

**ALACER GOLD CORP.**

**POLICY AND PROCEDURES FOR SUBMISSION OF REPORTS  
RELATING TO FINANCIAL MATTERS**

**(WHISTLEBLOWER POLICY)**

**FEBRUARY 2, 2017**

**I. STATEMENT OF PRINCIPLE**

Alacer Gold Corp., together with its subsidiaries (“**Corporation**”), is committed to maintaining high standards of integrity and accountability in its business affairs while at the same time growing its business and enhancing shareholder value. As part of the Corporation’s commitment to ethical and responsible business conduct, the Corporation is committed to maintaining the integrity and accuracy of its accounting, internal controls and auditing processes (collectively, “**Financial Matters**”). The Corporation expects all of its directors, officers and employees to actively participate to achieve this goal.

The purpose of this Whistleblower Policy (this “**Policy**”) is to encourage all directors, officers and employees to disclose any concerns regarding Financial Matters and to provide directors, officers and employees with a process for disclosing concerns regarding Financial Matters. This Policy tells you exactly how and where to submit a report or concern, who deals with your report and how that report is expected to be handled, processed and documented. This Policy also describes the standards and principles that are expected to govern the processing of all reports and concerns.

**II. REPORTING PROCESS - INFORMAL**

The Corporation has an open door policy and invites all directors, officers and employees to share their questions, concerns or suggestions with someone who can address them properly. In most cases, your immediate supervisor is in the best position to address an area of concern. Where it is appropriate, you can also speak to anyone in management with whom you are comfortable in approaching. Supervisors and managers are encouraged to report concerns to the Corporation’s Chief Legal Officer or Chair of the Audit Committee of the Board of Directors. For suspected fraud, you must contact the Corporation’s Chief Legal Officer or Chair of the Audit Committee of the Board of Directors. See contact information below.

**III. REPORTING PROCESS - FORMAL PROCEDURE**

In certain circumstances it may be necessary for you to make a formal submission regarding a perceived or suspected violation. In all such cases, you should report in confidence via email to [compliance@alacergold.com](mailto:compliance@alacergold.com) or you can phone the compliance hotline at:

- US and Canada Toll Free: 1-855-240-1121;
- Australia Toll Free: 1-800-076-323; or
- Direct Dial, if not local, charges will apply: 1-303-792-4698.

You can also communicate directly with the Corporation’s Chief Legal Officer or the Chair of the Audit Committee of the Board of Directors through the following means:

	<b>Chief Legal Officer</b>	<b>Chair of the Audit Committee</b>
<b>Name</b>	Michael Sparks	Richard Graff
<b>Phone</b>	+1 (303) 391-3060	+1 (303) 807-0474
<b>Email</b>	<a href="mailto:compliance@alacergold.com">compliance@alacergold.com</a> <a href="mailto:michael.sparks@alacergold.com">michael.sparks@alacergold.com</a>	<a href="mailto:AuditCommitteeChair@alacergold.com">AuditCommitteeChair@alacergold.com</a>
<b>Address</b>	9635 Maroon Circle Suite 300 Englewood, CO 80112 USA	9635 Maroon Circle Suite 300 Englewood, CO 80112 USA

#### **IV. CONFIDENTIALITY**

The Corporation, including all persons designated to handle reports under this Policy, will seek to treat all communications as confidential to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation. We encourage you to identify yourself when making a report or communicating a concern. However, you may also do so anonymously if you prefer. The Corporation has a procedure for the submission of confidential, anonymous reports concerning questionable Financial Matters to the Chair of the Audit Committee of the Board of Directors. All such reports should be communicated in writing to the Chief Legal Officer or the Chair of the Audit Committee of the Board of Directors, through the following means:

- (i) E-mail: *Please send your email to the address noted above and include the word “Confidential” in the subject line. You may also establish and use a free anonymous e-mail account through such providers as yahoo.com or hotmail.com.*
- (ii) In writing: *Please address your correspondence to the address noted above and clearly mark the envelope as “CONFIDENTIAL.”*

#### **V. NO RETALIATION**

It is the Corporation’s policy to seek to ensure that you can communicate freely in respect of matters covered by this Policy and seek to be protected from any form of penalty or adverse employment consequence, including discharge, suspension, demotion or transfer, harassment or discrimination (“**Retaliation**”). Every director, officer or employee who makes a report in good faith regarding a perceived violation under this Policy will be protected against any Retaliation.

#### **VI. ACTING IN GOOD FAITH**

Anyone filing a report under this Policy must be acting in good faith and have an honest belief that the report is well-founded, including a reasonable factual or other basis. Any reports based on allegations that are without basis, cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

## **VII. HANDLING OF REPORTED VIOLATIONS**

Once your concern has been communicated to the Chief Legal Officer or Chair of the Audit Committee of the Board of Directors, the following procedures will generally be followed:

- A. The Chief Legal Officer or Chair of the Audit Committee of the Board of Directors should confirm receipt of your communication or report within five business days of receipt wherever practicable.
- B. The Chief Legal Officer or Chair of the Audit Committee of the Board of Directors should register your report in a log and open a file. Both should be confidential and secure.
- C. If the Chief Legal Officer or Chair of the Audit Committee of the Board of Directors determines that your concern is covered by this Policy, he or she should conduct an investigation and determine whether further action is required. In conducting his or her investigation, the Chief Legal Officer or Chair of the Audit Committee may enlist inside or outside accounting, human resource, legal or other advisors and may also refer the matter to the Audit Committee. If your concern is determined to not be covered by this policy it will be referred to the head of the relevant department.
- D. The Chief Legal Officer or Chair of the Audit Committee of the Board of Directors should comply with all rules, regulations and legislation in conducting his or her investigation and should take all reasonable efforts to seek to keep the report and investigation confidential, if requested or required. In certain circumstances, the Corporation may be required to disclose matters relating to material infractions of Financial Matters or other matters in accordance with applicable securities laws, regulatory requirements or stock exchange rules in the relevant jurisdictions of Canada and Australia. In such cases the Chief Legal Officer or Chair of the Audit Committee of the Board of Directors may be required to make adequate disclosure in a timely and appropriate matter.
- E. All investigations should be conducted efficiently, taking into account the nature and complexity of the issues involved.
- F. The Chief Legal Officer or Chair of the Audit Committee of the Board of Directors should report to the Audit Committee and the Corporation's external auditors the aggregate number of reports received, investigations conducted and the outcome of those reports and investigations. The Audit Committee may also discuss such reports with the full membership of the Board of Directors where appropriate.
- G. The Chief Legal Officer, or Chair of the Audit Committee of the Board of Directors should promptly report to the Audit Committee any report that is well-founded and that may have material adverse consequences for the Corporation.
- H. In addition to reporting suspected violations of Financial Matters, certain other provincial and federal legislation also provide protection to individuals who report suspected violations by their employers. The Corporation encourages all employees

to comply fully with the requirements of these laws if any violation or breach is suspected, without fear of Retaliation.

## **VIII. REPORTS FROM THIRD PARTIES**

Securities laws require the Corporation to establish procedures for the receipt, retention and treatment of reports regarding Financial Matters. This may include reports that are received from third parties. Accordingly, each director, officer and employee of the Corporation should forward any report regarding such matters received from a third party (including the Corporation's independent auditor) to the Chief Legal Officer or Chair of the Audit Committee of the Board of Directors.

The Chief Legal Officer or Chair of the Audit Committee of the Board of Directors should discuss such reports at regularly scheduled meetings of the Audit Committee (unless they are unfounded or unless the materiality of the report requires earlier action).

The Board of Directors may, from time to time, permit departures from the terms of this Policy, either prospectively or retrospectively. This Policy is not intended to give rise to civil liability on the part of the Corporation or its directors, officers or employees, shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.