



ALACER GOLD CORP.

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VIA E-MAIL

June 12, 2014

ASX Compliance Pty Limited
ABN 26 087 780 489
Level 40 Central Park
152 – 158 St Georges Terrace
Perth WA 6000

To Whom it May Concern:

Re: **Alacer's announcement lodged with ASX Ltd ("ASX") on 23 May 2014 regarding a change of director's interest notice ("Appendix 3Y").**

Reference is made to that certain letter dated June 11, 2014, from the ASX to Alacer regarding the Appendix 3Y lodged on May 23, 2014. Below are the responses to the inquiries set forth in said letter:

1. Please explain why the Appendix 3Y was lodged late.

The Appendix 3Y was lodged late due to an oversight by the Company arising at a time where the Company had recently undergone a change in its corporate secretary and registered agent. Upon discovery of this oversight, an Appendix 3Y was immediately filed.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company maintains a tracking system, which monitors the granting and vesting of restricted stock units, as well as the purchase or sale of the Company's shares, related to its directors. When one of these events occurs, the Company contacts its directors and reminds them of their disclosure obligations under both the TSX and ASX. The Company also offers to file these insider filings on the director's behalf.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Prior to receipt of this letter, upon discovering the oversight mentioned above, the Company reviewed its tracking system and made certain changes. The Company believes its current arrangements are adequate and will ensure compliance in the future.

Sincerely,

Alacer Gold Corp.



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11 June 2014

Mr Michael Sparks
General Counsel – Corporate & Secretary
Alacer Gold Corp.
9635 Maroon Circle, Suite 300, Englewood
COLORADO, U.S.A., 80112

By email

Dear Michael

Alacer Gold Corp. (the “Company”)

We refer to the following:

1. The Company’s announcement lodged with ASX Ltd (“ASX”) on 23 May 2014 regarding a change of director’s interest notice for Mr Rodney P. Antal (“Appendix 3Y”).
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times:*
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.

The entity must complete an Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete an Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The*

entity must complete an Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y indicates a change in Mr Antal's notifiable interest occurred on 5 March 2014 the Appendix 3Y should have been lodged with the ASX by 13 March 2014. As the Appendix 3Y was lodged on 23 May 2014 it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to Dave.Filov@asx.com.au. It should not be sent to ASX Market Announcements.

A response is requested as soon as possible and, in any event, not later than 3:00 pm WST on Monday, 16 June 2014.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Dave Filov
Senior Adviser, Listings Compliance (Perth)