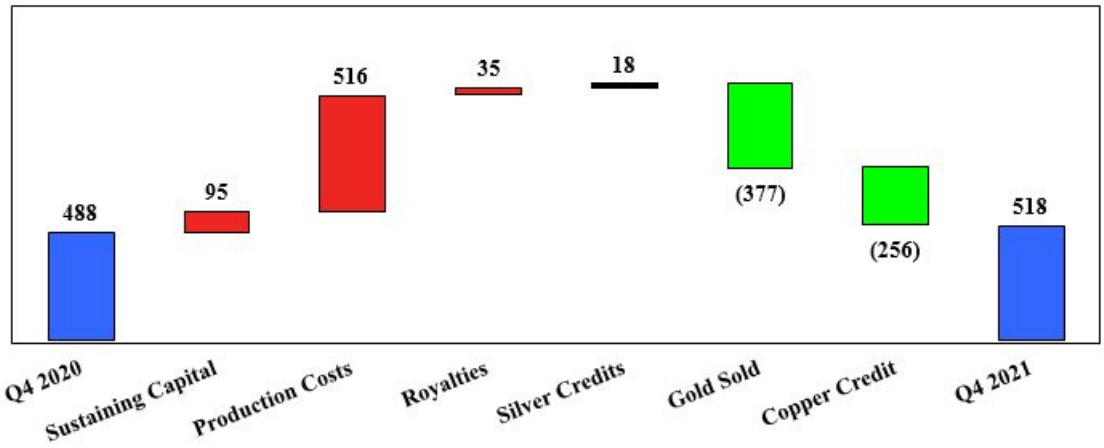
Total process plant throughput for the fourth quarter of 2021 was 5.4 million tonnes, averaging 59,223 tonnes per calendar day, compared to 5.5 million tonnes, averaging 59,762 tonnes per calendar day in the fourth quarter of 2020. The decrease in throughput was a result of the longer planned process plant shutdown in the fourth quarter of 2021 which required the full SAG mill lining changeover compared to a less significant shutdown in the fourth quarter of 2020.

Gold production was 59,529 ounces in the fourth quarter of 2021 compared to 42,664 ounces in the fourth quarter of 2020. The increase was due to higher gold grades and recoveries. During the fourth quarter of 2021, the average gold grade and recoveries were 0.53 g/t and 66%, compared to 0.40 g/t and 61% in the fourth quarter of 2020. Total copper production was 17.0 million pounds in the fourth quarter of 2021 compared to 20.4 million pounds in the fourth quarter of 2020. The decrease was due to lower copper grades, partially offset by higher recoveries.

Gold production costs were $670 per ounce in the fourth quarter of 2021 compared to $755 per ounce in fourth quarter of 2020. The decrease was due to an increase in gold sold during the fourth quarter of 2021 and a higher allocation of costs to copper production costs, due to the relative changes in the market prices of gold and copper. This was partially offset by higher milling costs due to higher contractor costs associated with the SAG mill liners changeover during the planned shutdown, higher mining costs due to an increase in fuel consumption from higher number of tonnes moved (including tonnes rehandled from the stockpile), higher professional services costs related to mining studies and the impact of the strengthening of the Canadian dollar relative to the US dollar between periods. In the fourth quarter of 2021, the Company was able to minimize the impact of foreign exchange and diesel fuel cost pressures on the Mount Milligan Mine through its hedging program. In addition, the mine was able to partially insulate itself from rising inflation in Canada and COVID-19 related supply chain issues by maintaining increased levels of supplies inventory.

Copper production costs were $1.79 per pound in the fourth quarter of 2021 compared to $1.31 per pound in the fourth quarter of 2020. The increase was primarily due to a decrease in copper sold, a higher allocation of costs to copper production costs, due to the relative changes in the market prices of gold and copper, and higher production costs outlined above.

Mount Milligan Q4 All-in sustaining costs on a by-product basis per ounce [NG] ($/oz)



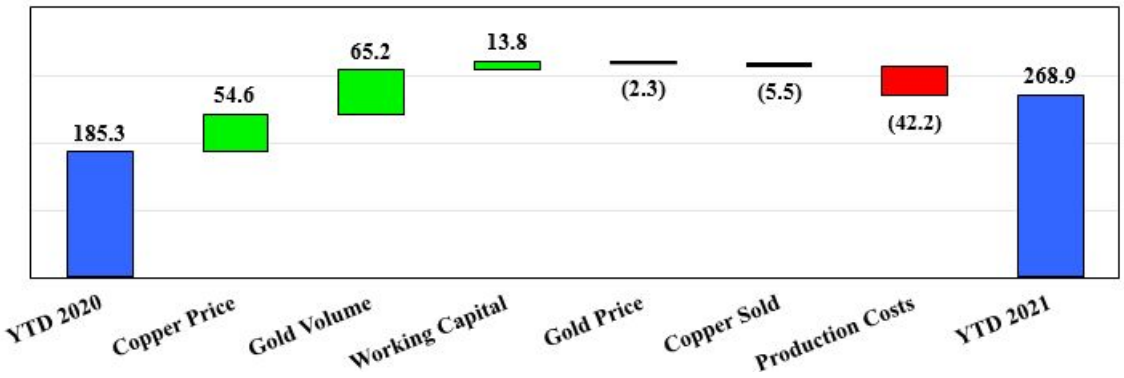
All-in sustaining costs on a by-product basis[NG] were $518 per ounce in the fourth quarter of 2021 compared to $488 per ounce in the fourth quarter of 2020. The increase was primarily due to higher production costs and higher sustaining capital expenditures[NG] related to the implementation of a tailings pumping system, which will replace the current gravity system, partially offset by higher gold ounces sold and higher average realized copper prices.

All-in costs on a by-product basis[NG] were $573 per ounce in the fourth quarter of 2021 compared to $577 per ounce in the fourth quarter of 2020. The decrease was due to lower exploration expense, partially offset by an increase in all-in sustaining costs on a by-product basis[NG] and higher non-sustaining capital expenditures[NG] related to the stage flotation reactors project.

Year-ended December 31, 2021 compared to 2020

Earnings from mine operations of $165.2 million were recognized in 2021 compared to $101.1 million in 2020. The increase was primarily due to an increase in gold sold and higher average realized copper prices. This was partially offset by an increase in production costs from higher throughput, higher milling costs, and the impact of the strengthening of the Canadian dollar. In addition, there was an increase in depreciation, depletion and amortization expense primarily due to the decrease in reserves between the periods.

Mount Milligan YTD cash provided by mine operations ($ millions)



Cash provided by mine operations of $268.9 million was recognized in 2021 compared to $185.3 million in 2020. The increase was due to an increase in gold sold, higher average realized copper prices, and a favourable change in working capital, primarily related to the timing of vendor payments between periods. This was partially offset by an increase in production costs.

Free cash flow[NG] from mine operations of $201.5 million was recognized in 2021 compared to $150.2 million in 2020, The increase was primarily due to an increase in cash provided by mine operations, partially offset by an increase in sustaining capital expenditures[NG] related to the purchase of mining equipment, TSF development costs and the tailings pumping system project. In addition, there were higher non-sustaining capital expenditures[NG] related to the stage flotation reactors project in 2021.

During 2021, mining activities were carried out in phases 4, 5, 7, 8 and 9 of the open pit. Total tonnes mined were 43.6 million tonnes in 2021 compared to 41.2 million tonnes in 2020. An increase in tonnes mined was primarily due to higher step-out tonnes from more equipment availability in 2021 compared to 2020.

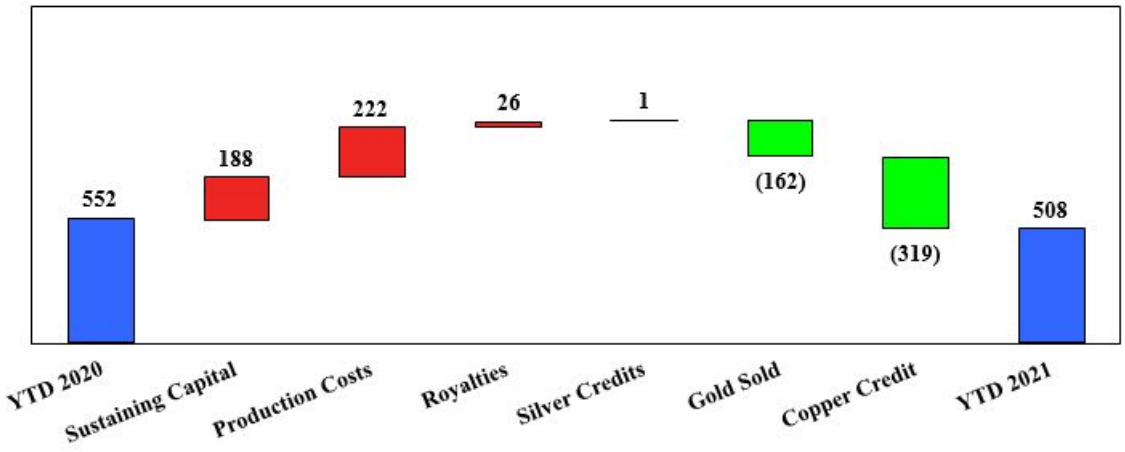
The Mount Milligan Mine reported record mill throughput in 2021, processing 20.9 million tonnes, averaging 57,261 tonnes per calendar day, compared to 20.1 million tonnes in 2020, averaging 54,827 tonnes per calendar day. The higher throughput was primarily due to improved processing efficiency rate and better reliability of the secondary crushing circuit in 2021 compared to 2020.

Gold production was 196,438 ounces in 2021 compared to 161,855 ounces in 2020. The increase was due to higher throughput, gold grades and recoveries. During 2021, the average gold grade was 0.46 g/t and recoveries were 66% compared to 0.41 g/t and 63% in 2020. Total copper production was 73.3 million pounds in 2021 compared to 82.8 million pounds in 2020. The decrease was primarily due to lower copper grades, partially offset by higher throughput.

Gold production costs were $683 per ounce in 2021 compared to $781 per ounce in 2020. The decrease was primarily due to an increase in gold sold, partially offset by higher milling costs as a result of higher maintenance costs, and the impact of the strengthening of the Canadian dollar. In 2021, the Company was able to minimize the impact of foreign exchange and diesel fuel cost pressures on the Mount Milligan Mine through its hedging program. In addition, the mine was able to partially insulate itself from rising inflation in Canada and COVID-19 related supply chain issues, by maintaining increased levels of supplies inventory.

Copper production costs were $1.51 per pound in 2021 compared to $1.24 per pound in 2020, primarily as a result of a decrease in copper pounds sold and higher production costs due to the reasons outlined above.

Mount Milligan YTD All-in sustaining costs on a by-product basis per ounce [NG] ($/oz)



All-in sustaining costs on a by-product basis[NG] were $508 per ounce for 2021 compared to $552 per ounce in 2020. The decrease was primarily due to higher average realized copper prices and an increase in gold ounces sold, partially offset by higher sustaining capital expenditures[NG] and production costs.

All-in costs on a by-product basis[NG] were $556 per ounce in 2021 compared to $600 per ounce in 2020. The decrease was due to lower all-in sustaining costs on a by-product basis[NG]. This was partially offset by an increase in non- sustaining capital expenditures [NG] relating to the stage flotation reactors project.

Öksüt Mine

The Öksüt Mine is located in Turkey approximately 300 kilometres southeast of Ankara and 48 kilometres south of Kayseri, the provincial capital. The nearest administrative centre is at Develi, located approximately 10 kilometres north of the mine site. The Öksüt Mine achieved commercial production on May 31, 2020. Prior to achieving commercial production, revenue from the sale of gold ounces was deducted from the cost of related property, plant and equipment and the associated production costs were added to the related property, plant and equipment.

Öksüt Mine Financial and Operating Results

	Three months ended December 31			Year ended December 31		
($millions, except as noted)	**2021**	2020	% Change	**2021**	2020	% Change
Financial Highlights:						
Revenue	**56.9**	74.3	(23)%	**199.4**	186.5	7%
Production costs	**10.4**	13.8	(25)%	**51.1**	35.2	45%
Depreciation, depletion and amortization	**7.8**	7.1	10%	**30.2**	16.0	89%
Earnings from mine operations	**38.7**	53.4	(28)%	**118.1**	135.3	(13)%
Earnings from operations(1)	**39.2**	52.4	(25)%	**116.4**	133.6	(13)%
Cash provided by mine operations	**39.5**	61.8	(36)%	**131.7**	146.1	(10)%
Free cash flow from mine operations(2)	**35.3**	46.5	(24)%	**111.6**	105.2	6%
Additions to property, plant and equipment	**9.3**	38.4	(76)%	**24.9**	69.3	(64.1)%
Capital expenditures - total(2)	**4.3**	15.3	(72)%	**19.6**	43.8	(55)%
Sustaining capital expenditures(2)	4.1	9.1	(55)%	18.8	13.4	40%
Non-sustaining capital expenditures(2)	0.2	6.2	(97)%	0.8	30.4	(97)%
Operating Highlights:						
Tonnes mined (000s)	**3,820**	4,440	(14)%	**15,251**	15,115	1%
Tonnes ore mined (000s)	**1,410**	115	1128%	**4,352**	2,578	69%
Ore mined - grade (g/t)	**2.18**	1.91	14%	**1.54**	1.68	(8)%
Ore crushed (000s)	**1,047**	637	64%	**3,947**	3,428	15%
Tonnes of ore stacked (000s)	**1,064**	952	12%	**3,969**	3,445	15%
Heap leach grade (g/t)	**2.42**	0.78	210%	**1.54**	1.40	10%
Heap leach contained ounces stacked	**82,943**	23,950	246%	**195,990**	154,948	26%
Gold produced (oz)	**31,668**	39,380	(20)%	**111,703**	106,068	5%
Gold sold (oz)(3)	**31,670**	39,380	(20)%	**111,654**	105,503	6%
Average realized gold price ($/oz)(4)	**1,796**	1,887	(5)%	**1,786**	1,768	1%
Unit Costs:						
Gold production costs ($/oz)	**328**	350	(6)%	**457**	356	28%
All-in sustaining costs on a by-product basis ($/oz)(2)	**495**	658	(25)%	**668**	523	28%
All-in costs on a by-product basis ($/oz)(2)	**501**	841	(40)%	**694**	848	(18)%

(1) Includes exploration costs.

(2) Non-GAAP financial measure. See discussion under “Non-GAAP and Other Financial Measures”.

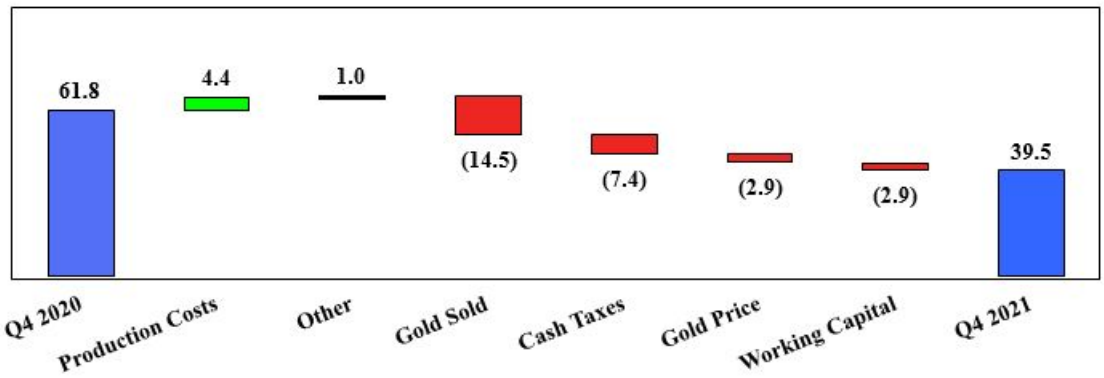
(3) Includes 6,654 ounces sold before the mine was in commercial production.

(4) This supplementary financial measure, within the meaning of 52-112, is calculated as a ratio of revenue from the consolidated financial statements and units of metal sold.

Fourth Quarter 2021 compared to Fourth Quarter 2020

Earnings from mine operations were $38.7 million in the fourth quarter of 2021, compared to $53.4 million in the fourth quarter of 2020. The decrease was primarily due to lower gold revenue as a result of both a decrease in ounces of gold sold and slightly lower average realized gold prices. The decrease was partially offset by lower production costs, primarily due to a decrease in ounces of gold sold and the weakening of the Turkish lira relative to the US dollar between the periods which offset the impact of rapidly increasing inflation starting in December 2021.

Öksüt Mine Q4 cash provided by mine operations ($ millions)



Cash provided by mine operations of $39.5 million was recognized in the fourth quarter of 2021, compared to $61.8 million in the fourth quarter of 2020. The decrease was primarily due to a decrease in gold revenues and higher cash taxes paid, partially offset by a decrease in production costs.

Free cash flow[NG] from mine operations of $35.3 million was recognized in the fourth quarter of 2021, compared to $46.5 million in the fourth quarter of 2020. The decrease was primarily due to a decrease in cash provided by mine operations, partially offset by lower sustaining capital expenditures[NG] from a decrease in capitalized stripping costs and lower non- sustaining capital expenditures [NG] as the construction of the Öksüt Mine was completed in 2020.

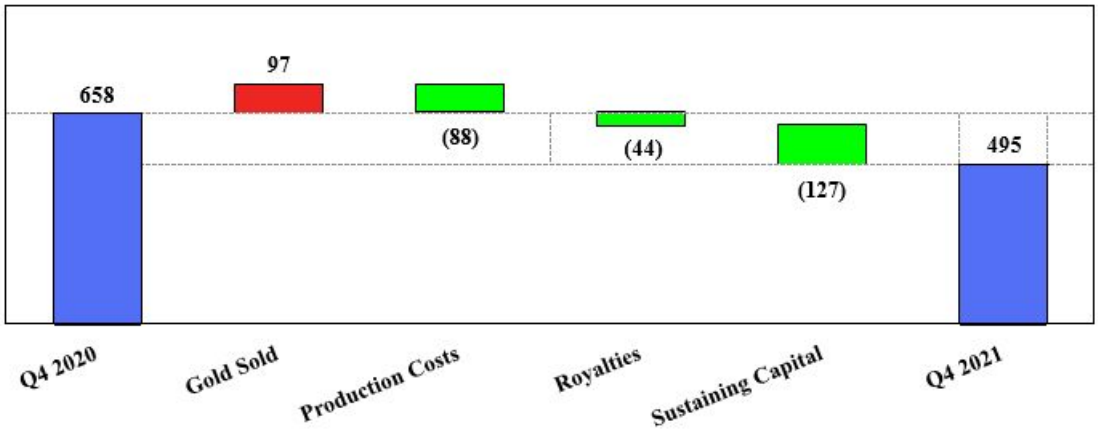
Mining activities in the fourth quarter of 2021 were carried out in phases 2 and 4 of the Keltepe pit and phase 2 of the Güneytepe pit. Total tonnes mined were 3.8 million tonnes in the fourth quarter of 2021 compared to 4.4 million tonnes in the fourth quarter of 2020. The decrease in tonnes mined was primarily due to higher downtime in the pit from unfavourable weather conditions, including heavy fog, poor visibility and snow.

Processing activities in the fourth quarter of 2021 were focused on the preparation, stacking and irrigation of the heap leach pad. In the fourth quarter of 2021 the Öksüt Mine stacked 1.1 million tonnes at an average grade of 2.42 g/t, containing 82,943 ounces of gold, compared to 1.0 million tonnes stacked at an average grade of 0.78 g/t, containing 23,950 ounces of gold in the fourth quarter of 2020.

Gold production was 31,668 ounces in the fourth quarter of 2021 compared to 39,380 ounces in the fourth quarter of 2020, primarily due to the site management's decision to apply lower volume of solution to the ore tonnes stacked on the heap leach in the fourth quarter of 2021. Gold production associated with the tonnes of ore stacked but not leached in the fourth quarter of 2021 is expected to occur early in 2022 as solution is applied.

Gold production costs were $328 per ounce in the fourth quarter of 2021 compared to $350 in the fourth quarter of 2020. The decrease was primarily due to the weakening of the Turkish lira relative to the US dollar, partially offset by a decrease in ounces of gold sold.

Öksüt Mine Q4 All-in sustaining costs on a by-product basis per ounce [NG] ($/oz)



All-in sustaining costs on a by-product basis[NG] were $495 per ounce in the fourth quarter of 2021 compared to $658 in the fourth quarter of 2020. The decrease was primarily due to lower production costs and lower sustaining capital expenditures from lower capitalized stripping costs, partially offset by lower ounces of gold sold.

All-in costs on a by-product basis[NG] were $501 per ounce in the fourth quarter of 2021 compared to $841 in the fourth quarter of 2020. The decrease was due to lower all-in sustaining costs on a by-product basis[NG] and lower non-sustaining capital expenditures as the construction of the Öksüt Mine was completed in 2020.

Year-ended December 31, 2021 and 2020

As the Öksüt Mine achieved commercial production on May 31, 2020, financial and operating results for the year ended December 31, 2021 may not be comparable to the results for the year ended December 31, 2020.

Earnings from mine operations were $118.1 million in 2021 compared with $135.3 million in 2020. The decrease was primarily due to an increase in production costs and depreciation, depletion and amortization expense from a longer operating period and higher number of ore tonnes stacked on the heap leach pad. The increase in production costs was also due to a lower strip ratio, resulting in lower portion of mining costs being capitalized and higher community and social spending undertaken in the first full year of commercial production. The decrease was partially offset by the weakening of the Turkish lira relative to the US dollar between periods.

Cash provided by mine operations was $131.7 million in 2021 compared with $146.1 million in 2020. The decrease was primarily due to an increase in production costs and an increase in income taxes paid, partially offset by an increase in gold revenue from higher ounces of gold sold.

Free cash flow[NG] from mine operations was $111.6 million in 2021 compared with $105.2 million in 2020. The increase was primarily due to lower non-sustaining capital expenditures, as the mines construction was completed in 2020, partially offset by lower cash provided by mine operations and higher sustaining capital expenditures[NG] related to the heap leach expansion, capitalized drilling costs, and ADR plant upgrades.

Processing activities in 2021 were focused on the preparation, stacking and irrigation of the heap leach pad, with 4.0 million tonnes stacked at an average grade of 1.54 g/t containing 195,990 ounces of gold compared with 3.4 million tonnes stacked in 2020 at an average grade of 1.40 g/t containing 154,948 ounces of gold.

Gold production was 111,703 ounces in 2021 compared to 106,068 ounces in 2020, primarily due to higher number of ore tonnes stacked on the heap leach pad and higher average gold grade stacked, partially offset by the site management's decision to apply lower volume of solution to the ore tonnes stacked on the heap leach in the fourth quarter of 2021.

Gold production costs were $457 per ounce in 2021 compared with $356 per ounce in 2020. The increase was primarily due to lower strip ratio, resulting in lower portion of mining costs being capitalized and higher community and social spending related to various one-off initiatives in the local community, some of which were undertaken in the first full year of commercial production. The increase was partially offset by an increase in ounces of gold sold.

All-in sustaining costs on a by-product basis[NG] were $668 per ounce in 2021 compared with $523 per ounce in 2020. The increase was primarily due to higher production costs and higher sustaining capital expenditures[NG], partially offset by an increase in ounces of gold sold.

All-in costs on a by-product basis[NG] were $694 per ounce in 2021 compared with $848 per ounce in 2020. The decrease was primarily due to lower non-sustaining capital expenditures as the construction of the Öksüt Mine was completed in 2020, partially offset by higher all-in sustaining costs on a by-product basis[NG].

Molybdenum Business Unit

The Molybdenum BU includes the Langeloth Facility in Pennsylvania and two North American molybdenum mines that are currently on care and maintenance: the Thompson Creek Mine in Idaho and the 75%-owned Endako Mine in British Columbia. The Thompson Creek Mine operates a molybdenum beneficiation circuit to treat molybdenum concentrates to supplement the concentrate feed sourced directly for the Langeloth Facility. This beneficiation process allows the Company to upgrade high copper content molybdenum concentrate, purchased from third parties, into upgraded products which are then sold in the metallurgical and chemical markets.

Molybdenum BU Financial and Operating Results

	Three months ended December 31			Year ended December 31		
($millions, except as noted)	**2021**	2020	% Change	**2021**	2020	% Change
Financial Highlights:						
Molybdenum revenue	**48.6**	33.7	44%	**184.5**	132.3	40%
Other revenue	**2.9**	1.7	74%	**10.2**	8.5	21%
Total revenue	**51.6**	35.4	46%	**194.8**	140.8	38%
Production costs	**51.5**	35.0	47%	**179.7**	154.9	16%
Depreciation, depletion and amortization	**1.5**	1.7	(12)%	**6.4**	6.8	(6)%
(Loss) earnings from mine operations	**(1.2)**	(1.3)	6%	**8.7**	(20.9)	(142)%
Care and maintenance costs - Molybdenum mines	**4.3**	3.1	37%	**14.6**	12.9	13%
Reclamation expense	**24.1**	9.3	(159)%	**23.2**	53.4	(57)%
Other operating expenses	**0.8**	0.6	31%	**2.2**	2.1	4%
Net loss from operations	**(30.4)**	(14.1)	(115)%	**(31.4)**	(89.3)	(65)%
Cash (used in) provided by operations	**(15.8)**	(3.8)	316%	**(37.3)**	11.4	(427)%
Free cash flow (deficit) from operations[(1)]	**(17.2)**	(6.2)	177%	**(39.8)**	5.6	811%
Additions to property, plant and equipment	**1.4**	3.0	(53)%	**2.5**	6.5	62%
Total capital expenditures[(1)]	**1.4**	2.3	(39)%	**2.5**	5.8	(57)%
Operating Highlights:						
Mo purchased (lbs)	**2,941**	2,924	1%	**10,650**	13,577	(22)%
Mo roasted (lbs)	**2,475**	2,712	(9)%	**10,286**	13,760	(25)%
Mo sold (lbs)	**2,361**	3,610	(35)%	**11,461**	13,667	(16)%
Average market Mo price ($/lb)	**18.89**	9.01	110%	**15.98**	8.68	84%

(1) Non-GAAP financial measure. See discussion under “Non-GAAP and Other Financial Measures”.

Fourth Quarter 2021 compared to Fourth Quarter 2020

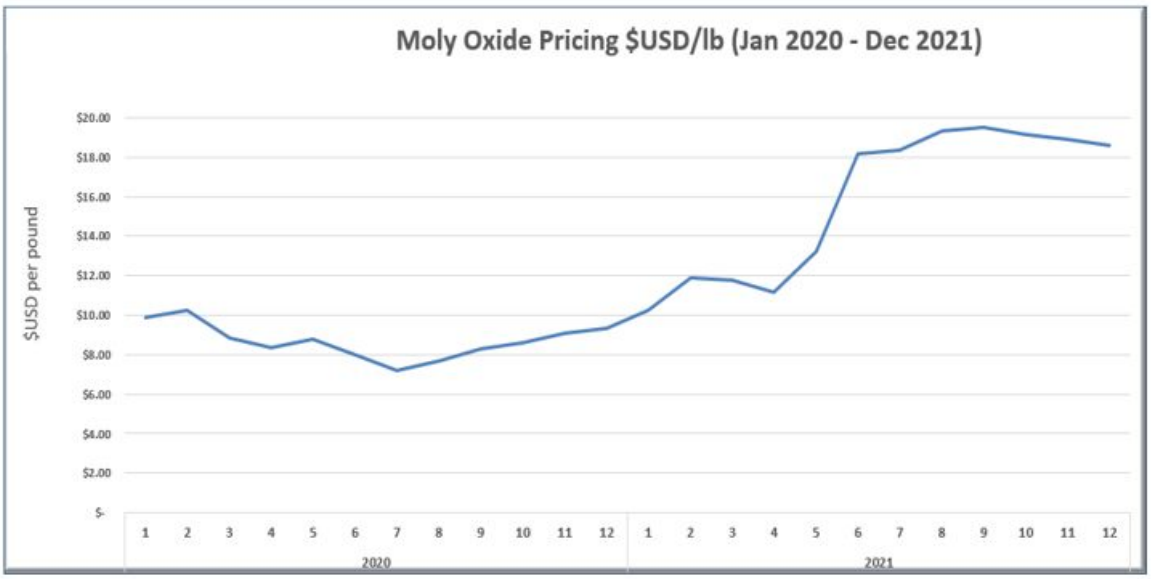
Loss from mine operations of $1.2 million was recognized in the fourth quarter of 2021 compared to a loss of $1.3 million in the fourth quarter of 2020. The decrease in loss from mine operations was primarily due to increased sales margin from rising molybdenum prices and the effect of various cost control measures.

Cash used in operations of $15.8 million was recognized in the fourth quarter of 2021, compared to $3.8 million in the fourth quarter of 2020. The increase in cash used in operations is primarily due to an unfavourable working capital change from an increase in product inventory and as a result of the higher average molybdenum prices paid to obtain that inventory.

Free cash flow deficit from operations NG of $17.2 million was recognized in the fourth quarter of 2021, compared to $6.2 million in the fourth quarter of 2020. The increased deficit was primarily due to lower cash provided by operations.

The Langeloth Facility roasted and sold 2.5 million pounds and 2.4 million pounds of molybdenum, respectively, in the fourth quarter of 2021, compared to 2.7 million pounds and 3.6 million pounds, respectively in the fourth quarter of 2020. This decrease in the molybdenum roasted and sold was primarily due to a decline in molybdenum concentrate available for roasting, resulting from a decrease in concentrate supply and increased competition for concentrate.

Reclamation expense was $24.1 million in the fourth quarter of 2021 compared to $9.3 million in the fourth quarter of 2020. The increase in expense was primarily due to a decline in the estimated discount rates applied to the underlying future reclamation costs and an increase in estimated future reclamation cash flows impacted by various factors, including higher inflation.



Year-ended December 31, 2021 compared to 2020

Earnings from mine operations of $8.7 million were recognized in 2021 compared to a loss from mine operations of $20.9 million in 2020. The increase was primarily due to the increased sales margin from rising molybdenum prices and a non- cash write-down related to product inventory recorded in 2020 of $13.6 million.

Cash used by operations was $37.3 million in 2021 compared to cash provided by operations of $11.4 million in 2020. The decline was primarily due to an unfavourable working capital change related to product inventory purchases at higher average molybdenum prices and a $22.8 million non-recurring tax refund received in 2020.

Free cash flow deficit from operations NG of $39.8 million was recognized in 2021 compared to $5.6 million in 2020, primarily due to lower cash provided by operations, as described above.

The Langeloth Facility roasted and sold 10.3 million pounds and 11.5 million pounds of molybdenum, respectively, in 2021 compared to 13.8 million pounds and 13.7 million pounds, respectively, in 2020. The decrease in the molybdenum both roasted and sold was primarily due to a decline in molybdenum concentrate available for roasting, resulting from a decrease in concentrate supply and increased competition for concentrate.

Discontinued Operations

Kumtor Mine

As a result of the events described in the *Recent Events and Development*s section, the Kumtor Mine was reclassified as a discontinued operation in the second quarter of 2021. Consequently, the Company is only presenting 2021 financial and operating results pertaining to the period up to the date that the loss of control occurred. Therefore, the results may not be comparable between reporting periods.

Kumtor Mine Financial and Operating Results

($millions, except as noted)	Three months ended December 31		Year ended December 31	
	2021	2020	**2021**	2020
Financial Highlights:				
Revenue	**—**	**179.6**	**264.1**	988.9
Production costs	**—**	**43.9**	**72.6**	202.1
Depreciation, depletion and amortization	**—**	**38.5**	**57.9**	209.5
Standby costs	**—**	**—**	—	6.7
Earnings from mine operations	**—**	**97.2**	**133.6**	570.6
Loss on the change of control of the Kumtor Mine	**—**	**—**	**(926.4)**	—
Net earnings (loss) from discontinued operations	**—**	**63.6**	**(828.7)**	392.4
Cash provided by operating activities from discontinued operations	**—**	**97.6**	**143.9**	657.6
Cash used in investing activities from discontinued operations	**—**	**69.5**	**96.1**	228.7
Net cash flow from discontinued operations	**—**	**28.1**	**47.8**	428.9
Free cash flow from discontinued operations (1)	**—**	**25.1**	**53.7**	434.9
Operating Highlights:				
Tonnes mined (000s)	**—**	**42,733**	**74,261**	103,735
Tonnes ore mined (000s)	**—**	**115**	**1,298**	705
Tonnes processed (000s)	**—**	**1,563**	**2,343**	6,323
Process plant head grade (g/t)	**—**	**2.11**	**2.52**	3.27
Recovery (%)(2)	**—**	**74.2%**	**71.5%**	81.4%
Gold produced (oz)	**—**	**90,402**	**139,830**	556,136
Gold sold (oz)	**—**	**96,641**	**147,800**	569,213
Unit Costs:				
Gold production costs ($/oz)	**—**	311	**491**	355
All-in sustaining costs on a by-product basis ($/oz)(1)	**—**	**778**	**929**	746
All-in costs on a by-product basis ($/oz)(1)	**—**	**1,062**	**1,414**	1,047

(1) Non-GAAP measure. See discussion under “Non-GAAP and Other Financial Measures”.

(2) Metallurgical recoveries are based on recovered gold, not produced gold.

Sale of Interest in Greenstone Partnership

On January 19, 2021, the Company completed the sale of its 50% interest in the Greenstone Partnership with final cash consideration received of $210.0 million, net of adjustments, and recognized an initial gain on sale of $72.3 million (excluding any contingent consideration). Pursuant to an agreement dated December 15, 2020, with Orion and Premier Gold Mines Limited, the Company was entitled to received further contingent consideration, payable upon making a construction decision and upon achieving certain production milestones.

In the fourth quarter of 2021, the Greenstone project was approved for construction and thus the initial contingency payment of $25.0 million became receivable and owing from Orion, payable no later than December 2023. As a result, the Company recognized an additional gain on the sale of its interest in Greenstone Partnership of $25.0 million in the fourth quarter of 2021.

The remaining contingent payments are payable no later than 30 days following the date on which a cumulative production milestone of (i) 250,000 ounces; (ii) 500,000 ounces; and, (iii) 750,000 ounces have been achieved. The amounts are payable in US dollars, equal to the product of 11,111 and the 20-day average gold market price on the business day immediately prior to the date of the payment.

Quarterly Results – Previous Eight Quarters

As a result of the loss of control of the Kumtor Mine, the Company deconsolidated the results of the Kumtor Mine and presented its financial results as a discontinued operation, separate from the Company's consolidated financial results. Accordingly, the quarterly results presented below were updated retrospectively to reflect the impact of discontinued operations accounting.

$millions, except per share data	2021				2020			
quarterly data unaudited	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
Revenue	**251**	**221**	**202**	**226**	212	251	130	128
Net earnings (loss) from continuing operations	**275**	**28**	**33**	**111**	31	82	(39)	(66)
Basic earnings (loss) per share - continuing operations	**0.93**	**0.09**	**0.11**	**0.37**	0.10	0.28	(0.13)	(0.22)
Diluted earnings (loss) per share - continuing operations	**0.92**	**0.09**	**0.10**	**0.36**	0.10	0.26	(0.13)	(0.24)
Net earnings (loss)	**275**	**28**	**(852)**	**167**	95	206	81	20
Basic earnings (loss) per share	**0.93**	**0.09**	**(2.87)**	**0.57**	0.32	0.70	0.27	0.07
Diluted earnings (loss) per share	**0.92**	**0.09**	**(2.87)**	**0.55**	0.32	0.68	0.27	0.06

Related Party Transactions

Kyrgyzaltyn

The breakdown of sales transactions in the normal course of business with Kyrgyzaltyn, prior to the loss of control event in respect of the Kumtor Mine, is as follows:

	2021	2020
Gross gold and silver sales to Kyrgyzaltyn	**$ 265,407**	$ 995,111
Deduct: refinery and financing charges	**(1,248)**	(6,164)
Net revenue received from Kyrgyzaltyn (1)	**$ 264,159**	$ 988,947

(1) Presented in results from discontinued operations.

Sojitz Corporation

The Endako Mine is operated as a joint operation between the Company, holding a 75% interest, and Sojitz Corporation ("Sojitz"), a Japanese company, holding a 25% interest. The Langeloth Facility which is part of the Molybdenum BU segment sells refined molybdenum concentrate product to Sojitz.

The breakdown of the Company's transactions in the normal course of business with Sojitz is as follows:

		2021		2020
Sales to Sojitz	**$**	**24,780**	$	12,469
Deduct: commission charges		**(305)**		(253)
Revenue[1]	**$**	**24,475**	$	12,216

(1) Amount receivable from Sojitz as at December 31, 2021 was $2.6 million (December 31, 2020 - $0.3 million).

Transactions with key management personnel

The Company transacts with key management personnel, who have authority and responsibility to plan, direct and control the activities of the Company and receive compensation for services rendered in that capacity. Key management personnel include members of the Board of Directors and members of the senior leadership team.

During the years ended December 31, 2021 and 2020, remuneration to key management personnel was as follows:

Compensation of key management personnel

		2021		2020
Director fees earned and other compensation	**$**	**754**	$	820
Salaries and benefits		**7,830**		6,354
Share-based compensation		**1,894**		12,275
Total compensation	**$**	**10,478**	$	19,449

Accounting Estimates, Policies and Changes

Accounting Estimates

The preparation of the Company's consolidated financial statements in accordance with IFRS requires management to make estimates and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes.

Management's estimates and underlying assumptions are reviewed on an ongoing basis. Any changes or revisions to estimates and underlying assumptions are recognized in the period in which the estimates are revised and in any future periods affected. Changes to these critical accounting estimates could have a material impact on the consolidated financial statements.

The key sources of estimation uncertainty and judgment used in the preparation of the consolidated financial statements that might have a significant risk of causing a material adjustment to the carrying value of assets and liabilities and (loss) earnings are outlined in Note 4 of the audited consolidated financial statements for the year ended December 31, 2021.

Disclosure Controls and Procedures and Internal Control Over Financial Reporting

The Company's management, including the CEO and CFO, is responsible for the design of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"). Centerra adheres to the Committee of Sponsoring Organizations of the Treadway Commission's ("COSO") revised 2013 Internal Control Framework for the design of its ICFR. There was no material change to the Company's internal controls over financial reporting that occurred during 2021 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

The evaluation of DC&P and ICFR was carried out under the supervision of and with the participation of management, including Centerra's CEO and CFO. Based on these evaluations, the CEO and the CFO concluded that the design and operation of these DC&P and ICFR were effective throughout 2021.

In response to the COVID-19 pandemic, the Company asked all of its corporate office staff and many site administrative staff at regional, mine site and exploration offices to work from home. Most of these offices were subsequently re- opened, under new hygiene and physical distancing protocols; however, employees whose work does not require physical presence in the office can continue to work remotely. This change requires certain processes and controls that were previously done or documented manually to be completed and retained in electronic form. The Company continues to monitor whether remote work arrangements have adversely affected the Company's ability to maintain internal controls over financial reporting and disclosure controls and procedures. Despite the changes required by the current environment, there have been no significant changes in the Company's internal controls during the year ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

Non-GAAP and Other Financial Measures

This MD&A contains "specified financial measures" within the meaning of NI 52-112, specifically the non-GAAP financial measures, non-GAAP ratios and supplementary financial measures described below. Management believes that the use of these measures assists analysts, investors and other stakeholders of the Company in understanding the costs associated with producing gold and copper, understanding the economics of gold and copper mining, assessing operating performance, the Company's ability to generate free cash flow from current operations and on an overall Company basis, and for planning and forecasting of future periods. However, the measures have limitations as analytical tools as they may be influenced by the point in the life cycle of a specific mine and the level of additional exploration or expenditures a company has to make to fully develop its properties. The specified financial measures used in this MD&A do not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other issuers, even as compared to other issuers who may be applying the World Gold Council ("WGC") guidelines. Accordingly, these specified financial measures should not be considered in isolation, or as a substitute for, analysis of the Company's recognized measures presented in accordance with IFRS.

Definitions

As a result of the seizure of the Kumtor Mine by the Kyrgyz Republic on May 15, 2021 and the loss of control of the mine, the Company presented the results from the Kumtor Mine as a discontinued operation, separate from the Company's continuing operations. Consequently, the following non-GAAP financial measures were added in this MD&A: adjusted net earnings from continuing operations; free cash flow from continuing operations and adjusted free cash flow from continuing operations, and the following non-GAAP ratio was added in this MD&A: adjusted net earnings from continuing operations per common share (basic and diluted). These measures are calculated in a similar fashion as the equivalent non-GAAP financial measures and ratios presented on a total basis, inclusive of both continuing operations and discontinued operations.

The following is a description of the non-GAAP financial measures, non-GAAP ratios and supplementary financial measures used in this MD&A:

- *All-in sustaining costs on a by-product basis per ounce* is a non-GAAP ratio calculated as all-in sustaining costs on a by-product basis divided by ounces of gold sold. All-in sustaining costs on a by-product basis is a non- GAAP financial measure calculated as the aggregate of production costs as recorded in the consolidated statements of (loss) earnings, refining and transport costs, cash component of capitalized stripping and sustaining capital expenditures, lease payments related to sustaining assets, corporate general and administrative expenses, accretion expenses, asset retirement depletion expenses, copper and silver revenue and the associated impact of hedging by-product sales revenue (added in the current year and applied retrospectively to the previous year). When calculating all-in sustaining costs on a by-product basis, all revenue received from the sale of copper from the Mount Milligan Mine, as reduced by the effect of the copper stream, is treated as a reduction of costs incurred. All-in sustaining costs on a by-product basis for the Kumtor Mine excludes revenue-based taxes. A reconciliation of all-in sustaining costs on a by-product basis to the nearest IFRS measure is set out below. Management uses these measures to monitor the cost management effectiveness of each of its operating mines.

- *All-in sustaining costs on a co-product basis per ounce of gold or per pound of copper* , is a non-GAAP ratio calculated as all-in sustaining costs on a co-product basis divided by ounces of gold or pounds of copper sold, as applicable. All-in sustaining costs on a co-product basis is a non-GAAP financial measure based on an allocation of production costs between copper and gold based on the conversion of copper production to equivalent ounces of gold. The Company uses a conversion ratio for calculating gold equivalent ounces for its copper sales calculated by multiplying the copper pounds sold by estimated average realized copper price and dividing the resulting figure by estimated average realized gold price. For the fourth quarter and year ended December 31, 2021, 375 pounds and 452 pounds, respectively, of copper were equivalent to one ounce of gold. All-in sustaining costs on a co-product basis for the Kumtor Mine excludes revenue-based taxes. A reconciliation of all-in sustaining costs on a co-product basis to the nearest IFRS measure is set out below. Management uses these measures to monitor the cost management effectiveness of each of its operating mines.

- *Sustaining capital expenditures* and *Non-sustaining capital expenditures* are non-GAAP financial measures. Sustaining capital expenditures are defined as those expenditures required to sustain current operations and exclude all expenditures incurred at new operations or major projects at existing operations where these projects will materially benefit the operation. *Non-sustaining capital expenditures* are primarily costs incurred at 'new operations' and costs related to 'major projects at existing operations' where these projects will materially benefit the operation. A material benefit to an existing operation is considered to be at least a 10% increase in annual or life of mine production, net present value, or reserves compared to the remaining life of mine of the operation. A reconciliation of sustaining capital expenditures and non-sustaining capital expenditures to the nearest IFRS measures is set out below. Management uses the distinction of the sustaining and non-sustaining capital expenditures as an input into the calculation of all-in sustaining costs per ounce and all-in costs per ounce.

- *All-in costs on a by-product basis per ounce* is a non-GAAP ratio calculated as all-in costs on a by-product basis divided by ounces sold. All-in costs on a by-product basis is a non-GAAP financial measure which includes all- in sustaining costs on a by-product basis. exploration and study costs, non-sustaining capital expenditures, care and maintenance and predevelopment costs. All-in costs on a by-product basis per ounce for the Kumtor Mine include revenue-based taxes. A reconciliation of all-in costs on a by-product basis to the nearest IFRS measures is set out below. Management uses these measures to monitor the cost management effectiveness of each of its operating mines.

- *Adjusted net earnings* is a non-GAAP financial measure calculated by adjusting net earnings (loss) as recorded in the consolidated statements of income (loss) and comprehensive income (loss) for items not associated with ongoing operations. The Company believes that this generally accepted industry measure allows the evaluation of the results of continuing income-generating capabilities and is useful in making comparisons between periods. This measure adjusts for the impact of items not associated with ongoing operations. A reconciliation of adjusted net earnings to the nearest IFRS measures is set out below. Management uses this measure to monitor and plan for the operating performance of the Company in conjunction with other data prepared in accordance with IFRS.

- *Adjusted net earnings from continuing operations* is a non-GAAP financial measure calculated by adjusting net (loss) earnings from continuing operations as recorded in the consolidated statements of (loss) earnings and comprehensive (loss) income for items not associated with continuing operations. This measure adjusts for the impact of items not associated with continuing operations. A reconciliation of adjusted net earnings from continuing operations to the nearest IFRS measures is set out below. Management uses this measure to monitor and plan for the operating performance of continuing operations of the Company in conjunction with other data prepared in accordance with IFRS.

- *Free cash flow from continuing operations* is a non-GAAP financial measure calculated as cash provided by operating activities from continuing operations less property, plant and equipment additions. A reconciliation of free cash flow from continuing operations to the nearest IFRS measures is set out below. Management uses this measure to monitor the amount of cash available to reinvest in the Company and allocate for shareholder returns.

- *Free cash flow from mine operations* is a non-GAAP financial measure calculated as cash provided by mine operations less property, plant and equipment additions. A reconciliation of free cash flow from mine operations to the nearest IFRS measures is set out below. Management uses this measure to monitor the degree of self- funding of each of its operating mines and facilities.

- *Free cash flow from discontinued operations* is a non-GAAP financial measure calculated as cash provided by operating activities from discontinued operations less property, plant and equipment additions associated with discontinued operations. A reconciliation of free cash flow from discontinued operations to the nearest IFRS measures is set out below.

- *Adjusted free cash flow from operations* is a non-GAAP financial measure calculated as free cash flow adjusted for items not associated with ongoing operations. A reconciliation of adjusted free cash flow from operations to the nearest IFRS measures is set out below. Management uses this measure to monitor the amount of cash from ongoing operations available to reinvest in the Company and allocate for shareholder returns.

- *Average realized gold price* is a supplementary financial measure calculated by dividing the different components of gold sales (including third party sales, mark-to-market adjustments, final pricing adjustments and the fixed amount received under the Mount Milligan Streaming Arrangement) by the number of ounces sold. Management uses this measure to monitor its sales of gold ounces against the average market gold price.

- *Average realized copper price* is a supplementary financial measure calculated by dividing the different components of copper sales (including third party sales, mark-to-market adjustments, final pricing adjustments and the fixed amount received under the Mount Milligan Streaming Arrangement) by the number of pounds sold. Management uses this measure to monitor its sales of gold ounces against the average market copper price.

- *Total liquidity* is a supplementary financial measure calculated as cash and cash equivalents and amount available under the corporate credit facility. Management uses this measure to determine if the Company can meet all of its commitments, execute on the business plan, and to mitigate the risk of economic downturns.

Certain unit costs, including all-in sustaining costs on a by-product basis (including and excluding revenue-based taxes) per ounce, are non-GAAP ratios which include as a component certain non-GAAP financial measures including all-in sustaining costs on a by-product basis which can be reconciled as follows:

	Three months ended December 31							
(Unaudited - $millions, unless otherwise specified)	**Consolidated[2]**		**Mount Milligan**		**Öksüt**		**Kumtor**	
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020
Production costs attributable to gold	**49.7**	39.4	**39.3**	25.6	**10.4**	13.8	—	43.9
Production costs attributable to copper	**30.7**	24.9	**30.7**	24.9	—	—	—	—
Total production costs excluding molybdenum segment, as reported	**80.4**	64.3	**70.0**	50.5	**10.4**	13.8	—	43.9
Adjust for:								
Third party smelting, refining and transport costs	**2.3**	2.3	**2.2**	2.3	**0.1**	—	—	1.1
By-product and co-product credits	**(63.8)**	(55.5)	**(63.8)**	(55.5)	—	—	—	(1.4)
Community costs related to current operations	—	—	—	—	—	—	—	2.2
Adjusted production costs	**18.9**	11.1	**8.4**	**(2.7)**	**10.5**	13.8	—	45.8
Corporate general administrative and other costs	**7.3**	17.5	**(0.1)**	**0.3**	—	—	—	—
Reclamation and remediation - accretion (operating sites)	**1.5**	0.7	**0.5**	**0.7**	**1.0**	—	—	0.7
Sustaining capital expenditures	**24.3**	25.7	**20.2**	16.6	**4.1**	9.1	—	63.4
Sustaining leases	**1.4**	4.7	**1.3**	1.7	**0.1**	3.0	—	—
All-in sustaining costs on a by-product basis	**53.4**	59.7	**30.3**	16.6	**15.7**	25.9	—	109.9
Revenue-based taxes	—	—	—	—	—	—	—	25.2
Exploration and study costs	**6.4**	7.5	**1.1**	3.0	—	1.0	—	5.5
Non-sustaining capital expenditures[1]	**2.4**	10.8	**2.2**	—	**0.2**	6.2	—	9.4
Care and maintenance costs and pre-development costs	**4.0**	5.8	—	—	—	—	—	—
All-in costs on a by-product basis	**66.2**	83.8	**33.6**	19.6	**15.9**	33.1	—	150.0
Ounces sold (000s)	**90.3**	73.3	**58.6**	33.9	**31.7**	39.4	**—**	141.3
Pounds sold (millions)	**17.2**	19.0	**17.2**	19.0	—	—	**—**	—
Gold production costs ($/oz)	**550**	537	**670**	755	**328**	350	**—**	311
All-in sustaining costs on a by-product basis ($/oz)	**591**	813	**518**	488	**495**	658	**—**	778
All-in costs on a by-product basis ($/oz)	**732**	1,144	**573**	577	**501**	841	**—**	1,062
Gold - All-in sustaining costs on a co-product basis ($/oz)	**829**	1,070	**883**	1,043	**495**	658	**—**	778
Copper production costs ($/pound)	**1.79**	1.31	**1.79**	1.31	**n/a**	n/a	**—**	n/a
Copper - All-in sustaining costs on a co-product basis ($/pound)	**2.34**	1.80	**2.34**	1.80	**n/a**	n/a	**—**	n/a

(1) Non-sustaining capital expenditures are distinct projects designed to have a significant increase in the net present value of the mine. In the current quarter, non-sustaining capital expenditures include costs related primarily to the installation of the staged flotation reactors at the Mount Milligan Mine.

(2) Presented on a continuing operations basis, excluding the results from the Kumtor Mine.

(Unaudited - $millions, unless otherwise specified)	Year ended December 31							
	Consolidated[2]		Mount Milligan		Öksüt		Kumtor[3]	
	2021	**2020**	**2021**	2020	**2021**	2020	**2021**	**2020**
Production costs attributable to gold	**189.9**	155.6	**138.8**	120.4	**51.1**	35.2	**72.6**	202.2
Production costs attributable to copper	**118.0**	99.4	**118.0**	99.4	—	—	—	—
Total production costs excluding molybdenum segment, as reported	**307.9**	255.0	**256.8**	219.8	**51.1**	35.2	**72.6**	202.2
Adjust for:								
Third party smelting, refining and transport costs	**11.1**	8.7	**10.1**	8.7	**1.0**	—	**1.2**	6.2
By-product and co-product credits	**(238.0)**	**(188.9)**	**(238.0)**	**(188.9)**	—	—	—	(7.3)
Community costs related to current operations	—	—	—	—	—	—	**2.6**	19.3
Adjusted production costs	**81.0**	74.8	**28.9**	39.6	**52.1**	35.2	**76.4**	220.4
Corporate general administrative and other costs	**27.7**	46.1	**1.0**	1.2	—	—	—	—
Reclamation and remediation - accretion (operating sites)	**4.9**	1.6	**1.8**	1.6	**3.1**	—	**0.3**	3.6
Sustaining capital expenditures	**85.5**	51.2	**66.7**	37.8	**18.8**	13.4	**60.6**	200.5
Sustaining leases	**5.4**	7.9	**4.8**	4.8	**0.6**	3.1	—	—
All-in sustaining costs on a by-product basis	**204.5**	181.6	**103.2**	85.0	**74.6**	51.7	**137.3**	424.5
Revenue-based taxes	—	—	—	—	—	—	**37.0**	138.5
Exploration and study costs	**23.6**	23.3	**5.6**	7.5	**2.1**	1.7	**8.8**	15.9
Non-sustaining capital expenditures[1]	**5.3**	53.0	**4.1**	—	**0.8**	30.4	**25.9**	16.8
Care and maintenance costs and pre-development costs	**14.1**	24.3	—	—	—	—	—	—
All-in costs on a by-product basis	**247.4**	282.2	**112.9**	92.5	**77.5**	83.8	**209.0**	595.7
Ounces sold (000s)	**314.8**	253.0	**203.1**	154.1	**111.7**	98.9	**147.8**	569.2
Pounds sold (millions)	**78.0**	80.5	**78.0**	80.5	—	—	—	—
Gold production costs ($/oz)	**604**	615	**683**	781	**457**	356	**491**	355
All-in sustaining costs on a by-product basis ($/oz)	**649**	718	**508**	552	**668**	523	**929**	746
All-in costs on a by-product basis ($/oz)	**785**	1,116	**556**	600	**694**	848	**1,414**	1,047
Gold - All-in sustaining costs on a co-product basis ($/oz)	**891**	954	**883**	939	**668**	523	**929**	746
Copper production costs ($/pound)	**1.51**	1.24	**1.51**	1.24	**n/a**	n/a	**n/a**	n/a
Copper - All-in sustaining costs on a co-product basis ($/pound)	**1.94**	1.48	**1.94**	1.48	**n/a**	n/a	**n/a**	n/a

(1) Non-sustaining capital expenditures are distinct projects designed to have a significant increase in the net present value of the mine. In the current year, non-sustaining capital expenditures include costs related primarily to the installation of the staged flotation reactors at the Mount Milligan Mine and the expansion of the Kumtor Mine while in prior year they related primarily to construction costs at the Öksüt Mine and the water treatment plant at the Kemess Project.

(2) Presented on a continuing operations basis, excluding the results from the Kumtor Mine.

(3) Results for the periods ended December 31, 2021 from the Kumtor Mine are prior to the seizure of the mine on May 15, 2021.

Adjusted net earnings is a non-GAAP financial measure and can be reconciled as follows:

	Three months ended December 31,		Year ended December 31,	
($millions, except as noted)	**2021**	2020	**2021**	2020
Net earnings (loss)	**274.9**	95.2	**(381.8)**	408.5
Adjust for items not associated with ongoing operations:				
Loss of control of the Kumtor Mine	**—**	**—**	**926.4**	**—**
Kumtor Mine legal costs, onerous contract and other related costs	**11.3**	**—**	**27.5**	**—**
Gain from the discontinuance of Kumtor Mine hedge instruments	**—**	**—**	**(15.3)**	**—**
Impairment reversal, net of tax	**(117.3)**	**—**	**(117.3)**	**—**
Gain on the sale of Greenstone property	**(25.0)**	**—**	**(97.3)**	**—**
Reclamation provision revaluation expense at sites on care and maintenance	**24.2**	9.3	**24.1**	53.4
Income and mining tax adjustments (1)	**(132.7)**	**—**	**(132.7)**	**—**
Adjusted net earnings	**35.4**	104.5	**233.6**	461.9
Net earnings (loss) per share - basic	**0.93**	0.32	**(1.29)**	1.39
Net earnings (loss) per share - diluted	**0.92**	0.32	**(1.29)**	1.37
Adjusted net earnings per share - basic	**0.12**	0.35	**0.79**	1.57
Adjusted net earnings per share - diluted	**0.12**	0.35	**0.77**	1.55

(1) Income and mining taxes adjustments reflect foreign currency translation recorded to the income and mining taxes (recovery) expense and the tax impact on impairment reversal.

Adjusted net earnings from continuing operations is a non-GAAP financial measure and can be reconciled as follows:

	Three months ended December 31		Year ended December 31,	
($millions, except as noted)	**2021**	2020	**2021**	2020
Net earnings from continuing operations	**274.9**	31.6	**446.9**	16.1
Adjust for items not associated with ongoing operations:				
Kumtor Mine litigation and other related costs	**11.3**	**—**	**25.5**	**—**
Impairment reversal, net of tax	**(117.3)**	**—**	**(117.3)**	**—**
Gain on the sale of Greenstone property	**(25.0)**	**—**	**(97.3)**	**—**
Reclamation provision revaluation expense at sites on care and maintenance	**24.2**	9.3	**24.1**	53.4
Income and mining tax adjustments (1)	**(132.7)**	**—**	**(132.7)**	**—**
Adjusted net earnings from continuing operations	**35.4**	40.9	**149.3**	69.5
Net earnings from continuing operations per share - basic	**0.93**	0.11	**1.51**	0.05
Net earnings from continuing operations per share - diluted	**0.92**	0.11	**1.50**	0.05
Adjusted net earnings from continuing operations per share - basic	**0.12**	0.14	**0.50**	0.24
Adjusted net earnings from continuing operations per share - diluted	**0.12**	0.14	**0.50**	0.23

(1) Income and mining taxes adjustments reflect foreign currency translation recorded to the income and mining taxes (recovery) expense and the tax impact on impairment reversal.

Free cash flow from continuing operations and adjusted free cash flow from continuing operations are non-GAAP financial measures and can be reconciled as follows:

	Three months ended December 31									
	Consolidated		Mount Milligan		Öksüt		Molybdenum		Other	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Cash provided by (used in) operating activities from continuing operations(1)	**61.8**	**84.3**	**63.5**	44.0	**39.5**	61.8	**(15.8)**	**(3.8)**	**(25.4)**	(17.7)
Adjust for:										
Additions to property, plant & equipment at continuing operations(1)	**(23.1)**	**(35.6)**	**(17.3)**	(13.3)	**(4.2)**	(15.3)	**(1.4)**	(2.3)	**(0.2)**	(4.7)
Free cash flow (deficit) from continuing operations	**38.7**	48.7	**46.2**	30.7	**35.3**	46.5	**(17.2)**	(6.1)	**(25.6)**	**(22.4)**
Adjust for:										
Kumtor Mine legal and other related costs	**5.3**	—	—	—	—	—	—	—	5.3	—
Adjusted free cash flow from continuing operations	**44.0**	48.7	**46.2**	30.7	**35.3**	46.5	**(17.2)**	**(6.1)**	**(20.3)**	**(22.4)**

(1) As presented in the Company's consolidated statements of cash flows.

	Year ended December 31									
	Consolidated		Mount Milligan		Öksüt		Molybdenum		Other	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Cash provided by (used in) operating activities from continuing operations(1)	**270.9**	272.4	**268.9**	185.3	**131.7**	146.1	**(37.3)**	**11.4**	**(92.4)**	(70.4)
Adjust for:										
Additions to property, plant & equipment at continuing operations(1)	**(92.5)**	(103.5)	**(67.4)**	(35.1)	**(20.1)**	(40.9)	**(2.5)**	**(5.8)**	**(2.5)**	(21.7)
Free cash flow (deficit) from continuing operations	**178.4**	**168.9**	**201.5**	150.2	**111.6**	105.2	**(39.8)**	**5.6**	**(94.9)**	(92.1)
Adjust for:										
Kumtor Mine legal and other related costs	**14.2**	—	—	—	—	—	—	—	14.2	—

Adjusted free cash flow from continuing operations	**192.6**	168.9	**201.5**	150.2	**111.6**	105.2	**(39.8)**	**5.6**	**(80.7)**	**(92.1)**

(1) As presented in the Company's consolidated statements of cash flows.

Free cash flow from discontinued operations is a non-GAAP financial measure and can be reconciled as follows:

	Three months ended December 31		Year ended December 31	
	2021	**2020**	**2021**	**2020**
Cash provided by operating activities from discontinued operations(1)	**—**	97.6	**143.9**	657.6
Adjust for:				
Additions to property, plant & equipment from discontinued operations (1)	—	(72.5)	**(90.2)**	(222.7)
Free cash flow from discontinued operations	—	25.1	**53.7**	434.9

(1) As presented in the Company's consolidated statements of cash flows.

Sustaining capital expenditures and non-sustaining capital expenditures are non-GAAP measures and can be reconciled as follows:

	Three months ended December 31									
	Consolidated		Mount Milligan		Öksüt		Molybdenum		Other	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Additions to PP&E(1)	**46.9**	65.8	**28.9**	16.0	**9.3**	38.4	**1.4**	3.0	**7.3**	8.3
Adjust for:										
Costs capitalized to the ARO assets	**(17.8)**	(27.0)	**(5.3)**	(2.8)	**(5.2)**	(21.9)	**—**	—	**(7.3)**	(2.3)
Costs capitalized to the ROU assets	**(1.3)**	—	**(1.5)**	0.0	**0.2**	0.0	**—**	**—**	**0.0**	0.0
Other(2)(3)	**0.3**	1.6	**0.3**	3.4	**0.0**	(1.2)	**—**	(0.7)	**0.1**	0.1
Capital expenditures	**28.1**	40.4	**22.4**	16.6	**4.3**	15.3	**1.4**	2.3	**0.1**	6.2
Sustaining capital expenditures	**25.7**	28.0	**20.2**	16.6	**4.1**	9.1	**1.4—**	**2.3**	**0.1**	—
Non-sustaining capital expenditures	**2.4**	12.4	**2.2**	**—**	**0.2**	6.2	—	—	—	6.2

(1) As presented in the note 29 of the Company's consolidated financial statements.

(2) Includes reclassification of insurance and capital spares from supplies inventory to PP&E.

(3) 2020 figures at the Öksüt Mine include deferred financing costs related to the construction phase.

	Year ended December 31									
	Consolidated		Mount Milligan		Öksüt		Molybdenum		Other	
Additions to PP&E(1)	**2021**	**2020**	**2021**	**2020**	**2021**	**2020**	**2021**	**2020**	**2021**	**2020**
	118.9	140.7	**83.7**	38.1	**24.9**	69.3	**2.5**	6.5	**7.8**	26.8
Adjust for:										
Costs capitalized to the ARO assets	**(17.8)**	(29.9)	**(5.3)**	(3.4)	**(5.2)**	(23.1)	**—**	—	**(7.3)**	(3.3)
Costs capitalized to the ROU assets	**(6.9)**	**(1.1)**	**(6.8)**	(0.5)	**(0.1)**	(0.1)	**—**	—	**0.0**	(0.5)
Other(2)(3)	**(0.9)**	**1.0**	**(0.8)**	3.6	**0.0**	(2.3)	**—**	(0.7)	**(0.1)**	0.4
Capital expenditures	**93.3**	**110.7**	**70.8**	37.8	**19.6**	43.8	**2.5**	5.8	**0.4**	23.3
Sustaining capital expenditures	**88.0**	57.0	**66.7**	37.8	**18.8**	13.4	**2.5**	**5.8**	**0.4**	—
Non-sustaining capital expenditures	**5.3**	53.7	**4.1**	**—**	**0.8**	30.4	—	—	—	23.3

(1) As presented in the note 29 of the Company's consolidated financial statements.

(2) Includes reclassification of insurance and capital spares from supplies inventory to PP&E.

(3) 2020 figures at the Öksüt Mine include deferred financing costs related to the construction phase.

Mineral Reserves and Mineral Resources

The Company released the results of the updated mineral reserve and mineral resource estimates for the Mount Milligan Mine, the Öksüt Mine, and the Kemess Property as of December 31, 2021. The 2021 mineral reserves and resources estimate excludes the Greenstone project which was divested on January 19, 2021 as well the Kumtor Mine. The Kyrgyz Republic seized the Kumtor Mine on May 15, 2021 and the Company concluded that it had lost control of the Kumtor Mine. Therefore, the mineral reserves and mineral resources as at December 31, 2021 do not include the Kumtor Mine.

Mount Milligan's mineral reserves and mineral resources are presented on a 100%-basis. Sales of gold and copper from the Mount Milligan Mine are subject to the Mount Milligan Streaming Arrangement whereby Royal Gold is entitled to 35% and 18.75% of gold and copper sales respectively. Under this streaming arrangement, Royal Gold pays Centerra $435 per ounce of gold delivered and 15% of the spot price per metric tonne of copper delivered.

Total gold mineral reserves and resources

Gold (000s attributable ounces contained) [1][4]	**2021**	**2020**
Total proven and probable mineral reserves	**4,849**	**11,166**
Total measured and indicated mineral resources [2]	**7,084**	**7,948**
Total inferred mineral resources [2][3]	**1,032**	**5,379**

(1) Centerra's equity interests as at December 31, 2021, are as follows: Mount Milligan Mine 100%, Öksüt Mine 100% and Kemess Project 100%. The mineral reserves and mineral resources above reflect Centerra's equity interests in the applicable properties.

(2) Mineral resources are in addition to mineral reserves. Mineral resources do not have demonstrated economic viability.

(3) Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher category.

(4) Production at the Mount Milligan Mine is subject to a streaming agreement which entitles Royal Gold to 35% of gold sales from the Mount Milligan Mine. Under the stream arrangement, Royal Gold will pay $435 per ounce of gold delivered. Mineral resources for the Mount Milligan property are presented on a 100%-basis.

Total copper mineral reserves and resources

Copper (millions of pounds contained) [1][4]	**2021**	**2020**
Total proven and probable mineral reserves	**1,366**	**1,467**
Total measured and indicated mineral resources [2]	**5,783**	**5,329**
Total inferred mineral resources [2][3]	**539**	**520**

(1) Centerra's equity interests as at December 31, 2021, are as follows: Mount Milligan Mine 100%, Kemess Project 100% and Berg property 100%. In December 2020, the Berg property was optioned to a third party which has the right to acquire a 70% interest in the property over a period of up to five years.

(2) Mineral resources are in addition to mineral reserves. Mineral resources do not have demonstrated economic viability.

(3) Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher category.

(4) Production at the Mount Milligan Mine is subject to a streaming agreement which entitles Royal Gold to 18.75% of copper sales from the Mount Milligan mine. Under the stream arrangement, Royal Gold will pay 15% of the spot price per metric tonne of copper delivered. Mineral resources for the Mount Milligan property are presented on a 100% basis.

Total molybdenum mineral reserves and resources

Molybdenum (millions of pounds contained) [1][3][4]	**2021**	**2020**
Total proven and probable mineral reserves	—	—
Total measured and indicated mineral resources [2]	**636**	**636**
Total inferred mineral resources [3]	**50**	**50**

(1) Centerra's equity interests are Berg property 100%, Thompson Creek Mine 100%, and Endako Mine 75%. In December 2020, the Berg property was optioned to a third party which has the right to acquire a 70% interest in the property over a period of up to five years.

(2) Mineral resources are in addition to mineral reserves. Mineral resources do not have demonstrated economic viability.

(3) Inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher category.

Material assumptions used to determine mineral reserves and mineral resources are as follows:

	2021	2020
Gold price		
Gold mineral reserves ($/oz)	**1,250-1,350**	1,250-1,350
Gold mineral resources ($/oz)	**1,450-1,550**	1,500-1,550
Copper price		
Copper mineral reserves ($/lb)	**3.00**	3.00
Copper mineral resources ($/lb)	**3.50**	3.50
Molybdenum price		
Molybdenum mineral resources ($/lb)	**14.00**	14.00
Foreign exchange rates		
1 USD : Canadian dollar	**1.25-1.30**	1.25
1 USD : Turkish lira	**7.50**	5.50

Qualified Person & QA/QC – Production, Mineral Reserves and Mineral Resources

The production information and other scientific and technical information presented in this document, including the production estimates, were prepared in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum and NI 43-101 and were prepared, reviewed, verified, and compiled by Centerra's geological and mining staff under the supervision of Slobodan (Bob) Jankovic, Professional Geoscientist, member of the Association of Professional Geoscientists of Ontario ("APGO") and Centerra's Senior Director, Technical Services, who is a qualified person for the purpose of *NI 43-101*. Unless otherwise noted below, sample preparation, analytical techniques, laboratories used and quality assurance and quality control protocols used during the exploration drilling programs are done consistent with industry standards and independent certified assay labs are used.

The Kumtor deposit is described in a *NI 43-101*-compliant technical report dated February 24, 2021 (with an effective date of July 1, 2020) and filed on SEDAR at www.sedar.com and EDGAR at www.sec.gov/edgar. The technical report describes the exploration history, geology, and style of gold mineralization at the Kumtor deposit. Sample preparation, analytical techniques, laboratories used, and quality assurance and quality control protocols used are described in the technical report. While Centerra owns 100% of the Kumtor Mine, the mine is no longer under the Company's control as a result of Kyrgyz Government actions that took place in May 2021 and which are disclosed above under "Recent Events and Developments – Kumtor Mine".

The Mount Milligan deposit is described in a *NI 43-101*-compliant technical report dated March 26, 2020 and filed on SEDAR at www.sedar.com and EDGAR at www.sec.gov/edgar. The technical report describes the exploration history, geology, and style of gold mineralization at the Mount Milligan deposit. Sample preparation, analytical techniques, laboratories used, and quality assurance and quality control protocols used during the exploration drilling programs are done consistent with industry standards while independent certified assay labs are used.

The Öksüt deposit is described in a *NI 43-101*-compliant technical report dated September 3, 2015 and filed on SEDAR at www.sedar.com. The technical report describes the exploration history, geology, and style of gold mineralization at the Öksüt deposit. Sample preparation, analytical techniques, laboratories used, and quality assurance and quality control protocols used during the exploration drilling programs are done consistent with industry standards while independent certified assay labs are used.

Exhibit 99.3

Consolidated Financial Statements

For the Years Ended December 31, 2021 and 2020



Report of Management's Accountability

The accompanying audited consolidated financial statements of Centerra Gold Inc. were prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. Management acknowledges responsibility for significant accounting judgments and audited annual consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

The Board of Directors is responsible for reviewing and approving the audited annual consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The Board of Directors carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board of Directors and all of its members are non-management directors. The Audit Committee reviews the consolidated financial statements, management's discussion and analysis and the external auditors' report; examines the fees and expenses for audit services; and considers the engagement or reappointment of the external auditors. The Audit Committee reports its findings to the Board of Directors for its consideration when approving the consolidated financial statements for issuance to the shareholders. KPMG LLP, the external auditors, have full and free access to the Audit Committee.

Original signed by:
Scott G. Perry
President and Chief Executive Officer

Original signed by:
Darren J. Millman
Vice President and Chief Financial Officer

February 24, 2022

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Centerra Gold Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statement of financial position of Centerra Gold Inc. (the Company) as of December 31, 2021, the related consolidated statements of (loss) earnings and comprehensive (loss) income, shareholders' equity, and cash flows for the year ended December 31, 2021, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and its financial performance and its cash flows for the year ended December 31, 2021, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Loss of control of the Kumtor cash generating unit (CGU)

As discussed in Note 5 to the consolidated financial statements, the Company concluded in the second quarter of 2021, that it had lost control of the Kumtor Mine because it cannot effectively exercise power over the relevant activities related to the mine and is no longer exposed to variable returns, nor can it affect the returns of the mine through its managerial involvement. As a result of the loss of control event, the Company deconsolidated the subsidiary, and derecognized the assets and liabilities of the Kumtor Mine at their carrying amounts at the date when control was lost. The Company deemed the loss of control a significant event and concluded that the Kumtor Mine should be treated as a discontinued operation. A loss on the change of control equal to the net carrying value of assets and liabilities of the Kumtor Mine at the date when control was lost, totaling $926.4 million, was recognized in the consolidated statements of (loss) earnings and comprehensive (loss) income.

We identified the assessment of the loss of control and the presentation as a discontinued operation of the Kumtor CGU as a critical audit matter. A high degree of auditor judgment was required to evaluate the Company's ability to effectively exercise power over the relevant activities related to the CGU, including to affect the economic returns of the CGU through its managerial involvement and be exposed to variable returns of the CGU. In addition, auditor judgment was required to assess whether the loss of control of the CGU was a disposal.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design of an internal control over the Company's process to assess the loss of control of the CGU. This included an assessment of whether the Company was able to effectively exercise power over the relevant activities, affect the economic returns, be exposed to variable returns of the CGU and whether the loss of control was a disposal. We analyzed the Company's loss of control and discontinued operations assessment by comparing the facts and circumstances to publicly disclosed information including the temporary management law passed by the Kyrgyz Republic. We evaluated the Company's disclosure by comparing to the requirements related to loss of control and presentation as discontinued operations.

Recoverable amount of the Mount Milligan CGU

As discussed in Note 6 to the consolidated financial statements, in the fourth quarter of 2021, the Company identified improved and reliable performance, increased expectation of resource conversion and increased long-term gold and copper prices to be an indicator to test the Mount Milligan Mine for impairment reversal. The estimated recoverable amount of the Mount Milligan mine CGU as at December 31, 2021 was determined on the basis of fair value less costs of disposal ("FVLCD") and calculated by discounting the estimated future net cash flows over the estimated life of the mine. Calculating the FVLCD required management to make estimates and assumptions with respect to future production levels and operating and capital costs in the life of mine plans, future metal prices, foreign exchange rates, discount rates and estimates of the fair value attributable to mineralization in excess of life of mine plans. As the Mount Milligan Mine CGU's estimated recoverable amount exceeded the previous carrying amount less amortization that would have been recognized had the assets not been impaired, an impairment reversal of $160.0 million ($117.3 million, net of tax) was recognized in the impairment reversal line item in the consolidated statements of (loss) earnings.

We identified the assessment of the recoverable amount of property, plant and equipment of the Mount Milligan CGU as a critical audit matter. A high degree of auditor judgment was required to evaluate the estimated future cash flows used to estimate the recoverable amount. Significant assumptions were the production levels, operating and capital costs, future metal prices, foreign exchange rates, the discount rate and fair value attributable to mineralization in excess of life of mine plans. Changes in any of these assumptions or estimates used in determining the fair values could have impacted the impairment reversal analysis and its conclusions. In addition, auditor judgment was required to assess the mineral reserves and resources which form the basis of the life of mine plan and the fair value attributable to mineralization in excess of life of mine plans.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design of certain internal controls over the Company's process to determine recoverable amount of the Mount Milligan CGU. This included controls over the determination of future cash flows in the life-of-mine models used to estimate the recoverable amount of the CGU and the development of the significant assumptions. We assessed the estimates of the future production levels and operating and capital cost assumptions used in the life of mine plans by comparing them to historical results. We evaluated the Company's estimate of mineral reserves and resources by comparing the Company's historical estimates to actual production results. We assessed the competence, capabilities and objectivity of the Company's personnel who prepared the mineral reserve and resource estimates, including the industry and regulatory standards they applied. We involved valuation professionals with specialized skills and knowledge, who assisted in:

- evaluating the future metal prices and foreign exchange rates by comparing to third party estimates
- evaluating the discount rate assumption by comparing to an estimate that was independently developed using publicly available third party sources and data for comparable entities
- assessing the fair value attributable to mineralization in excess of life of mine plans, by comparing the assumption to the implied value per ounce of the mineral reserves and resources in the discounted cash flow model.

/s/ KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

We have served as the Company's auditor since 2004

Toronto, Canada
February 24, 2022

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Centerra Gold Inc.

Opinion

We have audited the comparative information in the consolidated accompanying financial statements of Centerra Gold Inc. (the Entity), which comprise:

- the consolidated statement of financial position as at December 31, 2020
- the consolidated statement of earnings (loss) and other comprehensive (loss) income for the year ended December 31, 2020
- the consolidated statement of shareholders' equity for the year ended December 31, 2020
- the consolidated statement of cash flows for the year ended December 31, 2020
- and notes to the consolidated comparative information, including a summary of significant accounting policies. (Hereinafter referred to as the "comparative information").

In our opinion, the comparative information in the accompanying financial statements presents fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2020, and its consolidated financial performance and its consolidated cash flows for the year ended December 31, 2020 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "**Auditors' Responsibilities for the Audit of the Comparative Information**" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the comparative information in Canada and we have fulfilled our other responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Comparative Information

Management is responsible for the preparation and fair presentation of the comparative information in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of comparative information that is free from material misstatement, whether due to fraud or error.

In preparing the comparative information, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Comparative Information

Our objectives are to obtain reasonable assurance about whether the comparative information as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the comparative information.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the comparative information, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the comparative information or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the comparative information, including the disclosures, and whether the comparative information represents the underlying transactions and events in a manner that achieves fair presentation.

- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group Entity to express an opinion on the comparative information. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

/s/ KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditor's report is Daniel Gordon Ricica.

Toronto, Canada
February 24, 2022

Centerra Gold Inc.
Consolidated Statements of Financial Position

As at December 31,		2021	2020
(Expressed in thousands of United States dollars)			
Assets	**Notes**		
Current assets			
Cash and cash equivalents		**$ 947,230**	$ 545,180
Amounts receivable	**8**	**76,841**	66,108
Inventories	**9**	**221,220**	580,587
Assets held-for-sale	**7**	**—**	140,005
Other current assets	**10**	**25,802**	40,961
		1,271,093	1,372,841
Property, plant and equipment	**11**	**1,272,091**	1,686,067
Deferred income tax assets	**22**	**101,300**	—
Other non-current assets	**12**	**32,084**	77,101
		1,405,475	1,763,168
Total assets		**$ 2,676,568**	$ 3,136,009
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	**13**	**$ 186,820**	$ 232,704
Income tax payable	**22**	**25,253**	2,474
Liabilities held-for-sale	**7**	**—**	2,255
Other current liabilities	**10**	**15,281**	20,395
		227,354	257,828
Deferred income tax liabilities	**22**	**54,861**	39,473
Provision for reclamation	**15**	**331,312**	351,149
Other non-current liabilities	**12**	**19,425**	21,541
Shareholders' equity		**405,598**	412,163
Share capital	**23**	**984,095**	975,122
Contributed surplus		**30,809**	30,601
Accumulated other comprehensive income		**6,829**	11,600
Retained earnings		**1,021,883**	1,448,695
		2,043,616	2,466,018
Total liabilities and shareholders' equity		**$ 2,676,568**	$ 3,136,009
Commitments and contingencies (note 25)			
Subsequent events (note 30)			

The accompanying notes form an integral part of these consolidated financial statements.

Approved by the Board of Directors
Original signed by:
Michael S. Parrett Richard W. Connor

Centerra Gold Inc.
Consolidated Statements of (Loss) Earnings and Comprehensive (Loss) Income

For the years ended December 31,		2021	2020
(Expressed in thousands of United States dollars) (except per share amounts)	**Notes**		
Revenue	**17**	**$ 900,141**	$ 721,262
Cost of sales			
Production costs		**487,676**	409,967
Depreciation, depletion and amortization		**120,505**	95,810
Earnings from mine operations		**291,960**	215,485
Exploration and development costs		**26,082**	31,537
Corporate administration	**18**	**27,134**	45,674
Care and maintenance expense		**28,723**	29,117
Impairment reversal	**6**	**(160,000)**	—
Reclamation expense	**15**	**23,347**	53,381
Other operating expenses	**19**	**12,759**	11,862
Earnings from operations		**333,915**	43,914
Gain on sale of Greenstone Partnership	**7**	**(97,274)**	—
Other non-operating expenses	**20**	**23,493**	6,247
Finance costs	**21**	**4,762**	13,818
Earnings before income tax		**402,934**	23,849
Income tax (recovery) expense	**22**	**(44,015)**	7,709
Net earnings from continuing operations		**446,949**	16,140
Net (loss) earnings from discontinued operations	**5**	**(828,717)**	392,398
Net (loss) earnings		**$ (381,768)**	$ 408,538
Other Comprehensive (Loss) Income			
Items that may be subsequently reclassified to earnings:			
Net gain on translation of foreign operation		**$ 31**	$ 839
Net (loss) gain on derivative instruments	**27**	**(4,802)**	11,513
Other comprehensive (loss) income		**(4,771)**	12,352
Total comprehensive (loss) income		**$ (386,539)**	$ 420,890
Earnings per share - continuing operations:			
Basic	**23**	**$ 1.51**	$ 0.05
Diluted	**23**	**$ 1.48**	$ 0.05
(Loss) earnings per share:			
Basic	**23**	**$ (1.29)**	$ 1.39
Diluted	**23**	**$ (1.29)**	$ 1.37
Cash dividends declared per common share (C$)		**$ 0.24**	$ 0.18

The accompanying notes form an integral part of these consolidated financial statements.

Centerra Gold Inc.
Consolidated Statements of Cash Flows

For the years ended December 31,		2021	2020
(Expressed in thousands of United States dollars)			
Operating activities	**Notes**		
Net earnings from continuing operations		**$ 446,949**	$ 16,140
Adjustments:			
Depreciation, depletion and amortization		**126,374**	102,046
Reclamation expense	**15**	**23,347**	53,581
Share-based compensation expense		**1,364**	20,348
Finance costs	**21**	**4,762**	13,818
Inventory impairment		**377**	13,588
Gain on sale of Greenstone Partnership	**7**	**(97,274)**	—
Income tax (recovery) expense	**22**	**(44,015)**	7,709
Income taxes (paid) refunded		**(17,182)**	18,490
Impairment reversal	**6**	**(160,000)**	—
Other		**(1,023)**	4,082
		283,679	249,802
Changes in working capital	**24**	**(12,771)**	22,588
Cash provided by operating activities from continuing operations		**270,908**	272,390
Cash provided by operating activities from discontinued operations		**143,853**	657,625
Cash provided by operating activities		**414,761**	930,015
Investing activities			
Property, plant and equipment additions		**(92,500)**	(103,563)
Proceeds from sale of Greenstone Partnership	**7**	**210,291**	—
Proceeds from disposition of marketable securities		**—**	4,372
Proceeds from disposition of fixed assets	**11**	**11,868**	—
Decrease in restricted cash		**2,660**	25,246
Decrease (increase) in other assets		**188**	(690)
Cash provided by (used in) investing activities from continuing operations		**132,507**	(74,635)
Cash used in investing activities from discontinued operations		**(96,081)**	(228,741)
Cash provided by (used in) investing activities		**36,426**	(303,376)
Financing activities			
Dividends paid	**23**	**(45,044)**	(39,757)
Debt drawdown		**—**	250,000
Debt repayment		**—**	(327,472)
Payment of borrowing costs		**(2,654)**	(8,515)
Repayment of lease obligations	**24**	**(6,476)**	(6,037)
Proceeds from common shares issued		**5,037**	7,793
Cash used in financing activities		**(49,137)**	(123,988)
Increase in cash during the period		**402,050**	502,651
Cash at beginning of the period		**545,180**	42,717
Reclassified to assets held-for-sale	**7**	**—**	(188)
Cash at end of the period		**$ 947,230**	$ 545,180

The accompanying notes form an integral part of these consolidated financial statements.

Centerra Gold Inc.
Consolidated Statements of Shareholders' Equity

(Expressed in thousands of United States dollars, except share information)

	Number of Common Shares	Share Capital Amount	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
Balance at January 1, 2021	**295,827,906**	**$ 975,122**	**$ 30,601**	**$ 11,600**	**$ 1,448,695**	**$ 2,466,018**
Net loss	—	—	—	—	**(381,768)**	**(381,768)**
Other comprehensive loss	—	—	—	**(4,771)**	—	**(4,771)**
Transactions with shareholders:						
Share-based compensation expense	—	—	**3,590**	—	—	**3,590**
Issued on exercise of stock options	**756,056**	**5,492**	**(1,458)**	—	—	**4,034**
Issued under the employee share purchase plan	**137,023**	**1,175**	—	—	—	**1,175**
Issued on redemption of restricted share units	**343,765**	**2,306**	**(1,924)**	—	—	**382**
Dividend declared (C$0.24 per share)	—	—	—	—	**(45,044)**	**(45,044)**
Balance at December 31, 2021	**297,064,750**	**$ 984,095**	**$ 30,809**	**$ 6,829**	**$ 1,021,883**	**$ 2,043,616**
Balance at January 1, 2020	293,690,456	$ 960,404	$ 26,278	$ (752)	$ 1,079,914	$ 2,065,844
Net earnings	—	—	—	—	408,538	408,538
Other comprehensive income	—	—	—	12,352	—	12,352
Transactions with owners:						
Share-based compensation expense	—	—	10,564	—	—	10,564
Issued on exercise of stock options	1,490,465	10,641	(3,291)	—	—	7,350
Issued under the employee share purchase plan	520,165	1,096	—	—	—	1,096
Issued on redemption of restricted share units	126,820	2,981	(2,950)	—	—	31
Dividends declared (C$0.18 per share)	—	—	—	—	(39,757)	(39,757)
Balance at December 31, 2020	295,827,906	$ 975,122	$ 30,601	$ 11,600	$ 1,448,695	$ 2,466,018

The accompanying notes form an integral part of these consolidated financial statements.

1. Nature of operations

Centerra Gold Inc. ("Centerra" or the "Company") was incorporated under the *Canada Business Corporations Act* on November 7, 2002. Centerra's common shares are listed on the Toronto Stock Exchange under the symbol "CG" and on the New York Stock Exchange under the symbol "CGAU". The Company is domiciled in Canada and its registered office is located at 1 University Avenue, Suite 1500, Toronto, Ontario, M5J 2P1. The Company is primarily focused on operating, developing, exploring and acquiring gold and copper properties in North America, Turkey, and other markets worldwide.

2. Basis of presentation

a. Statement of Compliance

The consolidated financial statements of the Company and its subsidiaries are prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). These financial statements were authorized for issuance by the Board of Directors of the Company (the "Board") on February 24, 2022.

b. Basis of Presentation

Overview

These consolidated financial statements have been prepared on a going concern basis under the historical cost basis, except for certain financial assets and liabilities which are measured at fair value. The consolidated financial statements are presented in US dollars with all amounts rounded to the nearest thousand, except where otherwise noted.

Subsidiaries

These consolidated financial statements include the accounts of the Company and its consolidated subsidiaries. All intercompany balances, transactions, income and expenses and gains or losses have been eliminated on consolidation. Subsidiaries consist of entities from which the Company is exposed, or has rights, to variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The Company reassesses whether or not it controls a subsidiary if facts and circumstances indicate that there are changes to one or more of the elements of control. If the Company loses control over a subsidiary, it derecognizes the related assets, liabilities, non-controlling interest and other components of equity, while any resulting gain or loss is recognized in the statements of (loss) earnings. Any investment retained is recognized at fair value.

Joint Arrangements

A joint arrangement is defined as an arrangement in which two or more parties have joint control. Joint control is the contractually agreed sharing of control over an arrangement between two or more parties. This exists only when the decisions about the relevant activities that significantly affect the returns of the arrangement require the unanimous consent of the parties sharing control.

A joint operation is a joint arrangement whereby the parties have joint control of the arrangement and have rights to the assets and obligations for the liabilities relating to the arrangement. These consolidated financial statements include the Company's interests in the assets, liabilities, revenues and expenses of the joint operations, from the date that joint control commenced. The Company's 75% interest in the Endako Mine has been accounted for as a joint operation. The Company's 50% interest in the Greenstone Gold Mines Partnership ("Greenstone Partnership") has been accounted for as joint operation up to the date of its sale on January 19, 2021.

3. Summary of significant accounting policies

The significant accounting policies summarized below have been applied consistently to all periods presented in these consolidated financial statements.

a. Business combinations

The Company uses the acquisition method of accounting for business combinations, whereby the purchase consideration transferred in the acquisition is allocated to the identifiable net assets acquired on the basis of fair value. Certain fair values may be estimated at the acquisition date pending confirmation or completion of the valuation process, within a measurement period not to exceed one year from the acquisition date.

Acquisition-related costs are expensed as incurred. Assets acquired and liabilities assumed in a business combination are measured initially at fair value at the acquisition date. The excess of the consideration transferred over the fair value of the net assets acquired is recorded as goodwill. A gain is recorded through the consolidated statements of (loss) earnings and comprehensive (loss) income if the cost of the acquisition is less than the fair values of the identifiable net assets acquired.

b. Non-current assets and disposal groups held-for-sale

Non-current assets or disposal groups are classified as assets held-for-sale ("HFS") if it is highly probable that they will be sold in their current condition within one year from the date of classification. Assets and disposal groups that meet the criteria to be classified as HFS are recorded at the lower of carrying amount and fair value less cost of disposal. Impairment losses on initial classification as HFS and subsequent gains and losses on remeasurement are recognized in the consolidated statements of (loss) earnings and comprehensive (loss) income. Once classified as HFS, property, plant and equipment are no longer depreciated. The assets and disposal groups classified as HFS are presented separately in the consolidated statements of financial position.

c. Discontinued operations

A disposal group qualifies as a discontinued operation if it is a component of the Company that either has been disposed of, or is classified as held for sale, and: (i) represents a separate major line of business or geographical area of operations; (ii) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or (iii) is a subsidiary acquired exclusively with a view to resale. A component of the Company comprises an operation and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Company. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as earnings or loss after tax from discontinued operations in the consolidated statement of (loss) earnings and comprehensive (loss) income.

d. Foreign currency

The functional currency of the Company, including its subsidiaries and joint operations is the currency of the primary economic environment in which it operates. The functional currency of the Company's operations is the United States dollar ("USD"), except for the Greenstone Partnership, which had a functional currency of the Canadian dollar ("CAD"). Greenstone Partnership was disposed in the first quarter of 2021 (note 7). Any translation gains (losses) associated with Greenstone Partnership were recorded as part of other comprehensive (loss) income in the consolidated statements of (loss) earnings and comprehensive (loss) income.

Once the Company determines the functional currency of an entity, it is not changed unless there is a significant change in the relevant underlying transactions, events and circumstances. Any change in a Company's functional currency is accounted for prospectively from the date of the change, and the consolidated balance sheets are translated using the exchange rate at that date.

Foreign currency transactions are translated into the Company's functional currency as follows:

- Non-monetary items that are measured at historical cost are translated at the historical exchange rates prevailing at each transaction date. Non-monetary items that are measured at fair value are translated at the exchange rate in effect at the date the fair value was measured.
- Monetary items are translated at the closing rate in effect at the statement of financial position date.
- Revenue and expense items are translated using the average exchange rate during the period.

e. Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term investments with original maturities of 90 days or less. Cash and cash equivalents are classified as financial assets carried at amortized cost.

f. Restricted cash and restricted short-term investments

Cash and short-term investments which are subject to legal or contractual restrictions on their use are classified separately as restricted cash and restricted short-term investments.

g. Inventories

Metal inventories, including heap leach ore, stockpiled ore, in-circuit gold, gold and copper concentrate, gold doré and molybdenum inventory are valued at the lower of cost and net realizable value ("NRV").

The cost of inventories is determined primarily on a weighted-average basis and includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Costs of inventories include direct materials, direct labour, transportation, shipping, freight and insurance costs, mine-site overhead expenses and depreciation, depletion and amortization of mining assets. Molybdenum inventory additionally includes amounts paid for molybdenum concentrate purchased from third parties, as well as costs associated with beneficiation and roasting.

NRV is calculated as the estimated price in the ordinary course of business, less costs to be incurred in converting the relevant inventories to saleable product and delivering it to a customer. Any write-down of inventories to NRV or reversals of previous write-downs are recognized in the consolidated statements of (loss) earnings and comprehensive (loss) income in the period that the write-down or reversal occurs.

Supplies inventory and spare parts are valued at weighted average cost. Provisions are recorded to reduce supplies inventory to NRV, which is generally calculated by reference to its salvage or scrap value, when it is determined that the supplies are obsolete.

h. Property, plant and equipment

Buildings, plant and equipment

Buildings, plant and equipment are recorded at cost, including all expenditures incurred to prepare an asset for its intended use. An item of buildings, plant and equipment is de-recognized upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between any proceeds received and the carrying amount of the asset) is included in the consolidated statements of (loss) earnings and comprehensive (loss) income in the year the asset is de-recognized.

Buildings, plant and equipment are depreciated according to either the units-of-production method or on a straight- line basis over their expected useful life, according to the pattern in which the asset's future economic benefits are expected to be consumed. Depreciation commences when the assets are considered available for use. Once buildings, plant and equipment are considered available for use, they are measured at cost less accumulated depreciation and applicable impairment losses.

Where an item of building, plant and equipment comprises major components with different useful lives, the components are depreciated separately but are grouped for disclosure purposes as building, plant and equipment. Major overhaul expenditures and the cost of replacement of a major component are depreciated over the average expected period between major overhauls.

Management annually reviews the estimated useful lives, residual values and depreciation methods of the Company's building, plant and equipment and also when events and circumstances indicate that such a review should be undertaken. Changes to estimated useful lives, residual values or depreciation methods resulting from such reviews are accounted for prospectively.

The following table sets out the useful lives of certain assets depreciated using the straight-line basis:

	Useful Life		
Buildings, plant and equipment (in years)	2	to	20
Mobile equipment (in years)	2	to	10
Light vehicles and other mobile equipment (in years)	2	to	10
Furniture, computer and office equipment (in years)	2	to	5

Construction-in-progress

Assets under construction are capitalized as construction-in-progress until the asset is available for use. The cost of construction-in-progress comprises its purchase price and any costs directly attributable to bringing it into working condition for its intended use. Directly attributable costs are capitalized until the asset is in a location and condition necessary for operation as intended by management. These costs include: the purchase price, installation costs, site preparation costs, survey costs, freight charges, transportation insurance costs, duties, testing and preparation charges and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Costs incurred on properties in the development stage are included in the carrying amount of the development project in construction-in-progress. A property is classified as a development property when a mine plan has been prepared and a decision is made to commercially develop the property. Development stage expenditures are costs incurred to obtain access to proven and probable mineral reserves or mineral resources and provide facilities for extracting, treating, gathering, transporting, and storing the minerals. All expenditures incurred from the time the development decision is made until when the asset is ready for its intended use are capitalized. Proceeds from mineral sales are offset against costs capitalized prior to a mine being capable of operating at levels intended by management and is not included in revenue from mining operations.

Borrowing costs are capitalized to qualifying assets and are included in construction-in-progress. Qualifying assets are assets that take a substantial period of time to prepare for the Company's intended use, which includes projects that are in the exploration and evaluation, pre-development and development stages. Borrowing costs attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets until such time as the assets are substantially ready for their intended use. All other borrowing costs are expensed as finance costs in the period in which they are incurred. Where the funds used to finance a qualifying asset form part of a general borrowing, the amount capitalized is calculated using a weighted average of rates applicable to the relevant borrowings during the period.

Construction-in-progress is not depreciated. When an asset becomes available for use, its costs are transferred from construction-in-progress into the appropriate asset classification such as mineral properties, building, plant and equipment. Depreciation commences once the asset is complete and available for use.

Mineral properties

The cost of mineral properties includes the fair value attributable to proven and probable mineral reserves and mineral resources acquired, development costs, capitalized exploration and evaluation costs and capitalized borrowing costs. These costs incurred are directly attributable to bringing a mineral property to the state where it is capable of operating in the manner intended by management ("commercial production"). In determining whether a mine has achieved commercial production, the criteria considered include the following:

- Substantial completion of the construction activities;
- Ability to produce minerals in saleable form (within specifications);
- Completion of a reasonable period of testing of mine plant and equipment; and
- Ability to sustain ongoing production of minerals.

After a mineral property has been brought into commercial production, costs are expensed as incurred or capitalized to inventory. Once in commercial production, sales are recognized as revenues and production costs as a component of cost of sales, instead of being deducted from or added to the capitalized construction cost of the mine and amortization of capitalized costs in property, plant and equipment commences.

Mineral properties are depreciated on a units-of-production basis over the estimated economic life of the mine to which they relate.

Deferred stripping costs

In open pit mining operations, it is necessary to remove overburden and other waste materials to access ore from which minerals can be extracted economically. The process of mining overburden and waste materials to access ore from which minerals can be extracted economically is referred to as stripping. Stripping costs incurred in the production phase are accounted for as costs of the inventory produced during the period that the stripping costs are incurred, unless these costs are expected to provide a future economic benefit to an identifiable component of the ore body which will be extracted in the future. Components of the ore body are based on the distinct development phases identified by the mine planning engineers when determining the optimal development plan for the open pit.

Stripping costs incurred in the production phase provide a future economic benefit when:

- It is probable that the future economic benefit associated with the stripping activity will flow to the Company;
- The Company can identify the component of the ore body for which access has been improved; and
- The costs relating to the stripping activity associated with that component can be measured reliably by the Company.

Where a mine operates several open pits that are regarded as separate operations for the purpose of mine planning, stripping costs are accounted for separately by reference to the ore from each separate pit. A "component" is a specific section of the ore body that is made more accessible by the stripping activity and is typically a subset of the larger ore body that is distinguished by a separate useful economic life.

When the costs of the stripping activity asset and the inventory produced are not separately identifiable, the Company allocates the production stripping costs between the inventory produced and the stripping activity asset by using an allocation basis that is based on a relevant production measure. This production measure is calculated for the identified component of the ore body and is used as a benchmark to identify the extent to which the additional activity of creating a future benefit has taken place. The benchmark used divides the total tonnage mined (ore and waste) for the component or pit for the period by the quantity of minerals contained in the ore mined for the component or pit.

Capitalized stripping costs are depleted on a units-of-production basis over the proven and probable reserves that become more accessible as a result of the stripping activity.

h. Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease by assessing if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company uses the following criteria to assess whether a contract conveys the right to control the use of an identified asset:

- The contract involves the use of an explicitly or implicitly identified lease;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and,
- The Company has the right to direct the use of the asset.

If a contract is assessed to contain a lease, a lease liability and right-of-use ("ROU") asset is recognized at the commencement date of the lease (i.e. the date the underlying asset is available for use).

ROU assets are measured at cost less any accumulated depreciation and impairment losses and adjusted for any remeasurements of the lease liability. Such costs include the initial amount of lease obligations recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the ROU assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term. ROU assets are subject to impairment.

At the commencement date, the lease liability is measured at the present value of lease payments to settle the lease contract, discounted using the interest rate implicit in the lease agreement or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The lease payments include fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees and the exercise price of a purchase option reasonably certain to be exercised by the Company.

After the commencement date, the lease liability is increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured if there is a modification, a change in the lease term, a change in the fixed lease payments, changes based on an index or rate or a change in the assessment to purchase the underlying asset.

i. Impairment and impairment reversal of long-lived assets

Long-lived assets are reviewed for impairment indicators at each reporting period. If an indicator of impairment exists, the Company calculates the recoverable amount of the asset to determine if any impairment loss is required. The recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are independent of those generated from other assets or groups of assets, in which case, the individual assets are grouped together into cash generating units ("CGUs") for impairment testing purposes. The recoverable amount is the greater of value-in-use ("VIU") and fair value less costs of disposal ("FVLCD") of an asset or CGU. An impairment loss is recognized for any excess of the carrying amount of the CGU over its recoverable amount. Impairment losses are recorded in the consolidated statements of (loss) earnings in the period in which they occur.

The Company applies the impairment loss to the CGU's long-lived assets based on their carrying amounts on a pro- rata basis. Assumptions, such as gold price, copper price, molybdenum price, exchange rates, discount rate, and expenditures underlying the estimate of recoverable value are subject to risks and uncertainties.

CGUs with previous impairment charges to long-lived assets, other than goodwill, are monitored for potential indicators of impairment reversal each reporting period. Any impairment charge that is taken on a long-lived asset, other than goodwill, is reversed if there are subsequent changes in the estimates or significant assumptions that were used to recognize the impairment loss, that result in an increase in the recoverable amount of the CGU. If an indicator of impairment reversal has been identified, the recoverable amount of the long-lived asset is calculated in order to determine if any impairment reversal is required. This reversal is recognized in earnings and is limited to the carrying value that would have been determined, net of any depreciation, depletion and amortization, where applicable, had no impairment charge been recognized previously. Impairment reversals are recorded in the consolidated statements of (loss) earnings in the period in which they occur.

j. Provision for reclamation

Provisions for reclamation arise from the acquisition, development and construction of mining properties and plant and equipment that are subject to government controls and regulations that protect the environment on the closure and reclamation of mining properties. Provisions for reclamation are recognized at the time that an environmental disturbance occurs or a new legal or constructive obligation is determined. The major parts of the carrying amount of provisions relate to tailings facilities and heap leach pad closure and rehabilitation, demolition of buildings and mine facilities, ongoing water treatment and ongoing care and maintenance of closed mines. Costs included in the provision encompass all closure and rehabilitation activity expected to occur progressively over the life of the operation at the time of closure and post-closure in connection with disturbances as at the reporting date. Estimated costs included in the determination of the provision reflect the risks and probabilities of alternative estimates of cash flows required to settle the obligation at each particular operation. Provisions for reclamation are measured at the expected value of future cash flows discounted to their present value using a pre-tax risk-free discount rate.

Each reporting period, provisions for reclamation are remeasured to reflect any changes to significant assumptions, including changes in discount rates, foreign exchange rates and the timing or amounts of the costs to be incurred. For operating sites, when the provision for reclamation is recognized or adjusted for an operating asset, the corresponding cost is capitalized to the related item of property, plant and equipment, except where a reduction in the obligation is greater than the amount capitalized, in which case the capitalized costs are reduced to nil and the remaining adjustment is included in the Statements of Earnings. Reclamation provisions that result from disturbance in the land to extract ore in the current period are included in the cost of inventories. When the provision for reclamation is recognized or adjusted for closed sites, the cost is included in other operating expenses in the consolidated statements of (loss) earnings and comprehensive (loss) income.

The provisions are adjusted each period to reflect the passage of time and are recorded in finance costs in the period incurred. Upon settlement of the provision for reclamation, the Company records a gain or loss if the actual cost differs from the carrying amount of the provision. Settlement gains or losses are recorded in the consolidated statements of (loss) earnings and comprehensive (loss) income.

k. Contingent liabilities and other provisions

Provisions are recorded when a legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the amount required to settle the present obligation estimated at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. A provision is measured using the present value of cash flows estimated to settle the present obligation, discounted using a pre-tax risk-free discount rate consistent with the time period of expected cash flows. The increase in provision due to the passage of time is recognized as a finance cost in the consolidated statements of (loss) earnings and comprehensive (loss) income.

Contingent liabilities may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. In assessing loss contingencies, the Company, with assistance from its legal counsel, evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought.

If the assessment of a contingency suggests that a loss is probable, and the amount can be reliably estimated, then a provision is recorded. When a contingent loss is not probable, but is reasonably possible, or is probable but the amount of loss cannot be reliably estimated, then details of the contingent loss are disclosed. Loss contingencies considered remote are generally not disclosed. Legal fees incurred in connection with pending legal proceedings are expensed as incurred.

l. Debt

Debt is initially recognized at fair value, net of financing costs incurred. Debt is subsequently measured at amortized cost. Any difference between the amounts received and the redemption value of the debt is recognized in the consolidated statements of (loss) earnings over the period to maturity using the effective interest method.

m. Share-based compensation

Employee Stock Option Plan

Stock options are equity-settled share-based compensation awards. The fair value of stock options at the grant date is estimated using the Black-Scholes option pricing model. Compensation expense is recognized over the stock option vesting period based on the number of units estimated to vest. This expense is recognized as share-based compensation expense with a corresponding increase in contributed surplus. When options are exercised, the proceeds received by the Company, together with the amount in contributed surplus, are credited to common shares.

Performance Share Unit Plan

Under Centerra's Performance Share Unit ("PSU") Plan, PSUs can be granted to employees and officers of the Company. A PSU represents the right to receive the cash equivalent of a common share or, at the Company's option, a common share purchased on the open market. PSUs are accounted for under the liability method using the Monte Carlo simulation option pricing model and vest over three years whereby 50% vest on December 31 of the year following the grant year ("end of year 2") and the remaining 50% vest on December 31 of the subsequent year ("end of year 3"). Under this method, the fair value of the PSUs is recognized over the vesting period. The liability is adjusted to fair value at each reporting period and any resulting adjustment to the accrued obligation is recognized as an expense or, if negative, a recovery. The cash paid on exercise of these PSUs is recorded as a reduction of the accrued obligation. The number of units that vest is determined by multiplying the number of units granted to the participant by the adjustment factor based on Centerra's total return performance relative to the total return index value ("TRIV") from the S&P/TSX Global Gold CAD$ Index during the applicable period.

Deferred Share Unit Plan

Centerra has a Deferred Share Unit ("DSU") Plan for directors of the Company to receive all or a portion of their annual compensation as deferred share units. DSUs are settled in cash and are accounted for under the liability method. The DSUs cannot be converted to shares by the unit holder or by the Company. The DSUs vest immediately upon granting and can be redeemed only after a director no longer holds any position with the Company, but no later than December 15 of the following year in which the director ceased to hold all positions in the Company. A liability is recorded at grant date equal to the fair value of the DSUs. The liability is adjusted to fair value at each reporting period and any resulting adjustment to the accrued obligation is recognized as an expense or, if negative, a recovery. The cash paid on exercise of these deferred share units is recorded as a reduction of the accrued obligation.

Restricted Share Unit Plan

There are three types of Restricted Share Units ("RSUs"): the Executive RSUs, the Director RSUs, and the Discretionary RSUs.

Executive RSUs are equity-settled share-based compensation awards. Effective in 2017, prior to the end of the first quarter of any fiscal year (or for US persons, prior to the commencement of the fiscal year), Executive RSU holders may elect to receive a portion of their annual incentive payments for that year as Executive RSUs. The Company will match 50% of the Executive RSUs granted to Executive RSU holders. Executive RSUs vest 50% as of the first anniversary of their grant dates and the remaining 50% vest as of the second anniversary of their grant dates. The fair value of the Executive RSUs at the grant date is the portion of the annual incentive payment elected by these employees to be received as RSUs, plus the 50% of the RSUs granted to such individuals that is matched by the Company. Compensation expense is recognized over the vesting period based on the number of units to vest. The expense is recognized as share-based compensation expense with a corresponding increase in contributed surplus. When the Executive RSUs are exercised (at the executive's election any time following the vesting period), the proceeds received by the Company are reclassified from contributed surplus to common shares.

The Director RSUs can be settled in cash or equity at the option of the holders. The Director RSUs vest immediately upon grant and are redeemed on a date chosen by the participant (subject to certain restrictions as set out in the plan). The Director RSUs granted are accounted for under the liability method whereby a liability is recorded at grant date equal to the fair value of the Director RSU.

The Discretionary RSUs can be settled in cash or equity at the option of the holders and are granted by the Board of Directors to certain employees of the Company. Discretionary RSUs vest 25% as of the second anniversary of their grant dates, and 75% as of the third anniversary of their grant dates. The Discretionary RSUs are accounted for under the liability method whereby a liability is recorded at grant date equal to the fair value of the Discretionary RSU. Under this method, the fair value of the Discretionary RSUs are recognized over the vesting period. The liability is adjusted to fair value at each reporting period and any resulting adjustment to the accrued obligation is recognized as an expense or, if negative, a recovery.

Employee Share Purchase Plan

Centerra has an Employee Share Purchase Plan ("ESPP") for employees of the Company. Under the ESPP, employees may elect to purchase the Company's shares through a payroll deduction. Each year, employees may elect to contribute up to 10% of their base salary and the Company will match 25% of the contribution. Such contributions are then used to acquire Centerra shares on a quarterly basis. Shares purchased have no vesting requirement and may be issued from treasury or acquired on the open market. The Company records an expense equal to value of the match provided.

Dividends

When dividends are paid, participants under the PSU, DSU and RSU plans are allocated additional units equal in value to the dividend paid per common share based on the number of units held by the participant on the record date.

n. Revenue recognition from contracts with customers

The Company sells its products pursuant to sales contracts entered into with its customers. Revenue associated with the sale of finished gold, gold-copper concentrates and molybdenum products is recognized when control is transferred to the customer. For finished gold and molybdenum products sales, typically, the transfer of control occurs when the customer has taken delivery and the consideration is received, or to be received. For concentrate sales, the transfer of control is based on terms of the sales contracts, generally upon the loading of the ocean vessel or based on negotiated terms which allows for the transfer of control to happen earlier in the sale process.

Revenues from finished gold sales from the Öksüt Mine are based on the LBMA AM spot price stipulated in the agreement with the Central Bank of the Republic of Turkey ("Central Bank"). Gold doré is sent to the refinery and control is transferred to the customer when gold bars are poured. The Central Bank has the right of first refusal on the purchase of the gold produced. If Central Bank exercises this right, the finished gold is delivered and held at the Central Bank and sold to third party customers through the Central Bank. In both cases, payment is received on the same day of the sale, when control of the finished gold is transferred to the Central Bank.

Revenues from the Company's concentrate sales are based on a provisional forward sales price, which is subject to adjustments at the time of final pricing. Revenues from concentrate sales are recorded net of treatment and refining charges and the impact of derivative contracts accounted for as hedges of the contained metal.

In 2016, in connection with the acquisition of Thompson Creek Metals Inc., the Company assumed the streaming arrangement ("Gold and Copper Stream Arrangement") with Royal Gold Inc. ("Royal Gold") associated with the Mount Milligan Mine. Under the terms of the streaming agreement with the Mount Milligan Mine, the Company delivers to Royal Gold 35% of gold ounces produced and 18.75% of copper produced. Royal Gold pays US$435 per ounce of gold delivered and 15% of the spot price per metric tonne of copper delivered, which is recorded to revenue. Royal Gold also has a security interest over all of the Mount Milligan Mine assets.

Gains and losses related to the Company's forward commodity contracts to economically hedge the Company's commodity price exposure under the Gold and Copper Stream Arrangement, are recorded at fair value each period. To satisfy its obligations under the Gold and Copper Stream Arrangement the Company purchases refined gold and London Metal Exchange ("LME") copper warrants and arranges for delivery to Royal Gold. Revenue from and costs for refined physical gold and LME copper warrants delivered under the Gold and Copper Stream Arrangement and gains and losses related to the Company's forward commodity contracts to economically hedge the Company's exposure under the Gold and Copper Stream Arrangement are netted and recorded to revenue.

Provisional prices are finalized in a specified future month (generally one to four months after delivery to the customer) based on spot copper prices on the LME or spot gold prices on the LBMA. The Company receives market prices based on prices in the specified future month, which results in mark-to-market price fluctuations on the related receivable. To the extent final prices are higher or lower than what was recorded on a provisional basis, an increase or decrease to revenues is recorded each reporting period reflecting the estimated forward prices at the date of final pricing. Changes in metal quantities upon receipt of final assay are also adjusted for. Any such adjustments are generally not material to the transaction price.

When sales transactions give rise to potential variable or contingent consideration, the variable consideration is recognized to the extent it can be estimated reliably and it is highly probable that a significant reversal of the amount will not occur in the future. The Company computes the transaction price to a given sales transaction using one of the following methods:

- the expected value method: identifies a range of possible consideration amounts, weights the possible consideration amounts by their respective probabilities, and then sums probability-weighted amounts to generate the expected value of consideration to be received from the customer;
- the most likely value method: the amount determined most likely to be received.

The Company then applies a constraint to recognize income for variable consideration only to the extent that it is deemed highly probable that a significant reversal of said income will not occur. The Company applies judgment in assessing the probability of occurrence, which is subject to risks and uncertainties.

o. Exploration and evaluation expenditures

Exploration and evaluation expenditures are the costs incurred on the initial search for mineral deposits with economic potential or in the process of obtaining more information about existing mineral deposits. Evaluation expenditures are the costs incurred to establish the technical and commercial viability of developing mineral deposits identified through exploration activities or by acquisition.

Exploration and evaluation expenditures are expensed as incurred unless it can be demonstrated that it is probable that the project will generate a future economic benefit. The exploration and evaluation phase ends when the technical feasibility and commercial viability of extracting the mineral is demonstrable.

The Company also recognizes exploration and evaluation costs as assets when acquired as part of a business combination, or asset purchase. These assets are recognized at fair value.

p. Earnings per share

Basic earnings per share is computed by dividing the net earnings for a given period by the weighted average number of common shares outstanding during that same period. Diluted earnings per share reflects the potential dilution that could occur if holders with rights to convert instruments to common shares exercise these rights.

The weighted average number of common shares used to determine diluted earnings per share includes an adjustment, using the treasury stock method, for stock options outstanding. Under the treasury stock method:

- The exercise of stock options and restricted share units is assumed to occur at the beginning of the period;
- The proceeds from the exercise of stock options and restricted share units plus the future period compensation expense on units granted are assumed to be used to purchase common shares of the Company at the average market price during the period; and,
- The incremental number of common shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) is included in the denominator of the diluted earnings per share computation.

Equity instruments that could potentially be dilutive in the future, but do not currently have a dilutive effect are excluded from the calculation of diluted earnings per share.

r. Income taxes

Tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in the consolidated statements of (loss) earnings and comprehensive (loss) income except to the extent that they relate to a business combination, or to items recognized directly in equity or in other comprehensive (loss) income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the tax bases of such assets and liabilities measured using tax rates and laws that are substantively enacted at the reporting date and effective for the reporting period when the temporary differences are expected to reverse. The measurement of deferred tax reflects the tax consequences that would result the way the Company, at the end of the reporting period, intends to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is not recognized for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- Temporary differences related to investments in subsidiaries, associates and jointly controlled entities to the extent that the group is able to control the timing of the reversal of the temporary differences and it is probable that such temporary differences will not reverse in the foreseeable future; and,
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

s. Derivative instruments and hedge accounting

The Company may hold derivative instruments to manage its risk exposure to fluctuations of commodity prices, including the Company's products (for example, gold or copper) and consumables (for example, diesel fuel) and fluctuations in other currencies compared to the US dollar.

Non-derivative financial assets

Non-derivative financial instruments are recognized initially at fair value plus attributable transaction costs, where applicable for financial instruments not classified as fair value through profit or loss. Subsequent to initial recognition, non-derivative financial instruments are classified and measured as described below.

Cash and cash equivalents, restricted cash and marketable securities are classified as financial assets at fair value through profit or loss and are measured at fair value. Cash equivalents are short-term investments with initial maturities of three months or less. The unrealized gains or losses related to changes in fair value of marketable securities are reported in the consolidated statements of (loss) earnings .

Non-derivative financial liabilities

Accounts payable and accrued liabilities are accounted for at amortized cost, using the effective interest rate method.

Hedge derivatives

The Company applies hedge accounting to the following derivative instruments:

- Copper contracts which hedge a portion of the copper components of its future concentrate sales, that is not subject to the streaming arrangement with Royal Gold, at the Mount Milligan Mine ("copper contracts");
- Fuel hedge contracts to hedge a portion of its estimated future diesel fuel purchases at its Mount Milligan operations ("fuel hedge contracts"); and,
- Foreign exchange contracts to hedge a portion of its future Canadian denominated expenditures ("foreign exchange contracts").

The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objectives and strategies for undertaking hedge transactions. This process includes linking all derivative hedging instruments to forecasted transactions. The Company calculates and monitors the hedge ratio, which is resulting from the quantity of the hedged item that the entity hedges and the quantity of the hedging instrument that the entity uses to hedge that quantity of hedged item. Hedge effectiveness is assessed based on the degree to which the cash flows from the derivative contracts are expected to offset the cash flows of the underlying transaction being hedged.

The Company's copper contracts, fuel hedge contracts and foreign exchange contracts are designated as a cash flow hedging instrument, where the effective portion of changes in fair value are recognized in other comprehensive (loss) income. The amounts accumulated in other comprehensive (loss) income are reclassified to the consolidated statements of (loss) earnings and comprehensive (loss) income, consistent with the classification of the underlying hedged transaction, when the underlying hedged transaction, identified at contract inception, is recognized.

Any ineffective portion of a hedge relationship is recognized immediately in the consolidated statements of (loss) earnings and comprehensive (loss) income. When derivative contracts designated as cash flow hedges are terminated, expired, settled or no longer qualify for hedge accounting, hedge accounting is discontinued prospectively. Amounts historically recorded in other comprehensive (loss) income remain in other comprehensive (loss) income until the underlying hedged transaction is recognized. If the forecasted transaction is no longer expected to occur, then the amounts accumulated in other comprehensive income are reclassified to the consolidated statements of (loss) earnings and comprehensive (loss) income as other income or expense immediately.

Gains or losses arising subsequent to the derivative contracts not qualifying for hedge accounting are recognized in the period in which they arise in the consolidated statements of (loss) earnings.

Non-hedge derivatives

All derivative instruments not designated in a hedge relationship are classified as financial instruments at fair value through profit or loss. Changes in fair value of non-hedge derivatives at each reporting date are included in consolidated statements of (loss) earnings as other non-operating expenses, while spot and forward contracts associated with the Royal Gold deliverables are included in revenue.

Recently Issued Accounting Pronouncements

IAS 12, Income Taxes

In September 2021, IAS 12 was amended to narrow the scope of the recognition exemption so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences such as deferred taxes on leases and decommissioning obligations. The amendment is effective for annual periods beginning on or after January 1, 2023 and applied retrospectively.

The Company will perform an assessment of the amendment on its financial statements prior to the effective date of January 1, 2023.

IAS 16, Property, Plant and Equipment

In May 2020, the IASB issued amendments to IAS 16 Property, Plant and Equipment that clarify the accounting for the net proceeds from selling any items produced while bringing an item of property, plant and mine development to the location and condition necessary for it to be capable of operating in the manner intended by management. The amendments prohibit entities from deducting amounts received from selling items produced from the cost of property, plant and mine development while the Company is preparing the asset for its intended use. Instead, sales proceeds and the cost of producing these items will be recognized in the consolidated statements of (loss) earnings. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The amendments apply retrospectively, but only to assets brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the beginning of the earliest period presented in the financial statements in which the Company first applies the amendments. The Company has performed an assessment and concluded that the adoption of these amendments does not have an impact on its consolidated financial statements.

4. Critical accounting estimates and judgments

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and the application of the Company's accounting policies, which are described in note 3. Management believes that the estimates used in the preparation of the consolidated financial statements are reasonable; however, actual results could differ from those estimates. The key areas of significant judgments, estimates and assumptions are discussed below.

i. Impairment and impairment reversal of long-lived assets

Significant judgment is required in assessing indicators of impairment or impairment reversal of long-lived assets. For each asset or CGU, the Company completes an evaluation at each reporting period of potential indicators of impairment or impairment reversal. The Company considers both external and internal sources of information in assessing whether there are any indications that assets or CGUs may be impaired. When completing an impairment test, the Company calculates the estimated recoverable amount of CGUs, which requires management to make estimates and assumptions related to items such as future production levels, operating and capital costs, long-term commodity prices, foreign exchange rates, discount rates, proven and probable reserves and resources, and closure and environmental remediation costs. These estimates and assumptions are subject to risk and uncertainty, particularly in circumstances where there is limited operating history of the asset or CGU. Judgment is also required in determining the appropriate valuation method for mineralization and ascribing anticipated economics to mineralization in cases where only limited or no comprehensive economic study has been completed. Therefore, there is a possibility that changes in circumstances will have an impact on these projections, which may impact the recoverable amount of assets or CGUs. Changes in these estimates which decrease the estimated recoverable amount of a CGU could affect the carrying amounts of assets and result in an impairment charge or reversal. While management believes that estimates of future cash flows are reasonable, different assumptions regarding such cash flows could materially affect the recoverable amount of a CGU.

ii. Provision for reclamation

Provisions for reclamation require the use of estimates of the future costs the Company will incur to complete the reclamation and remediation work required to comply with existing laws and regulations at each mine site, as well as the timing of the reclamation activities and estimated discount rate. The Company assesses and revises its reclamation provision on a periodic basis or when new material information becomes available. Adjustments to the estimated amount and timing of future reclamation cash flows are a normal occurrence in light of the significant judgments and estimates involved. The principal factors that can cause expected cash flows to change are the construction of new processing facilities, changes in the quantities of material in reserves and resources with a corresponding change in the life of mine plan, changing ore characteristics that impact required environmental protection measures and related costs, changes in water quality that impact the extent of water treatment required and changes in laws and regulations governing the protection of the environment.

Actual costs incurred may differ from those amounts estimated. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future reclamation and remediation costs based on environmental disturbances as at the reporting date. A change in any, or a combination of, the key assumptions used to determine the provisions, could have a material impact on the carrying value of the provisions.

iii. Deferred income taxes

The Company operates in a number of tax jurisdictions and is therefore required to estimate its income taxes in each of these tax jurisdictions in preparing its financial statements. In calculating the income taxes, the Company considers factors such as tax rates in the different jurisdictions, non-deductible expenses, changes in tax law and management's expectations of future results. The Company estimates deferred income taxes based on temporary differences between the income and losses reported in its financial statements and its taxable income and losses as determined under the applicable tax laws. The tax effects of these temporary differences are recorded as deferred tax assets or liabilities in the consolidated statements of financial position. If actual results differ from these estimates, adjustments are made in subsequent periods.

The Company recognizes deferred income tax benefits related to deferred income tax assets to the extent recovery is more likely than not. Assessing the recoverability of deferred income tax assets requires management to make estimates of future taxable profits. Management generally uses estimates of future taxable profit over the next three years to carry out its assessment. To the extent that future cash flows and taxable profit differ significantly from estimates, the ability of the Company, the net deferred tax assets recorded at the balance sheet date could be impacted. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods from deferred income tax assets.

iv. Mineral reserves and resources estimation

The Company estimates its mineral reserves and resources based on information compiled by qualified persons as defined in accordance with the National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101"). The estimation of mineral reserves requires judgment to interpret available geological data, select an appropriate mining method and establish an extraction schedule. It also requires assumptions on future commodity prices, foreign exchange rates, production costs, recovery rates, and in some instances, the renewal of mining licenses. There are numerous uncertainties inherent in estimating mineral reserves and resources and assumptions that are valid at the time of estimation which may change significantly when new information becomes available. Changes in such assumptions and estimates may result in the mineral reserves and resources being revised.

Estimates of mineral reserves and resources impact the following items in the consolidated financial statements:

- The carrying value of the Company's property, plant and equipment may be affected due to changes in estimated future cash flows;
- Depreciation, depletion and amortization charge of assets using the units-of-production method;
- Estimate of recoverable value of CGUs used for the purpose of impairment or impairment reversal tests of long-lived assets;
- Estimated timing and costs of reclamation activities;
- Deferred income and mining taxes, in particular, the evaluation of unrecognized deferred income and mining tax assets; and,
- Expected future economic benefit of expenditures, including stripping and development activities recognized in the statements of financial position as either part of mine properties or inventories.

v. Derivative financial instruments

Judgment is required to determine if an effective hedging relationship exists throughout the financial reporting period for derivative financial instruments classified as either fair value or cash flow hedges. Management assesses the relationships on an ongoing basis to determine if hedge accounting is appropriate. The Company monitors, on a regular basis, its hedge position for its risk exposure to fluctuations in foreign exchange rates and commodity prices, including prices for gold, copper and fuel. For derivative contracts, valuations are based on forward rates, considering the market price, rate of interest, and volatility, and take into account the credit risk of the financial instrument.

vi. Contingencies

Contingencies can be either possible assets or possible liabilities arising from past events which, by their nature, will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence and potential impact of contingencies inherently involves the exercise of significant judgment and the use of estimates regarding the outcome o future events.

vii. Discontinued Operations

Significant judgment is required to determine if a component of the Company has been disposed of in the event of a loss of control of a component where there has been no sale transaction including determination of whether the loss of control is a significant economic event that changes the nature of an investment.

5. Discontinued operations

Loss of control of the Kumtor Mine

On May 6, 2021, the Kyrgyz Republic Parliament passed a temporary management law that allowed the Kyrgyz Republic, in certain circumstances, to assume management authority over Kumtor Gold Company CJSC ("KGC"), the Company's wholly-owned subsidiary that owns the Kumtor Mine. Subsequently, as a result of several coordinated actions, the Kyrgyz Republic seized the Kumtor Mine on May 15, 2021 and appointed an external manager to direct the day-to-day activities of the mine, including production and sale of metals (i.e., the "loss of control event").

On May 14, 2021, the Company initiated binding international arbitration proceedings against the Kyrgyz Republic to enforce its rights under the longstanding agreements governing the Kumtor Mine. Furthermore, on June 1, 2021, the Company's two wholly-owned subsidiaries, KGC and Kumtor Operating Company CJSC ("KOC"), filed for protection under Chapter 11 of the Federal US Bankruptcy Code in the Southern District of New York.

While the Company remains the legal owner of KGC and KOC, the Company concluded in the second quarter of 2021, that it had lost control of the Kumtor Mine because it cannot effectively exercise power over the relevant activities related to the mine and is no longer exposed to variable returns, nor can it affect the returns of the mine through its managerial involvement. As a result of the loss of control event, the Company deconsolidated the subsidiary, and derecognized the assets and liabilities of the Kumtor Mine at their carrying amounts at the date when control was lost. The Company deemed the loss of control a significant event and concluded that the Kumtor Mine should be treated as a discontinued operation. Consequently, all amounts related to the Kumtor Mine have been classified as a discontinued operation in both the current and comparative periods in the consolidated statements of (loss) earnings and comprehensive (loss) income and consolidated statements of cash flows and the associated notes to the financial statements. However, amounts related to the Kumtor Mine are included in the consolidated statements of financial position for the year ended December 31, 2020.

While the Company is continuing to enforce its rights to the Kumtor Mine through the international arbitration proceedings and other available legal avenues, the Company's participation in the future cash flows of the Kumtor Mine remains uncertain, and consequently no value was ascribed to the Company's interest in KGC. A loss on the change of control equal to the net carrying value of assets and liabilities of the Kumtor Mine at the date when control was lost, totalling $926.4 million, was recognized in the consolidated statements of (loss) earnings and comprehensive (loss) income.

The Company assessed that there was no change in circumstances that would justify the remeasurement of its interest in KGC as at December 31, 2021.

The net (loss) earnings from discontinued operations from the Kumtor Mine, which include the results of operating activities while it was under the Company's control up to May 15, 2021, for the year ended December 31, 2021 and 2020 are as follows:

		2021		2020
Revenue	**$**	**264,159**	$	988,947
Cost of sales				
Production costs		**72,613**		202,191
Depreciation		**57,912**		209,476
Standby costs		**—**		6,728
Earnings from mine operations		**133,634**		570,552
Revenue-based taxes		**36,984**		138,493
Exploration and development costs		**8,826**		15,905
Other operating expenses		**3,380**		21,852
Loss on the change of control of the Kumtor Mine		**926,350**		—
Earnings (loss) from operations		**(841,906)**		394,302
Other non-operating (income) expenses		**(13,290)**		781
Finance costs		**101**		1,123
Net (loss) earnings before income tax	**$**	**(828,717)**	$	392,398
Net (loss) earnings from discontinued operations	**$**	**(828,717)**	$	392,398

Other non-operating income for the year ended December 31, 2021 includes a realized gain of $14.2 million recognized upon early settlement of fuel hedge contracts related to the Kumtor Mine. Additionally, an unrealized gain of $1.1 million was recognized for the year ended December 31, 2021, upon the novation of other fuel hedge contracts which were reassigned to the Mount Milligan Mine upon the loss of control of the Kumtor Mine.

The assets and liabilities of the Kumtor Mine, over which control was lost, are summarized in the table below:

Current assets		
Amounts receivable	**$**	**38,238**
Inventories		**333,556**
Non-current assets		
Property, plant and equipment		**629,374**
Reclamation deposits		**52,918**
Other non-current assets		**11,884**
Assets derecognized	**$**	**1,065,970**
Current liabilities		
Accounts payable and accrued liabilities		**63,271**
Revenue-based taxes payable		**17,003**
Other current liabilities		**325**
Non-current liabilities		
Provision for reclamation		**56,451**
Other non-current liabilities		**2,570**
Liabilities derecognized	**$**	**139,620**
Net assets derecognized	**$**	**926,350**

While the Kyrgyz Republic brought forward various claims against KGC, the Company does not believe that they have any merit. Accordingly, the Company did not accrue any liability in the accounts of KGC with respect to any of these claims prior to the loss of control event. Refer to note 25 for disclosure regarding the contingency associated with the loss of control event.

6. Impairment reversal

Mount Milligan Mine

In the third quarter of 2019, as part of the Company's annual budget and life of mine planning process, the Company identified that cost escalation relating to short- and long-term water-sourcing requirements, higher maintenance costs, higher-than-expected labor requirements, and lower mill throughput estimates, among other things, would continue in the short- to medium-term. All of these factors combined with lower-than-expected long-term gold recoveries, and the expectation that the Mount Milligan Mine's mineral reserves and resources would be materially reduced, resulted in an indicator for an impairment test on the Mount Milligan Mine's long-lived assets. Consequently, the Company performed an impairment test and concluded that the carrying amount exceeded its estimated recoverable amount. An impairment loss of $230.5 million was recognized, of which $16.1 million was allocated to reduce goodwill to nil and $214.4 million allocated to other long-lived assets.

In the fourth quarter of 2021, in connection with the annual budget update program as well as periodic assessment of CGUs, the Company identified improved and sustainable performance, increased expectation of resource to reserve conversion and increased long-term gold and copper prices to be indicators to test the Mount Milligan Mine for impairment reversal. In 2021, the Mount Milligan Mine achieved substantially improved operating performance that is expected to be sustained in the future. In addition, in 2021, the Company undertook a significant exploration campaign at the Mount Milligan Mine, which in combination with the lower cost structure of the mine, has increased the Company's resource to reserve conversion rate expectation for the mine. The Company also observed increased long-term gold and copper price expectation over an extended period of time. As a result of the indicators identified for the Mount Milligan Mine CGU, the Company completed an impairment reversal test in the fourth quarter of 2021.

The estimated recoverable amount of the Mount Milligan mine CGU as at December 31, 2021 was determined on the basis of FVLCD and calculated by discounting the estimated future net cash flows over the estimated life of the mine. Calculating the FVLCD required management to make estimates and assumptions with respect to future production levels and operating and capital costs in the life of mine plans, future metal prices, foreign exchange rates, discount rate and estimates of the fair value attributable to mineralization in excess of life of mine plans. Changes in any of the assumptions or estimates used in determining the fair values could have impacted the impairment reversal analysis and its conclusions. The key assumptions used in the impairment test for Mount Milligan Mine are summarized in the table below:

		2021
Gold price per oz - long-term	$	1,550
Copper price per lb - long-term	$	3.50
Foreign exchange rates - long-term (US$: C$)		1.28
Discount rate		6.0%

As the Mount Milligan Mine CGU's estimated recoverable amount exceeded the previous carrying amount less amortization that would have been recognized had the assets not been impaired, an impairment reversal of $160.0 million ($117.3 million, net of tax) was recognized in the impairment reversal line item in the consolidated statements of (loss) earnings. This impairment reversal represents the full reversal of prior impairment allocated to long-lived assets, as adjusted for amortization. The discounted cash flow approach uses significant unobservable inputs and is therefore considered Level 3 fair value measurement under the fair value hierarchy.

In 2020, the Company did not identify any indicators of impairment or impairment reversal on long-lived assets.

Key assumptions

The determination of the recoverable amount with Level 3 input of the fair value hierarchy, includes the following key applicable assumptions:

- Gold and copper price estimates were determined using forecasts of future prices prepared by industry analysts, which were available as at or close to the valuation date;
- Foreign exchange rate estimates are based on the outlook of industry analysts;
- Estimated production levels, and future operating and capital costs are based on detailed life of mine plans and also take into account the Company's expected development plans. The production levels used were consistent with the reserves volumes developed as part of the Company's process for the estimation of mineral reserves and resources;
- Estimates of the fair value attributable to mineralization in excess of life of mine plans are based on various assumptions, including determination of the appropriate valuation method for mineralization, ascribing anticipated economics to mineralization in cases where only limited or no comprehensive economic study has been completed and a value per ounce applied to such mineralization. The resources used were consistent with the resource volumes approved as part of the Company's process for the estimation of mineral reserves and resources;
- A real after-tax discount rate was based on the Company's estimated real weighted-average cost of capital, of which the two main components are the cost of equity and the after-tax cost of debt. The discount rate was adjusted for the specific risks associated with the Mount Milligan Mine.

7. Sale of Greenstone Partnership

On January 19, 2021, the Company completed the sale of its 50% interest in the Greenstone Partnership to an affiliate of the Orion Resource Partners (USA) LP ("Orion"). As a result of the closing of this transaction, the Company received cash consideration of $210.0 million, and recognized an initial gain of $72.3 million in the first quarter of 2021.

The following table summarizes the net assets of the Greenstone Partnership interest disposed of:

		January 19, 2021
Cash and cash equivalents	$	188
Amounts receivable		175
Property, plant and equipment		139,642
Assets held-for-sale	$	140,005
Accounts payable and accrued liabilities	$	(2,125)
Lease obligations		(130)
Liabilities held-for-sale	$	(2,255)
Net assets disposed of	$	137,750

The Company is entitled to receive additional contingent payments based on a construction decision declaration and the achievement of subsequent production milestones by Greenstone's project.

In the fourth quarter of 2021, the Greenstone project was approved for construction by the Greenstone Board. On this basis, the initial contingent payment of $25.0 million became receivable and owing from Orion, payable no later than December 2023. The amount receivable from Orion was recorded in other assets (note 12).

As a result of the construction decision declaration, the Company recognized an additional gain on the sale of Greenstone Partnership of $25.0 million in the fourth quarter of 2021 resulting in a total gain on the sale of Greenstone Partnership of $ 97.3 million in 2021.

The additional future contingent payments are payable no later than 30 days following the date on which a cumulative production milestone has been achieved (i.e., a cumulative number of ounces produced or derived from project minerals following the commercial production date). Orion will pay the Company an amount equal to the product of 11,111 ounces multiplied by the 20-day average gold market price on the business day immediately prior to the date of the payment. These additional production milestone targets are: (i) 250,000 ounces; (ii) 500,000 ounces; and, (iii) 750,000 ounces. The Company did not attribute any value to these contingent payments as of December 31, 2021 due to significant uncertainty associated with the Greenstone project.

8. Amounts Receivable

		2021		2020
Gold and copper concentrate sales receivable	**$**	**31,916**	$	22,985
Molybdenum sales receivable		**29,364**		21,606
Consumption and income tax receivable (1)		**11,688**		19,636
Other receivables		**3,873**		1,881
Total amounts receivable	**$**	**76,841**	$	66,108

(1) Includes the current portion of value-added tax ("VAT") receivable of $ 8.2 million (December 31, 2020 - $16.1 million) at the Öksüt Mine. The non-current portion of VAT receivable is included in other assets (note 12).

9. Inventories

		2021		2020
Stockpiles of ore (1)	**$**	**30,137**	$	239,219
Gold in-circuit		**8,108**		14,682
Ore on leach pads		**17,314**		4,768
Gold doré		**25**		24,953
Copper and gold concentrate		**13,702**		32,201
Molybdenum inventory		**86,090**		57,238
Total product inventories		**155,376**		373,061
Supplies (net of provision) (2)		**65,844**		207,526
Total inventories	**$**	**221,220**	$	580,587

(1) Includes ore in stockpiles not scheduled for processing within the next 12 months, but available on-demand of $ 23.5 million (December 31, 2020 - $119.2 million, including $85.0 million related to the Kumtor Mine).

(2) Net of a provision for supplies inventory obsolescence of $ 8.4 million (December 31, 2020 - $29.2 million, including $21.2 million related to the Kumtor Mine). The non-current portion of supplies inventory is included in other assets (note 12).

10. Other current assets and liabilities

		2021		2020
Other current assets				
Current portion of derivative assets [1] (note 27)	**$**	**11,770**	$	20,158
Prepaid insurance expenses		**6,867**		8,932
Deposits for consumable supplies		**3,836**		7,976
Marketable securities		**2,171**		3,485
Other		**1,158**		410
Total other current assets	**$**	**25,802**	$	40,961
Other current liabilities				
Current portion of lease obligations (note 16)	**$**	**6,144**	$	4,575
Current portion of derivative liabilities [1] (note 27)		**2,959**		9,537
Current portion of provision for reclamation (note 15)		**6,168**		1,095
Revenue-based taxes payable		**—**		5,073
Other		**10**		115
Total other current liabilities	**$**	**15,281**	$	20,395

(1) Relates to the diesel, foreign exchange and copper hedging contracts (note 27).

11. Property, plant and equipment

The following is a summary of the carrying value of property, plant and equipment ("PP&E"):

	Buildings, Plant and Equipment	Mineral Properties[2]	Capitalized Stripping Costs	Construction in Progress	Total
Cost					
January 1, 2020	$ 1,740,855	$ 627,075	$ 583,498	$ 274,546	$ 3,225,974
Additions	7,866	40,195	200,498	150,544	399,103
Disposal	(6,911)	—	—	—	(6,911)
Transfers	299,232	23,058	—	(322,290)	—
Reclassified to assets held- for-sale (note 7)	(625)	(139,436)	—	—	(140,061)
Balance December 31, 2020	**$ 2,040,417**	**$ 550,892**	**$ 783,996**	**$ 102,800**	**$ 3,478,105**
Additions	**14,098**	**17,819**	**67,075**	**115,643**	**214,635**
Disposal[1]	**(17,402)**	—	—	—	**(17,402)**
Amount derecognized to loss of control of the Kumtor Mine	**(1,036,550)**	**(186,066)**	**(792,009)**	**(99,386)**	**(2,114,011)**
Transfers	**61,249**	—	—	**(61,249)**	—
Impairment reversal	**125,774**	**34,226**	—	—	**160,000**
Balance December 31, 2021	**$ 1,187,586**	**$ 416,871**	**$ 59,062**	**$ 57,808**	**$ 1,721,327**
Accumulated depreciation and other charges					
January 1, 2020	$ 997,901	$ 166,269	$ 392,288	$ —	$ 1,556,458
Charge for the year	156,015	24,045	52,853	—	232,913
Disposals	(4,303)	—	—	—	(4,303)
Impairment[3]	—	7,389	—	—	7,389
Reclassified to assets held-for-sale (note 7)	(419)	—	—	—	(419)
Balance December 31, 2020	**$ 1,149,194**	**$ 197,703**	**$ 445,141**	**$ —**	**$ 1,792,038**
Charge for the year	**114,634**	**20,250**	**13,280**	—	**148,164**
Disposals	**(6,329)**	—	—	—	**(6,329)**
Amount derecognized to loss of control of the Kumtor Mine	**(905,388)**	**(155,980)**	**(423,269)**	—	**(1,484,637)**
Balance December 31, 2021	**$ 352,111**	**$ 61,973**	**$ 35,152**	$ —	**$ 449,236**
Net book value					
Balance January 1, 2021	$ 891,223	$ 353,189	$ 338,855	$ 102,800	$ 1,686,067
Balance December 31, 2021	**$ 835,475**	**$ 354,898**	**$ 23,910**	**$ 57,808**	**$ 1,272,091**

(1) Relates primarily to the disposal of the unutilized plot of land near the Thomson Creek Mine.

(2) Includes revenue earned from sales at the Öksüt Mine net of related costs of $ 6.9 million attributable to gold ounces sold prior to achieving commercial production on May 31, 2020.

(3) Relates to non-core exploration properties that were impaired to their recoverable amounts. The loss of $ 7.4 million is included in the non-operating expenses in the consolidated statements of (loss) earnings.

During the year ended December 31, 2021, $95.7 million of additions related to the Kumtor Mine were capitalized to the PP&E and, as a result of the loss of control of the Kumtor Mine (note 5), assets with a net book value of $ 629.4 million were derecognized.

During the year ended December 31, 2021, the Company disposed of PP&E with a carrying value of $ 14.9 million (2020 – $2.6 million). The net gain on disposal of $0.9 million (2020 – net loss of $1.1 million) was recorded in the other non-operating expenses line item in the consolidated statements of (loss) earnings.

12. Other non-current assets and liabilities

		2021		2020
Other non-current assets				
VAT receivable[1]	**$**	**1,676**	$	7,734
Non-current derivative assets[2]		**2,460**		8,339
Prepayments for property, plant and equipment		**349**		8,763
Reclamation deposits[3]		**92**		47,083
Receivable from Orion (note 7)		**25,000**		—
Long-term inventory		**1,734**		1,747
Other		**773**		3,435
Total other non-current assets	**$**	**32,084**	$	77,101
Other non-current liabilities				
Long-term portion of lease obligations (note 16)	**$**	**14,053**	$	14,340
Post-retirement benefits		**4,382**		4,060
Non-current derivative liabilities[2]		**990**		3,141
Total other non-current liabilities	**$**	**19,425**	$	21,541

(1) Relates to the Öksüt Mine.

(2) Relates to the diesel, foreign exchange and copper hedging contracts (note 27).

(3) The decrease relates primarily to the derecognition of amounts upon loss of control of the Kumtor Mine (note 5).

13. Accounts payable and accrued liabilities

		2021		2020
Trade payables and accruals[1]	**$**	**66,999**	$	113,541
Royalties payable		**23,736**		23,832
Wages, salaries and benefits payable		**7,534**		18,273
Amount due on the settlement of derivatives		**12,878**		—
Amount due to Royal Gold[2]		**64,229**		48,874
Liability for share-based compensation (note 23)		**11,444**		28,184
Total accounts payable and accrued liabilities	**$**	**186,820**	$	232,704

(1) The decrease relates primarily to the derecognition of amounts upon loss of control of the Kumtor Mine (note 5).

(2) Royal Gold holds a streaming interest in the production at the Mount Milligan Mine. As a result, when a trade receivable is recorded in relation to a third-party customer gold and copper concentrate delivery, a corresponding liability to Royal Gold is recorded.

14. Debt

Corporate Facility

On December 31, 2020, the Company entered into a $400.0 million four-year revolving credit facility (the "Corporate Facility"). The interest rate payable on any outstanding borrowings under the Corporate Facility is LIBOR, plus 2.25% to 3.25% and the maturity date of the Corporate Facility is December 31, 2024. As at December 31, 2021, the Corporate Facility was undrawn (December 31, 2020 - $nil).

15. Provision for reclamation

The Company completed its regularly scheduled update to its closure costs estimates in December 2021. The following table reconciles the beginning and ending carrying amounts of the Company's provision for reclamation. The settlement of the provision is estimated to occur through to 2136.

		2021		2020
Non-operating sites (1)				
Balance, beginning of year	**$**	**236,542**	$	180,404
Reclassification of the Öksüt Mine		**—**		(2,600)
Changes in estimate		**17,934**		7,961
Changes in discount rate		**11,395**		46,593
Accretion		**1,623**		2,252
Liabilities settled		**(470)**		(245)
Foreign exchange revaluation		**713**		2,177
Balance, end of year	**$**	**267,737**	$	236,542
Operating sites (1)				
Balance, beginning of year	**$**	**115,702**	$	84,799
Amount derecognized due to loss of control of the Kumtor Mine		**(56,451)**		—
Reclassification of Öksüt Mine		**—**		2,600
Changes in estimate		**6,591**		24,433
Changes in discount rate		**3,662**		2,007
Accretion		**3**		1,000
Foreign exchange revaluation		**236**		863
Balance, end of year	**$**	**69,743**	$	115,702
Current portion of reclamation provision	**$**	**6,168**	$	1,095
Non-current portion of reclamation provision		**331,312**		351,149
Total provision for reclamation	**$**	**337,480**	$	352,244

(1) Non-operating sites include the Endako Mine, Thompson Creek Mine and Kemess Project. Operating sites include the Mount Milligan Mine, Öksüt Mine and Kumtor Mine up to the loss of control event.

Reclamation expense for the year ended December 31, 2021 was $23.3 million and was primarily attributable to changes in future reclamation cash flow estimates and changes in the discount rates at the Endako Mine and the Thompson Creek Mine. Reclamation expense for the year ended December 31, 2020 was $53.4 million and was primarily attributable to changes in the discount rates at the Endako Mine and the Thompson Creek Mine.

Regulatory authorities in certain jurisdictions require that security be provided to cover the estimated reclamation and remediation obligations. As at December 31, 2021, the Company has provided the regulatory authorities with $ 165.7 million (December 31, 2020 - $160.4 million) in reclamation bonds and letters of credit for mine closure obligations.

16. Leases

The following table is a maturity analysis of the Company's contractual undiscounted payments required to meet obligations that have initial or remaining non-cancellable lease terms.

		2021		2020
Less than one year	**$**	**6,592**	$	5,444
One to three years		**9,185**		7,510
More than three years		**5,945**		7,947
Total undiscounted lease obligations	**$**	**21,722**	$	20,901

The following table sets out the carrying amounts of ROU assets included in PP&E in the consolidated statements of financial position and the movements during the period:

		2021		2020
Beginning balance	**$**	**17,310**	$	21,298
Additions		**6,809**		1,192
Amortization		**(4,705)**		(5,180)
Ending balance	**$**	**19,414**	$	17,310

The following table sets out the lease obligations included in the consolidated statements of financial position:

		2021		2020
Current (note 10)	**$**	**6,144**	$	4,575
Non-current (note 12)		**14,053**		14,340
Total lease obligations	**$**	**20,197**	$	18,915

The amounts recognized in the consolidated statements of (loss) earnings related to lease obligations are as follows:

		2021		2020
Interest expense on lease liabilities	**$**	**715**	$	921
Amortization of ROU assets		**4,705**		5,180
Variable lease payments not included in the measurement of lease liabilities		**32,106**		22,721
Expenses relating to leases of low-value assets and short-term leases		**1,568**		3,987
Total recognized in the consolidated statements of (loss) earnings	**$**	**39,094**	$	32,809

In addition to the above, for the year ended December 31, 2020, there was $7.6 million of variable lease payments not included in the measurement of lease liabilities related to the Öksüt Mine that was capitalized to property, plant and equipment prior to achieving commercial production on May 31, 2020.

17. Revenue

Total revenue consists of the following:

		2021		2020
Gold revenue	**$**	**467,990**	$	385,405
Copper revenue		**209,644**		173,473
Molybdenum revenue		**187,162**		136,954
Other by-product revenue[1]		**17,796**		14,764
Revenue from contracts with customers	**$**	**882,592**	$	710,596
Metal content and provisional pricing adjustments on concentrate sales		**17,549**		10,666
Total revenue	**$**	**900,141**	$	721,262

(1) Includes silver, rhenium and sulfuric acid sales.

Total revenue by metals, including metal content and provisional pricing adjustments on concentrate sales, is as follows:

		2021		2020
Gold revenue	**$**	**467,355**	$	391,503
Copper revenue		**227,715**		178,597
Molybdenum revenue		**187,162**		136,954
Other by-product revenue		**17,909**		14,208
Total revenue	**$**	**900,141**	$	721,262

Customer Information

The following table presents sales to the individual customers that exceed 10.0% of total revenue:

	Region		**2021**		**2020**
Customer 1	Turkey	**$**	**142,841**	$	125,870
Customer 2	Canada		**127,942**		125,154
Customer 3	Canada		**116,705**		89,810
Total sales to customers exceeding 10.0% of total revenue		**$**	**387,488**	$	340,834
Percentage of total revenue			**43.0%**		47.3%

18. Corporate administration

		2021		2020
Administration and office costs	**$**	**25,833**	$	27,203
Share-based compensation[1]		**1,301**		18,471
Corporate administration	**$**	**27,134**	$	45,674

(1) Relates to the share-based compensation liability of $ 11.4 million as at December 31, 2021 (December 31, 2020 - $28.2 million).

19. Other operating expenses

		2021		2020
Selling and marketing[1]	**$**	**11,333**	$	10,090
Other		**1,426**		1,772
Other operating expenses	**$**	**12,759**	$	11,862

(1) Primarily includes freight charges associated with the Mount Milligan Mine and the Langeloth processing facility.

20. Other non-operating expenses

		2021		2020
Kumtor Mine litigation and related costs[1]	**$**	**27,547**	$	—
Other		**(4,054)**		6,247
Other non-operating expenses	**$**	**23,493**	$	6,247

(1) Primarily includes legal fees related to the Company's international arbitration claim against the Kyrgyz Republic, negotiations with the government of Kyrgyz Republic and the filing for protection under Chapter 11 under the Federal US Bankruptcy Code by KGC and KOC, and related consulting costs.

21. Finance costs

		2021		2020
Stand-by and transaction fees	**$**	**2,364**	$	5,320
Interest on Credit Facility		**55**		3,613
Accretion expense on the provision for reclamation		**1,626**		2,252
Interest expense on lease liabilities		**715**		921
Other financing fees		**2**		1,712
Total finance costs	**$**	**4,762**	$	13,818

22. Taxes

a. Income tax (recovery) expense

		2021		2020
Current income taxes	**$**	**40,087**	$	6,228
Deferred income taxes		**(84,102)**		1,481
Total income tax (recovery) expense	**$**	**(44,015)**	$	7,709

Income tax (recovery) expense differs from the amount that would arise from applying the Canadian federal and provincial statutory income tax rates to earnings before income tax as follows:

		2021		2020
Earnings before income tax	**$**	**402,934**	$	23,849
Income tax at statutory tax rate of 26.5%		**106,778**		6,320
Increase (decrease) due to:				
Difference between Canadian and foreign tax rates (1)		**(7,008)**		(15,379)
Change in unrecognized deductible temporary differences		**(172,247)**		4,597
Impact of foreign currency on deferred tax balances		**25,515**		11,076
Non-deductible costs		**(1,875)**		26
Local mining taxes		**4,574**		2,323
Impact of tax legislation/rate change		**—**		(1,279)
Other		**248**		25
Income tax (recovery) expense	**$**	**(44,015)**	$	7,709

(1) Income tax (recovery) expense in 2021 included $8.7 million (2020 - $10.0 million) of withholding tax expense related to the Öksüt Mine.

b. Deferred income tax assets and liabilities

The following are significant components of deferred income tax assets and liabilities:

		2021		2020
Deferred income tax assets				
Provisions - asset retirement obligations and other	**$**	**55,341**	$	14,573
Tax losses		**85,415**		50,043
Total deferred income tax assets	**$**	**140,756**	$	64,616
Deferred income tax liabilities				
Property, plant and equipment	**$**	**81,917**	$	85,689
Investments in subsidiaries		**12,400**		10,000
Assets held-for-sale		**—**		8,400
Total deferred income tax liabilities	**$**	**94,317**	$	104,089
Net deferred income tax (assets)/ liabilities	**$**	**(46,439)**	$	39,473

The deferred income tax asset of $140.8 million is expected to be realized in more than one year. The deferred income tax liability of $ 94.3 million includes $81.9 million expected to be realized in more than one year.

After offsetting deferred income tax assets against deferred income tax liabilities in the same taxable entity, the resulting balances are as follows:

		2021		2020
Deferred income tax assets	**$**	**(101,300)**	**$**	—
Deferred income tax liabilities		**54,861**		39,473
Net deferred income tax (assets)/ liability	**$**	**(46,439)**	$	39,473

A reconciliation of the movements of the deferred income tax assets and liabilities is provided below:

		2021		2020
Balance at the beginning of year	**$**	**39,473**	$	33,733
Recognized in the statement of earnings		**(84,102)**		1,481
Recognized in other comprehensive income		**(1,810)**		4,259
Balance at the end of the year	**$**	**(46,439)**	$	39,473

The deferred income tax recovery of $84.1 million recognized in the consolidated statements of earnings includes the amount related to the recognition of deferred income tax assets of $101.3 million (2020 - $nil) for the Mount Milligan Mine. Deferred income tax assets were recognized as a result of the periodic assessment performed as at December 31, 2021 to conclude that it was more likely than not that the related tax benefit will be realized in the future based on the expectation of future earnings.

The Company has not recognized deferred income tax assets with respect to the following deductible temporary differences:

		2021		2020
Deductible temporary differences[1]	**$**	**443,000**	$	921,457
British Columbia mining tax deductible temporary differences		**566,800**		817,200
British Columbia mining tax credits		**1,400**		28,700
Capital losses		**5,100**		9,480
Total deductible temporary differences	**$**	**1,016,300**	$	1,776,837

(1) The deductible temporary differences consist of $251.6 million for Canada (December 31, 2020 - $758.5 million), $160.5 million for the United States (December 31, 2020 - $137.2 million) and $30.9 million for Turkey (December 31, 2020 - $25.7 million).

The capital loss carry forwards and deductible temporary differences have no expiry date.

Expiry dates of tax losses		**2028**		**Thereafter**		**Total**
Non-capital tax losses[1]						
Canada	$	8,940	$	657,928	$	666,868
United States		496		144,842		145,338
	$	**9,436**	**$**	**802,770**	**$**	**812,206**

(1) Represents the gross amount of tax loss carry forwards translated at the closing exchange rate as at December 31, 2021.

The non-capital tax losses include $509.3 million of losses which are not recognized as deferred income tax assets. In addition, the non-capital tax losses for the United States include $75.6 million that are restricted due to the change in ownership.

23. Shareholders' equity

a. Earnings (loss) per share

Computation for basic and diluted earnings per share from continuing operations:

		2021		2020
Earnings - continuing operations	**$**	**446,949**	$	16,140
Dilutive impact related to the RSU plan		**(1,022)**		
Dilutive impact related to PSU plan		**(4,291)**		—
Diluted earnings - continuing operations for diluted earnings per share	**$**	**441,636**	$	16,140
Basic weighted average common shares		**296,630**		294,718
Dilutive impact of stock options		**633**		1,500
Dilutive impact related to the RSU plan		**1,024**		—
Diluted weighted average common shares		**298,287**		296,218
Earnings per share - continuing operations:				
Basic	**$**	**1.51**	$	0.05
Diluted	**$**	**1.48**	$	0.05

Computation for basic and diluted (loss) earnings per share from discontinued operations:

		2021		2020
Net (loss) earnings from discontinued operations	$	**(828,717)**	$	392,398
Basic and diluted weighted average common shares		**296,630**		294,718
(Loss) earnings per share from discontinued operations - basic and diluted	**$**	**(2.79)**	$	1.33

Computation for basic and diluted (loss) earnings per share:

		2021		2020
Net (loss) earnings	**$**	**(381,768)**	$	408,538
Dilutive impact related to the RSU plan		—		398
Dilutive impact related to PSU plan		—		—
Diluted (loss) earnings	**$**	**(381,768)**	$	408,936
Basic weighted average common shares		**296,630**		294,718
Dilutive impact of stock options		—		1,500
Dilutive impact related to the RSU plan		—		1,193
Diluted weighted average common shares		**296,630**		297,411
(Loss) earnings per share:				
Basic	**$**	**(1.29)**	$	1.39
Diluted	**$**	**(1.29)**	$	1.37

For the years ended December 31, 2021 and 2020, certain potentially anti-dilutive securities, including stock options were excluded from the calculation of diluted earnings per share due to the exercise prices being greater than the average market price of the Company's common shares for the respective periods.

Anti-dilutive securities, excluded from the calculation, are summarized below:

	2021	2020
Excluded from earnings per share from continuing operations	—	1,193
Excluded from (loss) earnings per share	**1,657**	—
	1,657	1,193

b. Share-based compensation

The impact of share-based compensation as of and for the years ended December 31, 2021 and 2020 is summarized as follows:

		2021			2020	
		Expense	**Liability**		Expense	Liability
Stock options	**$**	**1,676**	**$** —	$	2,078	$ —
Performance share units		**(1,654)**	**7,054**		16,883	22,316
Deferred share units		**(874)**	**2,936**		1,632	3,780
Restricted share units		**2,215**	**1,454**		1,380	2,088
	$	**1,363**	**$ 11,444**	$	21,973	$ 28,184

Employee Stock Options

Under the Company's Stock Option plan, options to purchase common shares of the Company may be granted to officers and employees. The exercise price of options granted under this plan is not less than the weighted average common share price for the five trading days prior to the date of grant. Options granted vest over three years and expire after eight years from the date granted. The Black-Scholes model is used to estimate the fair value of stock options granted.

Centerra's stock options transactions during the year ended December 31, 2021 and 2020 were as follows:

	2021		2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, January 1	**3,335,399**	**C$ 7.97**	4,372,480	C$ 7.31
Granted	**883,981**	**12.22**	750,642	12.41
Forfeited	**(239,849)**	**(10.75)**	(297,258)	(7.24)
Exercised	**(756,056)**	**(6.68)**	(1,490,465)	(7.03)
Outstanding, end of year	**3,223,475**	**C$ 9.23**	3,335,399	C$ 7.97
Options exercisable, end of year	**1,615,829**	**C$ 7.37**	1,377,696	C$ 6.50

The weighted average market price of shares issued for options exercised in the year ended December 31, 2021 was C$11.74 (December 31, 2020 - C$15.00).

The following table summarizes information related to share options outstanding at December 31, 2021:

	Share options outstanding			Share options exercisable		
Range	Number of options outstanding	Weighted Average remaining contractual life (years)	Weighted average exercise price	Number of options outstanding	Weighted Average remaining contractual life (years)	Weighted average exercise price
C$5.04 - C$6.05	449,384	0.87	C$ 5.74	449,384	0.87	C$ 5.74
C$6.06 - C$6.73	729,782	5.16	6.71	374,073	5.15	6.71
C$6.74 - C$7.56	554,716	3.56	6.94	554,716	3.56	6.94
C$7.57 - C$11.85	26,924	5.62	11.85	17,947	5.62	11.85
C$11.86 - C$12.51	803,524	7.18	12	—	—	—
C$12.52 - C$17.98	659,145	6.36	12.56	219,709	6.36	12.56
Total	**3,223,475**	**5.04**	**C$ 9.23**	**1,615,829**	**3.59**	**C$ 7.37**

The Company used the Black-Scholes Option Pricing Model to estimate fair value of stock options using the following weighted average assumptions:

	2021		2020		
Expected stock price volatility	**50.06%**	**- 56.35%**	47.31%	-	54.48%
Risk-free interest rate	**0.29%**	**- 0.90%**	0.26%	-	0.41%
Expected life (in years)	**2.0**	**- 5.0**	2.0	-	5.0
Expected dividend yield	**1.61%**		1.06%	-	1.23%
Exercise price	**$12.22**		$12.52	-	$17.98

Performance Share Unit plan

Centerra's PSU plan transactions during the years ended December 31, 2021 and 2020 were as follows:

Number of units	2021	2020
Balance, January 1	**1,862,267**	1,918,784
Granted	**545,898**	695,048
Exercised	**(748,593)**	(538,752)
Forfeited	**(282,164)**	(212,813)
Balance, December 31	**1,377,408**	1,862,267

Subsequent to the year ended December 31, 2021, the Company issued 703,364 PSUs.

Deferred Share Unit plan

Centerra's DSU plan transactions during the years ended December 31, 2021 and 2020 were as follows:

Number of units	2021	2020
Balance, January 1	**319,746**	276,844
Granted	**63,102**	42,902
Exercised	**—**	—
Balance, December 31	**382,848**	319,746

Restricted Share Unit plan

Centerra's RSU plan transactions during the years ended December 31, 2021 and 2020 were as follows:

Number of units	2021	2020
Balance, January 1	**951,471**	1,244,943
Granted	**444,075**	351,194
Redeemed	**(455,870)**	(644,666)
Balance, December 31	**939,676**	951,471

d. ESPP

In 2021, 137,203 common shares were subscribed for under the ESPP (2020 – 125,350 common shares) for a value of $ 1.2 million (2020 – $1.1 million).

e. Dividends

On May 17, 2021, the Company announced that, as a result of the seizure of the Kumtor Mine by the Kyrgyz Republic, dividends or distributions on the Company's common shares that would otherwise be payable to Kyrgyzaltyn JSC ("Kyrgyzaltyn") (a significant shareholder of the Company and an instrumentality of the Kyrgyz Republic), or its affiliates, would be waived and donated to the Company, to the extent such dividends or distributions could be attributed reasonably to KGC, the Kumtor Mine's assets and operations or distributions from KGC under the 2009 Restated Shareholders' Agreement (the "2009 RSA"). As a result, Kyrgyzaltyn did not receive its portion of the C$0.05 per share dividend paid on June 10, 2021, the C$0.07 per share dividend paid on September 8, 2021 or C$0.07 share dividend paid on December 3, 2021. Based on the Company's interpretation of the 2009 RSA, the Company does not believe it has an obligation related to these amounts, totalling $11.7 million ($11.1 million, net of withholding taxes) in the future.

On February 24, 2022, the Board approved another quarterly dividend of C$0.07 per share to shareholders of record on March 11, 2022.

24. Supplemental disclosure

a. Changes in working capital

	2021	2020
(Increase) decrease in amounts receivable	**$ (6,520)**	$ 46,437
(Increase) in inventory	**(21,399)**	(10,675)
(Increase) in prepaid expenses	**(1,402)**	(212)
Increase in trade creditors and accruals	**15,058**	12,777
Increase (decrease) in other taxes payable	**1,492**	(25,739)
Changes in working capital	**$ (12,771)**	$ 22,588

b. Changes in liabilities arising from financing activities

	As at December 31, 2020	Changes from financing cash flows	Lease obligation additions	Impact of foreign exchange	Amount derecognized due to loss of control of the Kumtor Mine	As at December 31, 2021
Lease obligations(1)	$ 18,915	$ (6,476)	$ 9,867	$ 455	$ (2,564)	$ 20,197
Total liabilities from financing activities	**$ 18,915**	**$ (6,476)**	**$ 9,867**	**$ 455**	**$ (2,564)**	**$ 20,197**

(1) Current portion of lease obligations included in other current liabilities (note 10). Long-term portion of lease obligations included in other liabilities (note 12).

	As at December 31, 2019	Changes from financing cash flows	Lease obligation additions	Impact of foreign exchange	Amortization of deferred financing costs	Other	As at December 31, 2020
Lease obligations	$ 22,639	$ (6,037)	$ 1,196	$ 915	$ —	$ 202	$ 18,915
Debt	70,007	(77,472)	—	—	7,465	—	—
Total liabilities from financing activities	**$ 92,646**	**$ (83,509)**	**$ 1,196**	**$ 915**	**$ 7,465**	**$ 202**	**$ 18,915**

25. Commitments and contingencies Commitments

The Company had the following purchase commitments as of December 31, 2021, of which $6.1 million related to capital expenditures:

	2022	2023	2024	2025	Thereafter	Total
Purchase and capital commitments	$ 14,775	$ 168	$ 41	$ 1	$ 1	14,986

Contingencies

Kumtor Mine

As a result of the loss of control event, the Company deconsolidated KGC, and derecognized the assets and liabilities of the Kumtor Mine at their carrying amounts at the date when control was lost (note 5).

On May 17, 2021, the Company announced that it initiated binding arbitration against the Kyrgyz Republic to enforce its rights under longstanding agreements governing the Kumtor Mine and to, among other things, hold the Government of the Kyrgyz Republic accountable in the arbitration for any and all losses and damage that result from its actions against KGC and the Kumtor Mine. Subsequently, this claim was amended to add Kyrgyzaltyn as a respondent.

These claims are to be adjudicated by a single arbitrator in the Kumtor Arbitration Proceedings to be held at Stockholm, Sweden and conducted under the arbitration rules of the United Nations Commission on International Trade Law. The applicable governing law of most of the longstanding agreements with the Kyrgyz Republic and Kyrgyzaltyn is the law of the State of New York and of England. Following the resignation of the arbitrator, a new arbitrator has been appointed to adjudicate the arbitration dispute. The Company also filed an application requesting urgent interim measures in connection with the arbitration proceedings to address certain critical operational and safety problems at the Kumtor Mine, to preserve the status quo at the Kumtor Mine and obtain some transparency and reporting as to the mine's activities.

Centerra will continue to pursue all measures necessary to protect its rights in arbitration and in other legal proceedings and the Company is in discussions with the Kyrgyz Republic to resolve the outstanding disputes; however, no assurances can be given that Centerra will be successful in the foregoing legal proceedings or that the Company will be able to negotiate a solution to the disputes relating to the Kumtor Mine.

Mount Milligan Mine

In 2020, the Company received a notice of civil claim in the first quarter of 2020 from H.R.S. Resources Corp. ("H.R.S."), the holder of a 2% production royalty at Mount Milligan. H.R.S. claims that since November 2016 (when the royalty became payable) the Company has incorrectly calculated amounts payable under the production royalty agreement and has therefore underpaid amounts owing to H.R.S. The Company disputes the claim and believes it has correctly calculated the royalty payments in accordance with the agreement. The Company believes that the potential exposure in relation to this claim over what the Company has accrued, is not material.

26. Related party transactions

a. Kyrgyzaltyn

The breakdown of sales transactions in the normal course of business with Kyrgyzaltyn, prior to the loss of control event in respect of the Kumtor Mine, is as follows:

		2021		2020
Gross gold and silver sales to Kyrgyzaltyn	$	**265,407**	$	995,111
Deduct: refinery and financing charges		**(1,248)**		(6,164)
Net revenue received from Kyrgyzaltyn (1)	$	**264,159**	$	988,947

(1) Presented in results from discontinued operations.

b. Sojitz Corporation

The Endako Mine is operated as a joint operation between the Company, holding a 75% interest, and Sojitz Corporation ("Sojitz"), a Japanese company, holding a 25% interest. The Langeloth Facility which is part of the Molybdenum BU segment sells refined molybdenum concentrate product to Sojitz.

The breakdown of the Company's transactions in the normal course of business with Sojitz is as follows:

		2021		2020
Sales to Sojitz	$	**24,780**	$	12,469
Deduct: commission charges		**(305)**		(253)
Revenue(1)	$	**24,475**	$	12,216

(1) Amount receivable from Sojitz as at December 31, 2021 was $2.6 million (December 31, 2020 - $0.3 million).

c. Transactions with key management personnel

The Company transacts with key management personnel, who have authority and responsibility to plan, direct and control the activities of the Company and receive compensation for services rendered in that capacity. Key management personnel include members of the Board of Directors and members of the senior leadership team.

During the years ended December 31, 2021 and 2020, remuneration to key management personnel was as follows:

Compensation of key management personnel

		2021		2020
Director fees earned and other compensation	$	**754**	$	820
Salaries and benefits		**7,830**		6,354
Share-based compensation		**1,894**		12,275
Total compensation	$	**10,478**	$	19,449

27. Financial instruments

The Company's financial instruments include marketable securities, amounts receivable (including embedded derivatives), derivative financial instruments, accounts payable and accrued liabilities (including share-based compensation liability) and other assets (including amounts receivable from Orion).

a. Derivative financial instruments

The Company uses derivative financial instruments as part of its risk management program to mitigate exposures to various market risks including commodity prices, foreign exchange rates and the diesel fuel prices. The Company's derivative counterparties are syndicate members of the Company's Corporate Facility, mitigating credit risk, and on an ongoing basis, the Company monitors its derivative position exposures.

Derivative instrument assets		**2021**		**2020**
Current				
Foreign exchange contracts	**$**	**7,708**	$	13,780
Fuel contracts		**3,369**		4,910
Royal Gold deliverables(1)		—		1,468
Copper contracts		**693**		—
	$	**11,770**	$	20,158
Non-current				
Foreign exchange contracts		**550**		5,593
Fuel contracts		**852**		2,746
Copper contracts		**1,058**		—
		2,460		8,339
Total derivative instrument assets	**$**	**14,230**	$	28,497
Derivative instrument liabilities				
Current				
Foreign exchange contracts	**$**	**22**	$	—
Fuel contracts		—		401
Royal Gold deliverables(1)		—		57
Copper contracts		**2,937**		9,079
	$	**2,959**	$	9,537
Non-current				
Foreign exchange contracts		**984**		—
Fuel contracts		**6**		1,381
Copper contracts		—		1,760
		990		3,141
Total derivative instrument liabilities	**$**	**3,949**	$	12,678

(1) Relates to Royal Gold deliverables which are gold and copper forward contracts for gold ounces and copper pounds payable to Royal Gold.

Hedge derivatives

The derivative instruments outstanding as at December 31, 2021 that are accounted for as hedges are summarized below:

		Average Strike Price				
Instrument	**Unit**	**2022**	**2023**	**2024**	**Type**	**Total Position**
Fuel hedge contracts						
ULSD zero-cost collars	Barrels	$62/$68	$73/$78	N/A	Fixed	58,600
ULSD swap contracts	Barrels	$62	$79	$82	Fixed	121,100
Foreign exchange contracts						
US$/C$ zero cost-collars	CAD	$1.29/$1.36	$1.24/$1.29	$1.25/$1.33	Fixed	400,000,000
US$/C$ forward contracts	CAD	$1.29	$1.26	$1.29	Fixed	264,000,000
Copper contracts						
Copper zero-cost collar contracts	Pounds	$3.66/$4.84	$4.00/$4.89	N/A	Fixed	57,100,000

Fuel contracts

The Company applies hedge accounting to derivative instruments which hedge a portion of its estimated future diesel fuel purchases at its Mount Milligan operations to manage the risk associated with changes in diesel fuel prices to the cost of operations at the Mount Milligan Mine. The fuel hedge contracts are expected to settle by the end of 2024.

In the second quarter of 2021, the Company discontinued all hedge positions related to future fuel purchases at the Kumtor Mine after May 15, 2021. Unwinding these positions in the second quarter resulted in a realized gain on discontinuance of $ 14.2 million recognized in net (loss) earnings from discontinued operations in the consolidated statements of (loss) earnings and comprehensive (loss) income. To the extent the Kumtor Mine's hedging relationship was discontinued but the positions were novated and reassigned to the Mount Milligan Mine, the Company recognized an unrealized gain of $1.1 million in net (loss) earnings from discontinued operations in the consolidated statements of (loss) earnings and comprehensive (loss) income, representing an amount in accumulated other comprehensive income up to the date the hedges were novated.

Foreign exchange contracts

The Company applies hedge accounting to the foreign exchange contracts it enters to hedge a portion of its future Canadian denominated expenditures. The foreign exchange contracts are expected to settle by the end of 2024.

Copper contracts

The Company applies hedge accounting to copper contracts. In the year ended December 31, 2021, the Company extended its copper hedge program by entering zero-cost option collars to hedge approximately 70% of the Mount Milligan Mine's expected copper sales (net of sales under Royal Gold streaming arrangement) for 2022 and added zero-cost collar positions (net of sales under the Royal Gold streaming arrangement) for 2023 to hedge approximately 35% of this exposure.

The table below includes the effective portion of changes in the fair value of these derivatives contracts recognized in other comprehensive income ("OCI") and the amounts reclassified to the consolidated statements of (loss) earnings:

		2021		2020
Fair value movement of derivative financial instruments	**$**	**7,283**	$	14,377
Reclassified to net earnings from continuing operations		**(29,410)**		2,906
Reclassified to net (loss) earnings from discontinued operations		**17,325**		(5,770)
(Loss) income included in OCI[(1)]	**$**	**(4,802)**	$	11,513

(1) Includes tax recovery of $1.8 million (December 31, 2020 - expense of $4.3 million).

Non-hedge derivatives

All derivative instruments not designated in a hedge relationship are classified as financial instruments at fair value through profit or loss, including the gold and copper forward contracts for gold ounces and copper pounds payable to Royal Gold and foreign exchange contracts that were entered into before April 1, 2020. Changes in fair value of non-hedge derivatives at each reporting date are included in the consolidated statements of (loss) earnings as non- hedge derivative gains or losses, with the exception of spot and forward contracts associated with the Royal Gold deliverables, which are included in revenue. As at December 31, 2021 and 2020, all foreign exchange contracts that were entered into before April 1, 2020 were settled.

For the Royal Gold deliverables, the Company delivers physical gold and copper warrants to Royal Gold based on a percentage of the gold ounces and copper pounds included in each final sale of concentrate to third party customers, including offtakers and traders ("MTM Customers") within two days of receiving a final payment. If the final payment from a MTM Customer is not received within five months of the provisional payment date, then the Company will deliver an estimated amount of gold ounces and copper warrants based on information that is available from the MTM Customer at that time.

The Company receives payment from MTM Customers in cash, thus requiring the purchase of physical gold and copper warrants in order to satisfy the obligation to pay Royal Gold. In order to hedge its gold and copper price risk that arises when physical purchase and concentrate sales pricing periods do not match, the Company has entered into certain forward gold and copper purchase and sales contracts pursuant to which it purchases gold and copper at an average price during a quotational period and sells gold and copper at a spot price. These contracts are treated as derivatives, not designated as hedging instruments. The Company records its forward commodity contracts at fair value using a market approach based on observable quoted market prices.

The non-hedge derivative instruments outstanding as at December 31, 2021 are expected to settle by the end of 2022. The non-hedge derivative instruments outstanding as at December 31, 2021 are summarized as follows:

Instrument	Unit	Type	Total Position
Royal Gold deliverables			
Gold forward contracts	Ounces	Float	16,410
Copper forward contracts	Pounds	Float	1,748,000

The following table is a sensitivity analysis of what the fair value would be due to an increase or a decrease of 10% in the price of all derivative instruments outstanding as at December 31, 2021:

	Fair value December 31, 2021	Fair value after increase of 10%	Fair value after decrease of 10%
Royal Gold deliverables	$ 589	$ 4,359	$ (3,181)
Copper contracts	$ (1,776)	$ (16,275)	$ 10,550
Fuel contracts	$ 4,215	$ 5,874	$ 2,563
Foreign exchange contracts	$ 7,252	$ 61,824	$ (33,169)

b. Provisionally-priced contracts

Certain gold-copper concentrate sales contracts contain an embedded derivative and are marked to market at the end of each reporting period. As at December 31, 2021, the Company's trade receivables with embedded derivatives had a fair value of $ 28.1 million (December 31, 2020 - $12.4 million), representing a mark-to-market adjustment on 12.1 million pounds of copper and 77,164 ounces of gold (December 31, 2020 - 13.8 million pounds of copper and 25,672 ounces of gold).

c. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All financial instruments for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest-level input that is significant to the fair value measurement as a whole:

Level 1: observable inputs such as quoted prices in active markets;

Level 2: inputs, other than the quoted market prices in active markets, which are observable, either directly and/ or indirectly; and

Level 3: unobservable inputs for the asset or liability in which little or no market data exists, which therefore require an entity to develop its own assumptions.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

For items that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing their classification at the end of each reporting period. During the year ended December 31, 2021, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

The fair values of cash, amounts receivable that are not provisionally priced, and accounts payable and accrued liabilities approximate their carrying amounts due to the short term to maturity of these financial instruments.

The levels in the fair value hierarchy into which the Company's financial assets and liabilities that are measured and recognized on the consolidated statements of financial position at fair value on a recurring basis were categorized as follows:

December 31, 2021

	Level 1	Level 2	Level 3	Total
Financial assets				
Provisionally-priced receivables	**$ —**	**$ 28,068**	**$ —**	**$ 28,068**
Marketable securities	**2,171**	**—**	**—**	**2,171**
Derivative financial instruments	**—**	**14,230**	**—**	**14,230**
	$ 2,171	**$ 42,298**	**$ —**	**$ 44,469**
Financial liabilities				
Derivative financial instruments	**$ —**	**$ 3,949**	**$ —**	**$ 3,949**
Share-based compensation liability	**11,444**	**—**	**—**	**11,444**
	$ 11,444	**$ 3,949**	**$ —**	**$ 15,393**

December 31, 2020

	Level 1	Level 2	Level 3	Total
Financial assets				
Provisionally-priced receivables	$ —	$ 12,415	$ —	$ 12,415
Marketable securities	3,845	—	—	3,845
Derivative financial instruments	—	28,497	—	28,497
	$ 3,845	$ 40,912	$ —	$ 44,757
Financial liabilities				
Derivative financial instruments	$ —	$ 12,679	$ —	$ 12,679
Share-based compensation liability	28,184	—	—	28,184
	$ 28,184	$ 12,679	$ —	$ 40,863

Valuation Techniques

Marketable securities

Marketable securities representing shares of publicly traded entities are recorded at fair value using quoted market prices (classified within Level 1 of the fair value hierarchy).

Provisionally-priced receivables

The fair value of receivables arising from copper and gold sales contracts that contain provisional pricing mechanisms are determined using the appropriate quoted forward price from the exchange that is the principal active market for the particular metal. As such, these receivables, which meet the definition of an embedded derivative are classified within Level 2 of the fair value hierarchy.

Derivative financial instruments

The fair value of gold, copper, diesel and currency derivative financial instruments, classified within Level 2, are determined using derivative pricing models that utilize a variety of inputs that are a combination of quoted prices and market-corroborated inputs. The fair value of the Company's derivative contracts includes an adjustment for credit risk.

Share-based compensation liability

Share-based compensation liability representing PSUs, DSUs and a portion of RSUs is recorded at fair value using the Company's quoted price or the Company's quoted price in relation to quoted price of TRIV.

28. Capital and financial risk management

The Company is exposed in varying degrees to certain financial risks by virtue of its activities. The overall financial risk management program focuses on preservation of capital and protecting current and future Company assets and cash flows by reducing exposure to risks posed by the uncertainties and volatilities of financial markets. The Company manages its financial risks in accordance with the financial risk management policy approved by the Company's Audit Committee.

The Company is exposed to the following types of risk and manages them as follows:

a. Capital risk

The Company's primary objective with respect to its capital management is to provide returns for shareholders by ensuring that it has sufficient cash resources to maintain its ongoing operations, pursue and support growth opportunities, continue the development and exploration of its mineral properties and satisfy debt repayment requirements and other obligations. The Company's capital structure consists of lease obligations and equity with the Company's Corporate Facility available to be drawn upon.

The Company manages its capital structure and makes adjustments in light of changes in its economic and operating environment and the risk characteristics of the Company's assets. For effective capital management, the Company implemented planning, budgeting and forecasting processes to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company ensures that there is access to sufficient funds to meet its short-term business, operating and financing requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

b. Foreign currency risk

The Company's operations are located in various geographic locations, exposing the Company to potential foreign exchange risk in its financial position and cash flows. As the Company operates in an international environment, some of the Company's financial instruments and transactions are denominated in currencies other than the US dollar, primarily including the Canadian dollar and Turkish lira. The operating results and financial position of the Company are reported in US dollar in the Company's consolidated financial statements. The fluctuation of the US dollar in relation to other currencies will consequently have an impact on the results of the Company and may also affect the value of the Company's assets and liabilities.

The Company utilizes hedging strategies to minimize exposure to the Canadian dollar which includes (but is not limited to) the use of purchased puts, sold calls, collars and forward instruments. The Company does not currently hedge the exposure to the Turkish lira. Based on Canadian dollar denominated assets and liabilities as at December 31, 2021, 10% strengthening of the US dollar against the Canadian dollar and 10% weakening of the US dollar against the Canadian dollar would have resulted in a $ 1.9 million gain and a $ 0.8 million loss, respectively, net of the impact of hedging strategies.

c. Interest rate risk

Interest rate risk is the risk borne by an interest-bearing asset or liability as a result of fluctuations in interest rates. Financial assets and financial liabilities with variable interest rates expose the Company to risk of changes in cash flows. The Company's cash and cash equivalents include highly liquid investments that earn interest at market rates. As at December 31, 2021, the majority of the cash and cash equivalents were comprised of interest-bearing assets. Based on amounts as at December 31, 2021, a 1% change in interest rates would result in a $9.5 million change to interest income.

No amounts were drawn from the Company's Corporate Facility as at December 31, 2021.

d. Commodity price risk

The profitability of the Company's operations and value of its mineral resource properties is affected by changes in the current and expected future prices of gold and copper. Changes in the price of certain raw materials can also significantly affect the Company's cash flows.

Gold and copper prices historically have fluctuated widely and are affected by numerous factors outside of the Company's control, including but not limited to, industrial, residential and retail demand, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand due to speculative or hedging activities, macro-economic variables, geopolitical events and certain other factors related specifically to gold, including central bank reserves management.

To the extent that the price of gold and copper increase over time, the fair value of the Company's mineral assets increase, and cash flows will improve; conversely, declines in the prices of gold and copper will reduce the fair value of mineral assets and cash flows. A protracted period of depressed prices could impair the Company's operations and development opportunities, and significantly erode shareholder value. To the extent there are adverse changes to the price of certain raw materials (e.g., diesel fuel), the Company's profitability and cash flows may be impacted. The Company enters into hedge contracts to mitigate price risk for both gold and copper price movements on the Royal Gold stream, copper contracts to secure the copper price for a majority of Mount Milligan Mine's sales not subject to the Royal Gold stream, and fuel hedge contracts to mitigate commodity price risk.

Based on amounts for the year ended December 31, 2021, net of the impact of hedging instruments, a 10% increase in gold prices would have an impact of a $39.2 million on net loss before tax and a 10% decrease in gold prices would have an impact of a $ 41.4 million on net loss before tax. Similarly, net of the impact of hedging instruments, a 10% increase and 10% decrease in copper prices would have an impact of $2.4 million on earnings before income tax.

e. Credit risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. Credit risk arises principally from the Company's cash and cash equivalents, receivables from customers, and certain derivative instruments.

The Company holds its cash and cash equivalents in highly-rated financial institutions resulting in a low level of credit risk. The Company manages its cash holdings amongst these eligible counterparties based on assigned limits to these groups and evaluates the cash balances on a monthly basis to ensure compliance within these limits. For trade receivables and derivative financial instruments, historical levels of default have been negligible, resulting in a low level of credit risk. The Company mitigates credit risk by dealing with recognized creditworthy counterparties and limiting concentration risk. For derivative financial instrument liabilities, the Company assumes no credit risk when the fair value of an instrument is negative. The Company also manages counterparty risk through maintaining diversification limits for its eligible counterparties.

f. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company finances its operations through a combination of operating cash flows, debt and, from time to time, through the issuance of equity. The Company primarily uses funds generated from operating activities to fund operational expenses, sustaining and development capital spending, and interest and principal payments on its portfolio of leases and dividend distributions. The Company continuously monitors and reviews its actual and forecasted cash flows and manages liquidity risk by maintaining adequate cash and cash equivalents, by utilizing debt, if necessary, and by monitoring developments in the capital markets. Contractual maturities relating to lease obligations are set out in note 16 and contractual maturities relating to derivative instruments are set out in note 27. Other financial liabilities have maturities within one year of December 31, 2021.

As at December 31, 2021, the Company has available total liquidity of $ 1,347.2 million (December 31, 2020 - $945.2 million), comprising cash of $947.2 million (2020 - $545.2 million) and the undrawn Corporate Facility of $ 400.0 million (2020 - $400.0 million).

The Company believes its cash on hand, available cash from the Company's Corporate Facility, and cash flow from the Company's operations will be sufficient to fund its anticipated operating cash requirements and development expenditures through at least the end of 2022.

29. Segmented information

The Company bases its operating segments on the way information is reported and used by the Company's chief operating decision-maker ("CODM"). The results of operating segments are reviewed by the CODM in order to make decisions about resources to be allocated to the segments and to assess their respective performances.

The results of mine sites or business units that have been discontinued or the Company does not operate or does not control, or for which a disposal plan has been initiated, are not reviewed on a prospective basis as they are not important for the future allocation of resources. In the second quarter of 2021, the Kumtor Mine was reclassified as a discontinued operation and consequently is no longer being reviewed by the CODM. The results of the Kumtor Mine are presented as part of net (loss) earnings from discontinued operations in the current and comparative periods.

Geographical Information

The following table details the Company's revenue by geographic area (1) and information about the Company's non- current assets by location of the assets.

	Revenue		Non-current assets	
	Year ended December 31,		As at December 31,	
	2021	**2020**	**2021**	**2020**
Kyrgyz Republic	**$ —**	$ —	**$ —**	$ 611,050
Turkey	**199,440**	186,512	**200,048**	221,715
United States	**194,765**	140,756	**71,634**	81,681
Canada	**505,936**	393,994	**1,125,604**	840,914
Other	**—**	—	**8,189**	7,808
Total	**$ 900,141**	$ 721,262	**$ 1,405,475**	$ 1,763,168

(1) Presented based on the location from which the product originated.

Operating segments

The following tables set forth operating results by reportable segment for the following years:

Year ended December 31, 2021

	Öksüt	Mount Milligan	Molybdenum	Total Segments	Corporate and other	Total
Revenue	**$ 199,440**	**$ 505,936**	**$ 194,765**	**$ 900,141**	**$ —**	**$ 900,141**
Cost of sales						
Production costs	**51,137**	**256,810**	**179,729**	**487,676**		**487,676**
Depreciation, depletion and amortization	**30,235**	**83,910**	**6,360**	**120,505**		**120,505**
Earnings from mine operations	**$ 118,068**	**$ 165,216**	**$ 8,676**	**$ 291,960**	**$ —**	**$ 291,960**
Exploration and development costs	**1,486**	**5,590**	—	**7,076**	**19,006**	**26,082**
Corporate administration	—	—	—	—	**27,134**	**27,134**
Care and maintenance	—	—	**14,592**	**14,592**	**14,131**	**28,723**
Impairment reversal	—	**(160,000)**		**(160,000)**	—	**(160,000)**
Reclamation expense	—	**135**	**23,212**	**23,347**	—	**23,347**
Other operating expenses	**195**	**10,316**	**2,248**	**12,759**	—	**12,759**
Earnings (loss) from operations	**$ 116,387**	**$ 309,175**	**$ (31,376)**	**$ 394,186**		**$ 333,915**
Gain on sale of Greenstone Partnership					**(97,274)**	**(97,274)**
Other non-operating expenses					**23,493**	**23,493**
Finance costs					**4,762**	**4,762**
Earnings before income tax						**$ 402,934**
Income tax recovery					**(44,015)**	**(44,015)**
Net earnings from continuing operation						**446,949**
Net loss from discontinued operations						**(828,717)**
Net loss						**$ (381,768)**
Additions to property, plant and equipment(1)	**$ 24,898**	**$ 83,704**	**$ 2,506**	**$ 111,108**	**$ 7,828**	**$ 118,936**

(1) Excludes additions to property, plant and equipment related to discontinued operations of $ 95.7 million.

Year ended December 31, 2020

	Öksüt	Mount Milligan	Molybdenum	Total Segments	Corporate and other	Total
Revenue	$ 186,512	$ 393,994	$ 140,756	$ 721,262	$ —	$ 721,262
Cost of sales						
Production costs	35,232	219,840	154,895	409,967	—	409,967
Depreciation, depletion and amortization	15,971	73,073	6,766	95,810	—	95,810
Earnings (loss) from mine operations	$ 135,309	$ 101,081	$ (20,905)	$ 215,485	$ —	$ 215,485
Exploration and development costs	1,676	7,498	11	9,185	22,352	31,537
Corporate administration	—	—	—	—	45,674	45,674
Care and maintenance	—	—	12,924	12,924	16,193	29,117
Reclamation expenses	—	—	53,381	53,381	—	53,381
Other operating expenses	75	9,701	2,086	11,862	—	11,862
Earnings (loss) from operations	$ 133,558	$ 83,882	$ (89,307)	$ 128,133		$ 43,914
Other non-operating expenses					6,247	6,247
Finance costs					13,818	13,818
Loss before income tax						$ 23,849
Income tax expense					7,709	7,709
Net earnings from continuing operations						16,140
Net earnings from discontinued operations						392,398
Net earnings						$ 408,538
Additions to property, plant and equipment(1)	$ 69,301	$ 38,100	$ 6,498	$ 113,899	$ 26,829	$ 140,728

(1) Excludes additions to property, plant and equipment related to discontinued operations of $ 258.4 million.

30. Subsequent events

On February 22, 2022, the Company announced that it had entered into an agreement to acquire Gemfield Resources LLC, owner of Goldfield Project in Nevada, USA, from Waterton Nevada Splitter, LLC. The total consideration for this transaction is comprised of approximately $175.0 million in cash at closing and a $ 31.5 million deferred milestone payment. The deferred milestone payment is payable in cash or common shares of the Company, at Centerra's option, the earlier of 18 months following the acquisition date and a construction decision with respect to the project, among other things.

EXHIBIT 99.4

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a), PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Scott G. Perry, certify that:

1. I have reviewed this annual report on Form 40-F of Centerra Gold Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the issuer and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 21, 2022

By: */s/ Scott Perry*
Name: Scott G. Perry
Title: President and Chief Executive Officer

EXHIBIT 99.5

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a), PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Darren J. Millman, certify that:

1. I have reviewed this annual report on Form 40-F of Centerra Gold Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the issuer and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 21, 2022

By: */s/ Darren Millman*
Name: Darren J. Millman
Title: Vice President and Chief Financial Officer

EXHIBIT 99.6

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ENACTED PURSUANT TO
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

Centerra Gold Inc. (the "Company") is filing with the U.S. Securities and Exchange Commission on the date hereof, its annual report on Form 40-F for the fiscal year ended December 31, 2021 (the "Report").

I, Scott G. Perry, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as enacted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 21, 2022

By: */s/ Scott Perry*
Name: Scott G. Perry
Title: President and Chief Executive Officer

EXHIBIT 99.7

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ENACTED PURSUANT TO
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

Centerra Gold Inc. (the "Company") is filing with the U.S. Securities and Exchange Commission on the date hereof, its annual report on Form 40-F for the fiscal year ended December 31, 2021 (the "Report").

I, Darren J. Millman, Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as enacted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that:

(i) the Report fully complies with the requirements of section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 21, 2022

By: */s/ Darren Millman*
Name: Darren J. Millman
Title: Vice President and Chief Financial Officer

EXHIBIT 99.8



KPMG LLP
Bay Adelaide Centre
333 Bay Street, Suite 4600
Toronto, ON M5H 2S5
Canada
Tel 416-777-8500
Fax 416-777-8818

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Centerra Gold Inc.

KPMG LLP consents:

- to the use of our report dated February 24, 2022 on the consolidated financial statements of Centerra Gold Inc. (the "Entity") which comprise the consolidated statement of financial position as of December 31, 2021, the related consolidated statements of (loss) earnings and comprehensive (loss) income, shareholders' equity and cash flows for the year ended December 31, 2021, and the related notes, included in the Annual Report on Form 40-F of the Entity for the fiscal year ended December 31, 2021; and
- to the incorporation by reference of our report above in the Registration Statement (No. 333-257489) on Form S-8 of the Entity.

KPMG LLP and Daniel Gordon Ricica consent:

- to the use of our report dated February 24, 2022 on the comparative information in the consolidated financial statements of the Entity which comprise the consolidated statement of financial position as at December 31, 2020, the consolidated statements of (loss) earnings and comprehensive (loss) income, shareholders' equity and cash flows for the year ended December 31, 2020, and notes to the consolidated comparative information, including a summary of significant accounting policies, included in the Annual Report on Form 40-F of the Entity for the fiscal year ended December 31, 2021; and
- to the incorporation by reference of our report above in the Registration Statement (No. 333-257489) on Form S-8 of the Entity.

/s/ KPMG LLP
Chartered Professional Accountants, Licensed Public Accountants

March 21, 2022
Toronto, Canada

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EXHIBIT 99.9

CONSENT OF EXPERT

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case, where used or incorporated by reference in (i) the Annual Report on Form 40-F for the year ended December 31, 2021, and (ii) the Registration Statement on Form S-8 (File No. 333-257489), in each case, of Centerra Gold Inc.

/s/ Slobodan Jankovic
By: Slobodan Jankovic, B.Sc. Geology, P.Geo.

Dated: March 21, 2022

EXHIBIT 99.10

CONSENT OF EXPERT

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case, where used or incorporated by reference in (i) the Annual Report on Form 40-F for the year ended December 31, 2021, and (ii) the Registration Statement on Form S-8 (File No. 333-257489), in each case, of Centerra Gold Inc.

/s/ Anna Malevich
By: Anna Malevich, P.Eng.

Dated: March 21, 2022

EXHIBIT 99.11

CONSENT OF EXPERT

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case, where used or incorporated by reference in (i) the Annual Report on Form 40-F for the year ended December 31, 2021, and (ii) the Registration Statement on Form S-8 (File No. 333-257489), in each case, of Centerra Gold Inc.

/s/ Mustafa Cihan
By: Mustafa Cihan

Dated: March 21, 2022

EXHIBIT 99.12

CONSENT OF EXPERT

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case, where used or incorporated by reference in (i) the Annual Report on Form 40-F for the year ended December 31, 2021, and (ii) the Registration Statement on Form S-8 (File No. 333-257489), in each case, of Centerra Gold Inc.

/s/ Cheyenne Sica
By: Cheyenne Sica

Dated: March 21, 2022

EXHIBIT 99.13

MINE SAFETY DISCLOSURE

Centerra Gold Inc. (the "Company") is committed to the health and safety of its employees and in providing an incident free workplace. The Company maintains a comprehensive health and safety program that includes extensive training for all employees and contractors, emergency response preparedness, site inspections, incident investigation, regulatory compliance training and process auditing.

The Company's U.S. mining operations are subject to Federal Mine Safety and Health Administration ("MSHA") regulation under the U.S. Federal Mine Safety and Health Act of 1977 ("FMSH Act"). MSHA inspects the Company's U.S. mines on a regular basis and may issue various citations and orders if it believes a violation has occurred under the FMSH Act. Whenever MSHA issues a citation or order, it also generally proposes a civil penalty, or fine, related to the alleged violation.

The following disclosures are provided pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 16 of General Instruction B to Form 40-F, which require certain disclosures by companies required to file periodic reports under the Securities Exchange Act of 1934 that operate mines regulated under the FMSH Act. The disclosures reflect the Company's U.S. mining operations only, as such requirements do not apply to the Company's mines operated outside the United States.

The information in the table below relates to the Company's U.S. mining operations during the year ended December 31, 2021, as reflected in the Company's records. In some cases, the data in the Company's internal systems may not match or reconcile with the data MSHA maintains on its public web site:

Mine or Operating Name and MSHA Identification Number (1)	Section 104 S&S Citations (#) (2)	Section 104(b) Orders (#) (3)	Section 104(d) Citations and Orders (#) (4)	Section 110(b)(2) Violations (#) (5)	Section 107(a) Orders (#) (6)	Total Dollar Value of MSHA Assessments Proposed ($)	Total Number of Mining Related Fatalities (#)	Received Notice of Pattern of Violations Under Section 104(e) (yes/no)	Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no)	Legal Actions Pending as of Last Day of Year (#)	Legal Actions Initiated During Year (#)	Legal Actions Resolved During Year (#)
Thompson Creek Mine #10-000531	-	-	-	-	-	$ 250.00	-	no	no	-	-	-
	-	-	-	-	-	$ 500.00	-	no	no	-	-	-

(1) MSHA assigns an identification number to each mine or operation and may or may not assign separate identification numbers to related facilities. The information provided above is presented by mine identification number.

(2) Represents the total number of violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a mine safety or health hazard under Section 104 of the FMSH Act for which the Company received a citation from the MSHA.

(3) Represents the total number of orders issued under Section 104(b) of the FMSH Act, which cover violations that had previously been cited under Section 104(a) that, upon follow-up inspection by MSHA, are found not to have been totally abated within the prescribed time period.

(4) Represents the total number of citations and orders for unwarrantable failure of the Company to comply with mandatory health or safety standards under Section 104(d) of the FMSH Act.

(5) Represents the total number of flagrant violations under Section 110(b)(2) of the FMSH Act.

(6) Represents the total number of imminent danger orders issued under Section 107(a) of the FMSH Act.