

Alacer Gold Corp.
Unaudited Interim
Consolidated Financial Statements

September 30, 2015

Alacer Gold Corp.

Consolidated Statements of Financial Position (unaudited)

(expressed in thousands of U.S. dollars)

		As of	
	Note	September 30, 2015	December 31, 2014
Assets			
Current assets			
Cash and cash equivalents	4	\$ 368,837	\$ 346,615
Receivables and other	5	20,369	18,950
Inventories	6	71,201	53,545
		<u>460,407</u>	<u>419,110</u>
Mineral properties and equipment, net	7	310,320	307,059
Other assets	9	49,296	33,325
Total assets		<u>\$ 820,023</u>	<u>\$ 759,494</u>
Liabilities			
Current liabilities			
Trade and other payables	10	\$ 30,675	\$ 33,775
Current income tax liabilities		9,360	5,588
		<u>40,035</u>	<u>39,363</u>
Asset retirement obligation	11	20,090	18,860
Deferred tax liabilities	8	4,890	2,422
Other long-term liabilities		4,694	3,212
Total liabilities		<u>69,709</u>	<u>63,857</u>
Equity			
Equity attributable to owners of the corporation			
Share capital	12	1,472,156	1,471,303
Reserves		15,311	13,655
Deficit		(861,158)	(897,786)
		<u>626,309</u>	<u>587,172</u>
Non-controlling interest in subsidiary	13	124,005	108,465
Total equity		<u>750,314</u>	<u>695,637</u>
Total liabilities and equity		<u>\$ 820,023</u>	<u>\$ 759,494</u>

The accompanying notes are an integral part of these consolidated financial statements.

Alacer Gold Corp.

Consolidated Statements of Profit and Comprehensive Profit (unaudited)

(expressed in thousands of U.S. dollars)

	Note	For the three months ended September 30,		For the nine months ended September 30,	
		2015	2014	2015	2014
Revenues					
Gold sales		\$ 60,260	\$ 79,581	\$ 186,214	\$ 215,088
Cost of sales					
Production costs		27,756	34,661	71,128	92,556
Depreciation, depletion and amortization		11,587	17,781	36,135	38,194
Total cost of sales		<u>39,343</u>	<u>52,442</u>	<u>107,263</u>	<u>130,750</u>
Mining gross profit		20,917	27,139	78,951	84,338
Other costs					
Exploration and evaluation		450	668	1,513	2,532
General and administrative		2,899	2,987	8,475	10,204
Restructuring costs		-	837	-	1,823
Share-based employee compensation costs		732	1,510	3,999	3,515
Foreign exchange loss (gain)		(386)	(287)	4,255	30
Share of loss (gain) of investments accounted for using the equity method	14	1,553	(199)	3,339	2,161
Other (gain)	15	<u>(612)</u>	<u>(4,287)</u>	<u>(357)</u>	<u>(2,943)</u>
Profit before income tax		16,281	25,910	57,727	67,016
Income tax expense	8	<u>5,135</u>	<u>6,333</u>	<u>5,559</u>	<u>19,933</u>
Total net profit and comprehensive profit		<u>11,146</u>	<u>\$ 19,577</u>	<u>52,168</u>	<u>\$ 47,083</u>
Net profit and comprehensive profit attributable to:					
Owners of the corporation	16	\$ 7,356	\$ 14,809	\$ 36,628	\$ 33,630
Non-controlling interest	13	<u>3,790</u>	<u>4,768</u>	<u>15,540</u>	<u>13,453</u>
Total net profit and comprehensive profit		<u>\$ 11,146</u>	<u>\$ 19,577</u>	<u>\$ 52,168</u>	<u>\$ 47,083</u>
Total net profit per share - Basic	16	\$ 0.03	\$ 0.06	\$ 0.13	\$ 0.12
Total net profit per share - Diluted	16	\$ 0.02	\$ 0.05	\$ 0.12	\$ 0.11

The accompanying notes are an integral part of these consolidated financial statements.

Alacer Gold Corp.

Consolidated Statements of Cash Flows (unaudited)

(expressed in thousands of U.S. dollars)

	Note	For the three months ended September 30,		For the nine months ended September 30,	
		2015	2014	2015	2014
Cash provided by (used in):					
Operating activities					
Total net profit		\$ 11,146	\$ 19,577	\$ 52,168	\$ 47,083
Non-cash items:					
Depreciation, depletion and amortization		11,766	18,063	36,682	38,778
Unrealized foreign exchange impacts		(2,463)	(83)	1,437	(1,234)
Share-based employee compensation costs		732	1,510	3,999	3,515
Other non-cash expenses and items not affecting cash		2,409	322	7,059	2,840
Deferred taxes	8	(1,296)	146	(2,212)	519
Net change in working capital	17	10,452	2,935	(18,403)	(2,658)
		<u>32,746</u>	<u>42,470</u>	<u>80,730</u>	<u>88,843</u>
Investing activities					
Mineral properties and equipment		(16,076)	(8,288)	(44,615)	(14,812)
Sulfide stockpile		(2,139)	(4,118)	(7,201)	(11,164)
Contract advances and other, net		(959)	(1,650)	(1,031)	(3,283)
Equity investments		-	(193)	(2,548)	(312)
		<u>(19,174)</u>	<u>(14,249)</u>	<u>(55,395)</u>	<u>(29,571)</u>
Financing activities					
Non-controlling interest dividend	13	-	-	-	(22,152)
Dividend paid		-	-	-	(5,891)
Finance facility costs		(734)	-	(1,638)	-
		<u>(734)</u>	<u>-</u>	<u>(1,638)</u>	<u>(28,043)</u>
Increase in cash and cash equivalents		12,838	28,221	23,697	31,229
Cash and cash equivalents - beginning balance		356,585	291,979	346,615	289,649
Effect of exchange rates on changes in cash held in foreign currencies		(586)	(534)	(1,475)	(1,212)
Cash and cash equivalents – ending balance		<u>\$ 368,837</u>	<u>\$ 319,666</u>	<u>\$ 368,837</u>	<u>\$ 319,666</u>

The accompanying notes are an integral part of these consolidated financial statements.

Alacer Gold Corp.

Consolidated Statements of Changes in Equity (unaudited)

(expressed in thousands of U.S. dollars)

	Attributable to owners of the Corporation			Total	Non-controlling interest	Total Equity
	Share capital	Reserves	Deficit			
Balance at January 1, 2014	\$ 1,469,218	\$ 14,727	\$ (957,504)	\$ 526,441	\$ 107,185	\$ 633,626
Profit for the period	-	-	33,630	33,630	13,453	47,083
	-	-	33,630	33,630	13,453	47,083
Transactions with owners:						
Dividend paid	-	-	(5,890)	(5,890)	-	(5,890)
Non-controlling interest dividends	-	-	-	-	(22,152)	(22,152)
Share plans - exercises	1,050	(1,183)	-	(133)	-	(133)
Amortization of share-based awards	-	2,510	-	2,510	-	2,510
Recognition of liability portion of share-based awards	-	(2,046)	-	(2,046)	-	(2,046)
Total transactions with owners	1,050	(719)	(5,890)	(5,559)	(22,152)	(27,711)
Balance at September 30, 2014	\$ 1,470,268	\$ 14,008	\$ (929,764)	\$ 554,512	\$ 98,486	\$ 652,998
Balance at January 1, 2015	\$ 1,471,303	\$ 13,655	\$ (897,786)	\$ 587,172	\$ 108,465	\$ 695,637
Profit for the period	-	-	36,628	36,628	15,540	52,168
	-	-	36,628	36,628	15,540	52,168
Transactions with owners:						
Share plans - exercises	853	(1,291)	-	(438)	-	(438)
Amortization of share-based awards	-	2,527	-	2,527	-	2,527
Recognition of liability portion of share-based awards	-	420	-	420	-	420
Total transactions with owners	853	1,656	-	2,509	-	2,509
Balance at September 30, 2015	\$ 1,472,156	\$ 15,311	\$ (861,158)	\$ 626,309	\$ 124,005	\$ 750,314

The accompanying notes are an integral part of these consolidated financial statements.

Alacer Gold Corp.

Notes to Consolidated Financial Statements (unaudited)

September 30, 2015

(expressed in thousands of U.S. dollars, unless otherwise stated)

1. General information

Alacer Gold Corp. ("Alacer" or the "Corporation") is an intermediate gold mining company with an 80% interest in the Çöpler Gold Mine in Turkey operated by Anagold Madencilik Sanayi ve Ticaret A.S. ("Anagold") owned 80% by Alacer and 20% by Lidya Madencilik Sanayi ve Ticaret A.S. ("Lidya Mining").

The Corporation is incorporated under the laws of the Yukon Territory, Canada. The address of its registered office is 3081 Third Avenue, Whitehorse, Yukon, Y1A 4Z7. Corporate administrative services are provided by Alacer Management Corp.

These unaudited interim consolidated financial statements of the Corporation as of and for the period ended September 30, 2015 are comprised of the Corporation and its subsidiaries (together referred to as the "Group" and individually as "Group entities"). The Corporation is the ultimate parent.

2. Basis of presentation

These unaudited interim consolidated financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards, including International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. The accounting policies applied in these interim consolidated financial statements are consistent with those used in the Group's audited consolidated financial statements for the year ended December 31, 2014. There have been no significant changes from the accounting policies applied in the December 31, 2014 financial statements.

The preparation of interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. In management's opinion, all adjustments considered necessary for fair presentation have been included in these financial statements. Interim results are not necessarily indicative of the results expected for the financial year. Actual annual results may differ from interim estimates. The significant judgments made by management applied in the preparation of these unaudited interim consolidated financial statements are consistent with those applied and disclosed in the Group's audited consolidated financial statements for the year ended December 31, 2014. For a description of the Group's critical accounting estimates and assumptions, please refer to the Group's audited consolidated financial statements for the year ended December 31, 2014.

Certain comparative amounts in the financial statements and in the footnotes to these financial statements have been changed to conform to the presentation of the current year financial statements and footnote disclosure.

These unaudited interim consolidated financial statements were authorized for issue by the Board of Directors on October 25, 2015.

Alacer Gold Corp.

Notes to Consolidated Financial Statements (unaudited)

September 30, 2015

(expressed in thousands of U.S. dollars, unless otherwise stated)

3. Accounting Changes

a) New accounting standards issued but not yet effective

The following new standards, new interpretations and amendments to standards and interpretations have been issued but are not effective until financial years beginning on or after January 1, 2016 and have not been early adopted. Pronouncements that are not applicable to the Group have been excluded from those described below.

i) Accounting standards effective on or after January 1, 2016:

- A. The International Accounting Standards Board (“IASB”) has issued a new standard for the recognition of revenue. This will replace IAS 18 which covers contracts for goods and services and IAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognized when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards. The standard permits a modified retrospective approach for the adoption. Under this approach entities recognize transitional adjustments in retained earnings on the date of initial application (i.e. January 1, 2018), without restating the comparative period. They will only need to apply the new rules to contracts that are not completed as of the date of initial application. The standard is effective for annual reporting periods beginning on or after January 1, 2018. Early adoption is permitted. The Corporation is currently evaluating the impact that the adoption will have on its results of operations, financial position and disclosures.
- B. IFRS 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities and introduces new rules for hedge accounting. In July 2014, the IASB made further changes to the classification and measurement rules and also introduced a new impairment model. These latest amendments now complete the new financial instruments standard. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Corporation continues to monitor and assess the impact of this standard.

Alacer Gold Corp.

Notes to Consolidated Financial Statements (unaudited)
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(expressed in thousands of U.S. dollars, unless otherwise stated)

4. Cash and cash equivalents

	30-Sep 2015	31-Dec 2014
Cash at banks and on hand	\$ 31,174	\$ 29,321
Money market funds and other	337,663	317,294
	<u>\$ 368,837</u>	<u>\$ 346,615</u>

Cash is deposited at banks and financial institutions and earns interest based on market rates. The fair value of cash and cash equivalents approximates the values as disclosed in the table above.

5. Receivables and other

	30-Sep 2015	31-Dec 2014
Consumption taxes recoverable	\$ 12,533	\$ 10,898
Non-trade receivables	2,105	3,762
Prepaid expenses	1,744	2,227
Advances to suppliers	2,091	2,014
Other current assets	1,896	49
	<u>\$ 20,369</u>	<u>\$ 18,950</u>

6. Inventories

	30-Sep 2015	31-Dec 2014
Work-in-process	\$ 61,303	\$ 42,295
Finished goods	106	160
Ore stockpiles	924	488
Supplies and other	8,868	10,602
	<u>\$ 71,201</u>	<u>\$ 53,545</u>

There were no write-downs of inventory to net realizable value during the three and nine months ended September 30, 2015 and 2014. However, a reserve for obsolescence of \$0.9 million was recorded for supplies inventory. The Corporation's sulfide ore stockpile is classified as a non-current asset, as shown in note 9.

Alacer Gold Corp.

Notes to Consolidated Financial Statements (unaudited)
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(expressed in thousands of U.S. dollars, unless otherwise stated)

7. Mineral properties and equipment, net

	Mineral properties ¹	Mining plant and equipment	Construction-in-progress	Non-producing properties ²	Total
Balance at January 1, 2015	\$ 131,668	\$ 99,775	\$ 6,113	\$ 69,503	\$ 307,059
Additions	-	-	19,102	25,727	44,829
Transfers	9,302	2,188	(11,490)	-	-
Disposals	(103)	(82)	-	(1,122)	(1,307)
Rehabilitation provision	1,099	-	-	-	1,099
Depreciation, depletion	(22,157)	(19,203)	-	-	(41,360)
Balance at September 30, 2015	\$ 119,809	\$ 82,678	\$ 13,725	\$ 94,108	\$ 310,320

¹ Mineral properties represents assets subject to depreciation including production stage properties, capitalized mine development costs, and capitalized pre-production stripping.

² Non-producing properties includes the sulfide project and capitalized exploration.

8. Income taxes

The following table summarizes activity for the periods ended:

	For the three months ended		For the nine months ended	
	30-Sep-2015	30-Sep-2014	30-Sep-2015	30-Sep-2014
Current Income Tax Expense	\$ 6,431	\$ 6,187	\$ 7,771	\$ 19,414
Deferred Income Tax Expense (Benefit)	(1,296)	146	(2,212)	519
Income Tax Expense	<u>\$ 5,135</u>	<u>\$ 6,333</u>	<u>\$ 5,559</u>	<u>\$ 19,933</u>

On an interim basis, income tax expense is recognized based on management's estimate of the Corporation's annual income tax rate expected for the full year applied to the pre-tax profit of the interim period.

The Corporation receives incentive tax credits for qualifying capital expenditures at the Çöpler Gold Mine. Application of these tax credits reduces income tax expense in the current period and offsets current and future cash tax payments.

Alacer Gold Corp.

Notes to Consolidated Financial Statements (unaudited)
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(expressed in thousands of U.S. dollars, unless otherwise stated)

At the balance sheet date, non-monetary accounts are revalued to statutory reporting currency resulting in deferred tax assets and liabilities.

The deferred income tax assets and liabilities are comprised as follows:

	Consolidated statement of financial position	
	30-Sep-2015	31-Dec-2014
Deferred income tax assets:		
Incentive tax credits recognized	\$ 17,953	\$ 13,912
Deferred income tax (liabilities)	\$ (22,843)	\$ (16,334)
Deferred income tax asset (liability)	\$ (4,890)	\$ (2,422)

9. Other assets

	30-Sep 2015	31-Dec 2014
Inventory (sulfide stockpile)	\$ 36,928	\$ 28,774
Equity investments (Note 14)	2,657	3,447
Finance facility costs	7,254	-
Long-term advances and other	2,287	687
Marketable security investments	170	417
	\$ 49,296	\$ 33,325

Sulfide stockpiles are measured and valued in the same manner as oxide ore, however the sulfide ore stockpile is currently classified as a non-current asset, as this material will not be processed within the next year.

Finance facility costs include fees and expenses related to establishing a \$250 million, 7-year term senior secured credit facility, which was signed on September 21, 2015, to finance the expansion of the Çöpler Gold Mine.

Alacer Gold Corp.

Notes to Consolidated Financial Statements (unaudited)
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10. Trade and other payables

	30-Sep 2015	31-Dec 2014
Trade payables and accruals	\$ 22,940	\$ 22,778
Withholding taxes	5,165	5,508
Royalties payable	2,570	5,489
	<u>\$ 30,675</u>	<u>\$ 33,775</u>

11. Asset retirement obligation

	30-Sep 2015	31-Dec 2014
Balance, beginning of period	\$ 18,860	\$ 16,695
Arising during the period	1,099	1,779
Unwinding of discount	131	386
Balance, end of period	<u>\$ 20,090</u>	<u>\$ 18,860</u>

At the end of each year, the Corporation reviews cost estimates and assumptions used in the valuation of environmental provisions. Activity for the nine months ended September 30, 2015 and year ended 2014 includes accretion of the environmental liability as well as additions for new disturbances.

12. Share capital and share-based payments

a) Share capital

	Common Shares	
	Number of Shares	\$
Balance at December 31, 2014	290,671,481	\$ 1,471,303
Shares issued:		
On exercise of share-based awards	299,232	853
Balance at September 30, 2015	<u>290,970,713</u>	<u>\$ 1,472,156</u>

Alacer Gold Corp.

Notes to Consolidated Financial Statements (unaudited)
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(expressed in thousands of U.S. dollars, unless otherwise stated)

b) Share-based payments

i) Restricted share unit plan

	2015	
	Number of RSUs	Weighted average price
Outstanding - December 31, 2014	3,081,054	\$ 2.32
Granted	1,481,385	1.67
Vested and redeemed	(299,232)	2.80
Forfeited	(364,819)	2.45
Outstanding – September 30, 2015	3,898,388	\$ 2.02

ii) Other share-based plans

In January 2015, there were 1,104,484 performance share units (“PSUs”) granted. As of September 30, 2015, there were a total of 1,931,875 PSUs issued and outstanding. In April 2015, there were 107,396 deferred share units (“DSUs”) granted. As of September 30, 2015, there were a total of 202,625 DSUs issued and outstanding. Both PSUs and DSUs are valued based on the share price and settled in cash.

13. Group entities

<u>Alacer Gold Corp.</u>	Country of incorporation	Ownership interest	
		30-Sept 2015	31-Dec 2014
Alacer Management Corp.	USA	100%	100%
Alacer Gold Holdings Corp. S.à.r.l.	Luxembourg	100%	100%
Alacer Gold Corp. S.à.r.l.	Luxembourg	100%	100%
Kurudere Madencilik Anonim Şirketi	Turkey	-	100%
Alacer Gold Madencilik Anonim Şirketi	Turkey	100%	-
Anagold Madencilik Sanayi Ve Ticaret Anonim Şirketi	Turkey	80%	80%
Alacer Exploration Corp. S.à.r.l.	Luxembourg	-	100%
Alacer Minerals Development Corp. S.à.r.l.	Luxembourg	-	100%
Yeni Anadolu Mineral Madencilik Sanayi Ve Tic Ltd. Şti	Turkey	-	100%
Kartaltepe Madencilik Sanayi Ticaret Anonim Şirketi	Turkey	50%	50%
Polimetal Madencilik Sanayi Ticaret Anonim Şirketi	Turkey	20%	20%
Tunçpınar Madencilik Sanayi Ve Ticaret Anonim Şirketi	Turkey	50%	50%

Alacer Gold Corp.

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(expressed in thousands of U.S. dollars, unless otherwise stated)

In Q1 2015, a restructuring was undertaken to streamline the organization. In Turkey, Kurudere Madencilik Anonim Şirketi and Yeni Anadolu Mineral Madencilik Sanayi Ve Tic Ltd. Şti were merged into Alacer Gold Madencilik Anonim Şirketi. In Luxembourg, Alacer Exploration Corp. S.à.r.l. and Alacer Minerals Development Corp. S.à.r.l. were liquidated.

Non-controlling interest represents the interest of Lidya Mining in Anagold, based on investment amounts adjusted for its share of profit or losses. The following table summarizes activity for the nine-months ended:

	30-Sep 2015	30-Sep 2014
Non-controlling interest, beginning of period	\$ 108,465	\$ 107,185
Lidya Mining share of Anagold dividends	-	(22,152)
Share of profit in Anagold	15,540	13,453
Non-controlling interest, end of period	<u>\$ 124,005</u>	<u>\$ 98,486</u>

There have been no dividend payments made to Lidya Mining in 2015 related to Anagold's 2014 earnings due to expected future capital expenditure commitments, including the Sulfide Project.

14. Investments accounted for using the equity method

The Group has interests in exploration joint ventures that are accounted for using the equity method. The aggregated financial information on these joint ventures are as follows:

	For the three months ended		For the nine months ended	
	30-Sep-2015	30-Sep-2014	30-Sep-2015	30-Sep-2014
Aggregate amount of the Corporation's share of net losses	\$ 1,553	\$ (199)	\$ 3,339	\$ 2,161
			30-Sep-2015	31-Dec-2014
Aggregate carrying amount (Note 9)			\$ 2,657	\$ 3,447

The Corporation has no commitments and contingencies for the joint ventures. The Corporation is not required to contribute any additional funds to the joint ventures under constitution agreements.

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Notes to Consolidated Financial Statements (unaudited)
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(expressed in thousands of U.S. dollars, unless otherwise stated)

15. Other (gain) loss, net

	For the three months ended		For the nine months ended	
	30-Sep-2015	30-Sep-2014	30-Sep-2015	30-Sep-2014
Finance expense	\$ 5	\$ 86	\$ 53	\$ 243
Write-down of property, plant and equipment assets	-	-	1,122	2,177
Proceeds from non-operating activities	-	-	-	(1,098)
Non-operating transactions	(617)	(4,373)	(1,532)	(4,265)
Total other loss (gain), net	\$ (612)	\$ (4,287)	\$ (357)	\$ (2,943)

16. Profit per share

Basic profit per share is calculated by dividing the profit attributable to equity holders of the Corporation by the weighted average number of ordinary shares outstanding during the period.

Diluted profit per share is calculated using the treasury method, except the if-converted method is used in assessing the dilution impact of convertible instruments (until maturity) and options. The if-converted method assumes that all convertible instruments (until maturity) have been converted in determining fully diluted profit per share if they are in-the-money, except where such conversion would be anti-dilutive.

The following table summarizes activity for the three and nine months ended:

	For the three months ended		For the nine months ended	
	30-Sep-2015	30-Sep-2014	30-Sep-2015	30-Sep-2014
Net profit attributable to owners of the Corporation	\$ 7,356	\$ 14,809	\$ 36,628	\$ 33,630
Weighted average number of shares outstanding – basic	290,970,713	290,402,761	290,923,010	290,348,860
Weighted average number of shares outstanding – diluted	294,869,101	293,973,647	294,821,398	293,919,746
Total net profit per share – basic	\$ 0.03	\$ 0.06	\$ 0.13	\$ 0.12
Total net profit per share – diluted	\$ 0.02	\$ 0.05	\$ 0.12	\$ 0.11

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17. Net change in working capital

The following table summarizes the activity, excluding cash and cash equivalents transactions, for the period:

	For the three months ended		For the nine months ended	
	30-Sep-2015	30-Sep-2014	30-Sep-2015	30-Sep-2014
Changes in working capital:				
Trade and other payables	\$ 3,546	\$ 4,301	\$ (3,100)	\$ (1,420)
Receivables and other	4,696	(8,858)	(1,419)	521
Inventories	(1,455)	4,254	(17,656)	2,123
Current income tax liabilities	3,665	3,351	3,772	(5,627)
Other	-	(113)	-	1,745
	<u>\$ 10,452</u>	<u>\$ 2,935</u>	<u>\$ (18,403)</u>	<u>\$ (2,658)</u>
Supplementary Cash Flow Information:				
Interest paid, net	\$ -	\$ -	\$ -	\$ -
Income taxes paid	\$ 1,677	\$ 2,064	\$ 3,691	\$ 24,553

The Corporation receives incentive tax credits for qualifying capital expenditures at the Çöpler Gold Mine. Application of these tax credits reduces income tax expense in the current period and offsets current and future cash tax payments.

Form 52-109F2
Certification of Interim Filings
Full Certificate

I, Rodney P. Antal, President and Chief Executive Officer of Alacer Gold Corp., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Alacer Gold Corp. (the “issuer”) for the interim period ended September 30, 2015.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. **Responsibility:** The issuer’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer and I have, as at the end of the period covered by the interim filings
 - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
 - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
 - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.
- 5.1 **Control framework:** The control framework the issuer’s other certifying officer and I used to design the issuer’s ICFR is *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).
- 5.2 *N/A*
- 5.3 *N/A*

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2015 and ended on September 30, 2015 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: October 23, 2015

(signed) "Rodney P. Antal"

Rodney P. Antal
President and Chief Executive Officer

Form 52-109F2
Certification of Interim Filings
Full Certificate

I, Mark E. Murchison, Chief Financial Officer of Alacer Gold Corp., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Alacer Gold Corp. (the “issuer”) for the interim period ended September 30, 2015.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. **Responsibility:** The issuer’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer and I have, as at the end of the period covered by the interim filings
 - (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
 - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
 - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
 - (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.
- 5.1 **Control framework:** The control framework the issuer’s other certifying officer and I used to design the issuer’s ICFR is *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 N/A

5.3 N/A

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2015 and ended on September 30, 2015, that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: October 23, 2015

(signed) "Mark E. Murchison"

Mark E. Murchison
Chief Financial Officer