Alacer Gold Corp.

Unaudited Interim
Consolidated Financial Statements

June 30, 2017

Alacer Gold Corp.

Consolidated Statements of Financial Position (unaudited)

(expressed in thousands of U.S. dollars)

	Note	As of June 30, 2017	As of December 31, 2016
Assets			
Current assets			
Cash and cash equivalents	4	$ 201,452	$ 214,551
Receivables and other	5	31,781	24,015
Inventories	6	64,582	66,545
		297,815	305,111
Mineral properties and equipment, net	7	588,281	435,358
Deferred tax asset	8	75,245	22,613
Other assets	9	98,118	102,307
Total assets		$ 1,059,459	$ 865,389
Liabilities			
Current liabilities			
Trade and other payables	10	$ 58,308	$ 31,348
Current income tax liabilities		524	4,311
		58,832	35,659
Borrowings	12	126,025	-
Asset retirement obligation	13	30,155	27,316
Other long-term liabilities	14	3,922	4,303
Total liabilities		218,934	67,278
Equity			
Equity attributable to owners of the corporation			
Share capital	15	1,476,265	1,474,524
Reserves		14,348	15,353
Deficit		(813,513)	(844,949)
		677,100	644,928
Non-controlling interest in subsidiary	16	163,425	153,183
Total equity		840,525	798,111
Total liabilities and equity		$ 1,059,459	$ 865,389

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

Alacer Gold Corp.

Consolidated Statements of Net Profit and Comprehensive Profit (unaudited)

(expressed in thousands of U.S. dollars)

	Note	For the three months ended June 30, 2017	For the three months ended June 30, 2016	For the six months ended June 30, 2017	For the six months ended June 30, 2016
Revenues					
Gold sales		$ 35,800	$ 37,881	$ 78,647	$ 75,570
Cost of sales					
Production costs		20,326	22,760	45,083	43,691
Depreciation, depletion and amortization		11,222	10,507	21,639	20,546
Total cost of sales		31,548	33,267	66,722	64,237
Mining gross profit		4,252	4,614	11,925	11,333
Other costs					
Exploration and evaluation		607	662	1,032	1,200
General and administrative		2,414	2,036	6,697	4,695
Share-based employee compensation costs		126	2,444	1,623	4,066
Foreign exchange (gain) loss		(3,061)	922	(1,264)	453
Share of loss on investments accounted for using the equity method	17	1,307	3,417	1,786	4,336
Other (gain) loss	18	(1,083)	4,978	10,580	4,177
Profit (loss) before income tax		3,942	(9,845)	(8,529)	(7,594)
Income tax benefit	8	(25,546)	(25,985)	(50,207)	(27,709)
Total net profit and comprehensive profit		$ 29,488	$ 16,140	$ 41,678	$ 20,115
Net profit and comprehensive profit attributable to:					
Owners of the corporation	19	$ 22,778	$ 12,189	$ 31,436	$ 14,286
Non-controlling interest	16	6,710	3,951	10,242	5,829
Total net profit and comprehensive profit		$ 29,488	$ 16,140	$ 41,678	$ 20,115
Total net profit per share - Basic	19	$ 0.08	$ 0.04	$ 0.11	$ 0.05
Total net profit per share - Diluted	19	$ 0.08	$ 0.04	$ 0.11	$ 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 June 30, 2017	For the three months ended June 30, 2016	For the six months ended June 30, 2017	For the six months ended June 30, 2016
Cash provided by (used in):					
Operating activities					
Total net profit and comprehensive profit		$ 29,488	$ 16,140	$ 41,678	$ 20,115
Non-cash items:					
Depreciation, depletion and amortization		11,247	10,582	21,692	20,727
Unrealized (gain) loss on financial instruments (hedge)	11	(1,062)	8,897	12,251	8,897
Unrealized foreign exchange impacts		(2,416)	693	(1,551)	35
Share-based employee compensation costs		126	2,444	1,623	4,066
Other non-cash expenses and items not affecting cash		2,401	(66)	793	588
Deferred taxes	8	(25,482)	(26,298)	(51,225)	(28,302)
Net change in non-cash working capital, net of investing activites	20	(6,297)	(4,661)	(8,141)	(7,142)
		8,005	7,731	17,120	18,984
Investing activities					
Mineral properties and equipment		(80,109)	(25,247)	(138,970)	(42,697)
Sulfide ore stockpile		(903)	(6,793)	(2,737)	(13,920)
Equity investments		(1,439)	(4,419)	(3,095)	(5,061)
Contract advances and payables, net		(8,067)	(4,480)	(14,342)	(4,480)
		(90,518)	(40,939)	(159,144)	(66,158)
Financing activities					
Borrowings		130,000	-	130,000	-
Finance facility costs		(307)	(1,083)	(391)	(1,546)
		129,693	(1,083)	129,609	(1,546)
Increase (decrease) in cash and cash equivalents		47,180	(34,291)	(12,415)	(48,720)
Cash and cash equivalents - beginning balance		154,037	346,140	214,551	360,745
Effect of exchange rates on changes in cash held in foreign currencies		235	(454)	(684)	(630)
Cash and cash equivalents – ending balance		$ 201,452	$ 311,395	$ 201,452	$ 311,395
Supplemental cash flow information					
Interest paid, net		$ 1,608	$ -	$ 2,051	$ -
Income taxes paid		$ 520	$ 4,235	$ 4,117	$ 4,522

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, 2016	$ 1,473,183	$ 14,760	$ (851,155)	$ 636,788	$ 127,463	$ 764,251
Profit for the period	-	-	14,286	14,286	5,829	20,115
Transactions with owners of the corporation:						
Share plans - exercises	998	(998)	-	-	-	-
Amortization of share-based awards		859	-	859	-	859
Total transactions with owners of the corporation	998	(139)	-	859	-	859
Balance at June 30, 2016	$ 1,474,181	$ 14,621	$ (836,869)	$ 651,933	$ 133,292	$ 785,225
Balance at January 1, 2017	$ 1,474,524	$ 15,353	$ (844,949)	$ 644,928	$ 153,183	$ 798,111
Profit for the period	-	-	31,436	31,436	10,242	41,678
Transactions with owners of the corporation:						
Share plans - exercises	1,741	(1,741)	-	-	-	-
Amortization of share-based awards	-	736	-	736	-	736
Total transactions with owners of the corporation	1,741	(1,005)	-	736	-	736
Balance at June 30, 2017	$ 1,476,265	$ 14,348	$ (813,513)	$ 677,100	$ 163,425	$ 840,525

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 June 30, 2017 are comprised of the Corporation, its subsidiaries, and joint ventures accounted for as equity investment (together referred to as the "Group" 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, 2016. There have been no changes from the significant accounting policies applied in the December 31, 2016 financial statements other than the addition regarding foreign currency forward sales contracts (see Note 3).

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, 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, 2016. 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, 2016.

Certain comparative amounts in the financial statements and in the footnotes to the financial statements have been changed to confirm to the presentation of the current year financial statements and footnote disclosures.

These unaudited interim consolidated financial statements were authorized for issue by the Board of Directors on August 1, 2017.

3. Accounting changes

a) Additions to Significant Accounting Policies since year-end

In Q2 2017, Management updated the Financial Assets Policy to include foreign currency forward sales contracts. Financial Assets are recognized on trade date, the date on which the Group commits to purchase or sell the asset. Management determines the classification of financial assets at initial recognition. Financial assets are initially recognized at fair value, and transaction costs are expensed through the Consolidated Statements of Profit and Comprehensive Profit. Gains and losses arising from changes in fair value are presented in the Consolidated Statements of Profit and Comprehensive Profit in the period in which they arise.

b) 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 on or after January 1, 2018 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, 2018:

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. They 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 has evaluated the new standard and does not anticipate any material impact from the adoption on its results of operations, financial position, and disclosures.

B. IFRS 9 addresses the classification, measurement and derecognition 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 has evaluated the change in the standard and does not anticipate any material impact from the adoption but will continue to monitor as the adoption period approaches.

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

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, i.e. 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 Corporation has evaluated the new standard and does not anticipate any material impact from the adoption of this standard but will continue to monitor as the adoption period approaches.

D. In June 2016, the IASB issued amendments to IFRS 2, clarifying how to account for certain types of share-based payment transactions, including the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, accounting for share-based payment transactions with a net settlement feature for withholding tax obligations, and accounting for modifications to the terms and conditions of a share-based payment that changes the classification of the share-based payment transaction from cash-settled to equity-settled. The IFRS 2 amendments are effective for annual periods beginning on or after January 1, 2018. The Company is in the process of evaluating the impact of adopting these amendments to its consolidated financial statements.

4. Cash and cash equivalents

	June 30, 2017	December 31, 2016
Cash at banks and on hand	$ 117,415	$ 41,456
Money market funds and other	84,037	173,095
	$ 201,452	$ 214,551

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

	June 30, 2017	December 31, 2016
Consumption taxes recoverable (VAT)	$ 14,943	$ 6,536
Forward sales contract receivable (hedge) (Note 11)	3,631	10,802
Non-trade receivables	1,803	1,965
Prepaid expenses and advances	11,324	4,688
Other current assets	80	24
	$ 31,781	$ 24,015

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

6. Inventories

	June 30, 2017	December 31, 2016
Work-in-process	$ 54,384	$ 57,766
Finished goods	4,692	3,769
Oxide ore stockpiles	95	96
Supplies and reagents	5,411	4,914
	$ 64,582	$ 66,545

There were no write-downs of inventory to net realizable value. A reserve for obsolescence of $1.6 million (2016 - $1.8 million) is included in the Supplies and other balance above. The Corporation's sulfide ore stockpile is classified as other long-term assets, as shown in Note 9.

7. Mineral properties and equipment, net

	Mineral properties[1]	Mining plant and equipment	Construction-in-progress[2]	Non-producing properties[2]	Total
Balance at January 1, 2017	$ 101,261	$ 66,029	$ 117,993	$ 150,075	$ 435,358
Additions			174,468	-	174,468
Transfers		2,546	(2,546)	-	-
Disposals		(567)		-	(567)
Rehabilitation provision	2,999			-	2,999
Depreciation, depletion	(14,221)	(9,756)		-	(23,977)
Balance at June 30, 2017	$ 90,039	$ 58,252	$ 289,915	$ 150,075	$ 588,281

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

2 Construction-in-progress and Non-producing properties are not subject to depreciation. Construction-in-progress includes the Sulfide Project costs incurred following construction approval and sustaining capital expenditures. Non-producing properties includes the Sulfide Project costs incurred prior to construction approval and other capitalized mine development costs not yet in production.

8. Income taxes

a) **Income tax expense -** The following table summarizes activities:

	For the three months ended June 30, 2017	For the three months ended June 30, 2016	For the six months ended June 30, 2017	For the six months ended June 30, 2016
Income tax (befit) expense:				
Current income tax (benefit) expense	$ (64)	$ 313	$ 1,018	$ 593
Deferred income tax (benefit)	(25,482)	(26,298)	(51,225)	(28,302)
Income tax benefit	$ (25,546)	$ (25,985)	$ (50,207)	$ (27,709)

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

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.

b) Significant components of deferred tax assets and liabilities

	Consolidated statement of financial position	
	June 30, 2017	December 31, 2016
Deferred income tax assets:		
Incentive tax credits recognized	$ 101,485	$ 54,059
Deferred income tax liabilities	(26,240)	(31,446)
Deferred income tax asset	$ 75,245	$ 22,613

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

9. Other long-term assets

	June 30, 2017	December 31, 2016
Inventory (sulfide ore stockpiles)	$ 72,297	$ 69,235
Forward sales contract receivable (hedge) (Note 11)	-	5,080
Equity accounted investments (Note 17)	16,808	15,500
Finance facility costs (Note 12)	6,727	10,312
Long-term advances and deposits	2,261	2,116
Marketable security investments	25	64
	$ 98,118	$ 102,307

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

10. Trade and other payables

	June 30, 2017	December 31, 2016
Trade payables and accruals	$ 56,693	$ 28,827
Withholding taxes	634	83
Royalties payable	981	2,438
	$ 58,308	$ 31,348

11. Financial Instruments – forward sales contracts (hedge)

The following table is a summary of the carrying amounts of the Corporation's financial instruments that are recognized in the interim consolidated statements of financial position at:

Financial instrument classification	**June 30, 2017**	**December 31, 2016**
Gold forward sales contracts - Short-term	$ 1,866	$ 10,802
Foreign currency forward sales contracts - Short-term	1,765	-
Trade and other receivables (Note 5)	$ 3,631	$ 10,802
Gold forward sales contracts - Long-term	$ -	$ 5,080
Other long-term assets (Note 9)	$ -	$ 5,080
	$ 3,631	**$ 15,882**

The change in the carrying amount of the Corporation's financial instruments ($12,251) is recorded as Other (Gain) Loss in the Consolidated Statements of Profit and Comprehensive Profit. See Note 18.

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

a) Gold forward sales contracts

The carrying value of these instruments is the fair value of the 114,545 unsettled forward gold sales contracts as of June 30, 2017.

Quarter Ending	Ounces	Average Fixed Price
Q3 2017	28,186	
Q4 2017	33,559	
Q1 2018	28,405	
Q2 2018	13,868	
Q3 2018	10,527	
Unsettled Gold Forward Sales at June 30, 2017	**114,545**	**$ 1,281**
Forward sales settled in 2016 & 2017	90,238	$ 1,281
Gold Forward Sales Program Total	**204,783**	**$ 1,281**

Gold forward sales are settled in cash during the settlement period. Realized gains (losses) are recorded as Other (Gain) Loss in the Consolidated Statements of Profit and Comprehensive Profit. See Note 18.

b) Foreign currency forward sales contracts

The carrying value of these instruments is the fair value of the 492,500,000 TRY unsettled foreign currency forward sales contracts as of June 30, 2017.

Quarter Ending	TRY	Average FX Rate
Q3 2017	73,437,500	
Q4 2017	143,750,000	
Q1 2018	128,500,000	
Q2 2018	97,562,500	
Q3 2018	49,250,000	
Unsettled Foreign Currency Forward Sales at June 30, 2017	**492,500,000**	**3.8**
Forward sales settled 2017	7,500,000	3.7
Foreign Currency Forward Sales Program Total	**500,000,000**	**3.8**

Foreign currency forward sales are settled in cash during the settlement period. Realized gains (losses) are recorded as Other (Gain) Loss in the Consolidated Statements of Profit and Comprehensive Profit. See Note 18.

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

Fair value methodology

In accordance with IAS 39, a three-level hierarchy was evaluated to determine the applicable fair value accounting methodology to be used for the hedge instrument. Level 2 of the hierarchy is applicable and therefore, the Corporation calculates fair value of financial instruments utilizing observable market data and other inputs. The fair value of the gold and foreign exchange forward sales contracts are determined using forward rates at the balance sheet date.

12. Borrowings

On June 16, 2016, the Corporation signed a $350 million project finance facility with a syndicate of lenders (BNP Paribas (Suisse) SA, ING Bank A.S., Societe Generale Corporate & Investment Banking and UniCredit Bank Austria AG). The facility has no mandatory hedging, has an 8-year term, and interest rates of LIBOR plus 3.5% to 3.95%.

On April 21, 2017, the Corporation drew down $130 million on the finance facility. As defined by the Corporations' Significant Accounting Policies in the Corporation's December 31, 2016 Consolidated Financial Statements, a prorated share of the Finance Facility Costs (see Note 9) incurred to establish and finalize the financing facility (including syndicate bank fees, legal and accounting fees, investment and registration fees, and other agency fees) was accounted for as a discount to the loan principal and amortized over the life of the loan. All related interest expense is capitalized in construction-in-progress, since the borrowing is directly attributable to funding the Sulfide Project construction. Capitalized interest amounted to $1.6 million as of June 30, 2017. As of June 30, 2017, the Corporation is in compliance with all required debt covenants.

	June 30, 2017
Draw down of the Finance Facility, April 21, 2017	130,000
Discounted Finance Facility Costs	(3,975)
	$ 126,025

The first repayment of principle for the finance facility is expected on March 21, 2019 with final principle repayment on December 21, 2023. The repayment schedule is a flat 5% paid quarterly. Mandatory cash sweep conditions on excess cash flows are in place and will escalate repayment if conditions exist.

13. Asset retirement obligation

	June 30, 2017	December 31, 2016
Balance, beginning of period	$ 27,316	$ 21,231
Arising during the period	2,999	4,959
Accreting and unwinding of discount	(160)	1,126
Balance, end of period	$ 30,155	$ 27,316

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

At the end of each year, the Corporation reviews cost estimates and assumptions used in the valuation of environmental provisions.

14. Other long-term liabilities

	June 30, 2017	December 31, 2016
Share-based compensation	2,099	2,585
Long-term employee benefits	1,823	1,718
	$ 3,922	$ 4,303

15. Share capital and share-based payments

a) Share capital

	Common Shares	
	Number of Shares	$
Balance at December 31, 2016	292,144,883	$ 1,474,524
Shares issued:		
On exercise of share-based awards (Note 15b)	946,145	1,741
Balance at June 30, 2017	293,091,028	$ 1,476,265

b) Share-based payments

i) Restricted share unit plan

On June 2, 2011, the Corporation adopted two new RSU plans, the 2011 RSU plan and the Non-Executive Director (NED) RSU Plan (collectively, the "Alacer RSU Plans"). Each RSU becomes payable as they vest over their lives, typically at three years, are subject to normal performance criteria, and entitles participants to receive one common share of the Corporation. Alternatively, the Corporation, at its discretion, may elect to satisfy all or part of its payment obligation in cash.

The following table summarizes activity for the years through June 30:

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

	2017		2016	
	Number of RSUs	**Weighted average price**	**Number of RSUs**	**Weighted average price**
Outstanding - Beginning of year	2,655,788	$ 1.89	3,130,184	$ 1.91
Granted	1,753,638	1.62	1,438,326	1.86
Vested and redeemed	(946,145)	1.85	(538,205)	1.95
Forfeited	(807,428)	2.04	(339,633)	1.95
Outstanding - June 30	2,655,853	$ 1.70	3,690,672	$ 1.94

ii) Performance share unit plan

In August 2014, the Board of Directors approved a performance share unit ("PSU") plan (the "PSU Plan") for senior employees and officers. Each PSU granted entitles the participant, at the end of the applicable performance period (typically three years), to receive a payment in cash for the equivalent value of one Share provided: (i) the participant continues to be employed or engaged by the Corporation or any of its affiliates, and (ii) all other terms and conditions of the grant have been satisfied, including the performance metrics associated with each PSU. The grant of a PSU does not entitle the PSU participant to exercise any voting rights, receive any dividends or exercise any other right which attaches to ownership of Shares in the Corporation.

The following table summarizes activity for the years through June 30:

	2017	2016
	Number of PSUs	**Number of PSUs**
Outstanding - Beginning of year	2,640,959	1,931,875
Granted	1,320,489	1,009,769
Vested and redeemed	(744,968)	-
Forfeited	(481,391)	(13,650)
Outstanding - June 30	2,735,089	2,927,994

iii) Deferred share unit plan

In May 2009, shareholders approved a deferred share unit ("DSU") plan (the "DSU Plan") pursuant to which directors of the Corporation may be granted DSUs. On June 2, 2011, shareholders approved an amendment to the DSU Plan stating no additional grants of units would be made under the DSU Plan after June 2, 2011, and the DSU Plan would remain in effect until all DSUs granted under the DSU Plan have been redeemed. In 2015, a new DSU plan was approved. DSUs are valued based on the share price and settled in cash when the director's term concludes.

The following table summarizes activity for the years through June 30:

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

	2017	2016
	Number of DSUs	**Number of DSUs**
Outstanding - Beginning of year	446,641	202,625
Granted	204,379	244,016
Vested and redeemed	-	-
Forfeited	-	-
Outstanding - June 30	651,020	446,641

16. Group entities and transactions with non-controlling interests

		Ownership interest	
Alacer Gold Corp.	**Country of incorporation**	**30-June 2017**	**31-Dec 2016**
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 (Note 17)	Turkey	50%	50%
Tunçpınar Madencilik Sanayi Ve Ticaret Anonim Şirketi (Note 17)	Turkey	50%	50%
Polimetal Madencilik Sanayi Ticaret Anonim Şirketi (Note 17)	Turkey	50%	50%

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 2016 or 2017 related to Anagold's 2015 and 2016 earnings, respectively, due to expected future capital expenditure commitments, including the Sulfide Project.

The following table summarizes activities for the periods ended:

	For the three months ended		For the six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Non-controlling interest, beginning of period	$ 156,715	$ 129,341	$ 153,183	$ 127,463
Share of profit in Anagold	6,710	3,951	10,242	5,829
Non-controlling interest, end of period	$ 163,425	$ 133,292	$ 163,425	$ 133,292

In the second quarter of 2016, the Corporation entered into a related party agreement for construction services for the sulfide process plant with GAP İNŞAAT YATIRIM VE DIŞ TİCARET A.Ş. ("GAP"), an affiliate of our joint venture partner. The current scope of work under the contract is valued at an estimated $182 million of which $57.6 million has been spent.

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

17. Investments accounted for using the equity method

The Group has interests in exploration joint ventures (see Note 16) that are accounted for using the equity method. The aggregated financial information on the Kartaltepe Madencilik Sanayi Ticaret Anonim Şirketi, Tunçpınar Madencilik Sanayi Ve Ticaret Anonim Şirketi, and Polimetal Madencilik Sanayi Ticaret Anonim Şirketi joint ventures are as follows:

	For the three months ended		For the six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Aggregate amount of the Corporation's share of net losses	$ 1,307	$ 3,417	$ 1,786	$ 4,336

The aggregate amount of the Corporation's share of net losses is the current reporting period's expenditures of the joint ventures.

	As of June 30, 2017	As of December 31, 2016
Aggregate carrying amount (Note 9)	$ 16,808	$ 15,500

The Corporation has no commitments and contingencies for the joint ventures.

18. Other (gain) loss

The following table summarizes activities for the periods ended:

	For the three months ended		For the six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Finance income, net	$ (268)	$ (311)	$ (705)	$ (580)
Unrealized (gain) loss on financial instruments (hedge) (Note11)	(1,062)	8,897	12,251	8,897
Realized gain on financial instruments (hedge)	(393)	-	(1,369)	-
Gain on settlement of Australian tax matter	-	(4,444)	-	(4,444)
Write-down of property, plant and equipment assets	895	5	895	45
Non-operating transactions	(255)	831	(492)	259
Total other (gain) loss	$ (1,083)	$ 4,978	$ 10,580	$ 4,177

19. Profit (loss) per share

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

Diluted profit (loss) 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) and options. The treasury method, which assumes that outstanding stock options with an average exercise price below the market price of the underlying shares, is exercised and the assumed proceeds are used to repurchase common shares of the Corporation at the average market price of the common shares for the period. The if-converted method assumes that all convertible instruments (until maturity) and options have been converted in determining fully diluted profit (loss) per share if they are in-the-money, except where such conversion would be anti-dilutive.

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

The following table summarizes activities:

	For the three months ended		For the six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Net profit attributable to owners of the Corporation	$ 22,778	$ 12,189	$ 31,436	$ 14,286
Weighted average number of shares outstanding – basic	293,026,615	291,939,701	292,916,495	291,906,773
Weighted average number of shares outstanding – diluted	295,682,468	295,630,373	295,572,348	295,597,445
Total net profit per share – basic	$ 0.08	$ 0.04	$ 0.11	$ 0.05
Total net profit per share – diluted	$ 0.08	$ 0.04	$ 0.11	$ 0.05

20. Net change in non-cash working capital

The following table summarizes activities, excluding cash and cash equivalents transactions:

	For the three months ended		For the six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Changes in non-cash working capital accounts:				
Trade and other payables	$ 10,659	$ 10,310	$ 26,960	$ 11,621
Receivables and other	(10,192)	(8,238)	(7,766)	(10,006)
Inventories	(1,452)	1,726	1,963	2,772
Current income tax liabilities	(644)	(1,674)	(3,787)	(1,599)
Subtotal of non-cash working capital accounts	$ (1,629)	$ 2,124	$ 17,370	$ 2,788
Non-cash related to hedging activities	1,278	(2,755)	(7,171)	(2,755)
Trade and other payables related to the Sulfide Project	(14,013)	(8,510)	(32,682)	(11,655)
Receivables and other related to the Sulfide Project	8,067	4,480	14,342	4,480
Net change in non-cash working capital, net of investing activites	$ (6,297)	$ (4,661)	$ (8,141)	$ (7,142)

Form 52-109F2
Certification of Interim Filings
Full Certificate

I, Rodney P. Antal, President and Chief Executive Officer of Alacer Gold Corp., certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Alacer Gold Corp. (the "issuer") for the interim period ended June 30, 2017.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings,* for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings

   (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

      (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 ***N/A***

5.3 ***N/A***

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on April 1, 2017 and ended on June 30, 2017 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: August 1, 2017

(signed) "Rodney P. Antal"
Rodney P. Antal
President and Chief Executive Officer

Form 52-109F2
Certification of Interim Filings
Full Certificate

I, Mark E. Murchison, Chief Financial Officer of Alacer Gold Corp., certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Alacer Gold Corp. (the "issuer") for the interim period ended June 30, 2017.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings,* for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings

   (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

      (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 ***N/A***

5.3 ***N/A***

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on April 1, 2017 and ended on June 30, 2017, that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: August 1, 2017

(signed) "Mark E. Murchison"
Mark E. Murchison
Chief Financial Officer