



EMPLOYEE CODE OF ETHICS (Consolidated with Employee Code of Ethics Policy- Addendum on Gift Registry Policy dated January 1, 2012)		
Date Effective: May 4, 2004	Date Revised: December 7, 2005 April 28, 2006 December 8, 2011 May 1, 2017	Policy No. 2-1
Department: Legal		Author: Legal
Approved by: Centerra Board of Directors		

1. POLICY STATEMENT

The actions of all Centerra employees and the employees of its subsidiaries (employees) shall reflect honesty, integrity and impartiality that is beyond doubt and that all business shall be done in a manner that:

- avoids conflicts of interest;
- protects confidential information, in accordance with the Disclosure and Insider Trading Policy;
- complies with all applicable governmental laws, regulations and rules; and
- adheres to good disclosure practices, in accordance with all applicable legal and regulatory requirements.

Centerra encourages all employees to submit good faith complaints or concerns regarding suspected breaches of this Code of Ethics, any other Centerra policy, and accounting or auditing matters to the company without fear of reprisal.

Employees must not assume that questionable activities not covered by or specifically prohibited by this Code of Ethics are permissible. If a situation exists or arises where an employee is in doubt, the employee should seek advice from the General Counsel and Corporate Secretary of Centerra Gold Inc.

2. APPLICATION AND ACCOUNTABILITY FOR IMPLEMENTATION

This Code of Ethics applies to Centerra, all employees and all operations controlled¹ by Centerra.

¹ 1. "Controlled" means owning a greater than 50% interest or where there is a sole operational control. Where Centerra has 50% or less interest in the entity, or does not have sole operational control, it shall proceed in good faith to use its influence to the extent reasonable to cause the entity to adopt practices consistent with this policy.

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Subject to oversight by the Board of Directors of Centerra (Board), the establishment and review of this Code of Ethics and supervision of its implementation is the joint responsibility of the Director, Human Resources and Administration (Human Resources Officer) and General Counsel and Corporate Secretary of Centerra Gold Inc. (Legal Officer).

The Nominating and Corporate Governance Committee of the Board is responsible for the oversight of the establishment and review of this Code of Ethics and for making recommendations to the Board with respect thereto. Not less than once every three years, or more frequently as the Legal Officer shall determine, he/she shall review with the Nominating and Corporate Governance Committee the adequacy and appropriateness of this Code of Ethics, and shall recommend to such committee any changes that he/she believes are necessary or desirable in order to achieve the purposes hereof.

The Audit Committee of the Board is responsible for monitoring compliance with this Code of Ethics and reporting periodically to the Board thereon. Further to the Audit Committee's responsibility to establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal control or audit matters, the Audit Committee shall oversee the procedures for dealing with complaints regarding the matters covered by this Code of Ethics. This oversight shall consist of (a) requiring an annual report from the Legal Officer as to compliance with the Code of Ethics, and (b) in the case of any report (annually or from time to time) by the Legal Officer of any potential non-compliance with the Code of Ethics, a review with the Legal Officer of the procedures followed in respect of the potential non-compliance including the findings of any investigation.

3. CONFLICTS OF INTEREST

Definition

Conflicts of interest can occur when an employee has a private interest in the outcome of a decision. Centerra can suffer damage by the perception as well as the reality of the conflict itself. The boundaries defining what constitutes a conflict are not static but shift as business environments and corporate cultures evolve.

Prevention

To avoid involvement in a conflict of interest, employees shall not:

1. Engage in any business or transaction or have a financial or other personal interest that may improperly impact upon the discharge of their official duties.

This includes, but is not limited to, situations where employees:

- (a) have a material interest in any business organization which has dealings with Centerra;
- (b) have immediate relatives who own or who have material interest in a business organization which has dealings with Centerra;

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- (c) may influence a decision of Centerra which improves the value of property which they own or in which they have an interest; or
 - (d) realize financial gains or savings from the purchase or sale of stocks, bonds, shares or other assets on the basis of information acquired during the course of their duties which is not generally available to the public.
2. Stake mineral claims or acquire mineral properties in their own interests or in the interests of any syndicate not owned, controlled or directed by Centerra, unless given written permission to do so by the Legal Officer or to otherwise compete with Centerra in any manner unless given written permission by the Legal Officer to do so.
 3. Demand, accept or offer, or agree to accept from a person or company having dealings with Centerra, a commission, reward, advantage or benefit of any kind, directly or indirectly. Exceptions to this rule may be made in the case of casual benefits, such as hospitality or small gift items, providing that (i) these benefits or gifts are within the bounds of propriety and are normal expressions of business courtesy, and (ii) the rules regarding prior approval and disclosure (see below) are complied with, if applicable.
 4. In the performance of their duties, accord or influence others to accord preferential treatment to relatives or friends or to organizations in which they or their relatives or friends have any interest, financial or otherwise.
 5. Engage in any outside work or business undertaking:
 - (a) that interferes with the performance of their duties as Centerra employees; or,
 - (b) in which they have an advantage derived from their employment with Centerra.
 6. Use Centerra’s property for any activities not associated with the discharge of official duties without prior authorization from their administrative superior.

Employee Disclosure

1. Employees shall disclose to the Legal Officer any business, commercial, financial or other interest where such interest might be construed as being in actual or potential conflict with their official duties.
2. All officers of Centerra and its subsidiaries together with managers and employees designated from time to time by the Human Resources Officer and Legal Officer will be required to complete and submit the declaration attached as schedule “A” to this Code of Ethics at the time employees begin employment with Centerra, and shall be filed in the employees’ personnel file. The designations of such managers and

- employees shall be based on the responsibilities, functions and authority of such managers and employees.
3. All officers of Centerra and its subsidiaries together with managers and employees designated from time to time by the Human Resources Officer and Legal Officer will be required to complete and submit annually the compliance and disclosure statement attached as schedule “B” to this Code of Ethics. The designations of such managers and employees shall be based on the responsibilities, functions and authority of such managers and employees. Such compliance and disclosure statement shall be sent to the Legal Officer of Centerra.
 4. The contents of a declaration or of a compliance and disclosure statement shall be held in strict confidence and shall only be disclosed on a “need to know” basis in the event that a conflict of interest situation should arise.
 5. Employees who disclose an actual or potential conflict of interest may be required to do any one or more or all of the following:
 - a. reimburse any benefit received;
 - b. divest themselves of the outside interest;
 - c. place certain assets in a frozen or blind trust;
 - d. accept a permanent or temporary transfer to a position where the conflict would not exist;
 - e. resign their position.
 6. Employees who do not declare their interests and who are subsequently found to be in a conflict of interest situation, will have breached the provisions of this Code of Ethics.

Gifts and Hospitality Register

Employees must obtain approval from their managers and disclose any gifts, commissions, rewards, advantages, benefits and hospitality given to or received by them from a single source that individually or collectively (together with any other gifts, commissions, rewards, advantages, benefits and hospitality received by such employee from the same source in the same calendar year) have a retail value of more than US\$250 in a calendar year. All such gifts commissions, rewards, advantages, benefits and hospitality must meet the allowable exceptions outlined in this Section 3 of the Code of Ethics.

Employees should disclose gifts and hospitality that meet the above criteria using the Gift and Hospitality Registry form in Schedule “C” which is maintained on the company’s I drive under I:\CENTERRA GOLD\Centerra Approved Corporate Policies\Legal. Once completed, the form together with evidence of the manager’s approval should be e-mailed to the following address “giftregistry@centerragold.com” which is directed to Centerra’s Director of Internal Audit for review.

4. CONFIDENTIALITY

To avoid breach of confidentiality, employees shall:

1. Not disclose to any member of the public, either orally or in writing, any secret or confidential information acquired by virtue of their position with Centerra.
2. Not disclose to any member of the public, either orally or in writing, any confidential or secret information related to the interests of individuals, groups or organizations acquired by virtue of their position with Centerra.
3. Not make statements to the media in the name of Centerra without express permission.
4. Not permit any unauthorized person to inspect or have access to any confidential documents or other information. If employees are uncertain as to whether certain information, (for example, of a technical nature) should be made available to persons either within or outside Centerra, they should seek the advice and approval of the manager or the equivalent person in their division.

This includes the following:

- (a) The personnel file of each employee shall be kept confidential. Knowledge of its contents shall only be available to appropriate persons on a “need to know” basis and in compliance with applicable law, which for Centerra and its Canadian subsidiaries includes Canada’s *Personal Information Protection and Electronic Documents Act*.
 - (b) Employees shall not use any confidential information acquired by virtue of their position at Centerra for their personal or private financial benefit or for that of their friends or relatives.
5. Comply with Centerra’s Disclosure and Insider Trading Policy.

5. COMPLIANCE WITH LAWS

Centerra and its employees, in the course of their employment with Centerra, shall comply, in every respect, with all applicable governmental laws, rules and regulations, including without limitation:

1. Compliance with laws respecting safety and the environment in accordance with Centerra’s Safety, Health and Environmental Policy.
2. Compliance with securities and corporate law prohibitions on buying or selling Centerra securities while having material information in respect of Centerra,

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which has not been made available to the public (commonly referred to as insider trading), as well as with related company imposed “blackout periods,” prohibiting trading of Centerra securities. Centerra’s Disclosure and Insider Trading Policy contains a full description of the company’s policy and procedures which are designed to ensure, insofar as reasonably practicable, that employees and Centerra directors do not violate insider trading laws.

3. Compliance with securities law restrictions on providing loans or extending credit to Centerra executive officers and directors.
4. Compliance with securities law requirements designed to ensure Centerra and its employees:
 - (a) have open and full disclosures to, and have honest discussions with, the external auditors who audit Centerra’s annual financial statements;
 - (b) do not, directly or indirectly, falsify or cause to be falsified, any of Centerra’s financial and other documents and records; and
 - (c) do not, directly or indirectly, improperly influence, coerce, manipulate or mislead the external auditors for the purpose of rendering Centerra’s financial statements misleading.
5. Compliance with respect to laws respecting foreign corrupt practices in accordance with Centerra’s Policy on International Business Conduct.

In addition, to the extent required by applicable securities law, Centerra’s Chief Executive Officer and Chief Financial Officer shall reimburse Centerra for certain amounts received, if Centerra is required to restate its financial statements due to material non-compliance with any financial reporting requirements under securities law as a result of misconduct.

6. COMPLIANCE WITH GOOD DISCLOSURE PRACTICES

As provided in the Disclosure and Insider Trading Policy, Centerra is committed to adherence to the following principles:

- embracing good disclosure practices, which include the timely, orderly and broad-based dissemination of full, true and plain information, to ensure all investors have equal access to information which may affect their investment decisions;
- to provide disclosure in accordance with all legal and regulatory requirements;
- complete, accurate and balanced disclosure in the company’s disclosure documents, including the fair presentation of financial information; and
- to increase understanding of its business and enhance its corporate image by encouraging practices that reflect openness, accessibility and co-operation.

As mandated by the Disclosure and Insider Trading Policy, all employees who are involved in any way in the preparation of the company's disclosure documents and other public disclosures shall comply with the Disclosure and Insider Trading Policy, and it is also a requirement of this Code of Ethics that they do so. Affected employees should refer to the Disclosure and Insider Trading Policy.

7. CLAWBACK POLICY

The Board of Centerra requires employees and officers to reimburse, in all appropriate cases, any bonus, short-term incentive award or amount, or long-term incentive award or amount awarded to the employee or officer and any non-vested equity-based awards previously granted to the employee or officer (collectively "Incentive Compensation") if: (a) the amount of the Incentive Compensation was calculated based upon the achievement of certain financial results that were subsequently the subject of a restatement or the correction of a material error, (b) the employee or officer engaged in intentional misconduct that caused or partially caused the need for the restatement or caused or partially caused the material error, and (c) the amount of the Incentive Compensation that would have been awarded to the employee or officer, had the financial results been properly reported would have been lower than the amount actually awarded.

8. TRAINING AND COMPLIANCE

1. All employees shall be made aware of this Code of Ethics and adherence to this Code of Ethics shall be a requirement of employment.
2. All officers of Centerra and its subsidiaries together with managers and employees designated from time to time by the Human Resources Officer and Legal Officer will be required to complete and submit the declaration attached as Schedule "A" to this Code of Ethics at the time employees begin employment with Centerra, and shall be filed in the employees' personnel file. The designations by such employees shall be based on the responsibilities, functions and authority of such managers and employees.
3. All officers of Centerra and its subsidiaries together with managers and employees designated from time to time by the Human Resources Officer and Legal Officer will be required to complete and submit annually the compliance and disclosure statement attached as schedule "B" to this Code of Ethics. The designations by such employees shall be based on the responsibilities, functions and authority of such managers and employees. Such compliance and disclosure statement shall be sent to the Legal Officer of Centerra.
4. Employees who breach this Code of Ethics will be subject to disciplinary action, including such penalties as reprimands, demotions, suspensions and dismissals applied in accordance with the nature and seriousness of the breach.
5. Employees should promptly report any (a) violations or imminent violations of this Code of Ethics or other Centerra policies, (b) any illegal or unethical

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behaviour; or (c) accounting or auditing concerns to the management of Centerra. See Section 9 for further information on reporting and the protections against reprisals for anyone making a good faith report.

6. The Human Resources Officer and the Legal Officer shall constitute a compliance committee (“Compliance Committee”). Subject to oversight by the Audit Committee, the Compliance Committee is empowered to investigate and determine whether there has been a breach of this Code of Ethic or any other Centerra policy, any illegal or unethical behaviour, or any accounting or auditing concern by any employee or Centerra. The Legal Officer shall report to the Audit Committee the results of any investigation.
 - (a) Any conflicts of interest coming to the attention of the Legal Officer shall be reviewed by the Legal Officer. After such review, the Legal Officer shall advise the employee in writing as to whether the conflict is acceptable to Centerra. A quarterly and annual report on conflicts of interest will be provided to the Audit Committee.
 - (b) Any conflicts of interest of any insider, as defined by the Ontario Securities Act, that the Compliance Committee is prepared to recommend Centerra accept, shall be brought by the Legal Officer before the Audit Committee for review and a decision as to whether such conflict is acceptable.

9. REPORTING AND WHISTLEBLOWER POLICY

Any employee may submit to Centerra’s management a good faith complaint or concern (“Concern”) regarding (a) violations or imminent violations of this Code of Ethics or other Centerra policies including Centerra’s International Business Conduct Policy; (b) any illegal or unethical behaviour ; or (c) any accounting or auditing concern. Centerra is committed to achieving compliance with all applicable laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee will oversee treatment of employee Concerns in this area.

In order to facilitate the reporting of employee Concerns, the Audit Committee has established the following procedures for (1) the receipt, retention and treatment of Concerns; and (2) the confidential, anonymous submission by employees of Concerns.

These reporting procedures should also be followed for the receipt, retention and treatment of third party Concerns received by Centerra and its employees.

Examples of accounting or auditing matters that should be reported include:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Centerra or any of its subsidiaries;
- Fraud or deliberate error in the recording and maintaining of financial records of Centerra or any of its subsidiaries;

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- Deficiencies in or non-compliance with Centerra’s internal accounting controls, including those applicable to its subsidiaries;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of Centerra; or
- Deviation from full and fair reporting of Centerra’s financial condition.

How to Submit a Concern

Employees with Concerns may report their concerns directly to or, if they so wish, in a confidential or anonymous manner, to:

1. Their supervisors, or any member of senior management, including the Human Resources Officer or Legal Officer; or
2. The Audit Committee Chair by contacting the Audit Committee Chair by sending by regular mail (or other means of delivery) to the corporate headquarters address of Centerra a sealed envelope marked “Private and Strictly Confidential – Attention: Chair of the Audit Committee of Centerra Gold Inc.” Any such envelope shall be delivered unopened to the Audit Committee Chair; or
3. Centerra Compliance Hotline. The Compliance Hotline is a confidential 24-hour-a-day service which is operated by an independent third party and allows for anonymous and confidential reporting. The Compliance Hotline is available in several languages used at Centerra and its subsidiaries. The Compliance Hotline can be contacted as follows:
 - i. By internet: <https://www.clearviewconnects.com/home>).
 - ii. By telephone:
 1. Within North America (toll-free): 1-866-841-8609
 2. Outside North America: 1-647-438-1938
 - iii. By Skype (audio only; toll-free at www.skype.com):
 1. Skype user name: clearview-centerra
 - iv. By mail: ClearView Connects™
P.O. Box 11017
Toronto, Ontario
M1E 1N0
Canada

No Retaliation

Any employee who in good faith reports a Concern will be protected from reprisal, such as dismissal, demotion, suspension, threats, harassment and discrimination. Any reprisal against

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such an employee is a breach of this Code of Ethics. Failure to co-operate with the Compliance Committee's investigation of a suspected breach is also a breach of this Code of Ethics.

Internal Investigations

- Upon receipt of an employee or third party Concern, the Legal Officer will, when possible, acknowledge receipt of the concern to the sender;
- Under Audit Committee direction and oversight, concerns relating to accounting matters will be reviewed by the Legal Officer or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review;
- Prompt and appropriate corrective action will be taken when and as warranted in the judgement of the Audit Committee;
- Centerra will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of concerns regarding accounting matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

Reporting and Retention of Concerns and Investigations

The Legal Officer will maintain a log of all concerns, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Copies of concerns and such log will be maintained in accordance with procedures established by the Corporate Secretary.

**EMPLOYEE'S DECLARATION
CODE OF ETHICS
AND
CONFLICTS OF INTEREST**

Name (Please Print) _____

Job Title _____

Operation/Division _____

1. I have read and understand the Code of Ethics of Centerra Gold Inc. and hereby declare that I hold no business, commercial, financial, property or similar interest(s) which, in my opinion, might be construed as being in actual or potential conflict with the duties and responsibilities of my position.

(Date)

(Signature)

2. I have read and understand the Code of Ethics of Centerra Gold Inc. and hereby disclose the following holding(s) which might be construed as being in actual or potential conflict with the duties and responsibilities of my position.

(Date)

(Signature)

If a situation exists or arises where I am in doubt as to what to do, I will seek advice from the General Counsel and Corporate Secretary of Centerra Gold Inc.

I understand that misrepresentation or omission of facts or disclosures called for in this policy may cause dismissal.

Date: _____

Signature of Employee: _____

Printed Name of Employee: _____

Job Title: _____

**EMPLOYEE COMPLIANCE AND DISCLOSURE STATEMENT
CODE OF ETHICS
AND
CONFLICTS OF INTEREST**

I HAVE READ, UNDERSTAND, AM NOW COMPLYING WITH, AND THROUGHOUT MY EMPLOYMENT BY Centerra Gold Inc. will continue to comply with the company's Code of Ethics, except for the following potential conflicts which already involve me or my family members (if any):

If a situation exists or arises where I am in doubt as to what to do, I will seek advice from the General Counsel and Corporate Secretary of Centerra Gold Inc.

I understand that misrepresentation or omission of facts or disclosures called for in this policy may cause dismissal.

Date: _____

Signature of Employee: _____

Printed Name of Employee: _____

Job Title: _____

Gifts and Hospitality Registry – Required Disclosure

Employee Name	Name of Person or Company making o the offer	Relationship of donor and recipient	Circumstances in which offer was made or accepted	Gift/Hospitality given or received (include all gifts/hospitality received in the same calendar year by the same Person/Company)	Date(s) Given/Received

Approval of Manager

Name:

Signature of Employee:

Name:

Date:

Date:

The above information is complete and true.