

ALACER GOLD CORP.

ENVIRONMENTAL, HEALTH, SAFETY & SUSTAINABILITY COMMITTEE

Terms of Reference

March 15, 2018

I. PURPOSE AND MANDATE

Alacer Gold Corp's (the "**Corporation**") core values include a commitment to the protection of life, health and the environment for present and future generations. The main purpose of the Environmental, Health, Safety & Sustainability Committee (the "**Committee**") is to review, monitor and make recommendations to the Board of Directors (the "**Board**") in respect of the environmental, health, safety and sustainability policies and activities of the Corporation in order to ensure that such policies and activities reflect and are in accordance with (i) the Environmental Charter, as set out below; (ii) the Health and Safety Charter, as set out below; (iii) the Social Charter, as set out below; (iv) Section XX of the Corporation's Code of Business Conduct and Ethics (Environment, Health, Safety & Sustainability); and (v) the Corporation's Sustainable Development Policy Framework, as set out below.

The Committee may review or investigate any activities of the Corporation relating to the environment, health, safety and sustainability and will have unrestricted access to any officers and employees of the Corporation, independent consultants and advisors, and such information and resources as the Committee considers necessary in order to perform its duties and responsibilities.

II. ENVIRONMENTAL CHARTER

The Corporation is committed to minimizing the impact of its operations on the environment through the responsible stewardship of its properties. The underlying principles of the Environmental Charter are (a) compliance, (b) awareness, and (c) implementation.

(a) Compliance

- (i) The Corporation and its directors, officers, managers and employees will comply with all applicable environmental laws, regulations and internal operating procedures and standards. As deemed appropriate by the Committee, third party audits of the Corporation's activities will be undertaken to ensure compliance with its charters, policies and other standards.
- (ii) The Corporation will monitor and require environmental compliance by all parties who provide services to the Corporation at any Corporation controlled site.

(b) Awareness

- (i) The Corporation will promote environmental education and awareness among its employees and will ensure that all directors, officers and employees understand the importance of compliance with all applicable environmental laws, regulations and internal operating procedures and standards.

- (ii) The Corporation will work with governmental and local civic leaders, environmental groups and other concerned parties in order to continually develop a mutual understanding of relevant environmental issues.

(c) Implementation

- (i) The Corporation will foster the development of environmental initiatives and programs in the communities in which it operates.
- (ii) The Corporation will implement the specific environmental policies and measures as set out in the Corporation's "Environment Policy".

III. HEALTH AND SAFETY CHARTER

The Corporation is committed to the overall health and safety of its employees, contractors, and the communities in which they operate. The Corporation believes that a safe and healthy workplace is a moral imperative reflecting the Corporation's respect for the individual. The underlying principles of the Health and Safety Charter are (i) compliance, (ii) awareness, and (iii) implementation.

(a) Compliance

- (i) The Corporation and its directors, officers, managers and employees will comply with all applicable occupational health and safety laws and regulations in the jurisdictions in which the Corporation operates as well as the Corporation's internal operating procedures and standards.
- (ii) The Corporation will periodically monitor and require occupational health and safety compliance by all parties who provide services to the Corporation at any Corporation controlled site.

(b) Awareness

- (i) The Corporation will promote education and awareness in respect of occupational and personal health and safety among its employees and will ensure that all directors, officers and employees understand the importance of compliance with all applicable occupational health and safety laws, regulations, and internal operating procedures and standards.
- (ii) The Corporation will strive to continually improve its understanding and knowledge of health and safety issues and to identify and implement effective measures in respect of potential health and safety risks.
- (iii) The Corporation and its employees will work collectively to monitor health and safety performance in the workplace.

(c) Implementation

- (i) The Corporation will encourage and support the development of health and safety initiatives which would improve the health and safety of the Corporation's work environment.

- (ii) The Corporation will implement the specific health and safety policies and measures as set out in the Corporation’s “Health and Safety Policy”.

IV. COMMUNITY RELATIONS & LAND ACCESS & RESETTLEMENT CHARTER

The Corporation is committed to positive and informed engagement with its stakeholders and the development of proactive relationships with project-affected communities to ensure the on-going well-being of these communities. The underlying principles of the Corporation’s Community Relations and Land Access and Resettlement Charter are (i) compliance, (ii) awareness, and (iii) implementation.

(a) Compliance

- (i) The Corporation and its directors, officers, managers and employees will comply with all applicable laws, regulations, and internal operating procedures and standards relating to stakeholder engagement.
- (ii) The Corporation will monitor and require parties providing services to the Corporation to adhere to acceptable stakeholder engagement practices in line with applicable laws, regulations, and the Corporation’s requirements.

(b) Awareness

- (i) The Corporation will promote education and awareness in respect of its social engagement responsibilities and activities amongst its employees and the communities in which they operate.
- (ii) The Corporation will strive to continually improve its engagement with external stakeholders and to identify and implement effective measures in respect of social impacts and risks.

(c) Implementation

- (i) The Corporation will encourage and support the development of engagement initiatives.
- (ii) The Corporation will implement the specific social policies and measures as set out in the Corporation’s “Community Relations” and “Land Access and Resettlement” Policies.

V. SUSTAINABLE DEVELOPMENT POLICY FRAMEWORK

The Corporation believes it is to the benefit of all its stakeholders that the Corporation operates within the context of the following Sustainable Development Policy Framework.

This Framework is structured around core policies in the areas of Health and Safety, Environment, Community Relations and Land Access and Resettlement.

The Corporation’s stakeholders include:

- Shareholders;
- Employees;

- Lenders;
- Insurers;
- Vendors and contractors;
- Central and local governments;
- Industry regulators;
- Communities affected by the Corporation's operations;
- Customers and consumers; and
- Citizens supported by the taxes the Corporation pays when successful.

The benefits derived from operating within this Sustainable Development Policy Framework include:

- Lower labor costs resulting from more innovative solutions;
- Lower health costs;
- Cost savings due to environmentally sensitive production methods;
- Easier access to lenders and insurers and preferential loan and insurance rates;
- Lower management costs;
- Lower closure and reclamation costs;
- Higher value for corporate goodwill;
- Best-practice influence on regulation;
- Market advantage;
- The ability to attract a broad range of investors including ethical investors; and
- Enhanced reputation amongst peers and marketplace.

The Corporation has adopted the 1987 Brundtland Commission definition of Sustainable Development, that being: "Development that meets the needs of the present without compromising that of future generations to meet their own needs."

Sustainable Development is an evolving initiative of the Corporation. The Corporation will continuously seek to improve the policies that comprise the Sustainable Development Policy Framework and implementation of these policies based on (i) feedback from stakeholders (ii) an ongoing assessment of best practices in the industry and (iii) relevant internal, government and non-government organization research.

Scope Statement

The Corporation's core policies are applicable:

- To all projects from conception through reclamation and closure;
- To all day-to-day activities and operations of the Corporation; and

- To all stakeholders engaged with the Corporation.

VI. DUTIES AND RESPONSIBILITIES

In discharging its responsibilities, the Committee is expected to do the following:

- (a) review, formulate and revise with management the Corporation's goals, policies and programs relative to environmental, health and safety and social issues;
- (b) make inquiries and recommendations to the Board in respect of the Corporation's compliance with applicable environmental and occupational health and safety laws, regulations, and internal operating procedures and standards;
- (c) review with management the Corporation's risk assessment, risk exposure and risk management in respect of environmental, health and safety matters;
- (d) review with management the Corporation's record of performance on environmental, health and safety matters, along with any proposed actions based on such record;
- (e) inform the Audit Committee of the Board in respect of significant changes in financial risk or potential disclosure issues related to environmental, health and safety matters;
- (f) perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate;
- (g) review and reassess the adequacy of these Terms of Reference on a regular basis and submit any proposed revisions to the Board for consideration and approval; and
- (h) on a regular basis, review and assess the adequacy of the Corporation's individual Policies relating to sustainable development.

VII. PROCEDURES AND ORGANIZATION

- (a) The Committee shall consist of at least three Board members, composed of at least two independent directors.¹
- (b) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the Committee chair (the "**Chair**") and members of the Committee for the ensuing year. It is desirable that at least one member of the previous Committee be carried over to any newly constituted Committee. Any member may be removed from the Committee or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a director.

¹ 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.

- (c) The Secretary of the Corporation shall be the secretary of the Committee (the “**Secretary**”), unless otherwise determined by the Committee.
- (d) In the absence of the Chair or Secretary at any meeting of the Committee, the members present at the meeting shall appoint one of their members to act as Chair of the Committee meeting and shall designate any director, officer or employee of the Corporation to act as Secretary.
- (e) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
- (f) The Committee shall have access to such officers and employees of the Corporation, independent consultants and advisors, and to such information and records of the Corporation as it considers necessary or advisable in order to perform its duties and responsibilities.
- (g) Meetings of the Committee shall be conducted as follows:
 - (i) the Committee shall meet at least two times annually at such times and at such locations as may be requested by the Chair of the Committee. Notice of meetings shall be given to each member not less than 48 hours before the time of the 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 before or after the meeting;
 - (ii) notice of meeting may be given verbally or by letter, facsimile, email or telephone and need not be accompanied by an agenda or any other material. The notice shall specify the purpose of the meeting; and
 - (iii) management representatives shall be invited to attend as determined by the Committee.
- (h) The Committee shall report to the Board at the Board’s next regularly scheduled meeting all such information and action it has taken since the previous report.
- (i) The Chair shall call and convene a meeting of the Committee at the request of the Chief Executive Officer of the Corporation.
- (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.

VIII. FORWARD SCHEDULE

The attached Schedule “A” provides a planning guide for the Committee’s activities.



SCHEDULE “A”

EHS&S COMMITTEE ANNUAL ACTION ITEMS

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

Meetings Required: 2

Agenda Items	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Ongoing or as Needed
Review, formulate and revise with management the Corporation’s goals, policies and programs related to EHS&S				X	Regular updates at Board meetings
Review with management the Corporation’s risk assessment, exposure and management in respect to EHS&S					Regular updates at Board meetings
Review with management the Corporation’s compliance with applicable EHS&S laws, regulations and internal operating procedures		X	X		Regular updates at Board meetings
Review with management the Corporation’s performance record on EHS&S along with any actions based on such record		X	X		Regular updates at Board meetings
Review with management the Corporation’s policies on sustainable development		X	X		Regular updates at Board meetings
Inform the Audit Committee of any significant changes in financial risk or potential disclosure issues related to EHS&S					X
Site Tour & EHS&S Review		X			
Review the EHS&S Committee Terms of Reference and recommend changes to the CGNC					X

X = Preferred quarter to perform the task