

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Alacer Gold Corp. (“**Alacer**”)  
9635 Maroon Circle, Suite 300  
Englewood, Colorado 80112

**Item 2 Date of Material Change**

September 21, 2015

**Item 3 News Release**

A press release was issued on September 21, 2015 and was disseminated through Canadian News Wire and filed on SEDAR.

**Item 4 Summary of Material Change**

On September 21, 2015, Alacer announced the signing of the previously announced US\$250 million senior secured project finance facility agreement with BNP Paribas (Suisse) SA, ING Bank A.S. and Societe Generale Corporate & Investment Banking.

**Item 5 Full Description of Material Change**

On September 21, 2015, Alacer announced the signing of the previously announced US\$250 million senior secured project finance facility (the “**Facility**”) with BNP Paribas (Suisse) SA, ING Bank A.S. and Societe Generale Corporate & Investment Banking. The Facility has a 7-year term, interest rates of LIBOR plus 2.5% to 2.95%, no mandatory gold hedging requirements and no early repayment penalties. Advances under the Facility are subject to customary conditions precedent including execution of security and construction documentation. The agreement will be posted on SEDAR.

Rod Antal, Alacer’s President and Chief Executive Officer, stated, “The facility represents yet another step forward in de-risking the Sulfide Project and further strengthens Alacer’s balance sheet enabling increased flexibility to advance growth. We are extremely pleased to have closed the agreement on very competitive terms with this lending syndicate.”

Cutfield Freeman & Co Limited and Stikeman Elliott LLP acted as advisors to Alacer on the transaction.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

For further information please contact Rodney P. Antal, Chief Executive Officer of Alacer at +1-303-292-1299.

**Item 9 Date of Report**

September 25, 2015

(signed) *"Michael J. Sparks"*

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**Name: Michael J. Sparks**

**Title: General Counsel & Secretary**