

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Alacer Gold Corp.

ABN/ARBN

ARBN 147 848 762

Financial year ended

31 Dec 2016

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- ✓ these pages of our annual report: Appendix A (Pages A1-A9) of our Management Information Circular
- ✓ this URL on our website: \_\_\_\_\_

The Corporate Governance Statement is accurate and up to date as at 24 March 2017 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date here: 24 March 2017

Sign here: (signed) "Michael J. Sparks"  
Company Secretary

<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<b><u>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</u></b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement (refer to Page A-5) of our Management Information Circular</p> <p>... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management):</p> <p>✓ in our Corporate Governance Statement (refer to Page A-5) of our Management Information Circular</p>	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<p>... the fact that we follow this recommendation:</p> <p>✓ on Page 9 and in our Corporate Governance Statement (refer to Page A-6) of our Management Information Circular</p>	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>... the fact that we follow this recommendation:</p> <p>✓ on Page 32 and in our Corporate Governance Statement (refer to Page A-6) of our Management Information Circular</p>	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement (refer to Page A-5) of our Management Information Circular</p>	
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p>✓ on Page 22 and in our Corporate Governance Statement (refer to Page A-9) of our Management Information Circular</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p>✓ on Page 22 and in our Corporate Governance Statement (refer to Page A-9) of our Management Information Circular and the Corporation's Diversity Policy can be found at <a href="http://www.alacergold.com/company/governance-policies">www.alacergold.com/company/governance-policies</a></p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	<p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p>✓ in our Corporate Governance Statement (refer to Page A-9) of our Management Information Circular</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p>✓ in our Corporate Governance Statement (refer to Page A-9) of our Management Information Circular</p>	
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p>✓ on Page 13 and in our Corporate Governance Statement (refer to Page A-7) of our Management Information Circular</p> <p>... and the information referred to in paragraph (b):</p> <p>✓ in our Corporate Governance Statement (refer to Page A-7) of our Management Information Circular</p>	
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p>✓ in our Corporate Governance Statement (refer to Page A-8) of our Management Information Circular</p> <p>... and the information referred to in paragraph (b):</p> <p>✓ in our Corporate Governance Statement (refer to Pages A-7 and A-8) of our Management Information Circular</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</p> <p><b><u>OR</u></b></p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement (refer to Page A-6) of our Management Information Circular</p> <p>... and a copy of the charter of the committee:</p> <p>✓ at this location:</p> <p>Appendix G of our Management Information Circular and available at <a href="http://www.alacergold.com/company/governance-policies">http://www.alacergold.com/company/governance-policies</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ on Pages 13 and 14 of our Management Information Circular</p>	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p>✓ in our Corporate Governance Statement (refer to Page A-6) of our Management Information Circular</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: ✓ on Page 13 of our Management Information Circular  ... where applicable, the information referred to in paragraph (b): ✓ Not applicable  ... the length of service of each director ✓ in the tables starting on page 10 and the graph on Page 13 of our Management Information Circular	
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: ✓ on Page 9 and in our Corporate Governance Statement (refer to Page A-6) of our Management Information Circular	
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: ✓ on Page 11 and in our Corporate Governance Statement (refer to Page A-5) of our Management Information Circular	
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement (refer to Page A-6) of our Management Information Circular	
<b><u>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</u></b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: ✓ in our Corporate Governance Statement (refer to Page A-8) of our Management Information Circular and the Company's Code of Business Conduct and Ethics available at <a href="http://www.alacergold.com/company/governance-policies">www.alacergold.com/company/governance-policies</a>	
<b><u>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</u></b>			
4.1	The board of a listed entity should: (a) have an audit committee which:	[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): ✓ page 13 and in our Corporate Governance Statement (refer to Page A-7) of our Management Information Circular ... and a copy of the charter of the committee:	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	<p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</p> <p><b>OR</b></p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>✓ at this location:</p> <p>Appendix C of our Management Information Circular and available at <a href="http://www.alacergold.com/company/governance-policies">http://www.alacergold.com/company/governance-policies</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in the table commencing on page 10 and the information on page 14 of our Management Information Circular</p>	
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	We have not followed the recommendation in full for the whole of the period above. We have disclosed an explanation why that is so in our Corporate Governance Statement (refer to page A-9) of our Management Information Circular.)	
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement (refer to Page 8 and A-9) of our Management Information Circular. A representative of the auditors of the Corporation will be available via teleconference at the Meeting and is available to answer questions from Shareholders relevant to the audit.</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<b><u>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</u></b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it:  ✓ in our Corporate Governance Statement (refer to Page A-8) of our Management Information Circular	
<b><u>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</u></b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website:  ✓ at this location:  <a href="http://www.alacergold.com/company/governance-policies">http://www.alacergold.com/company/governance-policies</a>	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation:  ✓ in our Corporate Governance Statement (refer to Pages A-8 to A-9) of our Management Information Circular	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders:  ✓ in our Corporate Governance Statement (refer to Page A-9) of our Management Information Circular	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation:  ✓ in our Corporate Governance Statement (refer to Page A-8) of our Management Information Circular	
<b><u>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</u></b>			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and	[If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):  ✓ on page 13 and in our Corporate Governance Statement (refer to Pages A-7 and A-9) of our Management Information Circular  ... and a copy of the charter of the committee:  ✓ at this location:  Appendix C of our Management Information Circular and available at <a href="http://www.alacergold.com/company/governance-policies">http://www.alacergold.com/company/governance-policies</a>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <u>OR</u> (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	... and the information referred to in paragraphs (4) and (5):  ✓ on Pages 13 and 14 of our Management Information Circular	
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that we follow this recommendation:  ✓ in our Corporate Governance Statement (refer to Page A-9) of our Management Information Circular	
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; <u>OR</u> (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs:  ✓ in our Corporate Governance Statement (refer to Page A-9) of our Management Information Circular	
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:  ✓ in our Corporate Governance Statement (refer to Page A-9) of our Management Information Circular and the disclosures regarding risks in our Annual Information Form available at <a href="http://www.sedar.com">www.sedar.com</a>	
<b><u>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</u></b>			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose:	[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):  ✓ on Page 13 and in our Corporate Governance Statement (refer to Page A-7) of our Management Information Circular  ... and a copy of the charter of the committee:	



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	<p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</p> <p><b>OR</b></p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>✓ at this location:</p> <p>Appendix D of our Management Information Circular and available at <a href="http://www.alacergold.com/company/governance-policies">http://www.alacergold.com/company/governance-policies</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ on Pages 13 and 14 of our Management Information Circular</p>	
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p>✓ on Pages 15,24, 25, 26 to 39 and in our Corporate Governance Statement (refer to Page A-8) of our Management Information Circular</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p>✓ on Page 33, in our Corporate Governance Statement (refer to Page A-8) of our Management Information Circular and in our Insider Trading Policy which is available at <a href="http://www.alacergold.com/company/governance-policies">http://www.alacergold.com/company/governance-policies</a></p>	