



RESTATED ARTICLES OF INCORPORATION
BUSINESS CORPORATIONS ACT (Section 182)
FORM 6-01

1. Name of Corporation:

ALACER GOLD CORP.

2. Corporate Access Number:

34398

3. The classes and any maximum number of shares that the corporation is authorised to issue:

The attached Schedule "A" is incorporated into and forms part of this form.

4. Restrictions if any on share transfers:

None

5. Number (or minimum and maximum number) of Directors:

Minimum 1 - Maximum 15

6. Restrictions if any on business the Corporation may carry on:

The Corporation is restricted from carrying on the business of a railway, steamship, air transport, canal, telegraph, telephone or irrigation company.

7. Other provisions if any:

The attached Schedule "B" is incorporated into and forms part of this form.

The foregoing restated Articles of Incorporation correctly set out without substantive change the corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation

8.	Date	Signature	Title
	May 23, 2012		President & CEO

FILED

MAY 25 2012

DEPUTY REGISTRAR
OF CORPORATION

SCHEDULE "A"
TO RESTATED ARTICLES OF INCORPORATION OF
ALACER GOLD CORP.
(the "Corporation")

The shares which the Corporation is authorized to issue are:

- (a) an unlimited number of common shares without nominal or par value with the following rights, privileges, restrictions and conditions:
 - (i) holders of common shares are entitled to:
 - (1) receive notice of, and to attend, all meetings of the shareholders of the Corporation; and
 - (2) one vote for each common share held at all meetings of shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series as provided in the *Business Corporations Act* (Yukon) (the "Act");
 - (ii) subject to the rights of the holders of any other class or series of shares of the Corporation, holders of common shares are entitled to receive equally, share for share:
 - (1) all dividends declared by the directors;
 - (2) all property of the Corporation that is ever distributed to any of its shareholders (including without limitation on any final distribution); and
 - (3) any remaining property of the Corporation on dissolution;
- (b) an unlimited number of preferred shares without nominal or par value, which as a class, will carry and be subject to the following rights, privileges, restrictions and conditions:
 - (i) **Issuable in Series.** The preferred shares may be issued from time to time in one or more series composed of such number of shares and with such preferred, deferred or other special rights, privileges, restrictions, conditions and designations attached as may be fixed hereby, or from time to time before issuance by any resolution or resolutions providing for the issue of the shares of any series which may be passed by the directors of the Corporation and confirmed and declared by articles of amendment including, without limitation:
 - (1) the rate, amount or method of calculation of any dividends, and whether such rate, amount or method of calculation will be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment of dividends, and the date or dates from which any such dividends will accrue, provided always that dividends on each series of preferred shares will be non-cumulative;
 - (2) any right of redemption and/or purchase, and the redemption or purchase prices and terms and conditions of any such right;
 - (3) any right of retraction vested in the holders of preferred shares of such series and the prices and terms and conditions of any such rights;

- (4) any rights upon dissolution, liquidation or winding-up of the Corporation;
- (5) any voting rights; and
- (6) any other provisions attaching to any such series of preferred shares.

(ii) **Priority.**

- (1) No rights, privileges, restrictions or conditions attached to any series of preferred shares will confer upon the shares of such series a priority in respect of dividends or distribution of assets or return of capital in the event of the liquidation, dissolution or winding up of the Corporation over the shares of any other series of preferred shares.
- (2) The preferred shares of each series will, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary:
 - (A) rank on a parity with the preferred shares of every other series; and
 - (B) be entitled to a preference and priority over the common shares and any other shares of the Corporation ranking junior to the preferred shares.

(iii) **Notices and Voting.** Subject to the rights, privileges, restrictions and conditions that may be attached to a particular series of preferred shares and except as provided by the Act, the holders of a series of preferred shares will not:

- (1) be entitled to receive notice of, or to attend, any meeting of the shareholders of the Corporation; or
- (2) be entitled to vote at any such meeting.

(iv) **Purchase for Cancellation.**

- (1) Subject to the rights, privileges, restrictions and conditions that may be attached to a particular series of preferred shares, the Corporation may at any time, or from time to time, purchase for cancellation the whole or any part of the preferred shares outstanding at such time at the lowest price at which, in the opinion of the directors, such shares are then obtainable but such price or prices must not, in any case, exceed the aggregate of:
 - (A) redemption price current at the time of purchase for the share of the particular series purchased;
 - (B) costs of purchase; and
 - (C) all dividends declared on such shares and unpaid.
- (2) In the case of the purchase for cancellation by private contract, the Corporation will not be required to:
 - (A) purchase preferred shares from all holders or series of preferred shares;
 - (B) to offer to purchase the shares of any other class or any series of shares before proceeding to purchase from any one holder of preferred shares; or
 - (C) purchase from holders of preferred shares on a pro rata basis.

(v) **Redemption.**

- (1) Subject to the rights, privileges, restrictions and conditions that may be attached to a particular series of preferred shares, the Corporation may redeem all, or from time to time, any part of the outstanding preferred shares on payment to the holders, for each share to be redeemed, of:
 - (A) the redemption price per share; and
 - (B) all dividends declared on such share and unpaid.
- (2) Before redeeming any preferred shares, the Corporation must mail to each person who, at the date of such mailing, is a registered holder of shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder; such notice must:
 - (A) be mailed by ordinary prepaid post addressed to:
 - a. the last address of such holder as it appears on the records of the Corporation; or
 - b. if the address of such holder does not appear on the records of the Corporation, the last known address of such holder, at least 30 days before the date specified for redemption; and
 - (B) set out the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number of shares so to be redeemed.
- (3) On or after the date so specified for redemption, the Corporation must pay, or cause to be paid, the redemption price together with all dividends declared on such shares and unpaid to the registered holders of such shares on presentation and surrender of the certificates for such shares at such place or places as may be specified in such notice. Upon their presentation and surrender, the certificates for such shares will be cancelled, and the shares represented by the certificates will be redeemed.
- (4) If a part only of the outstanding preferred shares is at any time to be redeemed, the directors will select the shares to be redeemed either by lot in such manner as the directors in their sole discretion may determine or as nearly as may be pro rata (disregarding fractions) according to the number of preferred shares held by each holder;
- (5) If a part only of the preferred shares represented by any certificate is to be redeemed, the Corporation will issue a new certificate for the balance at its expense.
- (6) From, and after, the date specified for redemption in such notice, the holders of the shares called for redemption:
 - (A) will cease to be entitled to dividends in respect of such shares; and
 - (B) will not be entitled to any rights in respect of such shares,except to receive the redemption price together with all dividends declared on such shares prior to the date specified for redemption and unpaid, unless the Corporation does not pay the redemption price and such dividends, in which case the rights of the holders of such shares will remain unimpaired.
- (7) On or before the date specified for redemption:

- (A) the Corporation will have the right to deposit the redemption price of the shares called for redemption together with all dividends declared on such shares prior to the date specified for redemption and unpaid, in a special account with any chartered bank or trust company in Canada named in the notice of redemption;
- (B) such redemption price and dividends to be paid to, or to the order of, the respective holders of such shares called for redemption upon presentation and surrender of the certificates representing the same; and
- (C) upon such deposit being made, the relevant shares will be redeemed and the rights of the several holders of such shares will be limited to receiving, out of the monies so deposited, without interest, the redemption price together with all dividends declared on such shares prior to the date specified for redemption and unpaid, applicable to their respective shares against presentation and surrender of the certificates representing such shares.

(vi) **Retraction.**

- (1) **Rights of Redemption.** Subject to paragraph (2) below and to the rights, privileges, restrictions and conditions that may be attached to a particular series of preferred shares:
 - (A) a holder of preferred shares will be entitled to require the Corporation to redeem at any time, and from time to time after the date of issue of any preferred shares, all or any number of the preferred shares registered in the name of such holder on the books of the Corporation at the redemption price per share, together with all dividends declared on such shares and unpaid;
 - (B) a holder of preferred shares exercising his or her option to have the Corporation redeem, must give notice to the Corporation, which notice must set out:
 - a. the date on which the Corporation is to redeem (the "Option Redemption Date"), which date must not be less than 10 days, or more than 30 days, from the date of mailing of the notice; and
 - b. if the holder desires to have less than all of the preferred shares registered in his or her name redeemed by the Corporation, the number of the holder's shares to be redeemed;
 - (C) such holder of preferred shares may, with the consent of the Corporation, revoke such notice prior to the Option Redemption Date;
 - (D) upon delivery to the Corporation of a share certificate or certificates representing the preferred shares which the holder desires to have the Corporation redeem, the Corporation must, on the Option Redemption Date, redeem such preferred shares by paying to the holder the redemption price for such shares together with all dividends declared on such shares and unpaid; and
 - (E) upon payment of the redemption price of the preferred shares to be redeemed by the Corporation together with all dividends declared on such shares and unpaid, the holders of such shares will cease to be entitled to dividends, or to have any rights of holders, in respect such shares.
- (2) **Partial Redemptions.** If the redemption by the Corporation on any Option Redemption

Date of all of the preferred shares to be redeemed on such date would be contrary to any provisions of the Act, or any other applicable law, the Corporation must:

- (A) redeem only the maximum number of preferred shares which the Corporation determines it is then permitted to redeem;
 - (B) make such redemptions on a pro rata basis (disregarding fractions of shares) according to the number of preferred shares required by each such holder to be redeemed by the Corporation;
 - (C) issue new certificates representing the preferred shares not redeemed by the Corporation; and
 - (D) before redeeming any other preferred shares, redeem in the manner contemplated by paragraph (v) above, on the first day of each month thereafter the maximum number of such preferred shares so required by holders to be redeemed as would not then be contrary to any provisions of the Act or any other applicable law, until all of such shares have been redeemed, provided that the Corporation will be under no obligation to give any notice to the holders of the preferred shares in respect of such redemption or redemptions as provided for in paragraph (v) above.
- (vii) **Liquidation, Dissolution and Winding-Up.** Subject to the rights, privileges, restrictions and conditions that may be attached to a particular series of preferred shares, the holders of preferred shares will be entitled to receive for each preferred share, before any distribution of any part of the assets of the Corporation among the holders of any other shares, an amount equal only to the redemption price of such share and any dividends declared on such shares and unpaid:
- (1) in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary; or
 - (2) upon any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

SCHEDULE "B"

TO RESTATED ARTICLES OF INCORPORATION OF

ALACER GOLD CORP.

(the "Corporation")

1. The directors, may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting. The number of additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

2. Shareholder meetings may be held in any municipality in the world outside of the Yukon Territory as the directors, in their absolute discretion, may determine appropriate.