



ALACER GOLD CORP.
P 303-292-1299
F 303-297-0538
9635 Maroon Circle, Suite 300
Englewood, Colorado 80112
www.AlacerGold.com

ALACER GOLD CORP.

CERTIFICATE OF OFFICER

TO: ASX LIMITED ("ASX")

RE: Compliance with waiver of Listing Rule 10.14

This certificate is provided to the ASX pursuant to the terms of the waiver of Listing Rules 7.1, 10.11 and 10.14 granted by the ASX to the Corporation.

I, Michael Sparks, am the Secretary of Alacer Gold Corp. (the "Corporation"). As Secretary, I certify for and on behalf of the Corporation, that:

1. the Corporation is in compliance with all requirements imposed on the Corporation under the Toronto Stock Exchange Listing Rules; and
2. the Corporation is not listed as a defaulting issuer on the lists maintained by any securities commission within Canada.

This certificate is being given by the Corporation and without personal liability of the undersigned and any party seeking to make a claim with respect to any matter contained in this certificate shall have recourse solely to the Corporation.

DATED at Denver, Colorado, USA this 20th day of November, 2015.

A handwritten signature in blue ink, appearing to read "Michael J. Sparks", written over a light blue shaded area.

Michael J. Sparks