Alacer Gold Corp.

Unaudited Interim
Consolidated Financial Statements

March 31, 2016

Alacer Gold Corp.

Consolidated Statements of Financial Position (unaudited)

(expressed in thousands of U.S. dollars)

	Note	As of March 31, 2016	As of December 31, 2015
Assets			
Current assets			
Cash and cash equivalents	4	$ 346,140	$ 360,745
Receivables and other	5	13,320	11,552
Inventories	6	56,702	57,748
		416,162	430,045
Mineral properties and equipment, net	7	336,548	325,358
Deferred tax asset	8	3,391	776
Other assets	9	66,622	59,439
Total assets		$ 822,723	$ 815,618
Liabilities			
Current liabilities			
Trade and other payables	10	$ 25,078	$ 23,767
Current income tax liabilities		2,482	2,407
		27,560	26,174
Asset retirement obligation	12	21,551	21,231
Other long-term liabilities		4,955	3,962
Total liabilities		54,066	51,367
Equity			
Equity attributable to owners of the corporation			
Share capital	13	1,474,182	1,473,183
Reserves		14,192	14,760
Deficit		(849,058)	(851,155)
		639,316	636,788
Non-controlling interest in subsidiary	14	129,341	127,463
Total equity		768,657	764,251
Total liabilities and equity		$ 822,723	$ 815,618

The accompanying notes are an integral part of these consolidated financial statements.

Alacer Gold Corp.

Consolidated Statements of Profit and Comprehensive Profit (unaudited)

(expressed in thousands of U.S. dollars)

	Note	For the three months ended March 31, 2016	2015
Revenues			
Gold sales		$ 37,689	$ 61,816
Cost of sales			
Production costs		20,931	22,587
Depreciation, depletion and amortization		10,039	12,969
Total cost of sales		30,970	35,556
Mining gross profit		6,719	26,260
Other costs			
Exploration and evaluation		538	382
General and administrative		2,659	3,146
Share-based employee compensation costs		1,622	1,424
Foreign exchange (gain) / loss		(469)	1,397
Share of loss of investments accounted for using the equity method	15	919	1,035
Other gain	16	(801)	(402)
Profit before income tax		2,251	19,278
Income tax (benefit) expense	8	(1,724)	(2,548)
Total net profit and comprehensive profit		3,975	$ 21,826
Net profit and comprehensive profit attributable to:			
Owners of the corporation	17	$ 2,097	$ 15,204
Non-controlling interest	14	1,878	6,622
Total net profit and comprehensive profit		$ 3,975	$ 21,826
Total net profit per share - Basic	17	$ 0.01	$ 0.05
Total net profit per share - Diluted	17	$ 0.01	$ 0.05

The accompanying notes are an integral part of these consolidated financial statements.

Alacer Gold Corp.

Consolidated Statements of Cash Flows (unaudited)

(expressed in thousands of U.S. dollars)

	Note	For the three months ended March 31, 2016	2015
Cash provided by (used in):			
Operating activities			
Total net profit and comprehensive profit		$ 3,975	$ 21,826
Non-cash items:			
Depreciation, depletion and amortization		10,145	13,155
Unrealized foreign exchange impacts		(658)	2,742
Share-based employee compensation costs		1,622	1,424
Other non-cash expenses and items not affecting cash		654	897
Deferred taxes		(2,004)	(4,804)
Net change in non-cash working capital	18	664	(11,758)
		14,398	23,482
Investing activities			
Mineral properties and equipment		(20,595)	(15,677)
Sulfide ore stockpile		(7,127)	(2,641)
Equity investments		(642)	(1,249)
		(28,364)	(19,567)
Financing activities			
Finance facility costs		(463)	-
		(463)	-
Increase (decrease) in cash and cash equivalents		(14,429)	3,915
Cash and cash equivalents - beginning balance		360,745	346,615
Effect of exchange rates on changes in cash held in foreign currencies		(176)	(610)
Cash and cash equivalents – ending balance		$ 346,140	$ 349,920

The accompanying notes are an integral part of these consolidated financial statements.

Alacer Gold Corp.

Consolidated Statements of Changes in Equity (unaudited)

(expressed in thousands of U.S. dollars)

	Attributable to owners of the Corporation				Non-controlling interest	Total Equity
	Share capital	Reserves	Deficit	Total		
Balance at January 1, 2015	$ 1,471,303	$ 13,655	$ (897,786)	$ 587,172	$ 108,465	$ 695,637
Profit for the period	-	-	15,204	15,204	6,622	21,826
Transactions with owners:						
Share plans - exercises	554	(887)	-	(333)	-	(333)
Amortization of share-based awards	-	1,081	-	1,081	-	1,081
Recognition of liability portion of share-based awards	-	623	-	623	-	623
Total transactions with owners	554	817	-	1,371	-	1,371
Balance at March 31, 2015	$ 1,471,857	$ 14,472	$ (882,582)	$ 603,747	$ 115,087	$ 718,834
Balance at January 1, 2016	$ 1,473,183	$ 14,760	$ (851,155)	$ 636,788	$ 127,463	$ 764,251
Profit for the period	-	-	2,097	2,097	1,878	3,975
Transactions with owners:						
Share plans - exercises	999	(999)	-	-	-	-
Amortization of share-based awards	-	431	-	431	-	431
Recognition of liability portion of share-based awards	-	-	-	-	-	-
Total transactions with owners	999	(568)	-	431	-	431
Balance at March 31, 2016	$ 1,474,182	$ 14,192	$ (849,058)	$ 639,316	$ 129,341	$ 768,657

The accompanying notes are an integral part of these consolidated financial statements.

1. General information

Alacer Gold Corp. (“Alacer” or the “Corporation”) is an intermediate gold mining company with an 80% interest in the Çöpler Gold Mine in Turkey operated by Anagold Madencilik Sanayi ve Ticaret A.S. (“Anagold”) owned 80% by Alacer and 20% by Lidya Madencilik Sanayi ve Ticaret A.S. (“Lidya Mining”).

The Corporation is incorporated under the laws of the Yukon Territory, Canada. The address of its registered office is 3081 Third Avenue, Whitehorse, Yukon, Y1A 4Z7. Corporate administrative services are provided by Alacer Management Corp.

These unaudited interim consolidated financial statements of the Corporation as of and for the period ended March 31, 2016 are comprised of the Corporation and its subsidiaries (together referred to as the "Group" and individually as "Group entities"). The Corporation is the ultimate parent.

2. Basis of presentation

These unaudited interim consolidated financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards (“IFRS”), including International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*. The accounting policies applied in these unaudited interim consolidated financial statements are consistent with those used in the Group’s audited consolidated financial statements for the year ended December 31, 2015. There have been no changes from the accounting policies applied in the December 31, 2015 financial statements.

The preparation of interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. In management’s opinion, all adjustments considered necessary for a fair presentation have been included in these interim financial statements. Interim results are not necessarily indicative of the results expected for the financial year. Actual annual results may differ from interim estimates. The significant judgments made by management applied in the preparation of these unaudited interim consolidated financial statements are consistent with those applied and disclosed in the Group’s audited consolidated financial statements for the year ended December 31, 2015. For a description of the Group’s critical accounting estimates and assumptions, please refer to the Group’s audited consolidated financial statements and related notes for the year ended December 31, 2015.

Certain comparative amounts in the financial statements and in the footnotes to these financial statements have been changed to conform to the presentation of the current year financial statements and footnote disclosure.

These unaudited interim consolidated financial statements were authorized for issue by the Board of Directors on May 12, 2016.

3. Accounting Changes

a) New accounting standards issued but not yet effective

The following new standards, new interpretations and amendments to standards and interpretations have been issued but are not effective until financial years beginning January 1, 2017 or after and have not been early adopted. Pronouncements that are not applicable to the Group have been excluded from those described below.

i) Accounting standards effective on or after January 1, 2017:

A. The International Accounting Standards Board ("IASB") has issued a new standard for the recognition of revenue, IFRS 15 – *Revenue from Contracts*. This standard will replace IAS 18 which covers contracts for goods and services and IAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognized when control of a good or service transfers to a customer, so the notion of control replaces the existing notion of risks and rewards. The standard permits a modified retrospective approach for the adoption. Under this approach, entities recognize transitional adjustments in retained earnings on the date of initial application (i.e. January 1, 2018), without restating the comparative period. Entities will only need to apply the new rules to contracts that are not completed as of the date of initial application. The standard is effective for annual reporting periods beginning on or after January 1, 2018. Early adoption is permitted. The Corporation is currently evaluating the impact that the adoption will have on its results of operations, financial position and disclosures.

B. IFRS 9 addresses the classification, measurement and de-recognition of financial assets and financial liabilities and introduces new rules for hedge accounting. In July 2014, the IASB made further changes to the classification and measurement rules and also introduced a new impairment model. These latest amendments now complete the new financial instruments standard. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Corporation continues to monitor and assess the impact of this standard.

C. In January 2016, the IASB issued IFRS 16 – *Leases* which establishes the principles that an entity should use to determine the recognition, measurement, presentation and disclosure of leases for both parties to a contract: the customer ('lessee') and the supplier ('lessor'). IFRS 16 replaces the previous leases Standard, IAS 17, *Leases*, and related Interpretations. IFRS 16 is effective from January 1, 2019 though a company can choose to apply IFRS 16 before that date but only in conjunction with IFRS 15 *Revenue from Contracts with Customers.* The Company is currently assessing the impact of this standard.

(expressed in thousands of U.S. dollars, unless otherwise stated)

4. Cash and cash equivalents

	31-Mar 2016	31-Dec 2015
Cash at banks and on hand	$ 22,301	$ 15,748
Money market funds and other	323,839	344,997
	$ 346,140	$ 360,745

Cash is deposited at banks and financial institutions and earns interest based on market rates. The fair value of cash and cash equivalents approximates the values as disclosed in the table above.

5. Receivables and other

	31-Mar 2016	31-Dec 2015
Consumption taxes recoverable (VAT)	$ 9,141	$ 8,263
Non-trade receivables	1,059	1,484
Prepaid expenses	1,456	745
Advances to suppliers	1,520	1,030
Other current assets	144	30
	$ 13,320	$ 11,552

6. Inventories

	31-Mar 2016	31-Dec 2015
Work-in-process	$ 48,662	$ 48,625
Finished goods	289	106
Oxide ore stockpiles	868	1,256
Supplies and other	6,883	7,761
	$ 56,702	$ 57,748

There were no write-downs of inventory to net realizable value. A reserve for obsolescence of $1.6 million is included in the Supplies and other balance above. The Corporation’s sulfide ore stockpile is classified as a non-current asset, as shown in note 9.

(expressed in thousands of U.S. dollars, unless otherwise stated)

7. Mineral properties and equipment, net

	Mineral properties[1]	Mining plant and equipment	Construction-in-progress	Non-producing properties[2]	Total
Balance at January 1, 2016	$ 114,519	$ 80,625	$ 18,007	$ 112,207	$ 325,358
Additions	-	-	1,656	18,939	20,595
Transfers	890	1,095	(1,985)	-	-
Disposals	-	(485)	-	-	(485)
Rehabilitation provision	298	-	-	-	298
Depreciation, depletion	(5,272)	(3,946)	-	-	(9,218)
Balance at March 31, 2016	$ 110,435	$ 77,289	$ 17,678	$ 131,146	$ 336,548

[1] Mineral properties represents assets subject to depreciation including production stage properties, capitalized mine development costs related to current production, and capitalized pre-production stripping.

[2] Non-producing properties are not subject to depreciation and includes the non-construction related Sulfide Project costs and other capitalized mine development costs not yet in production.

8. Income taxes

The following table summarizes activity for the periods ended:

	31-Mar 2016	31-Mar 2015
Current income tax expense	$ 280	$ 6,439
Deferred income tax (benefit) expense	(2,004)	(8,987)
Income tax (benefit) expense	$ (1,724)	$ (2,548)

On an interim basis, income tax expense is recognized based on Management's estimate of the corporate annual income tax rate expected for the full year applied to the pre-tax income (loss) of the interim period.

The Corporation receives incentive tax credits for qualifying expenditures at the Çöpler Gold Mine. Application of these tax credits reduces income tax expense in the current period and offsets current and future cash tax payments.

(expressed in thousands of U.S. dollars, unless otherwise stated)

The deferred tax asset balance is comprised of incentive tax credits and the deferred tax liability is comprised of temporary differences related to taxable income, as summarized below.

	Consolidated statement of financial position	
	31-Mar-2016	31-Dec-2015
Deferred income tax assets:		
Incentive tax credits recognized	$ 20,638	$ 20,420
Deferred income tax liabilities	(17,247)	(19,644)
Deferred income tax asset	$ 3,391	$ 776

9. Other assets

	31-Mar 2016	31-Dec 2015
Inventory (sulfide ore stockpile)	$ 53,627	$ 45,817
Equity accounted investments (Note 15)	3,136	3,413
Finance facility costs (Note 11)	7,762	7,299
Long-term advances and other	2,022	2,819
Marketable security investments	75	91
	$ 66,622	$ 59,439

10. Trade and other payables

	31-Mar 2016	31-Dec 2015
Trade payables and accruals	$ 20,912	$ 19,201
Withholding taxes	513	1,518
Royalties payable	3,653	3,048
	$ 25,078	$ 23,767

(expressed in thousands of U.S. dollars, unless otherwise stated)

11. Borrowings

On September 21, 2015 the Corporation signed a $250 million, 7-year term senior secured project finance facility for the expansion of the Çöpler Gold Mine, with no mandatory hedging and interest rates of LIBOR plus 2.5% to 2.95%. The Corporation has an agreed credit-approved term sheet to increase the current finance facility to $350 million with a syndicate of lenders (BNP Paribas (Suisse) SA, ING Bank A.S., Societe Generale Corporate & Investment Banking and UniCredit Bank Austria AG). The amended facility does not require mandatory hedging, has an 8-year term and interest rates of LIBOR plus 3.5% to 3.95%. Advances under the facility are subject to execution of an amended facility agreement and customary conditions precedent including execution of security and construction documentation and a minimum of $220 million capital spend at Çöpler. As of March 31, 2016, the Corporation has no outstanding debt balances that are owed related to credit facilities or debt arrangements.

12. Asset retirement obligation

	31-Mar 2016	31-Dec 2015
Balance, beginning of period	$ 21,231	$ 18,860
Arising during the period	298	2,162
Unwinding of discount	22	209
Balance, end of period	$ 21,551	$ 21,231

Activity for the period includes accretion of the environmental liability as well as recurring additions for new disturbances.

13. Share capital and share-based payments

a) Share capital

		Common Shares	
		Number of Shares	$
Balance at December 31, 2015		291,401,496	$ 1,473,183
Shares issued:			
On exercise of share-based awards	13b	538,205	999
Balance at March 31, 2016		291,939,701	$ 1,474,182

(expressed in thousands of U.S. dollars, unless otherwise stated)

b) Share-based payments

i) Restricted share unit plan

	2016	
	Number of RSUs	**Weighted average price**
Outstanding - Beginning of year	3,130,184	$ 1.91
Granted	1,289,340	1.81
Vested and redeemed	(538,205)	1.95
Forfeited	(324,745)	1.96
Balance at March 31, 2016	3,556,574	$ 1.92

ii) Performance share unit plan

Performance share units are valued based on the period-ending share price and settled in cash.

	2016
	Number of PSUs
Outstanding - Beginning of year	1,931,875
Granted	1,009,769
Vested and redeemed	-
Forfeited	(13,650)
Balance at March 31, 2016	2,927,994

iii) Deferred share unit plan

Deferred share units are valued based on the period-ending share price and settled in cash.

	2016
	Number of DSUs
Outstanding - Beginning of year	202,625
Granted	244,016
Vested and redeemed	-
Forfeited	-
Balance at March 31, 2016	446,641

(expressed in thousands of U.S. dollars, unless otherwise stated)

14. Group entities

		Ownership interest	
Alacer Gold Corp.	**Country of incorporation**	**31-Mar 2016**	**31-Dec 2015**
Alacer Management Corp.	USA	100%	100%
Alacer Gold Holdings Corp. S.à.r.l.	Luxembourg	100%	100%
Alacer Gold Corp. S.à.r.l.	Luxembourg	100%	100%
Alacer Gold Madencilik Anonim Şirketi	Turkey	100%	100%
Anagold Madencilik Sanayi Ve Ticaret Anonim Şirketi	Turkey	80%	80%
Kartaltepe Madencilik Sanayi Ticaret Anonim Şirketi	Turkey	50%	50%
Tunçpınar Madencilik Sanayi Ve Ticaret Anonim Şirketi	Turkey	50%	50%
Polimetal Madencilik Sanayi Ticaret Anonim Şirketi	Turkey	20%	20%

Non-controlling interest represents the interest of Lidya Mining in Anagold, based on investment amounts adjusted for its share of profit or losses. Lidya Mining is entitled to receive dividend payments equaling its share of legally declarable dividends from Anagold. There were no dividend payments made to Lidya Mining in 2015 or 2016 related to Anagold's 2014 and 2015 earnings, respectively, due to expected future capital expenditure commitments, including the Sulfide Project.

The following table summarizes activity for the periods ended:

	For the three months	
	March 31, 2016	**March 31, 2015**
Non-controlling interest, beginning of period	$ 127,463	$ 108,465
Share of profit in Anagold	1,878	6,622
Non-controlling interest, end of period	$ 129,341	$ 115,087

(expressed in thousands of U.S. dollars, unless otherwise stated)

15. Investments accounted for using the equity method

The Group has interests in exploration joint ventures that are accounted for using the equity method. The aggregated financial information on these joint ventures are as follows:

	For the three months			
		March 31, 2016		**March 31, 2015**
Aggregate carrying amount (Note 9)	$	3,136	$	3,661
Aggregate amount of the Corporation's share of net losses	$	919	$	1,035

The aggregate carrying amount represents the contributions to joint ventures offset by the expenditures of the joint ventures. The aggregate amount of the Corporation's share of net losses is the current reporting period's expenditures of the joint ventures.

The Corporation has no commitments and contingencies for the joint ventures. The Corporation is not required to contribute any additional funds to the joint ventures under constitution agreements.

16. Other gain

	For the three months			
		March 31, 2016		**March 31, 2015**
Finance (income) expense	$	(269)	$	24
Write-down of property, plant and equipment assets		40		73
Non-operating transactions		(572)		(499)
Total other gain	$	(801)	$	(402)

(expressed in thousands of U.S. dollars, unless otherwise stated)

17. Profit per share

Basic profit per share is calculated by dividing the profit attributable to equity holders of the Corporation by the weighted average number of ordinary shares outstanding during the period.

Diluted profit per share is calculated using the treasury method, except the if-converted method is used in assessing the dilution impact of convertible instruments (until maturity). The if-converted method assumes that all convertible instruments (until maturity) have been converted in determining fully diluted profit per share if they are in-the-money, except where such conversion would be anti-dilutive.

The following table summarizes activity for the three months ended:

		March 31, 2016		March 31, 2015
Net profit attributable to owners of the Corporation	$	2,097	$	15,204
Weighted average number of shares outstanding – basic		291,873,847		290,855,761
Weighted average number of shares outstanding – diluted		295,430,421		294,967,198
Total net profit per share – basic	$	0.01	$	0.05
Total net profit per share – diluted	$	0.01	$	0.05

18. Supplemental cash flow information

The following table summarizes activity, excluding cash and cash equivalents transactions, for the period:

	For the three months			
		31-Mar-2016		31-Mar-2015
Changes in non-cash working capital accounts:				
Trade and other payables	$	1,311	$	(2,502)
Receivables and other		(1,768)		(4,519)
Inventories		1,046		(6,291)
Current income tax liabilities		75		520
Other		-		1,034
	$	664	$	(11,758)
Interest paid, net	$	-	$	-
Income taxes paid	$	287	$	702