



Alacer Gold Corp.

Management's Discussion and Analysis For the Three and Nine-Month Periods ended September 30, 2019

Alacer - A Leading, Free Cash Flow Generating Intermediate Gold Producer





The following management discussion and analysis (“MD&A”) dated October 29, 2019 relates to the financial condition and results of operations of Alacer Gold Corp. and its subsidiaries (“Alacer” or the “Company”) as of September 30, 2019. The MD&A supplements and complements the Company’s unaudited interim consolidated financial statements for the three and nine-month periods ended September 30, 2019 (the “consolidated financial statements”) and related notes. Other relevant documents to be read with this MD&A include the Company’s audited annual consolidated financial statements and the MD&A for the year ended December 31, 2018, and the Annual Information Form (“AIF”) for the year ended December 31, 2018. Comparison herein is provided to the three and nine-month periods ended September 30, 2018. Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from Management’s expectations. Readers are encouraged to read the Cautionary Statements included with this MD&A and to consult the Company’s audited annual consolidated financial statements for 2018 and related notes, which are available on the Company’s website at www.alacergold.com, on SEDAR at www.sedar.com, and on the ASX at www.asx.com.au. The September 30, 2019 consolidated financial statements and MD&A are presented in U.S. Dollars (“USD”) and have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). References to “Non-GAAP Measures” are made throughout this MD&A. For further information and detailed reconciliations, see the “Non-GAAP Measures” section of this MD&A. This discussion addresses matters the Company considers important for an understanding of the financial condition and results of operations as of and for the three and nine-month periods ended September 30, 2019, as well as the outlook for the remainder of 2019.

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Overview

Alacer is a leading low-cost intermediate gold producer whose primary focus is to leverage its cornerstone Çöpler Gold Mine and strong balance sheet as foundations to continue its organic multi-mine growth strategy, maximize free cash flow, and therefore create maximum value for shareholders. The Çöpler Gold Mine is located in east-central Turkey in the Erzincan Province, approximately 1,100 kilometers ("km") southeast from Istanbul and 550km east from Ankara, Turkey's capital city.

Alacer continues to pursue opportunities to further expand its current operating base to become a sustainable multi-mine producer. The Çöpler Gold Mine is processing ore through two producing plants. With the recent completion of the sulfide plant, the Çöpler Gold Mine will produce over 3.5 million ounces at first quartile All-in Sustaining Costs¹, generating robust free cash flow for approximately the next 20 years.

The systematic and focused exploration efforts in the Çöpler District have been successful as evidenced by the newly discovered Ardichⁱⁱ deposit. The Çöpler District remains the focus, with the goal of continuing to grow oxide resources that will deliver production utilizing the existing Çöpler infrastructure. In the other regions of Turkey, targeted exploration work continues at a number of highly prospective exploration targets.

Alacer is a Canadian company incorporated in the Yukon Territory with its primary listing on the Toronto Stock Exchange. The Company also has a secondary listing on the Australian Securities Exchange where CHES Depositary Interests ("CDIs") trade. Alacer owns an 80% interest in the world-class Çöpler Gold Mine ("Çöpler") in Turkey operated by Anagold Madencilik Sanayi ve Ticaret A.S. ("Anagold") with the remaining 20% owned by Lidya Madencilik Sanayi ve Ticaret A.S. ("Lidya Mining").

Highlights

Operational

- A lost-time injury (LTI) occurred on August 26, 2019 after surpassing 22 million man-hours and over 1,000 days LTI free. The total recordable injury frequency rateⁱⁱⁱ through September 30, 2019 was 2.0.
- The Company produced 290,127 ounces of gold through September 30, 2019 with 128,670 ounces produced from the oxide plant and 161,457 ounces produced from the sulfide plant.
- The oxide plant gold production guidance^{iv} range is increased to 150,000 – 160,000 ounces. The sulfide plant gold production guidance range remains unchanged at 230,000 – 270,000 ounces. The updated consolidated production guidance range for 2019 is now 380,000 – 430,000 ounces. The consolidated All-In Sustaining Costs guidance range for 2019 remains unchanged at \$675 to \$725 per ounce.
- Çakmaktepe phase one mining was completed with approximately 1.6 million tonnes of oxide ore hauled to the Çöpler oxide plant for processing. A diamond drilling program commenced in the permitted mine area, aimed at fast tracking phase two.
- Commercial production of the Çöpler sulfide plant was declared and the ramp up continues.
- Mine site oxide only All-in Sustaining Costs per ounceⁱ were \$614, mine site sulfide only All-in Sustaining Costs per ounceⁱ were \$613 and consolidated All-in Sustaining Costs per ounceⁱ were \$714 through September 30, 2019.

Growth

- The Company continued its focus on improving and extending oxide gold production in future years beyond the current Çöpler oxide reserves by fast tracking the development of a number of near-mine oxide ore targets within the Çöpler pits and surrounding areas:
 - The Company announced additional positive drill results for both the Ardich Gold Projectⁱⁱ and for the Çöpler Saddle^v with both sets of drill results reporting impressive gold grades and thicknesses near surface.
 - The Company expects to release an updated interim resource for the Ardich Gold Project in Q4 2019.
 - The potential for future heap leach pad constraints has been eliminated with the progression of an approximate 25 million tonne Çöpler heap leach pad expansion that will be built in phases over the coming years and will provide ~5 years of additional oxide processing capacity.
 - Phase one of the expansion was approved and construction has commenced to provide ~6 million tonnes of heap leach pad capacity at a capital cost of ~\$12 million; phase one is expected to be completed in 2020.
 - Detailed engineering and permitting for subsequent phases are progressing in parallel.

Financial

- Attributable earnings for Q3 2019 were \$34.8 million or \$0.12 per share with normalized attributable earnings^{vi} of \$34.1 million or \$0.12 per share. Attributable earnings through September 30, 2019 were \$43.0 million or \$0.15 per share with normalized attributable earnings^{vi} of \$75.4 million or \$0.26 per share.
- The Company ended the third quarter with consolidated cash^{vii} of \$188 million, debt of \$298 million, resulting in net debt^{viii} reducing to \$110 million.
- The Company sold 289,701 ounces of gold through September 30, 2019 resulting in total gold sales proceeds^{ix} of \$396 million and cash flow from operating activities of \$160.5 million, excluding pre-commercial sulfide plant production.
- The Company announced that the Çöpler sulfide plant successfully passed the lender's completion test^x.

Results of Operations

Çöpler Mine

The Çöpler Mine contains oxide and sulfide ores which are mined concurrently. The mining sequence is determined by detailed scheduling in a life-of-mine plan designed to optimize the value of the mine. The Çöpler Mine produced 290,127 ounces of gold through September 30, 2019 and is on track to meet full year updated production and cost guidance.

Sulfide Plant

Commercial production^{xi} at the Çöpler sulfide plant was declared as of May 31, 2019, after seven months of operation. In declaring commercial production, the Company evaluated several measures, including throughput, gold recovery rate, production and costs. Overlaying these measures was the assessment that the sulfide plant had no significant issues which required redesign or capital expenses and was operating consistently and sustainably. The plant is expected to steadily ramp up.

In April, the first planned major shutdown of autoclave 1 to undertake a detailed internal inspection was successfully completed. The inspection revealed almost no scaling or wear, which is a positive indicator for future performance of the autoclaves. The next major shutdown of autoclave 2 was subsequently rescheduled from 2019 into early 2020. However, shorter scheduled shutdowns for preventative maintenance will be completed during the remainder of the year. Monitoring of the autoclaves is in place to detect any change in condition or performance to protect the assets.

Performance of the sulfide plant has been impacted by typical commissioning issues, many of which have been addressed by tuning the control systems, improvements in operating practices, and minor modifications (e.g. valve trims/seats changed, minor modification to the acidulation tanks). Feed variability arising from the stockpiled ore has required extra focus as the plant ramps up. Performance of the plant improved appreciably after work was completed in the first half of 2019. Improved operational knowledge and ongoing tuning of the plant and processes continued to drive steady improvement in plant availability and throughput through Q3 2019.

The sulfide plant produced 161,457 ounces of gold through September 30, 2019.



Sulfide plant in full operation

The tailings storage facility (“TSF”) is a downstream mass rock fill construction and is an integral part of the sulfide plant. The first phase of the TSF construction is complete and work on subsequent phases is ongoing. Independent expert reviews of the TSF design and construction were carried out in the first half of 2019. No material issues were identified, and the design, construction and management of the facility were assessed as fit for purpose and in line with accepted international criteria. The next planned external expert review is scheduled for early 2020.



Tailings storage facility

As of September 30, 2019, the sulfide ore stockpiles contained 7.3 million tonnes at an average grade of 2.91 g/t gold or approximately 686,000 contained gold ounces.

The sulfide plant adds approximately 20 years of production at Çöpler. The sulfide plant brings Çöpler's remaining life-of-mine gold production to over 3.5 million ounces at first quartile All-in Sustaining Costsⁱ.

Oxide Plant

Gold production from the oxide plant was 128,670 ounces through September 30, 2019. In addition to the gold in the known reserve, the Company has been engaged in an in-pit exploration program to identify additional oxide ore that has been previously fed to the processing facilities in 2017, 2018, and through 2019. The in-pit exploration program is ongoing and the Company expects the program to continue to deliver additional oxide ore production.

A recent scoping study to determine the optimal pathway for the expansion of the heap leach oxide processing capacity in the Çöpler District identified various options for standalone facilities and heap leach pads of varying size (some >50Mt), along with low-cost incremental expansion options at Çöpler (~25Mt of additional heap leach capacity). These options provide pathways to accelerate low-cost, near-term development of Çakmaktepe phase two, Ardich, Çöpler Saddle and other Çöpler District prospects, as well as options for a new separate mine development should the Ardich deposit grow to the full extent of the mineralized target.

The Çöpler heap leach pad expansion will be executed in phases. Engineering for phase one was completed in Q3 2019 for the first ~6 million tonnes of capacity. The existing EIA allows for phase one to be constructed and site works are underway with targeted completion in 2020. The total cost for phase one (~6Mt) will be ~\$12 million. This development plan ensures that there is no short to medium-term restriction to oxide plant production. Detailed engineering and permitting for subsequent phases are progressing in parallel.



Çöpler Mine and Oxide Plant

The oxide plant production guidance range is further increased to 150,000 - 160,000 ounces from 125,000 - 145,000 ounces which was an increase, announced in June, to the original guidance^{iv}. The increase to

the oxide guidance is a result of stacking ore from the ongoing in-pit exploration success, better than predicted outcome from the blended ore program, and positive reconciliation for the oxide ore. Cost guidance remains unchanged for mine site oxide only All-in Sustaining Costsⁱ of \$650 - \$700 per ounce.

Çakmaktepe Mine

During Q3 2019, phase one of oxide ore mining of 1.6 million tonnes at Çakmaktepe in shallow, permitted areas was completed. No further mining of ore is currently scheduled from Çakmaktepe during the remainder of 2019. As a result of the very successful phase one of mining of oxide ore at Çakmaktepe, an additional exploration program commenced in the Çakmaktepe permitted mining area, with two diamond drill rigs currently testing targets. The aim of this short exploration program is to fast track phase two from areas of Çakmaktepe which are already permitted and ready for mining.

Production from Çakmaktepe for phase one is 80% attributable to Alacer as a commercial arrangement has been entered into whereby the Çöpler operation purchased Çakmaktepe ore, with the cost included in production costs^{xii}.



Çakmaktepe Mine

Key Çöpler Gold Mine operating statistics and operating cost metrics are shown in the table below:

Çöpler Gold Mine: ¹	Q3 2019	Q3 2018	YTD 2019	YTD 2018
Production and Sales				
Gold Production (ounces)				
Oxide	33,436	26,160	128,670	89,233
Sulfide	67,838	-	161,457	-
Total Gold Production (ounces)	101,274	26,160	290,127	89,233
Gold Sales (ounces)				
Oxide	34,536	29,270	133,325	96,353
Sulfide	62,905	-	156,376	-
Total Gold Sales (ounces)	97,441	29,270	289,701	96,353
Attributable: (80% ownership)				
Gold ounces produced	81,020	20,928	232,102	71,386
Gold ounces sold	77,953	23,416	231,761	77,082
Mining				
Ore mined (tonnes)				
Oxide ore	906,871	596,623	2,682,158	2,170,245
Sulfide ore ²	228,259	22,689	346,763	1,306,661
Total ore mined (tonnes)	1,135,130	619,312	3,028,921	3,476,906
Total waste mined (tonnes)	3,457,493	4,743,695	12,322,393	18,684,880
Oxide ore mined - grade (g/t)	1.36	0.54	1.66	0.71
Sulfide ore mined - grade (g/t) ²	2.85	3.07	2.90	2.58
Contained ounces - ore mined				
Oxide ore	39,682	10,378	143,468	49,452
Sulfide ore ²	20,948	2,240	32,383	108,357
Total Contained ounces	60,630	12,618	175,851	157,809
Processing				
Oxide Plant				
Ore treated (tonnes)	974,858	1,183,854	2,960,381	2,971,480
Ore treated - head grade (g/t)	1.43	2.11	1.62	1.57
Ore treated - contained ounces	44,963	80,154	154,455	149,667
Sulfide Plant				
Ore treated (tonnes)	459,341	-	1,076,229	-
Ore treated - head grade (g/t)	4.99	-	5.18	-
Ore treated - contained ounces	73,726	-	179,194	-
Operating Cost Metrics				
Total Consolidated Cash Costs (C2) per ounce sold ³	\$ 567	\$ 486	\$ 548	\$ 522
Mine site oxide only All-in Sustaining Costs per ounce sold ³	\$ 696	\$ 626	\$ 614	\$ 649
Mine site sulfide only All-in Sustaining Costs per ounce sold ³	\$ 631	\$ -	\$ 613	\$ -
Consolidated All-in Sustaining Costs per ounce sold ³	\$ 747	\$ 700	\$ 714	\$ 755

¹ Çöpler Gold Mine production represents 100% for all periods presented, except for attributable production and sales. Mining operating statistics include mining at both Çöpler Gold Mine and Çakmaktepe.

² Sulfide ore is being stockpiled and reported as a current asset if it is to be used within the next twelve months and as a non-current asset if it is planned to be used beyond twelve months (Total of 7.3 million tonnes at 2.91 g/t gold).

³ Total Consolidated Cash Costs (C2) per ounce, mine site oxide and sulfide only All-in Sustaining Costs per ounce, and consolidated All-in Sustaining Costs per ounce are Non-GAAP Measures with no standardized definition under IFRS. For further information and a detailed reconciliation to IFRS, please see the "Non-GAAP Measures" section of this MD&A.

Third Quarter 2019 vs. Third Quarter 2018

Production

Total gold production of 101,274 ounces in Q3 2019 was 287% higher than Q3 2018.

Gold production from the oxide plant of 33,436 ounces was 28% higher than Q3 2018 primarily due to stacking additional ore from Çakmaktepe, ongoing in-pit exploration success, better than predicted outcomes from the blended ore program, and positive reconciliation for both Çöpler and Çakmaktepe oxide ore.

The sulfide plant produced 67,838 ounces of gold from sulfide ore in Q3 2019. The sulfide plant was not operational in Q3 2018.

Gold Sales

Total gold sales of 97,441 ounces in Q3 2019 were 233% higher than Q3 2018 and in line with the higher production.

Mining

Oxide ore tonnes mined in Q3 2019 of 906,871 tonnes were 52% higher than in Q3 2018. The contained gold ounces in the oxide ore mined were 39,682 in Q3 2019 which was 282% higher than Q3 2018 which was higher than the mine plan due to stacking ore from Çakmaktepe, ongoing in-pit exploration success, and positive reconciliation for the oxide ore. The Q3 2019 oxide ore mined grade was 1.36 g/t compared to 0.54 g/t in Q3 2018.

Sulfide ore tonnes mined in Q3 2019 of 228,259 tonnes were above the sulfide ore tonnes mined in Q3 2018 in line with the mine plan.

The total waste tonnes mined in Q3 2019 of 3,457,493 tonnes were 27% lower than Q3 2018 in accordance with the mine plan.

Oxide Plant

The stacked oxide ore in Q3 2019 contained 44,963 ounces of gold which was 44% lower than Q3 2018. Despite the Q3 2019 mining tonnes and grade being higher than Q3 2018, the stacked ounces were lower in Q3 2019 in line with the mine plan.

Sulfide Plant

The sulfide plant treated 459,341 tonnes of sulfide ore in Q3 2019. The sulfide plant was not operational in Q3 2018.

Cost Metrics

Total Consolidated Cash Costs (C2) per ounce in Q3 2019 of \$567 were 17% higher than in Q3 2018 primarily due to the purchase of Çakmaktepe ore. Çakmaktepe ore was not purchased in 2018.

Mine site oxide only All-in Sustaining Costs per ounce¹ in Q3 2019 of \$696 were 11% higher than in Q3 2018 primarily due to the higher C2 costs.

Mine site sulfide only All-in Sustaining Costs per ounceⁱ in Q3 2019 were \$631. The sulfide plant was not operational in Q3 2018.

Consolidated All-in Sustaining Costs per ounceⁱ sold of \$747 were 7% higher than in Q3 2018 due to higher mine site oxide only All-in Sustaining Costs per ounceⁱ, higher sustaining capital related to the TSF, and higher share-based compensation expense in line with the Company's share price increase in 2019.

Year-to-Date 2019 vs. Year-to-Date 2018

Production

Total gold production of 290,127 ounces through September 30, 2019 was 225% higher than through September 30, 2018.

Gold production from the oxide plant through September 30, 2019 of 128,670 ounces was 44% higher than through September 30, 2018 primarily due to stacking additional ore from Çakmaktepe, ongoing in-pit exploration success, better than predicted outcomes from the blended ore program, and positive reconciliation for both Çöpler and Çakmaktepe oxide ore.

The sulfide plant produced 161,457 ounces of gold from sulfide ore through September 30, 2019. The sulfide plant was not operational through September 30, 2018.

Gold Sales

Total gold sales of 289,701 ounces through September 30, 2019 were 201% higher than September 30, 2018 and in line with the higher production.

Mining

Oxide ore tonnes mined through September 30, 2019 of 2,682,158 tonnes were 24% higher than through September 30, 2018 as expected in the mine plan. The contained gold ounces in the oxide ore mined were 143,468 through September 30, 2019 which was 190% higher than September 30, 2018 in line with the mine plan and positive reconciliation. Oxide ore mined grade was 1.66 g/t through September 30, 2019 compared to 0.71 g/t through September 30, 2018 due to stacking ore from Çakmaktepe, ongoing in-pit exploration success, and positive reconciliation for the oxide ore.

Sulfide ore tonnes mined through September 30, 2019 of 346,763 tonnes were below the sulfide ore tonnes mined through September 30, 2018 in line with the mine plan.

The total waste tonnes mined through September 30, 2019 of 12,322,393 tonnes were 34% lower than through September 30, 2018 in line with the mine plan.

Oxide Plant

The stacked oxide ore through September 30, 2019 contained 154,455 ounces of gold which was 3% higher than through September 30, 2018 primarily due to higher grade ore from Çakmaktepe and the West Pit.

Sulfide Plant

The sulfide plant treated 1,076,229 tonnes of sulfide ore through September 30, 2019. Optimization of the sulfide plant continues. The sulfide plant was not operational through September 30, 2018.

Cost Metrics

Total Consolidated Cash Costs (C2) per ounce sold through September 30, 2019 of \$548 were 5% higher than through September 30, 2018 primarily due to the purchase of Çakmaktepe ore. Çakmaktepe ore was not purchased in 2018. The higher Total Consolidated Cash Costs (C2) costs per ounce sold through September 30, 2019 were partially mitigated by the inclusion through September 30, 2019 of lower cost gold produced from the sulfide plant after the declaration of commercial production as of May 31, 2019. The sulfide plant was not operational through September 30, 2018.

Mine site oxide only All-in Sustaining Costs per ounceⁱ sold through September 30, 2019 of \$614 were 5% lower than through September 30, 2018 primarily due to lower sustaining capital spend which more than offset the higher C2 costs.

Mine site sulfide only All-in Sustaining Costs per ounceⁱ sold through September 30, 2019 were \$613. The sulfide plant was not operational through September 30, 2018.

Consolidated All-in Sustaining Costs per ounceⁱ sold of \$714 were 5% lower though September 30, 2019 than through September 30, 2018 due to 135% higher gold ounces sold of which, in part, was driven by gold ounces sold from the new sulfide plant after the declaration of commercial production. This was offset by higher sustaining capital expenditure due to the ongoing TSF construction and higher share-based compensation expenses in line with the increase in the Company's share price.

Investments in Mineral Properties and Equipment

A summary of the investments in capital for the three and nine-month periods ended September 30, 2019 is presented below:

Capital Investments (in '000)	Q3 2019		YTD 2019	
	100%	Attributable ¹	100%	Attributable ¹
Sustaining and general capital				
Sustaining capital (HLP 4, TSF, and other)	\$ 7,515	\$ 6,011	\$ 11,111	\$ 8,889
Growth capital				
Sulfide Project costs	\$ 798	\$ 638	\$ 27,108	\$ 23,380
Sulfide plant pre-commercial production	-	-	(52,840) ²	(42,272)
Heap Leach Pad expansion phase 5	288	230	288	230
Other growth	69	55	25,608	20,818
Çakmaktepe	-	-	96	48
Gediktepe Project	-	-	1,098	549
Growth capital - Total	\$ 1,155	\$ 923	\$ 1,358	\$ 2,753
Total capital expenditures	\$ 8,670	\$ 6,934	\$ 12,469	\$ 11,642

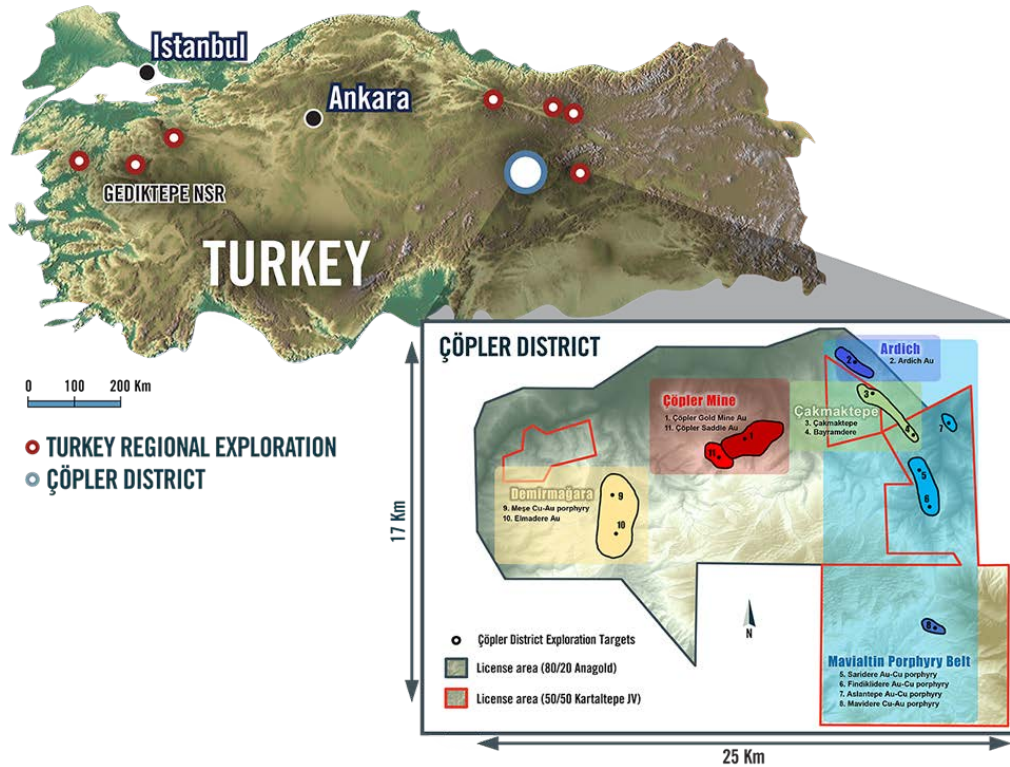
¹ Capital related to Anagold has been adjusted to reflect the impact of the 20% non-controlling interest, capital related to the Gediktepe Project is reflected at 50%, and capital related to Corporate activities is reflected at 100%.

² The YTD \$52.8 million in sulfide plant pre-commercial production reflects the gold sales and the operating costs of the sulfide plant through May 31, 2019 when commercial production was declared.

Sustaining capital expenditures are generally defined as those that support the ongoing operation to sustain production and future earnings and are mostly considered non-discretionary. Sustaining capital expenditures through September 30, 2019 totaled \$11.1 million which includes spend on the heap leach expansion, TSF construction, and other small projects to support ongoing operations.

Growth capital expenditures are generally defined as those that grow production and/or increase future earnings and are considered discretionary. Expenditures on the Sulfide Project through September 30, 2019 were \$27.1 million reflecting the completion of the sulfide plant construction. The \$52.8 million in sulfide plant operating income reflects the gold sales and the operating costs of the sulfide plant through May 31, 2019 that were capitalized to the construction cost prior to the declaration of commercial production of the sulfide plant in accordance with accounting requirements. The \$25.6 million in Other growth reflects spend primarily on the broader Sulfide Project beyond the sulfide plant construction such as TSF phases two and three up through the point of declaration of commercial production of the sulfide plant. There was no spend in Q3 2019 on the Gediktepe Project which was sold in early Q3 2019.

Exploration and Development



The Company continues to explore and expand its development pipeline, looking for both near-mine projects that can leverage the existing Çöpler infrastructure and new standalone projects. Engineering studies have identified options for a large (~25 million tonnes) expansion to the Çöpler heap leach pad that provides capacity to treat oxide ore discovered in the Çöpler District at a low cost. The Company holds a significant portfolio of highly prospective exploration land holdings across Turkey (totaling approximately 92,000 hectares), some of which are currently being drilled.

The results of Alacer's exploration program and the current portfolio, especially near-mine Çöpler, have significantly increased the confidence that these deposits and prospects will add to the Company's portfolio of operating assets both in the near and medium-term, paving the way for the Company to be a sustainable multi-mine producer.

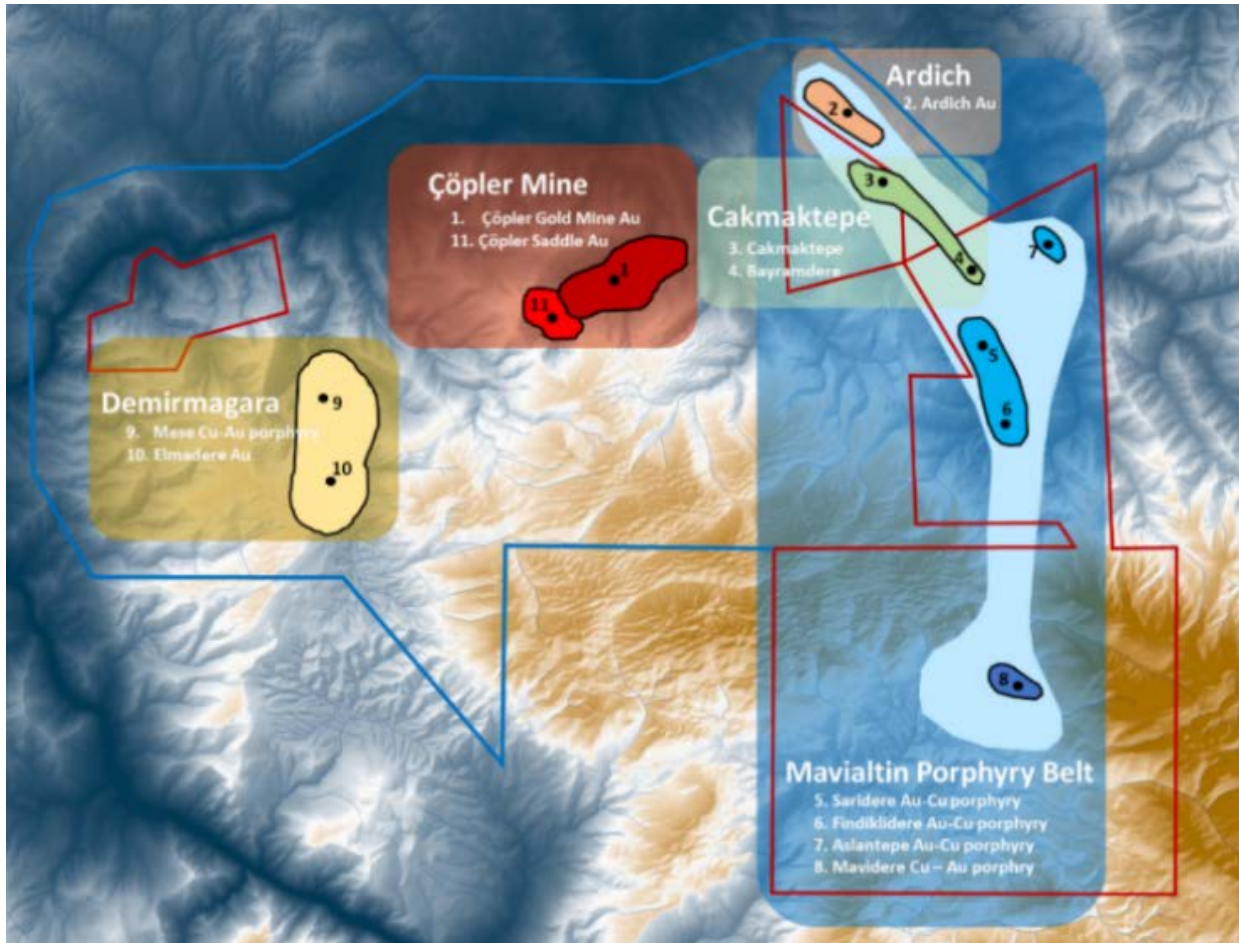
YTD 2019 Exploration spending (in '000) ¹	Alacer Contribution (%)	Exploration 100%	Exploration Attributable
Çöpler District 80/20	80%	\$ 3,406	\$ 2,725
Çöpler District 50/50	50%	2,194	1,097
Other	Varied	1,433	1,100
Total		\$ 7,033	\$ 4,922

¹ Exploration attributable to joint venture spending is accounted for as Share of income/loss on investments accounted for using the equity method of accounting.

Çöpler District

The Company has taken a very disciplined approach to exploration of the Çöpler District, including data mining the Company's historical exploration database, remapping, reinterpretation and judicious drill confirmation of models. The results of this work are apparent with recent discoveries, such as Ardich, and many advanced exploration targets. The Çöpler District can be broadly categorized into five areas: Çöpler Mine, Çakmaktepe, Ardich, the Mavialtin Porphyry Belt and Demirmağara.

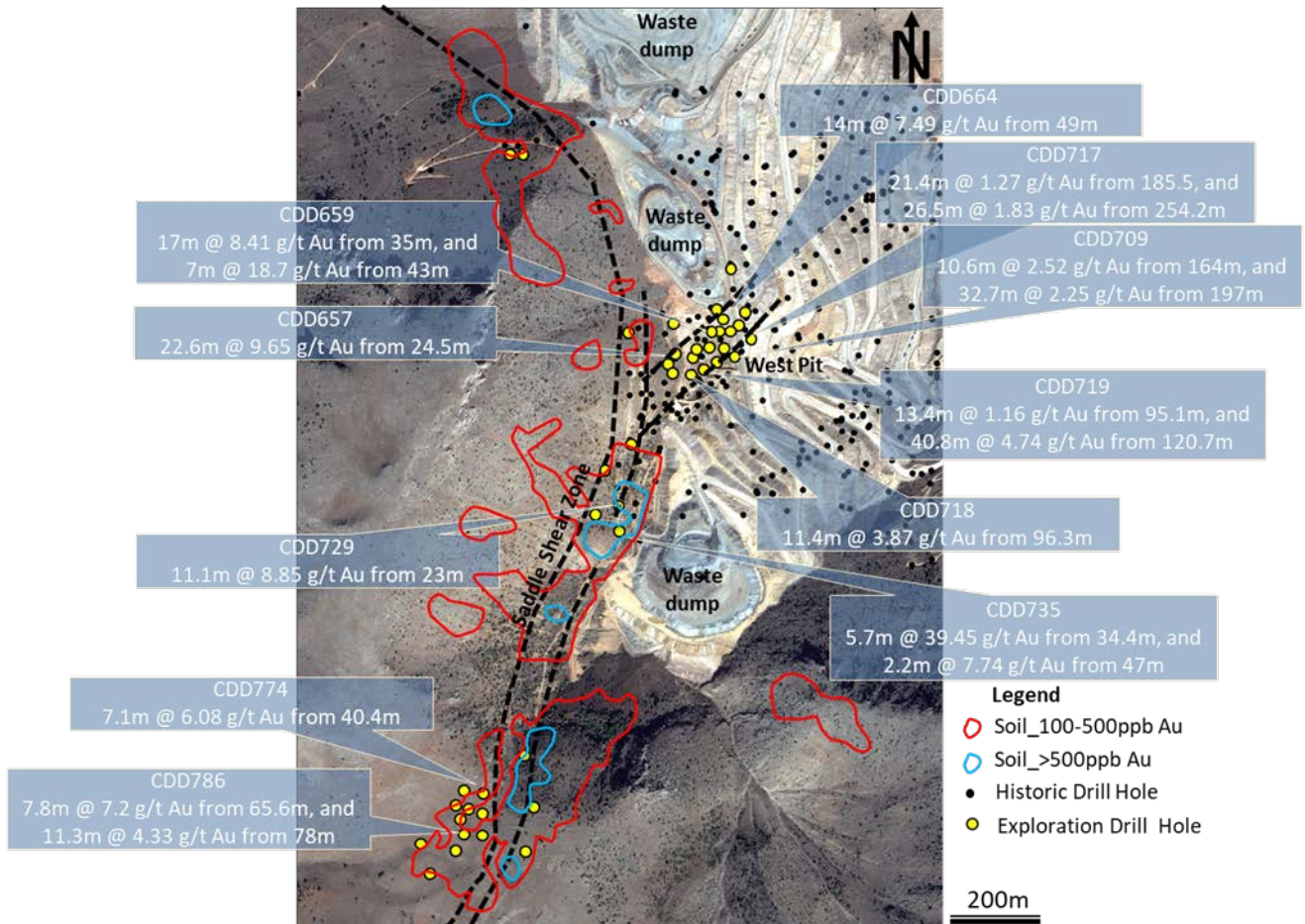
The Company's capital allocation focus is to fast track the extension of the Çöpler oxide ore production, and mobilization of a project and development team has commenced to deliver the growth potential identified around the Çöpler District. Nine exploration diamond drills are currently active in the Çöpler District, including six drills at Ardich. Drilling is currently underway in the Çakmaktepe, Ardich, and in the Mavialtin Porphyry Belt.



Çöpler Mine

The operating mine is the epicenter for district exploration activities, with established infrastructure for treating both oxide and sulfide gold ores.

- Following the successful completion of phase one mining at Çakmaktepe, the ability to execute the Çöpler near-mine development strategy has been proven.
 - Engineering studies have identified options for a large (~25 million tonnes) expansion to the Çöpler heap leach pad that will be executed in phases. Engineering for phase one was completed for the first ~6 million tonnes of capacity and site works are targeted for completion in 2020. This ensures that there is no short to medium-term restriction to oxide plant production. Detailed engineering and permitting for the subsequent phases are progressing in parallel.
- The new sulfide plant provides optionality to treat sulfide gold ores or concentrates.
- Çöpler in-pit exploration program identified ore that was previously fed to the processing facilities in 2017, 2018 and through 2019. Part of this was the over 1 million tonnes of limestone gold ore that allowed blending with the lower sulfide, high carbonate ore previously stockpiled. The in-pit exploration program is ongoing with some contribution being included in the 2019 production schedules. The Company expects the in-pit exploration program to continue to deliver additional oxide ore production.
- Çöpler Saddle (80% Alacer owned) has been defined by surface mapping and soil sampling on a 25m by 25m grid (gold geochemistry). The Saddle borders the western flank of the Çöpler Mine with a shear zone passing through the existing Çöpler West Pit, which is in production. The shear zone is defined as an arc-like structure running north-south for approximately 2 kilometers.
- The Company announced^y the results of the initial testing of the Çöpler Saddle which consisted of 50 diamond drill holes outside of the Çöpler Resource shells and planned mining areas.



Initial Drill Results at the Çöpler Saddle

Çakmaktepe Project

The Çakmaktepe Project is located approximately five km to the east of the existing Çöpler Gold Mine infrastructure and is connected by a haul road. Mining of phase one of Çakmaktepe was completed in Q3 2019. Çakmaktepe is owned on a 50% basis with Alacer's joint venture partner, Lidya Mining.

As a result of the very successful first phase of mining at Çakmaktepe, an additional exploration program commenced in the Çakmaktepe permitted mining area in Q3 2019, with two diamond drill rigs currently testing targets. The aim of this short exploration program is to fast track ore presentation from other areas of Çakmaktepe which are already permitted and ready for mining. Initial results appear to be encouraging and the Company's drilling program is ongoing.

Ardich Gold Project

The Ardich Gold Project is located primarily on the 80% Alacer owned Anagold tenement and is six km northeast of the Çöpler Mine and processing facilities with an existing access road connecting the nearby Çakmaktepe operations. The mineralized target area extends over two kilometers. There are currently six drills testing the Ardich mineralized targets.

The Ardich Gold Project is characterized by development of gold mineralized listwanite and dolomite rock units in the target area within a northwest-southeast structural zone. The mineralization is predominantly in the form of oxide with sulfide mineralization confined to limited pyrite rich jasperoid sections. Based on the latest drill data, the main mineralization zone appears to be tabular and almost flat lying ore body with small displacements due to the normal faulting.

In April 2019, the Company announced a 117% increase to the Indicated Mineral Resource which resulted in an Indicated Mineral Resource of 639,000 ounces of gold at 1.50 Au g/t (13.2 Mt) and an Inferred Mineral Resource estimate of 96,000 ounces at an average grade of 1.16 Au g/t (2.6 Mt). Mineralization remains open in all directionsⁱⁱ.



The updated Mineral Resource demonstrates the deposit's growth and continued upside potential. The Mineral Resource estimate is based on 100 diamond core drill holes with assays completed through February 2019. The size of the deposit is expected to grow with new step-out drilling. The metallurgical results to date indicate the oxide ores are suitable for heap leaching. The Company recently announced additional positive results from the diamond drilling program for the Ardich Gold Projectⁱⁱ. An additional 34 holes are reported in this release, extending the mineralized strike length to over 1,200m. The new holes are located to the west, east and southeast of the previously reported Ardich resource area.

Highlights of previously announced holes include:

On February 26, 2018:

- Hole AR09 with 67.7m averaging 4.08 g/t gold from 53.3m depth (including 14.2m at 7.21 g/t)

On July 25, 2018:

- Hole AR31 with 68.6m averaging 2.21 g/t gold from 36.0m depth (including 17.0m at 5.5 g/t)
- Hole AR41 with 50.2m averaging 3.01 g/t gold from 43.4m depth (including 7.9m at 8.81 g/t)

On November 7, 2018:

- Hole AR52 with 57.7m averaging 3.84 g/t Au from 121.3m depth (including 11.9m at 6.4 g/t)
- Hole AR54 with 61.4m averaging 2.22 g/t gold from 5m depth (including 6.4m at 7.75 g/t)

On April 3, 2019:

- Hole AR69 with 113m averaging 1.75 g/t gold from 24m depth (including 10m at 4.95 g/t)
- Hole AR80 with 50.6m averaging 2.99 g/t gold from 33.5m depth (including 11.9m at 8.07 g/t)

On August 26, 2019:

- AR117: 33.1m @ 4.21 g/t Au from 131.4m (including 10.6m @ 10.03 g/t Au from 133.1m)
- AR133: 50.6m @ 2.73 g/t Au from 122.9m (including 10.3m @ 8.04 g/t Au from 148.7m)
- AR134: 29.0m @ 4.81 g/t Au from 113.7m (including 7m @ 11.74 g/t Au from 119.7m)

Alacer is in the process of preparing an interim Resource update which is expected to be released in late 2019. The objective of the ongoing exploration program is to first define, by step-out drilling, the extent of the mineralization. Once the mineralized system dimensions and geology are better understood, a more comprehensive infill drilling program will be started with the aim of defining an expanded Resource and Reserve estimate. Concurrently, work has commenced on starter pit options in the discovery area, which is already sufficiently defined for project development.

The Company has prioritized near mine exploration (Ardich, Çöpler, Çöpler Saddle and Çakmaktepe) to achieve near-term access and mining with the potential to add near-surface ounces to the Company's production profile within the next two to three years and beyond. Permits have been received to allow step-out drilling in the most prospective areas to the southeast of the Ardich Mineral Resource to test the extent of the mineralization to continue to grow the resource.

Çakmaktepe, Ardich and the Çöpler Saddle represent the next phase of the Company's execution of the Çöpler near-mine development strategy. The current exploration program includes both exploration drilling used to define mineralization and to obtain samples needed for continued metallurgical studies. Concurrently, work is underway to determine options for a starter pit in the known mineralization and advancing requirements for permitting and project development.

Opportunities exist to process Ardich or Çöpler Saddle oxide ore at the existing Çöpler oxide plant facilities via the ~25 million tonne expansion or to construct standalone processing facilities at Ardich. Options for standalone facilities and heap leach pad facilities of varying size (some >50 Mt) have been conceptualized

should the Ardich deposit grow to the full extent of the mineralized target. Opportunities also exist to process Ardich sulfide ore at the newly constructed Çöpler sulfide plant facilities.

The Mavialtin Porphyry Belt (Gold & Copper Prospect)

The Mavialtin Porphyry Belt (50% Alacer owned) extends from the Ardich gold prospect in the north to Mavidere (previously called Karakartal) in the south. It is approximately 20km in length and approximately 6-7km in width with numerous areas of mineralization. The mineralized corridor includes the copper gold porphyry prospects of Mavidere, Saridere, Aslantepe, and Findiklidere, some with mineralized porphyry intrusions at surface:

- The disciplined approach to exploration of the Çöpler District, which includes data mining the Company's historical exploration database, remapping, reinterpretation and judicious drill confirmation of models, has led to reinterpretation of the Mavialtin Porphyry Belt and a better understanding of the prospect. This has resulted in new and refined exploration targets.
- The area has extensive surface geochemistry anomalies. Alacer also previously drilled some areas of the Mavialtin porphyry belt confirming gold and copper mineralization. Commencing in 2012, the Company released several exploration announcements including results for these prospects.
- Recent mapping of the Mavialtin Porphyry Belt has revealed very significant alteration areas along the belt. For example, the new discovery of the Saridere prospect has potassic alteration outcrops over approximately 800m by 500m and a sericite-quartz ± pyrite alteration is present over 4.3km by 0.6km on the eastern margin of the basement diorite and marks a color anomaly. This indicates the probability that there is either a very large porphyry system or series of clustering porphyries in the area. This is very encouraging because the porphyries in the district have gold and copper mineralization.
- Mavidere porphyry prospect exploration is currently focused on achieving a material increase in the known mineralization by step-out drilling testing of recently discovered stockwork areas. During 2018-2019 field seasons, nine diamond drill holes were completed, totaling 4,068.6m. Further drilling will be required to define SE extension of the mineralized body.
- Detailed prospect size alteration and lithology mapping has been completed, resulted in defining large alteration shell with quartz veining. This area will be drill tested in 2020.
- The exploration strategy for Mavialtin is two-fold:
 1. Grow the known areas of mineralization, or make new discoveries, to be a standalone economic mine deposit and/or
 2. Develop a Mavialtin Complex where various smaller deposits could be processed through a common facility.
- In Findiklidere porphyry prospect, a new potassic alteration zone was identified approximately 500m south of known Findiklidere porphyry mineralization and was subjected to detail alteration/vein-density mapping. In 2019, five diamond holes were completed, totaling 2,501m in the two porphyry zones at Findiklidere.
- Aslantepe porphyry Cu-Au prospects is another interesting porphyry mineralization located within the Mavialtin Porphyry Belt. Alacer drilled two diamond core holes totaling 440.3m in 2018 and carried on detail mapping and surface sampling during 2019 field season. Alacer plans to drill Aslantepe porphyry prospect in 2020.



Mavidere (Blue Creek) takes its name from the naturally occurring turquoise blue creek that led to the initial discovery

Demirmağara Prospect

The Demirmağara prospect is on the 80% Alacer owned Anagold tenement area and has both epithermal mineralization and evidence of porphyry alteration with areas of elevated soil and rock, gold and copper geochemistry.

Similar to the other prospects in the portfolio, the Alacer exploration team have taken a very disciplined approach to exploration in Demirmağara, such as data mining the Company's historical exploration database, remapping, reinterpretation and frugal drill confirmation of models. This has led to a reinterpretation of Demirmağara. As a result, recently the Company discovered a covered porphyry stockwork system near surface which was identified by a trench sampling revealing potassic granodiorites. The Company has received Forestry permits and plans to drill as part of the 2020 exploration plan.

Turkey Regional

The Company holds a significant portfolio of highly prospective exploration land holdings across Turkey (totaling approximately 92,000 hectares), some of which are progressively advancing to prospective projects. The Company continues to explore and expand its development pipeline, looking for both near-mine projects that can leverage the existing Çöpler infrastructure and new standalone projects. Currently, the Company is currently drilling in three Turkey regional exploration prospects outside of the Çöpler District.

Exploration Joint Venture Relationship Update

On July 17, 2019, Alacer and Lidya implemented modifications to their exclusive joint venture relationship in Turkey to streamline and enhance the efficiency of advancing the growing respective portfolios in country. The key changes to the joint venture relationship are as follows effective January 1, 2019:

- All exploration licenses acquired by either party in Turkey shall give rise to a 30% participation right to the other party (rather than the previous 50%). The 70% party shall be the operator of the asset.
 - A party's right to elect to participate will arise upon the completion of certain exploration spend thresholds by the acquiring party.
 - Within 30 days of a party reaching an actual cash expenditure of \$3 million on exploration activities (including acquisition costs) within any exploration entity, such party shall send a written notice to the other party informing them of such expenditure. The party shall have 30 days to conduct a technical review and determine whether or not to exercise its participation right.
 - The subscription price for 30% of the outstanding shares of the project entity shall be an amount equal to 30% of the actual expenditures incurred by the project company (including any acquisition costs).
 - Failure to exercise participation right results in forfeiture of right indefinitely.
- All producing properties acquired by either party shall give rise to a 30% participation right to the other party (rather than the previous 50%).
 - A party's right to elect to participate will arise upon the acquisition of the interest by the acquiring party.
 - Non-acquiring party will have 30 days from acquisition closing date to determine whether to exercise its participation right.
 - The subscription price for 30% of the outstanding shares of the asset shall be an amount equal to 30% of the actual acquisition cost to acquire the asset inclusive of liabilities and transaction costs and expenses.
 - Failure to exercise participation right results in forfeiture of right indefinitely.
- The updates to the relationship reaffirmed Alacer and Lidya's exclusive commitment to continue to work together in Turkey in a cooperative manner and to not compete with the other party for the acquisition of exploration or other interests in Turkey. As such, neither party shall acquire any exploration or other interests within 5km of any producing interests held by the other party.

The Company has no current financial commitments with Lidya related to this revised exclusive joint venture relationship. This revised exclusive joint venture relationship has no impact on any joint venture relationships entered into prior to January 1, 2019.



Financial Highlights

A summary of the Company's consolidated financial results for the three and nine-month periods ended September 30, 2019 as compared to the same periods ended 2018 are presented below:

Consolidated Financial Summary (in '000, except for per share)	Q3 2019	Q3 2018	YTD 2019	YTD 2018
Revenue:	\$ 143,981	\$ 35,495	\$ 313,721	\$ 124,177
Less:				
Production costs	55,252	14,211	123,881	50,264
Depreciation, depletion and amortization	23,108	7,726	47,050	29,348
Gross profit	\$ 65,621	\$ 13,558	\$ 142,790	\$ 44,565
Less:				
Other costs	\$ 5,872	38,221	50,207	79,671
Finance costs (income)	5,939	(2,431)	10,202	(3,686)
Exploration and evaluation	1,865	1,428	4,173	4,316
Share of (income) loss on investments accounted for using the equity	(1,554)	27	(4,778)	2,522
Income tax expense (benefit)	8,102	8,645	20,016	(17,352)
Total net profit (loss) and comprehensive profit (loss)	\$ 45,397	\$ (32,332)	\$ 62,970	\$ (20,906)
Amounts attributable to owners of the Corporation:				
Total net profit (loss)	\$ 34,831	\$ (27,142)	\$ 43,001	\$ (20,581)
Total net profit (loss) per share - basic	\$ 0.12	\$ (0.09)	\$ 0.15	\$ (0.07)
Total net profit (loss) per share - diluted	\$ 0.12	\$ (0.09)	\$ 0.15	\$ (0.07)
Cash Flows				
Operating cash flows	\$ 100,693	\$ 21,292	160,530	\$ 67,596
Investing cash flows	\$ (25,713)	(61,884)	(15,466)	(238,839)
Financing cash flows	\$ (9,218)	(5,417)	(105,641)	87,191
Subtotal - Cash flows	\$ 65,762	(46,009)	39,423	(84,052)
Effect of exchange rate changes on cash	\$ 341	\$ (1,123)	\$ 631	\$ (2,999)
Change in cash	\$ 66,103	\$ (47,132)	\$ 40,054	\$ (87,051)
Ending cash and cash equivalents	\$ 144,852	\$ 115,762	\$ 144,852	\$ 115,762
			As of	
			30-Sep-19	31-Dec-18
Financial Position				
Working capital ¹			\$ 167,648	\$ 96,884
Restricted cash			\$ 30,634	\$ -
Total assets			\$ 1,496,459	\$ 1,358,123
Non-current liabilities			\$ 360,575	\$ 303,423
Total liabilities			\$ 488,906	\$ 423,019
Total equity			\$ 1,007,553	\$ 935,104

¹ Working capital is a Non-GAAP Measure. For further information, please see the "Non-GAAP Measures" section of this MD&A.



Third Quarter 2019 vs. Third Quarter 2018

Revenues of \$144.0 million were 306% higher than Q3 2018 due to a 233% increase in gold ounces sold and from a 22% higher average realized gold price. There was no revenue recognized from the sulfide plant in Q3 2018. Total cost of sales in Q3 2019 of \$78.4 million increased 257% as compared to Q3 2018 in line with higher revenues.

Attributable net profit of \$34.8 million for Q3 2019 was \$62.0 million higher compared to Q3 2018 primarily due to higher revenues and lower foreign exchange losses. The Turkish Lira ("TRY") strengthened by 1.7% in Q3 2019 compared to a 31.3% weakening in Q3 2018.

Cash and cash equivalents increased \$66.1 million during Q3 2019 as compared to a decrease of \$47.1 million in Q3 2018 reflecting new gold sales from the sulfide plant in 2019 and the non-recurrence of construction spend on the sulfide plant in Q3 2018. The Company's consolidated cash^{vii} position as of September 30, 2019 was \$188 million. Operating cash flows of \$100.7 million in Q3 2019 were \$79.4 million higher than in Q3 2018 due to higher gold sales. Investing outflows were \$25.7 million in Q3 2019 due primarily to spend on the Sulfide Project, TSF construction spend, and heap leach expansion projects. Financing outflows were \$9.2 million in Q3 2019 as principal and interest payments made on the Company's finance facility were partially offset by a reduction in restricted cash due to the renegotiation^x of the terms of the Company's finance facility.

Year-to-Date 2019 vs. Year-to-Date 2018

Revenues of \$313.7 million through September 30, 2019 were 153% higher than through September 30, 2018 due to a 135% increase in gold ounces sold and from a 6% higher average realized gold price. There was no revenue recognized from the sulfide plant through September 30, 2018. Gold sales proceeds^{ix} from the sulfide plant prior to the declaration of commercial production of \$82.3 million are reflected in Mineral properties and equipment on the Consolidated Statement of Financial Position and in the Investing section of the Consolidated Statements of Cash Flows. Total cost of sales through September 30, 2019 of \$170.9 million increased 115% as compared to through September 30, 2018 in line with higher revenues.

Attributable net profit of \$43.0 million through September 30, 2019 was \$63.6 million higher than through September 30, 2018 primarily due to higher revenues and lower foreign exchange losses. The TRY weakened by 7.6% through September 30, 2019 compared to 58.8% through September 30, 2018. The Company is entering into a more normalized financial reporting environment upon the May 31, 2019 declaration of commercial production of the sulfide plant as gold sales from the sulfide plant are now recognized as revenue in the Consolidated Statement of Profit and Comprehensive Profit.

Cash and cash equivalents increased \$40.1 million through September 30, 2019 reflecting new gold sales from the sulfide plant in 2019 and a lower level of capital spend on the sulfide plant upon completion of construction. The Company's cash and cash equivalents increased through September 30, 2019 despite also making principal and interest payments of approximately \$68 million related to the borrowing through September 30, 2019. Cash and cash equivalents decreased \$87.1 million through September 30, 2018 primarily due to construction spend on the sulfide plant. The Company's consolidated cash^{vii} position as of September 30, 2019 was \$188 million. Operating cash flows of \$160.5 million through September 30, 2019 were \$92.9 million higher than through September 30, 2018 due to higher gold sales. Investing



outflows were \$15.5 million through September 30, 2019 which includes capitalized sulfide plant pre-commercial production income. Financing outflows were \$105.6 million through September 30, 2019 primarily due to principal and interest and restricted cash payments related to the Company's finance facility. Principal payments were not due in 2018.

Total Gold Sales Proceeds

The Company sold 289,701 ounces of gold through September 30, 2019 resulting in total gold sales proceeds^{ix} of \$396.0 million of which \$313.7 million was recognized as revenue and \$82.3 million was offset against the capital investment of the sulfide plant construction as pre-commercial production in accordance with IFRS.

Details of total gold sales proceeds^{ix} for the three and nine-month periods ended September 30, 2019 and 2018 are presented below:

	Q3 2019	Q3 2018	YTD 2019	YTD 2018
Gold ounces sold ¹	97,441	29,270	289,701	96,353
Revenue (\$000) - 226,187 oz sold YTD from oxide and sulfide	\$ 143,981	\$ 35,495	\$ 313,721	\$ 124,177
Gold sales capitalized for the sulfide plant construction (\$000) - 63,514 oz sold YTD from sulfide	\$ -	\$ -	\$ 82,283	\$ -
Total gold sales proceeds (\$000) ²	\$ 143,981	\$ 35,495	\$ 396,004	\$ 124,177
Average realized price	\$ 1,478	\$ 1,213	\$ 1,367	\$ 1,289
Average London PM Fix	\$ 1,472	\$ 1,213	\$ 1,363	\$ 1,282

¹ Includes 100% of Çöpler.

² Total Gold Sales Proceeds, a non-GAAP measure, includes revenue per IFRS and gold sales capitalized in construction in progress until commercial production was declared on May 31, 2019. For further information, please see the "Non-GAAP Measures" section of this MD&A.

The Company's average realized gold price through September 30, 2019 was \$1,367 per ounce. The increase in average realized gold price through September 30, 2019 as compared to a similar period in 2018 is consistent with price volatilities as discussed in the "Business Conditions and Trends" section.

Other Costs

Details of *Other Costs* and *Finance Costs* for the three and nine-month periods ended September 30, 2019 and 2018 are presented below:

(In \$000's)	Q3 2019	Q3 2018	YTD 2019	YTD 2018
General and administrative	\$ 2,110	\$ 2,177	\$ 8,346	\$ 7,666
Share-based employee compensation costs	5,831	302	13,357	3,245
Foreign exchange (gain) loss	(3,039)	37,722	8,397	68,944
Finance expense (income)	5,939	(2,431)	10,202	(3,686)
Other loss (gain)	970	(1,980)	20,107	(184)
Total corporate and other costs	\$ 11,811	\$ 35,790	\$ 60,409	\$ 75,985

General and administrative costs were in line through September 30, 2019 as compared to through September 30, 2018.

Share-based employee compensation costs represent non-cash, long-term incentives that are tied to the price of the Company's shares. Incentive grants are generally expensed over a three-year vesting period. The unvested units are subject to mark-to-market adjustments based on the share price at the end of the period and assumptions related to performance measures. The share-based employee compensation cost through September 30, 2019 increased in line with the Company's share price increase.

Foreign exchange gain/loss results mostly from movements between USD and TRY exchange rates as applied to Turkish operations. As the TRY weakened by 7.6% through September 30, 2019, a loss of \$8.4 million was incurred from the non-cash realized and unrealized gains/losses from foreign currency revaluation of monetary balance sheet accounts denominated in TRY. Through September 30, 2018, the TRY weakened by 58.8%. The most significant TRY denominated asset is the deferred income tax asset related to the incentive tax credits.

Finance expense (income) costs were higher through September 30, 2019 as compared to through September 30, 2018 as interest costs on the Company's loan borrowings are no longer capitalized to Construction in Progress upon the Company's declaration of commercial production of the Sulfide Plant as of May 31, 2019. From June 1, 2019, the interest costs on the loan borrowing are included within the Company's Consolidated Statements of Profit (Loss) and Comprehensive Profit (Loss).

Other loss through September 30, 2019 of \$20.1 million primarily includes the non-cash impact of the divestment of the Company's 50% interest in the Gediktepe Project. On July 17, 2019, the Company announced the sale of its 50% interest in the Gediktepe Project to its joint venture partner, Lidya Mining^{xiii}.

As consideration for the sale of its 50% equity interest, Alacer will receive in the future:

- 10% NSR on all oxide ore production
- 2% NSR on all sulfide ore production
- Cash consideration of US\$10 million as various development and production milestones are met

In the event Lidya abandons the Gediktepe Project at any stage, Alacer will retain an option to regain a 100% equity interest in the Project for no additional consideration. In the event first production at



Gediktepe does not occur within 10 years of closing the transaction, Alacer retains the right to regain its 50% ownership interest in the asset in exchange for relinquishing its NSR.

The transaction is expected to close following receipt of all customary regulatory approvals and satisfaction of completion of all closing conditions which is expected in Q4 2019.

Income Tax Expense (benefit)

Details of income tax expense (benefit) for the three and nine-month periods ended September 30, 2019 and 2018 are presented below:

(In \$000's)	Q3 2019	Q3 2018	YTD 2019	YTD 2018
Income tax expense (benefit)	\$ 8,102	\$ 8,645	\$ 20,016	\$ (17,352)

The income tax charge for the three and nine-month periods through September 30, 2019 primarily reflects the FX impact on the deferred tax liability due to the weakening of the TRY partially offset by the recognition of incentive tax credits related to qualifying growth project expenditures for the sulfide plant construction and ongoing TSF construction. The number of incentive tax credits being generated related to the Sulfide Project is reducing in 2019 upon completion of the Sulfide Project. Incentive tax credits for the ongoing TSF construction spend will continue to be generated on qualified spend. Application of the incentive tax credits reduces accounting income tax expense in the current period and offsets current and future cash tax payments. Reviews of eligible spend for tax credits by local tax authorities occur periodically and can result in adjustments to the recognition of incentive tax credits in the future. The Company is entering into a more normalized income tax expense environment upon completion of the sulfide plant. A detailed review of incentive tax credits generated from the Sulfide Project is underway. The Company expects to increase the number of incentive tax credits generated as part of this review.

Summary of Quarterly Results

The following table summarizes the Company's total revenues, attributable net profit, and attributable net profit per share for each of the preceding eight quarterly periods ending September 30, 2019.

(in '000, except for per share)	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018	Q2 2018	Q1 2018	Q4 2017
Total revenues ¹	\$ 143,981	\$ 96,220	\$ 73,520	\$ 63,806	\$ 35,495	\$ 32,342	\$ 56,340	\$ 80,603
Amounts attributable to owners of the Corporation:								
Net Profit (Loss)	\$ 34,831	\$ 4,833	\$ 3,337	\$ 35,699	\$ (27,142)	\$ (20,115)	\$ 26,676	\$ 20,953
Per share profit (loss):								
- basic	\$ 0.12	\$ 0.02	\$ 0.01	\$ 0.12	\$ (0.09)	\$ (0.07)	\$ 0.09	\$ 0.07
- diluted	\$ 0.12	\$ 0.02	\$ 0.01	\$ 0.12	\$ (0.09)	\$ (0.07)	\$ 0.09	\$ 0.07

¹ Excludes sulfide gold sales capitalized in construction in progress until commercial production was declared on May 31, 2019.

Generally, the Company does not experience significant effects of seasonality with regard to revenues or expenses. Market fluctuations in the gold price have affected revenues and profit over the last eight quarters. In Q3 2019, the TRY strengthened by 1.7% resulting in a favorable non-cash impact on attributable net profit as discussed in the "Financial Highlights" section.

Liquidity and Capital Resources and Borrowings

The Company manages its liquidity and capital resources to provide sufficient cash and cash equivalents to meet short and long-term operating and development plans, finance facility obligations, and other contractual obligations when due. Historically, the Company has used cash flow from operations and existing bank credit facilities as primary sources of liquidity. For potential funding of large transactions, such as acquisitions, mine development and expansion, and debt financing transactions, Alacer may look to the private and public capital markets as a source of financing. Currently, capital resources at September 30, 2019 are sufficient to fund planned operations, forecasted exploration and capital expenditures, and reclamation and remediation obligations in 2019.

With respect to longer-term funding requirements, the Company is confident that future cash flows generated from operations and other sources of liquidity will be available. Under present conditions, the Company has sufficient access to capital and debt markets. There is a risk that the cost of obtaining capital resources from capital and debt markets may increase in the future as lenders and institutional investors may increase interest rates, impose tighter lending standards, or refuse to provide any new funding. Notwithstanding present market conditions, changes in the Company's business, unforeseen opportunities or events, and other external factors may also adversely affect liquidity and the availability of additional capital resources. Due to these factors, Alacer cannot be certain that funding, if needed, will be available to the extent required, or on acceptable terms. If Alacer is unable to access funding when needed on acceptable terms, the Company may not be able to fully implement future business plans, take advantage of business opportunities, respond to competitive pressures, or refinance future debt obligations as they come due, any of which could have a material adverse effect on the Company's operational and financial results. However, the Company may elect to reduce its planned expenditures concurrent with prevailing conditions. The Company has financial flexibility to adjust its spending levels to provide sufficient liquidity to meet its current and future operational goals and financial obligations.

Alacer has a finance facility with a syndicate of lenders (BNP Paribas (Suisse) SA, ING Bank NV, Societe Generale Corporate & Investment Banking and UniCredit S.P.A.). On August 1, 2019, the Company announced that the sulfide plant has successfully passed the lenders' completion test^x. As a result of this, the interest rate margin reduced by 25 basis points to a range of 3.50 – 3.70%. In addition, key amendments to the finance facility have been agreed that will provide greater financial flexibility including the removal of mandatory lender cash sweeps and a reduction in amounts required to be held as restricted cash. The facility agreement has no mandatory hedging, no pre-payment penalties, and final repayment is scheduled in Q4 2023. While no mandatory hedging is required, discretionary hedging to fix the LIBOR rate via interest rate swap contracts was implemented in May 2018 as discussed in the "Financial Instruments and Other Instruments" section. As of September 30, 2019, the Company is in compliance with all aspects of the finance facility.

Working Capital

Working capital, current assets less current liabilities, increased by \$70.8 million through September 30, 2019 to \$167.6 million, primarily due to an increase in Cash and Cash Equivalents and in Inventories which more than offset the slight increase in Trade and Other Payables. Current assets are available and current liabilities are due at varying times within twelve months following the balance sheet date. Cash and cash equivalents are readily available to settle obligations related to current and future expenditures. The ability to distribute cash to the Company may be subject to finance facility contracts, jurisdictional regulations, or joint venture provisions. These provisions are not expected to adversely affect the Company's ability to meet its commitments when due.

Business Conditions and Trends

The Company's results of operations, financial condition, financial performance, and cash flows are affected by various business conditions and trends. The variability of gold prices, fluctuating currency and interest rates, and increases and decreases in costs of materials and consumables associated with the Company's mining activities are the primary economic factors that have impacted financial results during 2019.

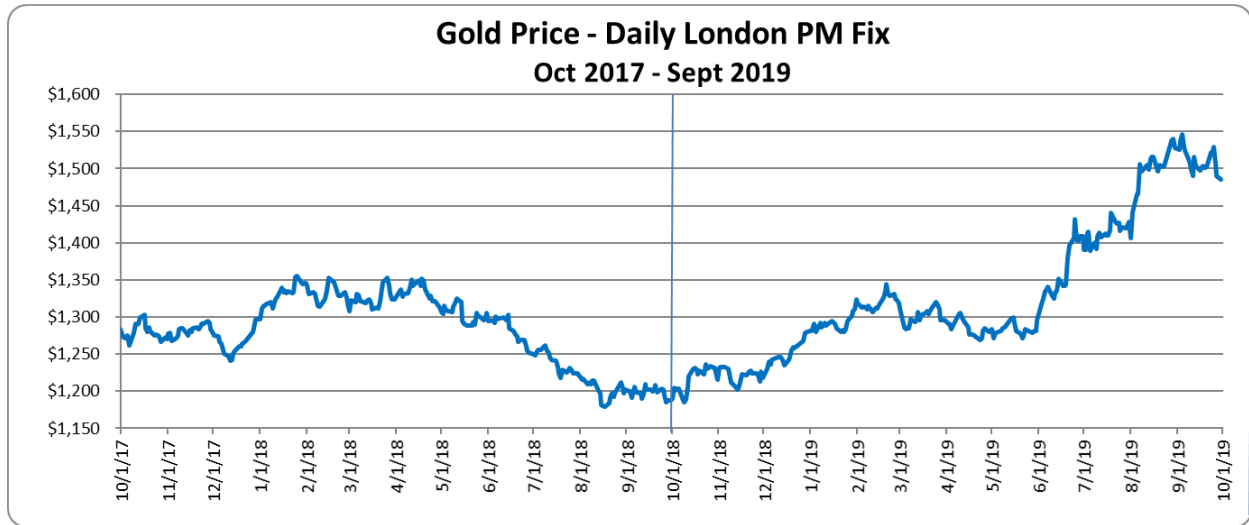
Gold Price

The price of gold is the most significant external factor affecting profitability and cash flow of the Company. The price of gold is subject to volatile price movements over short periods and is affected by numerous macroeconomic and industry factors that are beyond the Company's control. Major influences on the gold price include currency exchange rate fluctuations, the relative strength of the USD, the supply of and demand for gold and other macroeconomic factors such as interest rate levels, and inflation expectations. Declines in gold prices have adversely affected—and in the future may adversely affect—the Company's operating results, cash flows, financial condition, access to capital markets, the economic viability of reserves, and the ability to reinvest capital in order to maintain or grow the current asset base. A significant and prolonged deterioration in gold prices may negatively affect future cash flow such that the Company may curtail or determine it may not be economical to continue with existing or planned exploration or capital development and expansion activities for existing operations.

During Q3 2019, the gold price experienced volatility with the London PM Fix price ranging from a low of \$1,389 per ounce on July 5, 2019 to a high of \$1,546 per ounce on September 4, 2019. The price of gold closed at \$1,485 per ounce on September 30, 2019, and the average Q3 2019 market price of \$1,472 per ounce represents a \$259 per ounce increase from the \$1,213 per ounce average market price for Q3 2018.



The chart below shows the daily London PM Fix gold price from October 1, 2017 through September 30, 2019.



Currency Rates

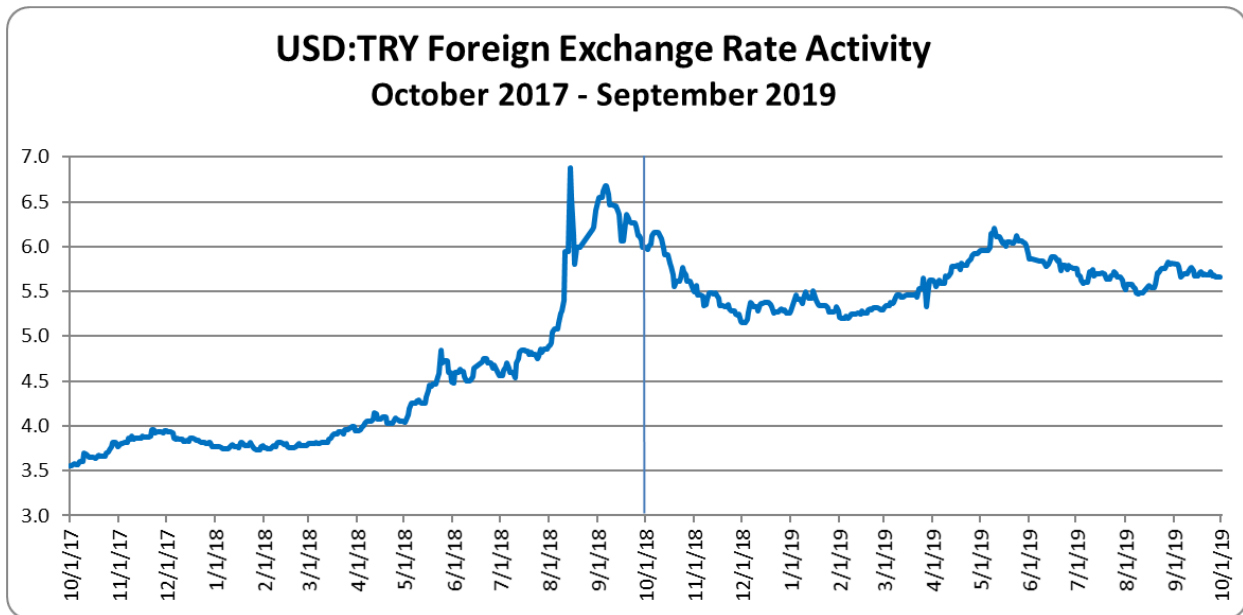
Fluctuations in currency rates affect the Company’s cash flows. The USD is the Company’s functional currency.

The Company’s earnings and cash flow may be particularly affected by fluctuations in the exchange rate between USD and TRY. Such fluctuations may give rise to foreign currency exposure, which may affect future financial results.

Period-end TRY currency rates, as well as average TRY currency rates for the respective periods, relative to the USD are presented in the table that follows.

	End of Period Rates as of				Average Currency Rates			
	30-Sep 2019	30-Jun 2019	30-Sep 2018	30-Jun 2018	Q3 2019	Q3 2018	Year 2019	Year 2018
USD:TRY	5.66	5.76	5.99	4.56	5.66	5.58	5.63	4.56

The chart below shows the movement in the USD:TRY foreign exchange rate from October 1, 2017 through September 30, 2019.



Inflation Rates

The 12 and 18-month average inflation rates^{xiv} in Turkey were 18.48% and 17.69%, respectively. The inflation rate in Turkey for September 2019 was 9.26%. The collective impact of inflation rates on changing prices may result in operating and capital cost variances beyond Management’s control. The Company is not currently using derivative products specific to goods or services consumed in the operations.

Tax

In Turkey, the corporate tax rate temporarily increased to 22% for the period of 2018 to 2020 and then will revert back to 20% starting in 2021. In the Yukon Territory in Canada, the corporate tax rate is 27%.

Geopolitical Risk

Although Alacer is incorporated in Canada, mining and exploration operations are in the country of Turkey. Our operations may be subject to political, economic, monetary policy, and other risks in Turkey that may affect our future operations and financial position.

We review these risks related to the business in Turkey on an ongoing basis and take appropriate action including, but not limited to, engaging in hedging strategies, when deemed necessary. See the “Additional Information and Risk Factors” section.

Transactions with Related Parties

In 2016, a subsidiary of the Company, Anagold, entered into a related party agreement for construction services for the sulfide plant with GAP İNŞAAT YATIRIM VE DIŞ TİCARET A.Ş. ("GAP"), an affiliate of our joint venture partner, Lidya Mining. The contract close-out is complete. The total value of transactions through September 30, 2019 was approximately \$157 million.

In 2019, a subsidiary of the Company, Anagold, entered into a related party agreement with Kartaltepe Madencilik Sanayi Ticaret Anonim Şirketi, another subsidiary of the Company, to purchase ore from Çakmaktepe for processing at the Çöpler oxide plant. Production from phase one of Çakmaktepe is 80% attributable to Alacer as a commercial arrangement has been entered into whereby the Çöpler operation purchased Çakmaktepe ore, with the cost included in production. Çakmaktepe phase one mining was completed and the total value of transactions through September 30, 2019 was approximately \$24 million.

Critical Accounting Policies, Estimates, and Accounting Changes

The Company's consolidated financial statements are prepared in accordance with IFRS. The significant accounting policies applied are described in Note 3 to the Company's annual consolidated financial statements for the year ended December 31, 2018. There have been no significant changes in Q3 2019 from the Company's accounting policies applied during the year ended December 31, 2018, except for the adoption of IFRS 16 *Leases*. The Company adopted IFRS 16 *Leases* as of January 1, 2019. Additional information regarding the effects of adoption of IFRS 16 *Leases* can be found in Note 3 of the Company's unaudited interim consolidated financial statements for three and nine-month periods ended September 30, 2019.

The preparation of the Company's consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and assumptions. The critical accounting estimates and assumptions applied are described in Note 5 to the Company's annual consolidated financial statements for the year ended December 31, 2018. The critical accounting estimates and assumptions made by management applied in the preparation of the Company's unaudited interim consolidated financial statements for three and nine-month periods ended September 30, 2019 are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2018, except for those critical accounting estimates and assumptions made by management arising from the adoption of IFRS 16 *Leases* and from the declaration of commercial production of the sulfide plant as of May 31, 2019. Additional information regarding the critical accounting estimates and assumptions made by management in the adoption of IFRS 16 *Leases* and the Company's declaration of commercial production can be found in Note 3 of the Company's unaudited interim consolidated financial statements for three and nine-month periods ended September 30, 2019. These estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may materially differ from the amounts included in the financial statements.

Financial Instruments and Other Instruments

The Company's financial instruments as of September 30, 2019 consist of cash and cash equivalents, restricted cash, interest rate swap contracts, and share-based compensation liabilities presented at fair value. The Company's financial instruments are denominated primarily in USD.

Credit Risk is associated primarily with short-term investments and the portion of cash and cash equivalents and restricted cash held by banks. Such credit risk is managed by diversifying holdings among various financial institutions and by purchasing short-term investment grade securities. This may include such instruments as bankers' acceptances, guaranteed investment contracts, corporate commercial paper, and U.S. and Canadian treasury bills in accordance with the Company's investment policy. Investment objectives are primarily directed towards preservation of capital and liquidity. The investment policy provides limitations on concentrations of credit risk, credit quality, and the duration of investments, as well as minimum rating requirements for cash and cash equivalents held in banks and financial institutions. The majority of the Company's receivables balances consist of claims for recoverable Turkish value-added tax ("VAT"). As of September 30, 2019, Turkish VAT receivables totaled \$19.3 million. Management monitors its exposure to credit risk on a continual basis.

Interest Rate Risk is generally associated with variable rate financial instruments and available market interest rates at the time financial instruments are acquired. The Company holds a portion of cash and cash equivalents and restricted cash in bank accounts that earn variable interest rates. Short-term investments are purchased at market interest rates and result in fixed yields to maturity. Interest expense as related to borrowings on the finance facility are based on a variable interest rate of LIBOR plus 3.5% to 3.70%. Other financial assets and liabilities in the form of receivables, payables, and provisions are non-interest bearing. Future net cash flows from interest income on cash and cash equivalents, restricted cash, and interest expense on variable rate borrowings will be affected by interest rate fluctuations. The Company manages interest rate risk by maintaining an investment policy for short-term investments and cash held in banks, which focuses on preservation of capital and liquidity. In May 2018, the Company entered into an interest rate swap program to limit exposure to the impact of the variable LIBOR interest rate volatility. The interest rate swaps program was originally applicable to approximately 80% of the Finance Facility loan at an average fixed LIBOR rate of 2.86% for settlements through December 2021. The Company recorded a realized loss of \$0.5 million and a non-cash unrealized loss of \$2.2 million on the interest rate swap contracts through September 30, 2019. There were no other material gains or losses associated with other financial instruments through September 30, 2019. Additional information regarding the effects of the interest rate swap contracts can be found in Note 18 of the Company's unaudited interim consolidated financial statements for three and nine-month periods ended September 30, 2019.

Foreign Currency Risk is generally associated with financial instruments and transactions denominated in non-USD currencies. The Company is exposed to financial gain or loss as a result of foreign exchange movements against the USD. The Company holds USD and TRY in sufficient amounts to meet its estimated expenditure requirements for these currencies. The Company held approximately \$5.9 million denominated in TRY as of September 30, 2019.

Non-GAAP Measures

The Company has identified certain measures that it believes will assist with understanding the performance of the business. As these measures have no standardized definitions under IFRS, they may not be directly comparable with other companies' Non-GAAP Measures. These Non-GAAP Measures are not intended to be a substitute for, or superior to, any IFRS measures of performance, but Management has included and discussed them in this MD&A as these are considered key measures used within the industry for assessing performance. These Non-GAAP Measures include Normalized Attributable Earnings, Normalized Attributable Earnings Per Share, Gold Sales Proceeds, Consolidated Cash, Working Capital, Net debt, Total Cash Costs (C2) per ounce, All-in Sustaining Costs per ounce, and All-in Costs per ounce and are explained further below.

Normalized Attributable Earnings and Normalized Attributable Earnings Per Share (EPS) are derived from attributable earnings and attributable EPS adjusted for foreign exchange loss, foreign exchange and incentive tax credit impact in deferred tax expense, share-based compensation and impairment losses.

Gold Sales Proceeds includes revenue per IFRS adjusted for inclusion of gold sales capitalized in construction in progress until commercial production is declared.

Consolidated Cash derives from cash and cash equivalents adjusted for inclusion of cash that is restricted and shown as a long-term asset and for cash held by joint venture partners.

Working Capital is derived from the Company's reported current assets and current liabilities balances per IFRS; it is calculated by subtracting current liabilities from current assets.

Net debt is derived from the sum of short and long-term borrowings per IFRS, adjusted for the exclusion of short and long-term discounted finance facility costs, and subtracting Consolidated Cash.

Total Cash Costs (C2) are calculated using guidance issued by the Gold Institute and adopted by the World Gold Council. The Gold Institute was a non-profit industry association comprising leading gold producers, refiners, bullion suppliers, and manufacturers. This institute has now been incorporated into the National Mining Association. The guidance was first issued in 1996 and revised in November 1999. All-in Sustaining Costs and All-in Costs are calculated based on guidance from the World Gold Council originally issued in June 2013 and most recently updated in November 2018.

Total Cash Costs (C2) includes mining, processing, transport and refinery costs, mine site support costs, movement in production inventories, by-product credits, where relevant, plus royalties and severance taxes.

All-in Sustaining Costs are an extension of Total Cash Costs (C2) and incorporates costs related to sustaining production, including sustaining capital expenditures, exploration, lease payments related to sustaining projects, accretion related to asset retirement obligations and amortization related to asset retirement costs, and general and administrative costs.

All-in Costs include All-in Sustaining Costs plus growth capital costs, lease payments related to growth projects, and regional joint venture exploration expenditures.



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine-month periods ended September 30, 2019

(All amounts expressed in thousands of U.S. Dollars, unless otherwise stated)

Total Cash Costs (C2) per ounce, All-in Sustaining Costs per ounce, and All-in Costs per ounce are calculated by dividing the relevant costs, as determined using the cost elements noted above, by gold ounces sold for the periods presented. The data does not have a meaning prescribed by IFRS, and therefore, amounts presented may not be comparable to data presented by gold producers who do not follow the guidance provided by the Gold Institute or the World Gold Council. In particular, non-cash costs such as depreciation and amortization would be included in a measure of total costs of producing gold under IFRS but are excluded from the Non-GAAP Measures noted above, except for amortization related to asset retirement costs. Furthermore, while the Gold Institute and World Gold Council have provided definitions for the calculations of these costs, such calculations may vary from company to company and may not be comparable to other similarly titled measures of other companies.

The following table reconciles these non-GAAP financial measures to the consolidated statements of profit and comprehensive profit for the three and nine-month periods ended September 30, 2019 and 2018.

QTD

In \$000s, except for per ounce measures	Anagold Oxide	Anagold Sulfide	Total Turkey	Corporate & Other	Q3 2019 Total Alacer Gold ⁽¹⁾	Q3 2018 Total Alacer Gold
Gold Ounces Sold	\$ 34,536	\$ 62,905	\$ 97,441	\$ -	\$ 97,441	\$ 29,270
Production Costs-IFRS / Total Cash Costs (C2)-Non-IFRS	\$ 24,728	\$ 30,523	\$ 55,251	\$ -	\$ 55,251	\$ 14,211
Total Cash Cost (C2) per ounce	\$ 716	\$ 485	\$ 567	\$ -	\$ 567	\$ 486
General and administrative & Other	\$ -	\$ -	\$ -	\$ 2,109	\$ 2,109	\$ 2,141
Share Based Compensation	\$ -	\$ -	\$ -	\$ 5,831	\$ 5,831	\$ 302
Exploration Costs	\$ (1,368)	\$ -	\$ (1,368)	\$ 373	\$ (995)	\$ 1,428
Sustaining Capital Expenditures	\$ 685	\$ 9,188	\$ 9,873	\$ 724	\$ 10,597	\$ 2,397
All-In Sustaining Costs	\$ 24,045	\$ 39,711	\$ 63,756	\$ 9,037	\$ 72,793	\$ 20,479
All-in Sustaining Costs (AISC) per ounce	\$ 696	\$ 631	\$ 654	\$ 93	\$ 747	\$ 700
Non-sustaining Costs	\$ 3,154	\$ 797	\$ 3,951	\$ (1,491)	\$ 2,460	\$ 58,821
All-in Costs	\$ 27,199	\$ 40,508	\$ 67,707	\$ 7,546	\$ 75,253	\$ 79,300
All-in Costs (AIC) per ounce	\$ 788	\$ 644	\$ 695	\$ 77	\$ 772	\$ 2,709

YTD

In \$000s, except for per ounce measures	Anagold Oxide	Anagold Sulfide	Total Turkey	Corporate & Other	YTD 2019 Total Alacer Gold ⁽¹⁾	YTD 2018 Total Alacer Gold
Gold Ounces Sold	\$ 133,325	\$ 92,862	\$ 226,187	\$ -	\$ 226,187	\$ 96,353
Production Costs-IFRS / Total Cash Costs (C2)-Non-IFRS	\$ 79,535	\$ 44,346	\$ 123,881	\$ -	\$ 123,881	\$ 50,264
Total Cash Cost (C2) per ounce	\$ 597	\$ 478	\$ 548	\$ -	\$ 548	\$ 522
General and administrative & Other	\$ -	\$ -	\$ -	\$ 8,346	\$ 8,346	\$ 7,577
Share Based Compensation	\$ -	\$ -	\$ -	\$ 13,357	\$ 13,357	\$ 3,245
Exploration Costs	\$ 608	\$ -	\$ 608	\$ 427	\$ 1,035	\$ 4,316
Sustaining Capital Expenditures	\$ 1,694	\$ 12,564	\$ 14,258	\$ 724	\$ 14,982	\$ 7,316
All-In Sustaining Costs	\$ 81,837	\$ 56,910	\$ 138,747	\$ 22,854	\$ 161,601	\$ 72,718
All-in Sustaining Costs (AISC) per ounce	\$ 614	\$ 613	\$ 613	\$ 101	\$ 714	\$ 755
Non-sustaining Costs	\$ 3,202	\$ 3,704	\$ 6,906	\$ (3,888)	\$ 3,018	\$ 206,580
All-in Costs	\$ 85,039	\$ 60,614	\$ 145,653	\$ 18,966	\$ 164,619	\$ 279,298
All-in Costs (AIC) per ounce	\$ 638	\$ 653	\$ 644	\$ 84	\$ 728	\$ 2,899

¹ Non-sustaining costs included in AIC per ounce in the table above include gold sales proceeds from the sulfide plant and associated operating costs during the reporting period through May 31, 2019 when commercial production of the sulfide plant was declared.

Other

Disclosure Controls and Procedures and Internal Control over Financial Reporting

Management is responsible for the design of disclosure controls and procedures (“DC&P”) to provide reasonable assurance that all relevant information required to be disclosed by the Company is accumulated and communicated to senior management as appropriate to allow timely decisions regarding required disclosure. Management is also responsible for the design of internal control over financial reporting (“ICFR”) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company’s Chief Executive Officer and Chief Financial Officer have used the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) 2013 framework to design the Company’s DC&P and ICFR as of September 30, 2019. The Company’s Chief Executive Officer and Chief Financial Officer have each evaluated the design of the Company’s DC&P and ICFR as of September 30, 2019 and have concluded that these controls and procedures are adequately designed to provide reasonable assurance that material information relating to the Company is made known to them by others within the Company and to provide reasonable assurance that financial information is recorded, processed, summarized, and reported in a timely manner.

Management of the Company was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The result of the inherent limitations in all control systems means no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. There has been no change in the Company’s internal control over financial reporting during the quarter ended September 30, 2019 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Outstanding Share Data

The following common shares and convertible securities were outstanding as of September 30, 2019.

Security	Expiry Date	Weighted Average Exercise Price	Common Shares on Exercise
Common Shares ¹			294,683,090
Convertible Securities	Various	N /A	5,506,212
			<u>300,189,302</u>

¹ Common shares outstanding include 79,542,715 shares represented by CDI as of September 30, 2019, being a unit of beneficial ownership in an Alacer share and traded on the ASX.

Cautionary Statements

Forward-Looking Information

Certain statements contained in this document constitute "forward-looking information", "future oriented financial information" or "financial outlooks" (collectively, "forward looking information") within the meaning of applicable securities laws. Forward-looking information often relates to statements concerning Alacer's future outlook and anticipated events or results, and in some cases, can be identified by terminology such as "may," "will," "could," "should," "expect," "plan," "anticipate," "believe," "intend," "estimate," "projects," "predict," "potential," "continue" or other similar expressions concerning matters that are not historical facts.

Forward-looking information includes statements concerning, among other things, production, cost, and capital expenditure guidance; the results of any gold reconciliations; matters relating to proposed exploration; communications with local stakeholders; maintaining community and government relations; negotiations of joint ventures; negotiation and completion of transactions; commodity prices; mineral resources, mineral reserves, realization of mineral reserves, and the existence or realization of mineral resource estimates; the timing and amount of future production; the timing of studies, announcements, and analysis; the timing of construction and development of proposed mines and process facilities; capital and operating expenditures; economic conditions; availability of sufficient financing; exploration plans; receipt of regulatory approvals; and any and all other timing, exploration, development, operational, financial, budgetary, economic, legal, social, regulatory, and political matters that may influence or be influenced by future events or conditions.

Such forward-looking information and statements are based on a number of material factors and assumptions, including, but not limited in any manner to, those disclosed in any of Alacer's other public filings, and include the inherent speculative nature of exploration results; the ability to explore; communications with local stakeholders; maintaining community and governmental relations; status of negotiations of joint ventures; weather conditions at Alacer's operations; commodity prices; the ultimate determination of and realization of mineral reserves; existence or realization of mineral resources; the development approach; availability and receipt of required approvals, titles, licenses and permits; sufficient working capital to develop and operate the mines and implement development plans; access to adequate services and supplies; foreign currency exchange rates; interest rates; access to capital markets and associated cost of funds; availability of a qualified work force; ability to negotiate, finalize, and execute relevant agreements; lack of social opposition to the mines or facilities; lack of legal challenges with respect to the property of Alacer; the timing and amount of future production; the ability to meet production, cost, and capital expenditure targets; timing and ability to produce studies and analyses; capital and operating expenditures; economic conditions; availability of sufficient financing; the ultimate ability to mine, process, and sell mineral products on economically favorable terms; and any and all other timing, exploration, development, operational, financial, budgetary, economic, legal, social, geopolitical, regulatory and political factors that may influence future events or conditions. While we consider these factors and assumptions to be reasonable based on information currently available to us, they may prove to be incorrect.

You should not place undue reliance on forward-looking information and statements. Forward-looking information and statements are only predictions based on our current expectations and our projections

about future events. Actual results may vary from such forward-looking information for a variety of reasons including, but not limited to, risks and uncertainties disclosed in Alacer's Annual Information Form and other public filings, as well as other unforeseen events or circumstances.

Additional Information and Risk Factors

Other than as required by law, Alacer does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events. For additional information, including additional risk factors, you should refer to Alacer Annual Information Form and Alacer's other public filings, available at www.sedar.com and at www.asx.com.au.

Technical Disclosure

Scientific and technical information presented in this document has been prepared in accordance with National Instrument 43-101 ("NI 43-101") standards and the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code"). The scientific and technical information in this document has been reviewed and approved by Loren Ligocki, Alacer's Manager, Resource Geology, who is a Qualified Person pursuant to NI 43-101 and a Competent Person as defined in the JORC Code.

The information in this document that relates to Çöpler District exploration results is based on, and fairly represents, the information and supporting documentation reviewed by Dr. Mesut Soylu, P.Ge., who is a Qualified Person pursuant to NI 43-101 and a Competent Person as defined in the JORC Code. Further information is available in the Çakmaktepe Update, filed on December 18, 2017.

The information in this document that relates to the Çöpler Mineral Resource and Mineral Reserve estimate is based on, and fairly represents, the information and supporting documentation prepared by Dr. Parker, Mr. Seibel, Mr. Statham, and Mr. Ligocki. Dr. Parker and Messrs. Seibel, Statham, and Ligocki who are Qualified Persons pursuant to NI 43-101 and qualify as Competent Persons as defined in the JORC Code. Further information is available in the Çöpler Mine Technical Report dated June 9, 2016.

The information in this document which relates to Ardich exploration results is based on, and fairly represents, information and supporting documentation prepared by Mesut Soylu, PhD Geology, P.Ge., Eurgeol, who is a full-time employee of Alacer. Dr. Soylu has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity which is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" and a qualified person pursuant to National Instrument 43-101. Dr. Soylu consents to the inclusion in this document of the matters based on this information in the form and context in which it appears.

External review of drill data and data management processes relating to Ardich were completed in two phases, October 2018 and February 2019, by independent Consultant Dr. Erdem Yetkin, P.Ge. a qualified person pursuant to National Instrument 43-101 and a Competent Person as defined by the JORC Code 2012. There were no adverse material results detected and Dr. Yetkin is of the opinion that the QA/QC indicates the information collected is acceptable, and the database can be used for Mineral Resource estimation.

The Ardich Mineral Resource disclosed in this document was estimated and approved by Mr. Loren Ligocki, SME Registered Member, and Resource Geology Manager at Alacer Gold Corp. Mr. Ligocki has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activity which is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" and is a Qualified Person pursuant to NI 43-101.

The Ardich Mineral Resource shells used to demonstrate reasonable prospects for eventual economic extraction and disclosed in this document were generated and approved by Mr. Stephen K. Statham, SME Registered Member, while employed as Alacer's Mining Services Manager. The information in this document which relates to Mineral Resources is based on, and fairly represents, the information and supporting documentation prepared by Mr. Statham. Mr. Statham has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity which is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" and is a Qualified Person pursuant to NI 43-101.

The Ardich Mineral Resource estimate referenced in this document was estimated in accordance with CIM guidelines as incorporated into NI 43-101, and the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. While terms associated with various categories of "Mineral Resource" or "Mineral Reserve" are recognized and required by Canadian regulations, they may not have equivalent meanings in other jurisdictions outside Canada and no comparison should be made or inferred. Actual recoveries of mineral products may differ from those estimated in the Mineral Resources and Mineral Reserves due to inherent uncertainties in acceptable estimating techniques. In particular, Inferred Mineral Resources have a great amount of uncertainty as to their existence, economic and legal feasibility. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration. Investors are cautioned not to assume that all or any part of the Mineral Resources will ever be converted into Mineral Reserves.

Alacer confirms that it is not aware of any new information or data that materially affects the scientific and technical information included in this document. Alacer also confirms that the form and content in which such scientific and technical information is presented in this document has not materially changed from the original public disclosure.

Basis for Production Targets and Forecast Financial Information

All forecast financial information in this MD&A has been derived from the production targets. The production targets are underpinned solely by the Probable Reserves and are based on Alacer's current expectations of future results or events and should not be solely relied upon by investors when making investment decisions. The estimated Mineral Reserves and Mineral Resources underpinning the production targets have been prepared by a competent person or persons in accordance with the requirements of the JORC Code. These production targets and statements of forecast financial information are extracted from, or based on, the Çöpler Mine Technical Report, a copy of which is available on www.sedar.com and on www.asx.com.au.

- ⁱ Mine site only All-in Sustaining Costs per ounce, consolidated All-in Sustaining Costs per ounce, All-in Sustaining Costs per ounce, Mine site oxide only All-in Sustaining Costs per ounce, and Mine site sulfide only All-in Sustaining Costs per ounce are Non-GAAP Measures with no standardized definition under IFRS. For further information and a detailed reconciliation to IFRS, please see the "Non-GAAP Measures" section of this MD&A.
- ⁱⁱ Detailed information regarding the Ardich Project can be found in the press release entitled "Alacer Gold Announces Further Positive Drill Results for the Ardich Gold Project, including 29.0 meters at 4.81 grams per tonne" dated August 26, 2019, available on www.sedar.com and on www.asx.com.au.
- ⁱⁱⁱ Total recordable injury frequency rate is the total recordable injuries per million hours worked.
- ^{iv} Detailed information regarding 2019 guidance can be found in the press release entitled "Alacer Provides 2019 Production Guidance of 320,000 to 380,000 ounces at AISC of \$675 to \$725 per ounce" dated January 22, 2019. Detailed information on Commercial Production and Increased Oxide Production Guidance can be found in the press release entitled "Alacer Gold Declares Commercial Production at the Çöpler Sulfide Plant and Increases Oxide Production Guidance," dated June 13, 2019. Detailed information on Increased Oxide Production Guidance can be found in the press release entitled "Alacer Gold Announces Third Quarter 2019 Operating and Financial Results with Normalized Earnings Per Share of \$0.12 and Increased Oxide Production Guidance," dated October 29, 2019. All three press releases are available on www.sedar.com and on www.asx.com.au.
- ^v Detailed information regarding the Çöpler Saddle can be found in the press release entitled "Alacer Gold Reports Exploration Results from the Çöpler Saddle Shear Zone at the Çöpler Gold Mine," dated September 26, 2019, available on www.sedar.com and on www.asx.com.au.
- ^{vi} Normalized attributable earnings and normalized earnings per share are Non-GAAP Measures with no standard definition under IFRS. Normalized earnings and normalized EPS are derived from attributable earnings and attributable EPS adjusted for foreign exchange loss, foreign exchange and incentive tax credit impact in deferred tax expense, share-based compensation, and impairment losses.
- ^{vii} Consolidated cash is a Non-GAAP Measure and includes cash that is restricted and shown as a long-term asset in the Company's financial statements and cash held by joint venture partners.
- ^{viii} Net debt is a Non-GAAP Measure. For further information, please see the "Non-GAAP Measures" section of this MD&A.
- ^{ix} Gold Sales proceeds is a Non-GAAP Measure and includes revenue per IFRS and gold sales capitalized in construction in process until commercial production is declared.
- ^x Detailed information in regard to passing the lenders' completion test and key amendments to the finance facility can be found in the press release entitled "Alacer Gold's Çöpler Sulfide Plant Passes Lenders' Completion Test" dated August 1, 2019, available on www.sedar.com and on www.asx.com.au.
- ^{xi} Detailed information regarding the declaration of commercial production of the sulfide plant and the increased oxide production guidance can be found in the press release entitled "Alacer Gold Declares Commercial Production at the Çöpler Sulfide Plant & Increases Oxide Production Guidance," dated June 13, 2019, available on www.sedar.com and on www.asx.com.au.
- ^{xii} Anagold, the 80% owned Alacer subsidiary, is purchasing the Çakmaktepe ore from Kartaltepe, a 50% owned Alacer subsidiary.
- ^{xiii} Detailed information regarding the Gediktepe Project sale can be found in the press release entitled "Alacer Gold Announces the Sale of Its 50% Non-operating Ownership Interest in the Gediktepe Project," dated July 17, 2019, available on www.sedar.com and on www.asx.com.au.
- ^{xiv} Inflation rates obtained from www.treasury.gov.tr, Republic of Turkey Prime Ministry, Undersecretariat of Treasury.