

# ALACER GOLD CORP.

## CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE

### Terms of Reference

March 15, 2018

#### I. PURPOSE

Corporate governance means the process and structure used to direct and manage the business and affairs of Alacer Gold Corp. (the “**Corporation**”) with the objective of enhancing shareholder value, which includes ensuring the financial viability of the business. The process and structure define the division of power and establish mechanisms for achieving accountability among shareholders, the Board of Directors and Management. The role of the Corporate Governance and Nominations Committee (the “**Committee**”) is to develop and monitor the Corporation’s overall approach to corporate governance issues and, subject to approval by the Board of Directors (the “**Board**”) of the Corporation, implement and administer the system.

In furtherance of the Committee’s objective of enhancing shareholder value, and ensuring the financial viability of the business, the Committee is tasked with identifying and nominating for approval of the Board, candidates to fill executive and non-executive vacancies as and when they arise. Such nominations will be made after giving full consideration of the current structure, size and composition of the Board and management (“**Management**”) of the Corporation, taking into account the challenges and opportunities facing the Corporation, and what skills and expertise are needed in the future.

The purpose of the Committee is to provide a focus on corporate governance that will enhance corporate performance and to assess and make recommendations regarding the Board and Management’s effectiveness and continuity.

#### II. COMPOSITION AND PROCEDURE

- A. Following each annual meeting of shareholders of the Corporation, the Board shall elect from its members no fewer than three (3) directors, all of whom are independent<sup>1</sup> directors, to serve on the Committee.
- B. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Corporation.

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<sup>1</sup> An **independent director** is defined as a director who has no direct or indirect material relationship with the Corporation. A material relationship means a relationship that could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. Certain relationships are prescribed by *National Instrument 52-110* as material, including, without limitation, (i) an individual who is, or has been within the last three years, an employee or executive officer of the Corporation, and (ii) a partner or executive officer of an entity providing paid accounting, consulting, legal, investment banking or financial advisory services to the Corporation.

Each member shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member resigns or is replaced, whichever occurs first.

- C. A vacancy may be filled or an additional member may be appointed by the Board to hold office until the next annual meeting of shareholders of the Corporation.
- D. The Chair of the Committee (the “**Chair**”) shall be designated by the Board from among the unrelated members of the Committee. In the absence of the Chair at any meeting of the Committee, the members present at the meeting shall appoint one of their members to act as Chair of the meeting.
- E. The Committee shall hold such number of meetings as may be required to meet its responsibilities and shall meet at the call of its Chair or any two of its members.
- F. The quorum for meetings shall be two (2) directors, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other. A notice of meeting shall be sent no later than twenty-four (24) hours prior to such meeting. However, meetings of the Committee may be held without formal notice if all of the members are present and do not object to notice not having been given, or if those absent waive notice in any manner either before or after the meeting.
- G. The Committee shall invite such officers, directors, and employees of the Corporation, as it may deem appropriate, to attend a Committee meeting and assist thereat in the discussion and consideration of matters relating to the Committee.
- H. The minutes of all meetings of the Committee shall be available to all Board members.
- I. The secretary of the Corporation will act as the secretary of the Committee.
- J. Any matter to be voted upon shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair shall be entitled to a second or deciding vote.
- K. The Committee is authorized to seek any information it requires from any employee of the Corporation in order to perform its duties.
- L. The Committee may obtain, at the Corporation’s expense, outside legal or other professional advice on any matters within its terms of reference. The Committee shall actively engage such professional advice as to matters which might pose risk or uncertainty.

### **III. DUTIES AND RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board. The Committee shall:

- A. Develop and monitor the Corporation’s overall approach to corporate governance

issues and, subject to approval by the Board, implement and administer the system.

- B. Advise the Board, or any of the committees of the Board, of any corporate governance issues which the Committee determines should be considered by the Board or any such committees.
- C. Communicate to management of the Corporation and/or the Board any discrepancies between the Corporation's governance system and its adopted guidelines and then, as may be deemed appropriate by the Committee, to shareholders and the investment community.
- D. Serve as a forum whereby individual directors may express concerns about matters not easily discussed at a full board meeting.
- E. Prepare recommendations for the Board regarding any reports or disclosure required or recommended on corporate governance, including, as appropriate, public disclosure required to meet Toronto Stock Exchange and Australian Securities Exchange guidelines.
- F. In consultation with the Chair, direct and supervise the investigation into any matter brought to the Committee's attention within the scope of its duties.
- G. Ensure development of and review on an annual basis the Terms of Reference for the Board, each of the committees of the Board, the Chairman of the Board, and the CEO, which should define limitations, if any imposed on the position, and make recommendations to the Board, as appropriate.
- H. In appropriate circumstances, authorize a committee or an individual director to engage separate independent counsel and/or advisors at the expense of the Corporation.
- I. Review with the Board, on a regular basis, the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation, discussion of:
  - (i) the structure of the committees;
  - (ii) the number and content of Board meetings;
  - (iii) the annual schedule of issues which should be considered by the Board at its meetings or those of its committees;
  - (iv) resources available to the directors; and
  - (v) the communication process between the Board and management.
- J. Assess and make recommendations to the Board on a regular basis regarding the effectiveness of the Board as a whole, committees of the Board, and the contribution of its individual members.

- K. Review and assess the independence and financial-related designations for each director.
- L. Recommend directors for nomination at the annual shareholder's meeting
- M. Periodically examine the size of the Board and, with a view to determining the impact of the number upon effective decision-making, recommend to the Board a program to increase or reduce the number of directors.
- N. Develop a process for the evaluation of the performance of the board, the committees and the directors.
- O. Review annually the time required from non-executive directors and use performance evaluations to assess whether the non-executive directors are spending enough time to fulfill their duties.
- P. Keep under review the leadership needs of the Corporation, both executive and non-executive, giving full consideration to succession planning for directors and other senior executives, with a view to ensuring the continued ability of the Corporation to compete effectively in the marketplace.
- Q. Before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience held by the directors and officers of the Corporation, and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the committee shall:
  - (i) consider candidates from a wide range of backgrounds; and
  - (ii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
- R. In consultation with the CEO, recommend, for approval of the Board new nominees for election to the Board or appointment to office, as the case may be, and establish a process for identifying and recruiting new directors and officers.
- S. Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings.
- T. Provide an orientation and education program for new directors, as well as a continuing education program for all directors.
- U. Provide an orientation and education program for new senior executives, as well as a continuing education program for all senior executives.
- V. The Committee shall also make recommendations to the Board concerning:
  - (i) suitable candidates for the role of lead director;

- (ii) membership of the Audit and Compensation Committees, in consultation with the chairs of those committees;
- (iii) the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (iv) any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Corporation subject to the provisions of the law and their service contract; and
- (v) the appointment of any director to executive or other office.

W. Have such other powers and duties as delegated to it by the Board.

#### **IV. REPORTING RESPONSIBILITIES**

- A. The Committee shall report to the Board at its next regular meeting all action it has taken since the previous report.
- B. The Committee shall make a statement in the annual reports of the Corporation about its nominations activities, the process used to make appointments, factors taken into account in the selection process and explain if external advice or open advertising has not been used.
- C. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- D. The Committee shall keep all information relating to prospective candidates provided to the Committee and discussed during meetings confidential.

#### **V. COMMITTEE TIMETABLE**

The major annual activities of the Committee are outlined in Schedule A attached hereto.



**Schedule “A”  
CORPORATE GOVERNANCE & NOMINATIONS COMMITTEE  
ANNUAL ACTION ITEMS**

*This schedule of agenda items is being provided to assist with planning CGNC Committee meetings of Alacer Gold Corp. (the “Corporation”). It is not meant to be an exhaustive list of the responsibilities of the CGNC Committee. The CGNC Committee Terms of Reference continues to govern the CGNC Committee.*

**Meetings Required: Not designated**

Agenda Items	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Ongoing or as Needed
Conduct a formal Board and committee evaluation process and make recommendations to the Board regarding the effectiveness of the Board, its committees and management and assess the sufficiency of the number of meetings being held	X				
Review and assess the size and composition (skills matrix, diversity, etc.) of the Board and make recommendations to the Board for change as needed, taking into account the long-term plans for the composition of the Board	X			X	
Review and assess the independence and financial-related designations for each director	X				
Review the structure of the Board and its committees and make recommendations to the Board for lead director/chairman and committee membership (in consultation with the chairs of those committees)				X	X
Review and assess the communication process between the Board and Management	X				X
Review the leadership needs of the Corporation with a view to succession planning					X
Provide continuing education opportunities to the Board and senior executives				X	X
Provide an orientation and education program for new directors and senior executives					X
Recommend directors for nomination at the annual Shareholder’s meeting	X				
Review and recommend to the Board for approval the Report of the CGNC Committee in the Management Information Circular	X				
Review the Terms of Reference of the Board, each of its committees, the Chairman and the CEO	X				

**X = Preferred quarter to perform the task**