

ALACER GOLD CORP.

FOREIGN CORRUPT PRACTICES ACT POLICY

January 27, 2015

I. CORPORATE STATEMENT

Alacer Gold Corp. (the “**Company**” or “**Alacer**”) is committed to maintaining high standards of integrity and accountability in conducting its business overseas. Compliance in all respects with applicable Canadian, Australian and U.S. and local laws is a fundamental principle that guides our corporate culture and how we conduct our business. This foreign corrupt practices policy (the “**Policy**”) provides a framework of guidelines and principles to encourage ethical behavior in our business conduct.

The Policy applies equally to all directors, officers and employees and also to all business partners, including, but not limited to, agents, sub-agents, consultants, representatives, contractors, distributors and business partners involved in business transactions, representation, or business development or retention in a foreign jurisdiction (collectively, “**Agents**”), wherever located. Employees involved in international business must familiarize themselves with this policy in order not to knowingly or unknowingly compromise our Company’s values or violate the law.

II. COMPLIANCE WITH LAW

As stated in the Company’s Code of Conduct and Ethics Policy, all employees shall comply with all applicable governmental laws, regulations and rules. This Policy has been designed so that compliance with this Policy will result in compliance with the relevant statutes in Canada, Australia and the United States dealing with bribery and dealings with foreign officials. As a practical matter, it also should result in compliance with most laws relating to these subjects in the various other countries where the Company does business or to which it may be subject. However, all persons subject to this Policy are required also to comply with all local laws in the jurisdictions where they are conducting business, and in the case of any proposed payment or transaction shall (following consultation with the responsible officers of the relevant business unit) take advice from qualified local counsel to assure that such payments or transactions also comply with all applicable local laws.

III. PERSONS RESPONSIBLE FOR IMPLEMENTATION OF THIS POLICY

Alacer’s Board of Directors may appoint a person to the position of Compliance Officer. If appointed, the Compliance Officer shall oversee this Policy and shall report directly to the Chief Legal Officer and Board of Directors. If a Compliance Officer is not appointed, the Chief Legal Officer shall oversee this Policy.

The Chief Legal Officer or the Compliance Officer (as applicable) shall be responsible for:

- (a) establishing and maintaining the practices and procedures necessary to implement this Policy and prevent any violation of its provisions; and
- (b) disseminating this Policy to all employees.

IV. PROHIBITED ACTIVITY

The Company, its directors, officers, employees and Agents shall not, either directly or indirectly through an Agent:

- (a) authorize, offer or pay anything of value to any foreign public official, political party or candidate for the purpose of influencing or causing another person to influence any act or decision of the foreign official or entity in order to obtain or retain an advantage in the course of business;
- (b) demand, solicit or accept an improper payment; or
- (c) falsify books and records.

V. FOREIGN PUBLIC OFFICIAL

The definition of foreign public official under the FCPA and other anti-corruption laws is very broad and can include anyone employed by or affiliated with a government agency, entity or institution, including but not limited to:

- (a) members, officers or employees of the executive, judicial or legislative branch or any agency of a foreign government;
- (b) employees of government-operated or funded entities or state-owned enterprises;
- (c) employees and other representatives of public international organizations, such as the United Nations, World Bank, or International Monetary Fund;
- (d) representatives of political parties or candidates for political office; and
- (e) any person or entity acting on behalf of or in an official capacity for a government agency or public organization.

VI. LEGAL PAYMENTS

As a general rule, payments to foreign public officials that would otherwise be prohibited are legal only if:

- (a) they are lawful under the written laws of the foreign official's country; or
- (b) they are made as a reasonable and bona fide expenditure directly related to either promotional activities or the execution or performance of a contract with a foreign government.

Proper guidance must be sought from the Company's Legal Department and the process

documented, based on the complexity of a proposed transaction, in determining the legality of all proposed payments to foreign public officials.

VII. CAUTION IN DEALING WITH AGENTS

To ensure compliance with the applicable laws on foreign corrupt practices, the Company must exercise caution in dealing with Agents. The Company may be liable for the actions of its Agents, and this risk can be substantial in countries where illicit payments are prevalent. The Company should apply a risk-based approach to its due diligence process, implementing a higher degree of due diligence on Agents that present higher risks.

VIII. DUE DILIGENCE

Prior to the Company retaining an Agent, the employee hiring the Agent should consult with the -Chief Legal Officer or Compliance Officer (as applicable) to determine what level of due diligence should be performed before engaging the Agent. Depending on the circumstances and risks presented by the proposed engagement, such due diligence may include researching the reputation, background and past performance of the prospective Agent in some combination of the following areas and reporting back to the Chief Legal Officer or Compliance Officer (as applicable):

- (a) Management Information. Identify the directors, officers and other members of management of the proposed Agent, where applicable and determine if any of them are public officials;
- (b) Ownership Information. Identify the stockholders, partners or other principals of the proposed Agent, where applicable and determine if any of them are public officials;
- (c) Affiliations. Identify the business and government affiliations of the proposed Agent, its, his or her family and close associates;
- (d) Reputation. Obtain information concerning the reputation of the Agent particularly with respect to a history or demonstrated tendency to make prohibited payments;
- (e) References. Obtain character and financial reference checks on the proposed Agent;
- (f) Local Law. Confirm that the relationship with the Agent and the performance by the Agent of the services required in the contract are consistent with local law;
- (g) Compensation. Confirm that the level of compensation is reasonable, given the experience of the Agent, the country where services are to be performed, the expected results and the amount and difficulty of work to be performed; and
- (h) Employee Certification. The employee of the Company who is proposing retention of the Agent should confirm who introduced the Agent to the Company and provide an explanation of why the Agent was selected. The employee of the

Company and his or her supervisor should certify that the Agent has been personally interviewed and that there is no reason to believe that the Agent has violated this Policy or will violate this Policy regarding future activities on behalf of the Company.

IX. CONTRACTING WITH AGENTS

After having obtained the approval of the Chief Legal Officer or Compliance Officer (as applicable), under his or her supervision, the Company should evaluate whether the Company should seek to retain an Agent using a written agreement. Depending on the circumstances and risks presented by the proposed engagement, such written agreement may include some combination of the following provisions:

- (a) The Agent shall acknowledge that it, he or she understands the provisions of this Policy and agrees to comply with its terms and applicable laws;
- (b) The Agent shall acknowledge that the contents of the agreement may be disclosed by the Company to third parties including government agencies;
- (c) The Agent shall provide representations and warranties that neither it, nor any of its owners, directors, officers, principals or key employees are public officials and that it will promptly inform the Company of any changes in that regard;
- (d) The Company expressly states that its choice of Agent was made after considering factors that support a belief that the applicable law and this Policy would not be violated;
- (e) Assignment of the entire agreement or any rights, duties or obligations under the agreement by the Agent is prohibited without the Company's prior written consent;
- (f) Payment should be by cheque or bank draft made out in the Agent's name or by wire transfer to a bank account that is registered in the name of the Agent, and located in the country in which the Agent performed the services unless there is an acceptable explanation for other arrangements;
- (g) Travel, entertainment and other miscellaneous expenses should not be incurred by the Agent without the Company's prior approval, and all requests for reimbursement should be supported by documentation acceptable to the Company. Detailed records of all approved expenses should be kept;
- (h) To the extent permitted by law, the agreement should provide for automatic termination without compensation in the event an Agent has made, attempted to make, makes, attempts to make, or proposes to make, a prohibited payment; and
- (i) The Company has the right to audit the Agent's compliance with the agreement, including the expenses and invoices of the Agent.

X. MANAGING AGENTS

The Company should take measures reasonably within its power to ensure that its Agents understand and fully comply with this Policy. Appropriate measures may vary depending on the circumstances and risks presented by a particular engagement and should be identified in consultation with the Chief Legal Officer or Compliance Officer (as applicable). In addition, the appropriate officers and employees of the Company must ensure that any payment made to any Agent represents no more than the amount outlined in the written agreement with the Agent and is an appropriate remuneration for legitimate services rendered by such Agent.

XI. FOREIGN JOINT VENTURE PARTNERS

Prior to entering into any joint venture the Company should conduct due diligence regarding the prospective partner(s) equivalent to that required for retaining an Agent. When appropriate, the Company should attempt to obtain equivalent written representations and warranties from the partner as is required of Agents. Commercially reasonable efforts should be used by the Company and employees of the Company to ensure that the principles set out in this Policy are incorporated into all international joint venture agreements (such as joint operating agreements).

XII. GIFTS AND ENTERTAINMENT

The offer and acceptance of entertainment, gifts and favors must at all times be in compliance with the policies of the recipient's employer and with the Company's Code of Conduct and Ethics Policy.

The Company, its directors, officers, employees and Agents shall not, either directly or through an intermediary, offer or provide gifts, hospitality or reimbursement of travel or other expenses to a public official, except with the prior approval of the Chief Legal Officer or Compliance Officer (as applicable).

The Company, its directors, officers, employees and Agents may, however, pay or reimburse reasonable meal expenses incurred in good faith by or on behalf of a public official related to the promotion, demonstration, or explanation of products or services of the Company or the execution or performance of a contract between the Company and the public official's government or agency thereof without pre-approval of the Chief Legal Officer or Compliance Officer (as applicable).

Any gift, hospitality and/or reimbursement of travel or other expenses ultimately provided to a public official must be fully compliant with this Policy and fully and accurately recorded in the Company's records.

XIII. BOOKS AND RECORDS

While the Company's standard accounting rules and procedures must be followed in all circumstances, special care should be exercised when transactions involve payments to foreign officials. Any payments to foreign officials should be promptly reported to the

Chief Legal Officer or Compliance Officer (as applicable) and employees must ensure that such payments are fully and accurately recorded. Misleading, incomplete or false entries in the Company's books and records are prohibited.

XIV. CONSEQUENCES OF VIOLATIONS

Employees who violate this Policy will be subject to disciplinary action, up to and including termination. Violations may also result in prosecution by law enforcement authorities and significant criminal and civil penalties. The Company reserves the right to refer violations or suspected violations of applicable law to appropriate authorities.

XV. VIOLATION REPORTING

All director, officers, employees and Agents must report any deviations from the Policy or violations of applicable law. Any employee or other person may submit a confidential complaint or concern regarding the matters covered by the Policy to the Chief Legal Officer or Compliance Officer (as applicable), or if deemed appropriate by such person in accordance with the Company's Whistleblower Policy. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any party based upon any lawful action of such party with respect to good faith reporting of concerns regarding compliance with this Policy.

XVI. FUNDAMENTAL PRINCIPLE

It is a fundamental principle of this Policy that discretionary decisions relating to payments to foreign officials should not be made "in the field", but rather, should be referred to the Company's Chief Legal Officer or Compliance Officer (as applicable) who will make such decisions with advice from corporate counsel if necessary.

XVII. ADDITIONAL GUIDANCE

This policy deals with a complex subject and seeking guidance when required is an integral part of ensuring compliance. All questions, concerns and enquiries should be directed to the Chief Legal Officer or Compliance Officer (as applicable).