Alacer Gold Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS
March 31, 2020

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

The following management discussion and analysis ("MD&A") dated April 30, 2020 relates to the financial condition and results of operations of Alacer Gold Corp. and its subsidiaries ("Alacer" or the "Company") as of March 31, 2020. The MD&A supplements and complements the Company's unaudited condensed consolidated interim financial statements for the three-month period ended March 31, 2020 (the "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, 2019, and the Annual Information Form ("AIF") for the year ended December 31, 2019. Comparison herein is provided to the three-month period ended March 31, 2019. 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 financial statements for 2019 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 March 31, 2020 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 to IFRS, 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-month period ended March 31, 2020, as well as the outlook for the remainder of 2020.

Table of Contents

Overview

Alacer is a leading low-cost intermediate gold producer whose primary focus is to leverage its cornerstone Çöpler Gold Mine[1] and strong balance sheet as foundations to continue its organic multi-mine growth strategy, maximize free cash flow[2], 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.

Sustainability is of growing importance to all stakeholders, whether they are local communities, local and national governments, our shareholders or our employees. We are committed to honest and open disclosure and continuous improvement.

Alacer continues to pursue opportunities to further expand its current operating base to become a sustainable multi-mine producer with a focus on Turkey. The Çöpler Gold Mine is currently processing ore through two producing plants.

The systematic and focused exploration efforts in the Çöpler District have been successful as evidenced by the discovery of Çakmaktepe, the Ardich deposit[3], and the Çöpler Saddle[4] ("The Saddle") prospect. The Çöpler District remains the focus, with the goal of continuing to grow oxide resources that will deliver production into the future and additional sulfide resources to extend production from the sulfide plant. In the other regions of Turkey, targeted exploration work continues at a number of highly prospective exploration targets.

The successful commissioning of the sulfide plant and the exploration successes have provided the business with a number of exceptional growth and development opportunities. An updated Çöpler District Technical Report[5] is planned to be issued in 2020, updating the performance expectations of the installed assets and defining the growth and development pathways.

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 CHESS Depositary Interests ("CDIs") trade. Alacer owns an 80% interest in the world-class Çöpler Gold Mine in Turkey operated by Anagold Madencilik Sanayi ve Ticaret A.S. ("Anagold"), and the remaining 20% owned by Lidya Madencilik Sanayi ve Ticaret A.S. ("Lidya Mining").

Highlights

Operational

- Gold production was 87,863 ounces in Q1 2020 which is on track to meet 2020 guidance[6] with 62,800 ounces produced from the sulfide plant and 25,063 ounces produced from the oxide plant.
- The Çöpler Gold Mine produced its two millionth ounce during the quarter.
- While there have been some indirect impacts caused by the COVID-19 pandemic, the Çöpler Gold Mine continues to operate, to date, without any material impact on the mining operations, logistics, supply chain, sales or financial position of the Company.
- The Çöpler Gold Mine achieved 2.7 million man-hours and 218 days lost-time injury (LTI) free as of March 31, 2020. The total recordable injury frequency rate[7] for Q1 2020 was 2.69.
- The first scheduled shutdown and internal inspection of autoclave 2 was completed in March and found the refractory linings and equipment to be in excellent condition. An assessment is underway to determine if the planned shutdown of autoclave 1, which is currently scheduled for June, should be rescheduled to later in 2020 or 2021.
- Consolidated All-In Sustaining Costs per ounce[8] sold ("AISC") was $700, which is below guidance[6] of $735 to $785 per ounce.
- The 2019 Sustainability report was published and uploaded to the GRI Sustainability Database.

Growth

- The Company continued its focus on improving and extending oxide gold production in future years beyond the current Çöpler oxide reserves by accelerating the development of a number of near-mine targets within the Çöpler pits and surrounding areas with 10 drill rigs currently active.
- Drilling recommenced at the Ardich deposit in Q1. Ardich has an interim Indicated Mineral Resource of approximately 817,000 ounces of gold (15.86 million tonnes at 1.60 g/t of gold ("Au") and an Inferred Mineral Resource of approximately 594,000 ounces of gold (8.80 million tonnes at 2.10 g/t Au).
- An updated Çöpler District Technical Report ("Technical Report") is planned to be released in the second half of 2020. This will include preliminary development plans for Ardich, updating the performance expectations of the Çöpler sulfide plant, incorporating a proposed supplemental flotation circuit, as well as opportunities for tailings storage expansion and for resource conversion in Çöpler.
- The potential for heap leach pad constraints has been eliminated with the progression of an approximate 25 million tonnes Çöpler heap leach pad expansion that will be built in phases over the coming years and providing approximately 5 years of additional oxide processing capacity.
- The Company announced positive drill results for the Mavialtin Porphyry Belt[9] ("Mavialtin") which confirmed and extended the known extent of copper and gold mineralization in Mavidere, Findiklidere and Aslantepe.
- The Company continues to actively explore a number of highly prospective exploration targets across Turkey.
  - Initial drill results from the Copper Hill copper exploration prospect in the Black Sea region were issued on April 22, 2020[10]. Seven of the eight holes intersected high grade sulfide copper mineralization close to surface.

Financial

- Attributable Q1 2020 earnings were $48.6 million or $0.16 per share with normalized attributable earnings[11] of $28.4 million or $0.10 per share.
- The Company ended the first quarter with consolidated cash[12] of $239 million, debt[13] of $262 million, resulting in net debt[13] of $23 million.
- Gold sales in Q1 2020 were 89,604 ounces resulting in revenue of $142.3 million and cash flow from operating activities of $63.4 million.

COVID-19

In order to mitigate the risks to our people, the communities in which we operate and our business, Alacer began planning and preparing in earnest early for the probable escalation of the COVID-19 pandemic. While there have been some indirect impacts caused by the COVID-19 pandemic, the Çöpler Gold Mine continues to operate, to date, without any material impact on the mining operations, logistics, supply chain, sales or financial position of the Company.

Our approach to preparations focused on:

First - Restricting non-essential travel and managing contact of our staff and contractors in order to reduce the chance of COVID-19 spreading to our areas of operations. Alacer has implemented an Infectious Diseases Outbreak Management plan ("IDOM") which includes elements such as:

- Screening, separation, quarantine and rapid medical assessment for individuals arriving to site.
- Implementation of an education and awareness program, using posters, toolbox talks, and other promotional resources.
- Increased availability of personal protective equipment (PPE) supplies, masks, wipes, and hand sanitizers.
- Temporarily closures of corporate offices, with our employees now working remotely and under significant travel restrictions.

Second - Planning for disease control and patient care should our areas of operation or our people become infected. For example, quarantine/treatment plans and local community cooperation/response plans are being initiated.

Third - Taking all reasonable measures and actions required for continued safe mine operations. These measures include logistics and supply chain planning as well as remote support from remote control nodes in Turkey, Australia and the United States. These remote-control nodes are primarily intended to allow remote experts access so that they can provide support and technical assurance for the plant operations.

Finally - If circumstances force operations to slow or to be temporarily suspended, Alacer has plans in place for a safe orderly shutdown and a speedy restart to operations as soon as conditions allow. Alacer's strong balance sheet provides flexibility to weather a long shutdown, should it occur, and then a speedy restart to operations. The Company has a significant consolidated cash position[12] of $239 million at March 31, 2020 that continues to increase through ongoing operations. Given the cash and cash generation profile of the Company, budget spending is currently unaffected, and liquidity is more than adequate to manage quarterly debt service of approximately $21 million.

The protection and care for people and the communities in which we work will remain paramount through these difficult times. Alacer is well prepared, both operationally and financially, to manage the challenge of the COVID-19 pandemic.

In keeping with these objectives, Alacer intends to postpone its annual meeting of shareholders to a later date in accordance with the *Business Corporations Act* (Yukon) and the relief granted by the Toronto Stock Exchange. Alacer will provide an update on the time and format of its annual meeting in due course.

The Turkish government, like other national governments, has implemented measures in response to COVID-19 to help ensure the liquidity and financial stability of companies operating in Turkey during the pandemic. Specifically, the Turkish government introduced legislation postponing the payment dates for certain taxes, royalty fees and permit fees and temporarily limiting the amount of cash dividends that can be paid by Turkish companies. The temporary restriction on dividends limits cash dividends to 25% of a company's 2019 net profit, though companies can apply to the government for an exemption from such restrictions. In light of the absence of any material impact on Alacer's mining operations in Turkey as a result of COVID-19 and the Company's strong cash position, Alacer intends to pay our obligations in the normal course and does not expect the government's temporary restrictions on distributions to adversely impact our business.

Results of Operations

Çöpler Gold Mine

The Çöpler Gold 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 Gold Mine produced 87,863 ounces of gold in Q1 2020.

COVID-19 induced restrictions for employee movement and the proactive need to send home older staff, and those with existing health issues, had some impact on mining operations through a shortfall of mine operators. This contributed to a decision to adopt a revised mine plan to diversify ore sources. The revised mine plan includes both:

1. Deferral of direct hauling (by stockpiling) and placement of ~5 million tonnes of waste material into the tailings storage facility ("TSF") construction. This deferral of both the long-haul to and compaction into the TSF allows fleet hours to be refocused on mine development activities. Subsequent movement of waste material will push some costs to later years, albeit at a higher cost by adding re-handling. Note that despite the reduced construction rate this year, the TSF will still advance at 120% of the current scheduled requirement.

2. Bringing forward a mining area in the Main Pit to diversify ore sources to access in-pit sulfide ore to supplement the stockpiled sulfide ore currently on hand. This will mitigate the potential grade deterioration, should there be a delay in accessing material from the Manganese Pit (which has a cutback scheduled to start delivering ore in late 2020) or if the recent difficulties presenting higher grades from stockpiles persists.

An updated Çöpler District Technical Report is planned to be issued in the second half of 2020, updating the performance expectations of the installed assets and defining the growth and development pathways. This will include the updated mining schedules.

Sulfide Plant

The Çöpler sulfide plant was commissioned in November 2018 with a scheduled ramp-up of 18 months. The plant ramped up in line with expectations through 2019 and Q1 2020. The plant is now operating consistently at or above design throughput rates. Q1 2020 throughput was approximately 105% of annualized design and included a full shutdown of autoclave 2 and a short total plant shutdown. Higher sulfide plant throughput more than offset slightly lower than planned plant recovery and feed grade.

In March 2020, after approximately 16 months in service, the first full shutdown and internal inspection of autoclave 2 was successfully completed. The inspection revealed almost no scaling or wear, which is a very positive indicator for future performance of the autoclaves. This provides the option to safely postpone any major work for autoclave 1, which currently has a shutdown scheduled for June 2020.

Autoclave 2 shutdown – autoclave internal agitator and brickwork (left) & changing an autoclave agitator seal assembly (right)

The 2020 Çöpler Technical Report, planned to be issued in the second half of 2020, will update the operating parameters of the plant and include the results of the optimization studies and programs, including the proposed supplemental flotation circuit. Detailed engineering for the proposed flotation circuit is underway and the final construction decision remains subject to final Board and other approvals once the technical work is complete. If approved, the flotation circuit commissioning is targeted for Q1 2021. As a proactive measure, the flotation circuit was included in the recent amendment to the Çöpler Environmental Impact Assessment application.

The proposed flotation circuit would treat a side stream from the grinding circuit, with the concentrate reporting to autoclave feed and the tails to carbon in pulp. Preliminary studies indicate that there would be a negative recovery impact due to the float tails recovery; however, this will be more than offset by increased plant throughput. The currently installed grinding mills have demonstrated significant latent capacity sufficient to support an increase in sulfide plant throughput capacity up to approximately 3Mtpa. The preliminary capital estimate for the proposed flotation circuit is approximately $15 million. The flotation circuit is anticipated to increase the gold and sulfide sulfur grades processed through the autoclaves (increasing autoclave and oxygen utilization), reduce unit costs, and increase total sulfide plant throughput and gold production.

Ore feed presentation to the sulfide plant is an ongoing focus area and has enabled the improved operating performance to above design throughput rates. Blending from the stockpiles has been challenging given the variability of grade and chemistry (sulfide and carbonate). An updated mine plan providing earlier access to ore will facilitate blending and ore presentation. The proposed flotation circuit, in addition to increasing overall plant throughput, will also ease the constraints on ore presentation, allowing the sulfide plant to accept higher carbonate and lower sulfide grades.

Plant gold recovery rates averaged approximately 92% for Q1 2020. Projects are underway to increase gold recovery and were expected to be mostly completed in mid-2020. As a result of COVID-19, some new specialist equipment sourced from Europe is delayed and therefore may delay the various projects to improve recoveries.

To protect the supply chain, some inventory storage has increased, extra storage facilities have been implemented and alternate suppliers engaged. As a result, there will be a small increase in working capital and some reagent costs in 2020.

The sulfide plant produced 62,800 ounces of gold in Q1 2020.

Sulfide plant in full operation

The TSF is a downstream mass rock fill construction and the phased construction continues. Independent external expert reviews of the TSF design and construction were carried out in 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. Independent external expert reviews of the design, construction and operation of the TSF are scheduled annually.

Tailings storage facility

As of March 31, 2020, the sulfide ore stockpiles contained approximately 6.4 million tonnes at an average grade of 2.65 g/t gold or approximately 543,000 contained gold ounces.

Oxide Plant

Gold production from the oxide plant was 25,063 ounces in Q1 2020. In addition to the gold in the known reserve, the Company has been undertaking a successful in-pit exploration program to identify additional oxide ore. The in-pit exploration program has been successful over recent years and the Company expects the program to continue to deliver additional oxide ore production.

A 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 (approximately 25Mt of additional heap leach capacity). These options provide pathways to accelerate low-cost, near-term development of Çakmaktepe phase two, the Ardich deposit, the Saddle prospect or 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 potential for heap leach pad constraints has been eliminated with the progression of an approximate 25 million tonnes Çöpler heap leach pad expansion that will be built in phases over the coming years and providing approximately 5 years of additional oxide processing capacity.

- Phase one of construction is on track to receive ore in Q2 2020 and will ultimately provide approximately 6 million tonnes of heap leach pad capacity for approximately $12 million.
- Detailed engineering and permitting for subsequent phases are progressing in parallel.

Çöpler Gold Mine and Oxide Heap Leach Pad

Çakmaktepe Mine

As a result of the very successful phase one of Çakmaktepe oxide ore mining in 2019, an additional exploration program has commenced in the Çakmaktepe permitted mining area. The aim of this short exploration program is to fast track phase two of oxide ore mining from areas of Çakmaktepe which are already permitted and ready for mining. Results so far are encouraging and work is ongoing.

As exploration and understanding of the geology of Çakmaktepe and the Ardich deposits advance, it appears that there is connectivity between the areas, potentially creating an expanded "Greater Çakmaktepe" development pathway.

Çakmaktepe Mine

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

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

Çöpler Gold Mine: [1]	Q1 2020	Q1 2019
Production and Sales		
Gold Production (ounces)		
Oxide	25,063	52,421
Sulfide	62,800	36,933
Total Gold Production (ounces)	87,863	89,354
Gold Sales (ounces)		
Oxide	22,833	56,358
Sulfide	66,771	34,686
Total Gold Sales (ounces)	89,604	91,044
Attributable: (80% ownership)		
Gold ounces produced	70,290	71,483
Gold ounces sold	71,683	72,835
Mining		
Ore mined (tonnes)		
Oxide ore	542,002	693,637
Sulfide ore[2]	4,018	19,975
Total ore mined (tonnes)	546,020	713,612
Total waste mined (tonnes)	4,743,109	4,754,172
Oxide ore mined - grade (g/t)	1.20	1.90
Sulfide ore mined - grade (g/t)[2]	2.14	2.76
Contained ounces - ore mined		
Oxide ore	20,984	42,277
Sulfide ore[2]	277	1,773
Total Contained ounces	21,261	44,050
Processing		
Oxide Plant		
Ore treated (tonnes)	539,208	940,775
Ore treated - head grade (g/t)	1.31	1.93
Ore treated - contained ounces	22,670	58,375
Sulfide Plant		
Ore treated (tonnes)	497,370	261,132
Ore treated - head grade (g/t)	4.04	4.89
Ore treated - contained ounces	64,527	41,115
Operating Cost Metrics		
Consolidated Total Cash Costs (C2) per ounce sold[3,4]	$ 586	$ 449
Mine site oxide only All-in Sustaining Costs per ounce sold[3,4]	$ 750	$ 507
Mine site sulfide only All-in Sustaining Costs per ounce sold[3]	$ 640	$ -
Consolidated All-in Sustaining Costs per ounce sold[3,4]	$ 700	$ 659

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 6.4 million tonnes at 2.65 g/t gold or approximately 543,000 contained gold ounces).

3 Consolidated Total Cash Costs (C2) per ounce sold, mine site oxide and sulfide only All-in Sustaining Costs per ounce sold, and consolidated All-in Sustaining Costs per ounce sold 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.

4 The Q1 2019 Consolidated Total Cash Costs (C2) per ounce sold, mine site oxide only All-in Sustaining Costs per ounce sold, and consolidated All-in Sustaining Costs per ounce sold have been restated to include the Çakmaktepe revenue as an offset to production cost in the calculation of C2 in line with the basis of reporting of these cost metrics in the 2019 annual MD&A. In the Q1 2019 MD&A, Çakmaktepe revenue was included only in All-In Costs (AIC).

First Quarter 2020 vs. First Quarter 2019

Production
Total gold production of 87,863 ounces in Q1 2020 was 2% lower than Q1 2019.

Gold production from the oxide plant of 25,063 ounces was 52% lower than Q1 2019 primarily due to the mine plan. There was no mining of Çakmaktepe ore in Q1 2020.

Gold production from the sulfide plant of 62,800 ounces was 70% higher than Q1 2019 as the sulfide plant was in the pre-commercial production phase in Q1 2019.

Gold Sales
Total gold sales of 89,604 ounces in Q1 2020 were 2% lower than Q1 2019.

Mining
Oxide ore tonnes mined in Q1 2020 of 542,002 tonnes were 22% lower than in Q1 2019. The contained gold ounces in the oxide ore mined were 20,984 in Q1 2020 or 50% lower than Q1 2019 as expected in the mine plan due to the completion of Çakmaktepe phase one mining in 2019. The Q1 2020 oxide ore mined grade was 1.20 g/t as compared to 1.90 g/t in Q1 2019.

Sulfide ore tonnes mined in Q1 2020 of 4,018 tonnes were below the sulfide ore tonnes mined in Q1 2019 in line with the mine plan.

The total waste tonnes mined in Q1 2020 of 4,743,109 tonnes were in line with Q1 2019.

Oxide Plant
The stacked oxide ore in Q1 2020 contained 22,670 ounces of gold which was 61% lower than Q1 2019 due to the mine plan.

Sulfide Plant
The sulfide plant treated 497,370 tonnes of sulfide ore in Q1 2020 which was significantly higher than Q1 2019 as the sulfide plant was in the pre-commercial production phase in Q1 2019.

Cost Metrics
Consolidated Total Cash Costs (C2) per ounce[8] sold in Q1 2020 of $586 were 31% higher than in Q1 2019 primarily due to the inclusion of C2 cost metrics for sulfide and the non-recurrence of mining lower cost Çakmaktepe ore.

Mine site oxide only All-in Sustaining Costs per ounce[8] sold in Q1 2020 of $750 were 48% higher than in Q1 2019 primarily due to lower oxide ounces sold from the non-recurrence of mining at Çakmaktepe.

Mine site sulfide only All-in Sustaining Costs per ounce[8] sold in Q1 2020 were $640.

Consolidated All-in Sustaining Costs per ounce[8] sold of $700 were 6% higher than in Q1 2019 due to higher C2 costs as well as higher sustaining capital primarily related to the heap leach pad expansion and TSF construction.

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

Investments in Mineral Properties and Equipment

A summary of the investments in capital for the three-month period ended March 31, 2020 is presented below:

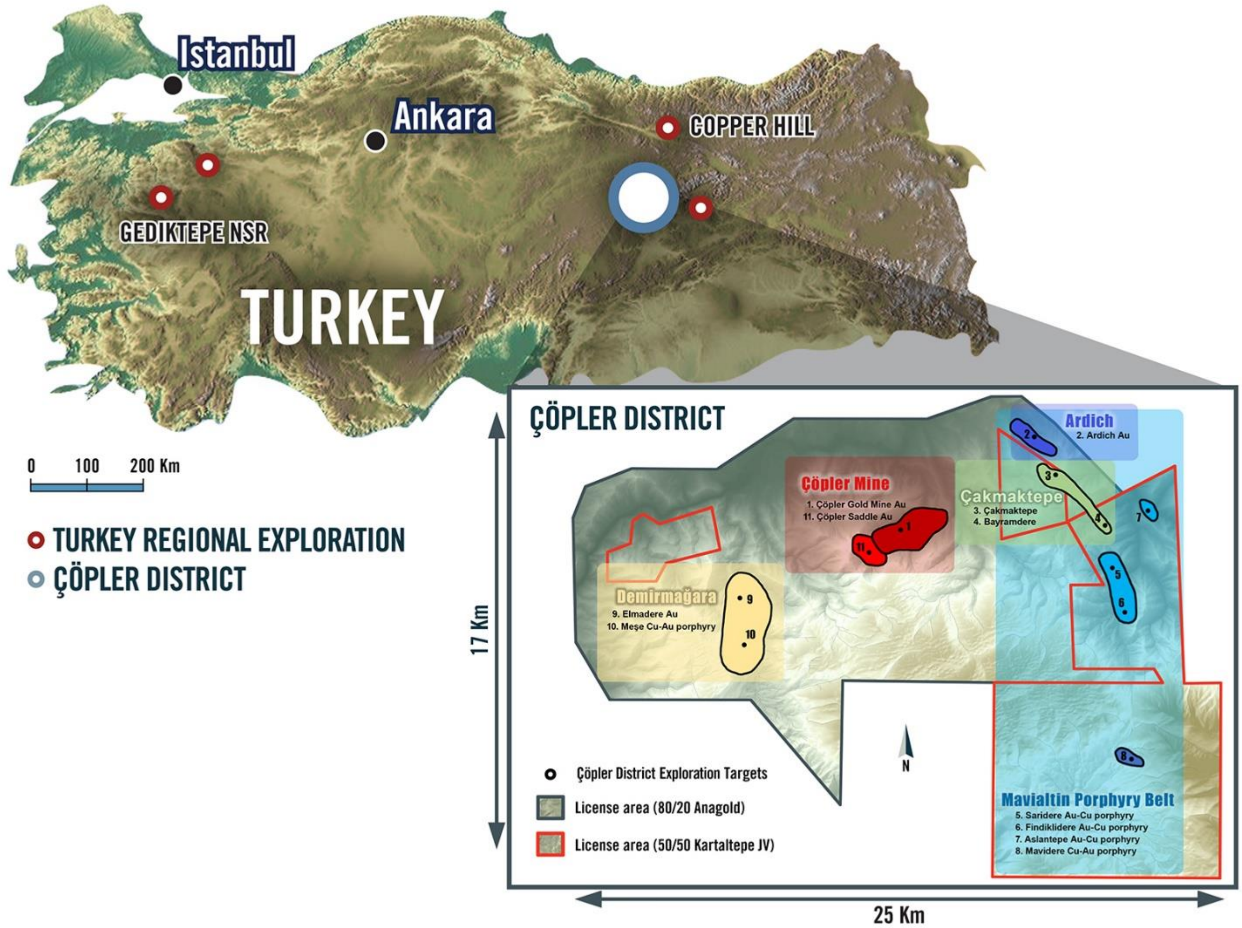
Capital Investments (in '000)	**Q1 2020**	
	100%	**Attributable[1]**
Sustaining and general capital		
Heap Leach Pad expansion (6 Mt)	$ 1,336	$ 1,069
TSF	2,881	2,305
General plant and other assets	279	174
Sustaining capital - Total	$ 4,496	$ 3,548
Growth capital		
TSF - Accelerated development	2,937	2,350
Other growth (including Çöpler District Technical Report)	3,196	2,557
Growth capital - Total	$ 6,133	$ 4,907
Total capital expenditures	**$ 10,629**	**$ 8,455**

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

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 in Q1 2020 totaled approximately $4.5 million which includes spend on the heap leach pad expansion, TSF construction, and other 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. Growth capital expenditures in Q1 2020 totaled approximately $6.1 million which includes TSF accelerated development construction and other growth projects to support ongoing operations.

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 Gold Mine infrastructure and new standalone projects.

The Company holds a significant portfolio of highly prospective exploration land holdings across Turkey, some of which are currently being drilled. The Company has a disciplined and systematic approach to exploration and is constantly evaluating the portfolio. Currently the exploration portfolio consists of approximately 125,000 hectares with rights to acquire approximately 55,000 hectares and approximately 9,000 hectares relinquished in 2019.

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.

The success of the sulfide plant commissioning and the exploration program has provided the business with a number of exceptional growth and development opportunities. An updated Çöpler District

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

Technical Report is planned to be issued in the second half of 2020, updating the performance expectations of the installed assets and defining the growth and development pathways.

YTD 2020 Exploration spending (in '000)[1]	Alacer Contribution (%)	Exploration 100%	Exploration Attributable
Çöpler District 80/20	80%	$ 1,390	$ 1,112
Çöpler District 50/50	50%	646	323
Other	Varied	278	272
Total		$ 2,314	$ 1,707

[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.

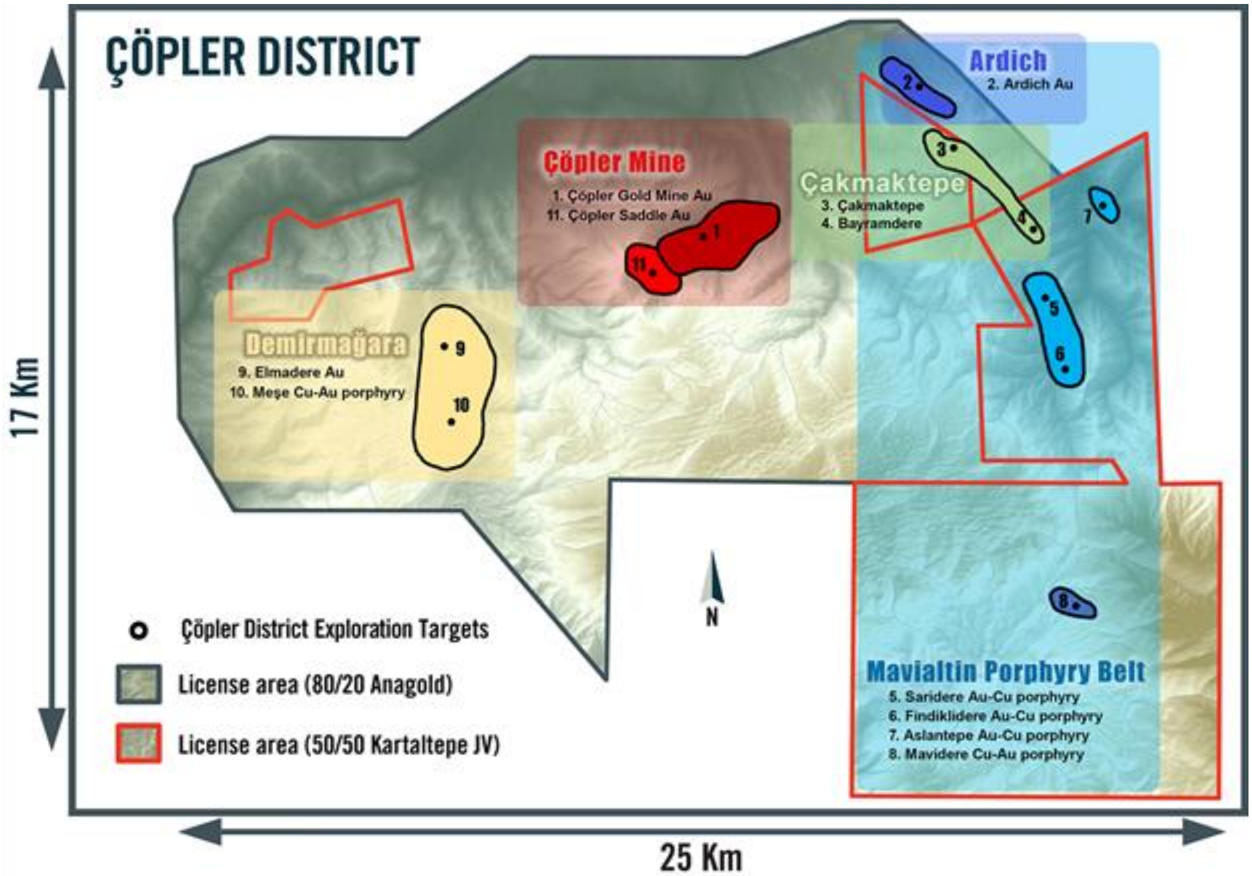
Çöpler District

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 Çakmaktepe, the Ardich deposit, the Saddle prospect and many other advanced exploration targets. The Çöpler District can be broadly categorized into five areas: Çöpler Gold Mine, Çakmaktepe, Ardich, the Mavialtin Porphyry Belt and Demirmağara.

The Company's capital allocation focus is to fast track the extension of the Çöpler Gold Mine oxide ore production, along with the mobilization of a project and development team to deliver the growth potential identified around the Çöpler District.

The COVID-19 pandemic has delayed exploration drilling, because of restrictions of movement and equipment. As a result of this, the planned ramp up of the drill program at the Ardich deposit and other areas has been delayed. This will have some impact on the rate that the Company can convert areas into production. Despite the restrictions, the Company has still managed to mobilize ten exploration diamond core drill rigs which are currently active in the Çöpler District: four drill rigs at the Ardich deposit, four in the Çöpler Gold Mine pit and two in Çakmaktepe. Exploration is active at Çakmaktepe, the Ardich deposit and in the Saddle prospect.

Community and social engagement, which is always critical to the development of new mining areas, has also been slowed by COVID-19. Permitting and government engagement processes are also expected to be impacted by social distancing practices and the focus of government officials on dealing with the COVID-19 pandemic. This may delay access to some new mining areas. However, some areas such as Southern Ardich (Greater Çakmaktepe) have an easier permitting and access pathway. The Company is working to accelerate the technical work required to allow these areas to come into the schedule earlier, which will be important, especially in the event that land access to Northern Ardich is delayed.



Çöpler Gold Mine

The operating mine is the foundation 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 Gold Mine near-mine development strategy has been proven.

The potential for heap leach pad constraints has been eliminated with the progression of an approximate 25 million tonnes Çöpler heap leach pad expansion that will be built in phases over the coming years and providing approximately 5 years of additional oxide processing capacity.

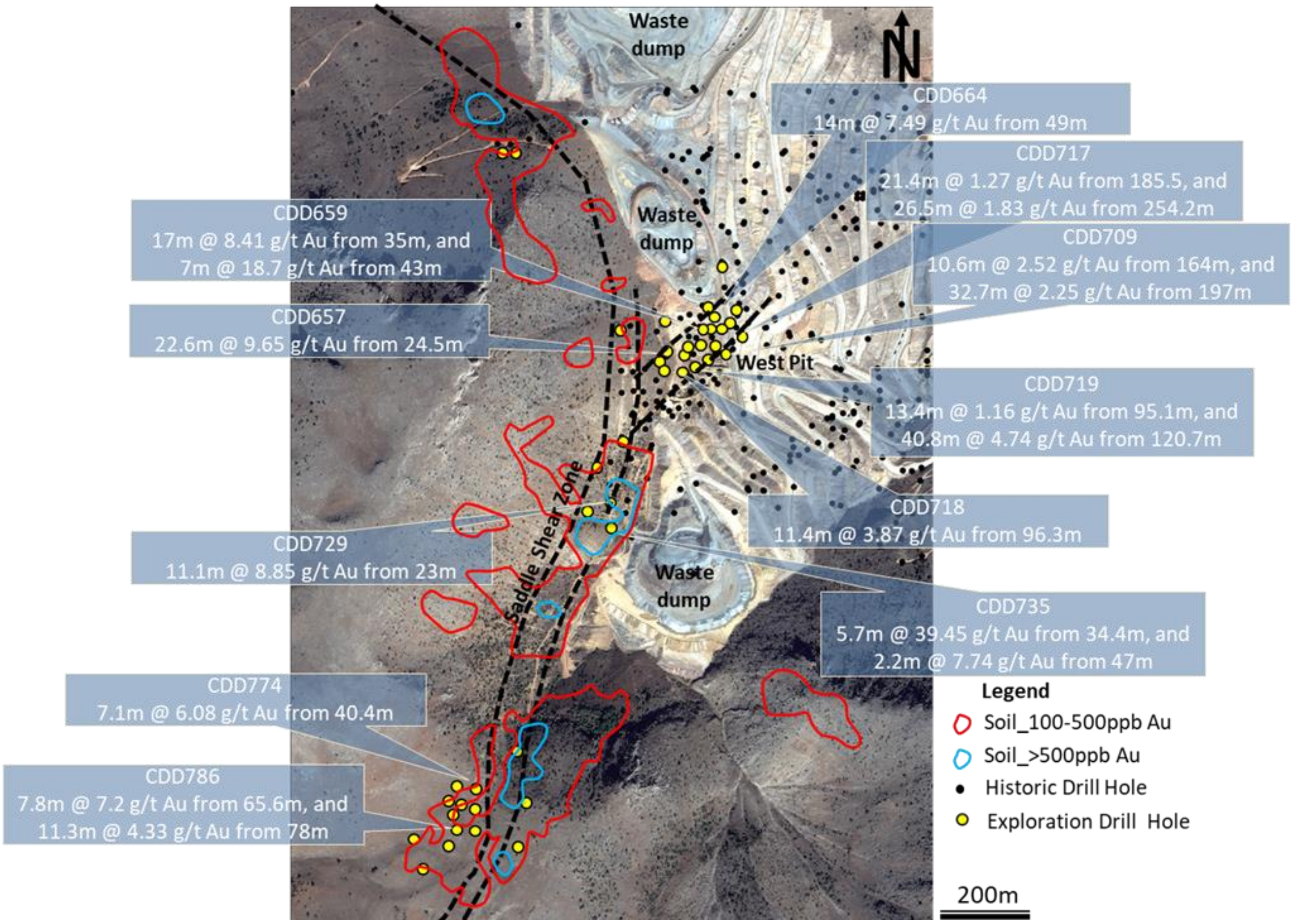
- Phase one of construction is on track to receive ore in Q2 2020 and will ultimately provide approximately 6 million tonnes of heap leach pad capacity.
- Detailed engineering and permitting for subsequent phases are progressing in parallel.

Starting in 2017, the Çöpler Gold Mine in-pit exploration program successfully provided additional oxide ore to the processing facilities, and it is expected to continue in the future. The in-pit exploration program is ongoing with some contribution being included in the 2020 production schedules.

Çöpler Saddle

The Saddle prospect (80% Alacer owned) has been defined by surface mapping and soil sampling on a 25 meter ("m") by 25m grid (gold geochemistry). The Saddle prospect borders the western flank of the Çöpler Gold Mine with a shear zone passing through the existing Çöpler Gold Mine West Pit, which is currently in production. The shear zone is defined as an arc-like structure running north-south for approximately 2km.

The Company announced the results of the initial testing of the Saddle[4] prospect 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 Mine

Çakmaktepe[14] is located approximately 5km 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 2019. Çakmaktepe is owned on a 50% basis with Alacer's joint venture partner, Lidya Mining.

As a result of the very successful phase one of Çakmaktepe oxide ore mining in 2019, an additional exploration program has commenced in the Çakmaktepe permitted mining area. The aim of this short exploration program is to fast track phase two of oxide ore mining from areas of Çakmaktepe which are already permitted and ready for mining. Results so far are encouraging and work is ongoing.

Ardich Gold Deposit

The Ardich gold deposit is located primarily on the 80% Alacer owned Anagold tenement and is 6km northeast of the Çöpler Gold Mine and processing facilities with an existing access road connecting the nearby Çakmaktepe operations.

The Ardich gold deposit is a listwanite-dolomite hosted gold replacement deposit with mineralization occurring along thrust zones between listwanite, ophiolites, hornfels, dolomites and limestones. Mineralization and alteration extend in a NW-SE direction, parallel to major structures controlling both mineralization and block rotations. Gold grades increase at dolomite-listwanite contacts and within silica-rich listwanites. Based on available drill data, the main mineralized zone appears tabular and almost flat.

In 2019, the Company announced a significant extension of the mineralization of the Ardich gold deposit[3] ("Ardich update") which increased the interim Indicated Mineral Resource to approximately 817,000 ounces of gold (15.86 million tonnes at 1.60 g/t gold) and the Inferred Mineral Resource to approximately 594,000 ounces of gold (8.80 million tonnes at 2.10 g/t gold). Exploration has been focused on determining the extent of the viable mineralized target rather than infill drilling for resource conversion. Once the mineralized system dimensions and geology are better understood, a more comprehensive infill drilling program will commence with the aim of defining an expanded Resource and Reserve estimate. Exploration continues and is being accelerated with four diamond drill rigs currently on site. The interim Mineral Resource extends approximately 1.4km along a NW/SE strike, representing areas with enough drill density to define a Resource. Surface mapping indicates the mineralized target could extend beyond 2km. The updated Mineral Resource estimate consists of predominantly oxide ore with some sulfide ore which is confined to small pyrite rich jasperoid zones.

Ardich's 2018 resource pit shell is already approaching the Çakmaktepe North reserve pit shell. As exploration and understanding of the geology of the Çakmaktepe and the Ardich deposits advance, it appears that there is probable connectivity between the areas, potentially creating an expanded "Greater Çakmaktepe" development pathway. Drilling in Q1 2020 has focused on defining the connections especially around the mineralized fault that seems to be a source of mineralization for both the Ardich deposit and Çakmaktepe.

The Mineral Resource updates demonstrate the deposit's growth and continued upside potential.

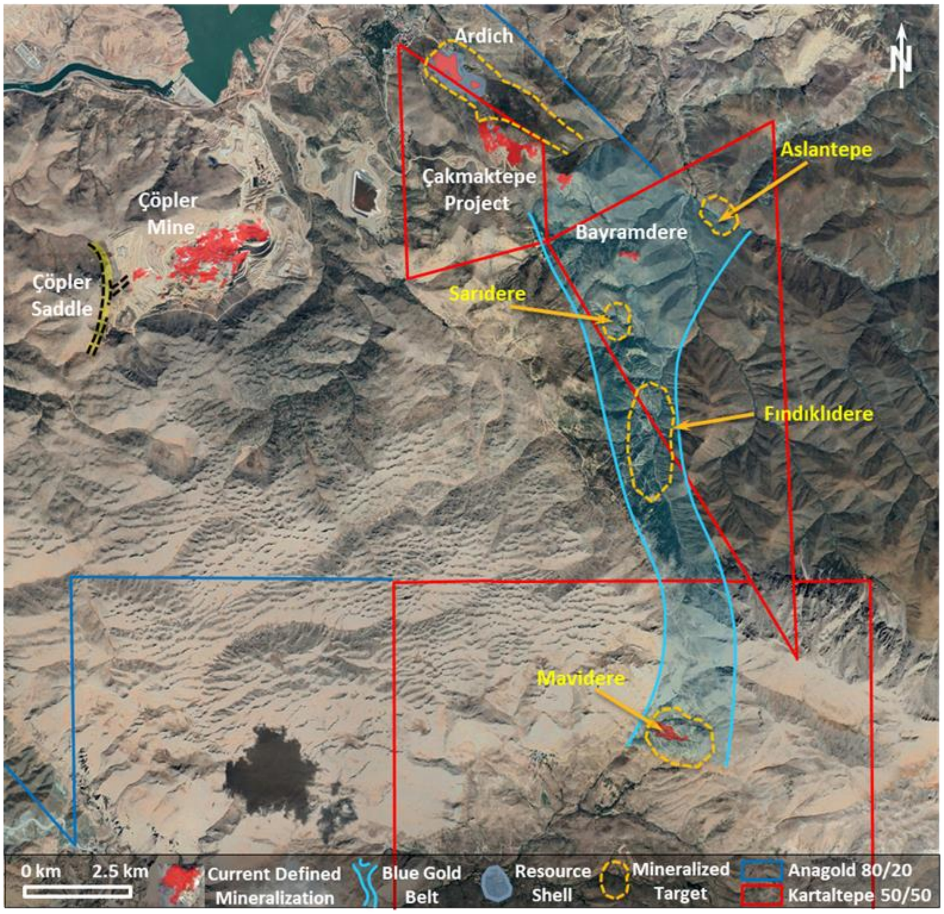
Additional drilling, metallurgical testing and geotechnical studies are underway. The Company has prioritized near-mine exploration (the Ardich deposit, Çöpler Gold Mine, the Saddle prospect and Çakmaktepe) to achieve near-term access and mining with the potential to add near-surface ounces to the Company's production profile within the next two to three years and beyond. Permits have been received to allow step-out drilling south of the Ardich Mineral Resource to test the extent of the mineralization. Permits are pending to test the area between Çakmaktepe North and the Ardich deposit.

Çakmaktepe, the Ardich deposit and the Saddle prospect represent the next phase of the Company’s execution of the Çöpler Gold Mine 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 Saddle oxide ore at the existing Çöpler oxide plant facilities utilizing the approximately 25 million tonnes heap leach pad 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 the Ardich deposit sulfide ore at the Çöpler sulfide plant facilities.

The Mavialtin Porphyry Belt (Gold & Copper Prospect)

The Mavialtin Porphyry Belt (50% Alacer owned) extends from the Ardich gold deposit in the north to Mavidere (previously called Karakartal) in the south. Mavialtin is a structural corridor approximately 6-7 km wide and extending over approximately 20km from the Çakmaktepe deposit to the Mavialtin porphyry deposit. Mavialtin hosts at least four areas of porphyry gold-copper mineralization, namely Mavidere, Findiklidere, Saridere, and Aslantepe.



Map of the Mavialtin Porphyry Belt

In February 2020, the Company announced positive drill results for Mavialtin[9] which confirmed and extended the known extent of mineralization in Mavidere, Findiklidere, and Aslantepe. Building off historical exploration work, the Company remapped, reinterpreted and then drilled an additional sixteen diamond drill holes (nine in Mavidere, five in Findiklidere, and two in Aslantepe). The tested porphyries are at or close to surface, with mineralization typical of porphyries and appear to be low in other metals and arsenic.

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 rock and soil geochemistry anomalies. Alacer also previously drilled some areas of Mavialtin 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 southeast extension of the mineralized body.

Detailed prospect size alteration and lithology mapping has been completed, resulted in defining a large alteration shell with quartz veining. This area will be drill tested in 2020.

The exploration and future development strategy for Mavialtin is two-fold:

1. Expand the known areas of mineralization, while concurrently making new discoveries, to economically justify a standalone mine; and/or
2. Develop a Mavialtin Complex where various smaller deposits could be processed through a central facility.

Mavialtin's future developmental potential and optionality are illustrated by:

1. Proximity to existing operations/infrastructure in the Çöpler Gold Mining District
2. Near surface nature of the mineralization
3. Length of the mineralized intercepts which indicate the potential for volume
4. Some high-grade intercepts

In the Findiklidere porphyry prospect, a new potassic alteration zone was identified approximately 500m south of the 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 copper-gold prospects is another porphyry mineralization located within the Mavialtin Porphyry Belt. Alacer drilled two diamond core holes totaling 440.3m in 2018, resulting in detailed mapping and surface sampling during 2019. Alacer plans to drill the Aslantepe porphyry prospect in 2020.

The Company owns 80% of Mavialtin within the Anagold leases and 50% within the Kartaltepe leases, as a joint venture with our partner, Lidya Mining. The Company also holds a 2% net smelter return[14] for two of the Mavialtin Kartaltepe leases which includes Çakmaktepe, Bayramdere, Aslantepe and part of Findiklidere.

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 has taken a very disciplined approach to exploration in Demirmağara, such as data mining the Company's historical exploration database, remapping, reinterpretation and conservative drill confirmation of models, resulting in a reinterpretation of Demirmağara. Subsequently, 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.

Copper Hill Copper Exploration Prospect

Initial drill results from the Copper Hill copper exploration prospect in the Black Sea region (northeast Turkey) were issued on April 22, 2020[10]. The initial testing of the target consisted of eight diamond drill holes totaling 3,180.8m. Seven of the eight holes intersected sulfide (chalcopyrite) copper mineralization, many with impressive grades including holes:

- EKD-02: 40.8m @ 0.87% Cu from 77.7m and 40.8m @ 2.66% Cu from 144.7m, including 16.7m @ 4.7% Cu from 152.9m and 8.2m @ 2.95% Cu from 174m, and 16.6m @ 0.44% Cu from 202m and 10.9m @ 0.5% Cu from 290.4m
- EKD-03: 6m @ 0.39% Cu from 33m and 10.5m @ 0.2% Cu from 45m and 70.3m @ 1.66% Cu from 83.7m, including 4.4m @ 8.25% Cu from 115.3m
- EKD-04: 51m @ 0.98% Cu from 13m and 6.7m @ 0.6% Cu from 120.4m and 10.3m @ 0.77% Cu from 133.4m and 45.7m @ 2.03% Cu from 158.7m, including 17.7m @ 3.99% Cu from 162.8m

The intercepts are high grade, close to surface and appear to be very low in contaminates. The drilling pattern was constrained to areas previously permitted for drilling. Additional diamond drilling is planned in 2020 to test the extension of the mineralization, pending approval of new drill permits and weather.

The Copper Hill copper exploration prospect is covered by subvolcanic porphyritic intermediate magmatic rocks and volcano-sedimentary unit that contains interbedded limestone. Skarn-type copper-iron occurrences (chalcopyrite-magnetite) developed along the contacts between limestone and porphyries. In the limited area where the skarn is at surface, the mineralization consists of chalcopyrite, specular-hematite and magnetite with exotic copper such as malachite. All mineralization in the drill holes reported here was primary Copper – Sulfide mineralization (chalcopyrite).

Alacer owns 50% of the Copper Hill copper exploration prospect in a joint venture with our long-term partner, Lidya Mining. The Lidya mining exploration team made the discovery of the Copper Hill prospect.

Turkey Regional Exploration

The Company holds a significant portfolio of highly prospective exploration land holdings across Turkey, 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 Gold Mine infrastructure and new standalone projects.

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

Financial Highlights

A summary of the Company's consolidated financial results for the three-month periods ended March 31, 2020 and 2019 are presented below:

Consolidated Financial Summary (in '000, except for per share)		Q1 2020		Q1 2019
Revenue:	$	142,267	$	73,520
Less:				
Production costs		52,519		28,776
Depreciation, depletion and amortization		27,690		10,332
Gross profit	$	62,058	$	34,412
Less:				
Other costs	$	18,698		18,078
Finance costs		5,870		741
Exploration and evaluation		1,657		852
Share of loss (income) on investments accounted for using the equity method		611		(1,193)
Income tax (benefit) expense		(27,173)		9,495
Total net profit and comprehensive profit	$	62,395	$	6,439
Amounts attributable to owners of the Company:				
Total net profit	$	48,621	$	3,337
Total net profit per share - basic	$	0.16	$	0.01
Total net profit per share – diluted	$	0.16	$	0.01
Cash Flows				
Operating cash flows	$	63,400	$	33,416
Investing cash flows[2]	$	(13,040)		(1,320)
Financing cash flows[2]	$	(45,750)		(65,300)
Subtotal - Cash flows	$	4,610		(33,204)
Effect of exchange rate changes on cash	$	(12)	$	11
Change in cash	$	4,598	$	(33,193)
Ending cash and cash equivalents	$	199,368	$	71,605
		As of		
		31-Mar-20		**31-Dec-19**
Financial Position				
Working capital[1]	$	223,119	$	202,364
Restricted cash	$	32,899	$	30,834
Total assets	$	1,583,402	$	1,576,307
Non-current liabilities	$	324,874	$	346,994
Total liabilities	$	448,426	$	484,224
Total equity	$	1,134,976	$	1,092,083

[1] Working capital is a Non-GAAP Measure. For further information, please see the "Non-GAAP Measures" section of this MD&A.
[2] The Q1 2019 Investing and Financing cash flows have been restated to be on a comparable basis of reporting as the 2019 annual MD&A. For more information, refer to the Q1 2020 financial statements of the Company.

First Quarter 2020 vs. First Quarter 2019

Revenue of $142.3 million was 94% higher than Q1 2019 due to an increase in gold ounces sold reflected in Revenue and from a 22% higher average realized gold price. In Q1 2020, all gold sales proceeds[15] from the sulfide plant were recognized as Revenue in the Company's Consolidated Statements of Profit. In Q1 2019, all gold sales proceeds[15] from the sulfide plant were capitalized to Mineral Property and Equipment in the Company's Consolidated Statements of Financial Position along with the associated operating costs and not shown as Revenue in accordance with IFRS as Q1 2019 included the period prior to declaration of commercial production of the sulfide plant. Total cost of sales in Q1 2020 of $80.2 million increased 105% as compared to Q1 2019 in line with higher Revenues.

Attributable net profit of $48.6 million for Q1 2020 was significantly higher compared to Q1 2019 primarily due to recognizing all gold sales proceeds from the sulfide plant as Revenue in Q1 2020 and from an income tax benefit recognized in Q1 2020 related to additional incentive tax credits which is further described in the "Income tax (benefit) expense" section. In Q1 2019, all gold sales proceeds from the sulfide plant were capitalized to Mineral Property and Equipment in the Company's Consolidated Statements of Financial Position in accordance with IFRS as Q1 2019 included the period prior to declaration of commercial production of the sulfide plant.

Cash and cash equivalents increased $4.6 million during Q1 2020 as compared to a decrease of $33.2 million in Q1 2019 reflecting higher gold sales proceeds from the sulfide plant and the non-recurrence of classifying certain cash balances as restricted related to the establishment of a debt service reserve account required as part of the Company's finance facility. The Company's consolidated cash[12] position as of March 31, 2020 was $239 million as compared to $117 million as of March 31, 2019.

Operating cash flows of $63.4 million in Q1 2020 were $30.0 million higher than in Q1 2019 due to higher revenue and higher average realized gold prices and include gold sales proceeds from the sulfide plant and associated operating costs for the period through March 31, 2020. Gold sales proceeds from the sulfide plant and associated operating costs were not included in Q1 2019 operating cash flows but instead reflected in investing cash flows in accordance with IFRS as Q1 2019 included the period prior to declaration of commercial production of the sulfide plant.

Investing outflows of $13.0 million in Q1 2020 were $11.7 million higher than in Q1 2019 and reflect a more normalized investing outflow environment with inclusion of regular capital expenditure. In Q1 2019, investing cash outflows included gold sales proceeds from the sulfide plant and associated operating costs which substantially offset the effect of regular capital expenditure.

Financing outflows of $45.7 million in Q1 2020 were $19.6 million lower than in Q1 2019 primarily due to the non-recurrence of originally classifying certain cash balances as restricted related to the debt service reserve account required as part of the Company's finance facility. Q1 2020 financing outflows did include a $20 million distribution to our joint venture partner which is classified as a non-controlling interest distribution in the Company's Q1 2020 Statement of Cash Flows.

Total Gold Sales Proceeds

The Company sold 89,604 ounces of gold in Q1 2020 resulting in total gold sales proceeds[15] of $142.3 million all of which was recognized as Revenue. In Q1 2019, all gold sales proceeds from the sulfide plant were capitalized to Mineral Property and Equipment in the Company's Consolidated Statements of Financial Position in accordance with IFRS as Q1 2019 included the period prior to declaration of commercial production of the sulfide plant. Details of total gold sales proceeds[15] for the three-month periods ended March 31, 2020 and 2019 are presented below:

	Q1 2020	Q1 2019
Gold ounces sold[1]	89,604	91,044
Revenue ($000)	$ 142,267	$ 73,520
Gold sales capitalized for the sulfide plant construction ($000)	$ -	$ 45,310
Total gold sales proceeds ($000)[2]	$ 142,267	$ 118,830
Average realized price	$ 1,588	$ 1,305
Average London PM Fix	$ 1,582	$ 1,303

[1] Includes 100% of the Çöpler Gold Mine.

[2] Total Gold Sales Proceeds, a non-GAAP measure, includes Revenue per IFRS and gold sales capitalized in construction in progress, if applicable. In Q1 2019, all gold sales proceeds from the sulfide plant were capitalized to construction in progress within Mineral Property and Equipment in the Company's Consolidated Statements of Financial Position. For further information, please see the "Non-GAAP Measures" section of this MD&A.

The Company's average realized gold price in Q1 2020 was $1,588 per ounce. The increase in average realized gold price in Q1 2020 as compared to a similar period in 2019 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-month periods ended March 31, 2020 and 2019 are presented below:

(In $000's)	Q1 2020	Q1 2019
General and administrative	$ 4,229	$ 4,197
Share-based employee compensation costs	(1,899)	4,341
Foreign exchange loss	14,979	9,006
Finance expense	5,870	741
Other loss	1,389	534
Total corporate and other costs	$ 24,568	$ 18,819

General and administrative costs in Q1 2020 were in line with Q1 2019.

Share-based employee compensation costs represent 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 business performance measures. The share-based employee compensation cost in Q1 2020 decreased in line with the Company's share price decrease.

Foreign exchange gain/loss results mostly from movements between USD and TRY exchange rates as applied to Turkish operations. As the TRY weakened by 10% in Q1 2020, a loss of approximately $15 million was incurred from the realized and unrealized gains/losses from foreign currency revaluation of monetary balance sheet accounts denominated in TRY including the deferred tax asset. In Q1 2019, the TRY weakened by 7%. The most significant TRY denominated asset is the deferred income tax asset related to the incentive tax credits.

Finance costs were higher in Q1 2020 compared to Q1 2019 as interest and borrowing costs incurred related to the Company's finance facility are no longer capitalized to Mineral Property and Equipment upon the Company's declaration of commercial production of the sulfide plant and instead expensed in the Company's Consolidated Statements of Profit. In Q1 2019, the interest and borrowing costs incurred related to the Company's finance facility were capitalized to Mineral Property and Equipment in the Company's Consolidated Statements of Financial Position in accordance with IFRS.

Other loss in Q1 2020 of $1.4 million primarily relates to hedging losses which is further described in the "Financial Instruments and other Instruments" section.

Income Tax (benefit) expense

Details of income tax (benefit) expense for the three-month periods ended March 31, 2020 and 2019 are presented below:

(In $000's)	Q1 2020	Q1 2019
Income tax (benefit) expense	$ (27,173)	$ 9,495

The income tax benefit of $27.2 million for the three-month period ending March 31, 2020 was driven by the recognition of a $48 million benefit related to additional incentive tax credits being recognized from qualified spend relating to the Sulfide Project. A detailed review was undertaken of expenditure related to the Sulfide Project for the years 2014 to 2019. The review concluded that some additional costs related to the finance facility (including interest cost and foreign exchange loss) that were utilized for the construction of the sulfide plant qualified as eligible spend for incentive tax credits in accordance with the current incentive certificate. As a result of this review, the Company recognized a $48 million income tax benefit in Q1 2020 for additional incentive tax credits.

The income tax (benefit) expense also reflects the FX impact on the deferred tax liability due to the weakening of the TRY. The number of incentive tax credits being generated is reducing following completion of the Sulfide Plant construction; however, incentive tax credits for the ongoing TSF construction, heap leach pad expansion, and some other construction spend will continue. 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 as the generation of incentive tax credits reduces.

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

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 March 31, 2020.

(in '000, except for per share)	Q1 2020	Q4 2019	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018	Q2 2018
Total revenues[1]	$ 142,267	$ 156,522	$ 143,981	$ 96,220	$ 73,520	$ 63,806	$ 35,495	$ 32,342
Amounts attributable to owners of the Company:								
Net Profit (Loss)	$ 48,621	$ 73,291	$ 34,831	$ 4,833	$ 3,337	$ 35,699	$ (27,142)	$ (20,115)
Per share profit (loss):								
- basic	$ 0.16	$ 0.24	$ 0.12	$ 0.02	$ 0.01	$ 0.12	$ (0.09)	$ (0.07)
- diluted	$ 0.16	$ 0.24	$ 0.12	$ 0.02	$ 0.01	$ 0.12	$ (0.09)	$ (0.07)

[1] Excludes sulfide gold sales capitalized in construction in progress until commercial production was declared, where applicable.

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 Q1 2020, the TRY weakened by 10% resulting in an unfavorable non-cash impact on attributable net profit as discussed in the *"Financial Highlights"* section.

Liquidity, Capital Resources and Contractual Obligations

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. The Company anticipates using similar financing resources to settle future liquidity obligations. 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.

With respect to the COVID-19 pandemic, if circumstances force operations to slow or to be temporarily suspended, Alacer has plans in place for a safe orderly shutdown and a speedy restart to operations as soon as conditions allow. Alacer's strong balance sheet provides flexibility to weather a long shutdown, should it occur, and then a speedy restart to operations. The Company has a significant consolidated cash position[12] of $239 million at March 31, 2020 that is more than adequate to manage quarterly debt service of approximately $21 million. Currently, capital resources at March 31, 2020 are expected to be sufficient to fund planned operations, forecasted exploration, and capital expenditures in 2020.

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, pandemics, 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.). The finance facility has interest rates of LIBOR, which is floating, plus a fixed interest rate margin in the range of 3.50% - 3.70% depending on the tranche. Additionally, it has no mandatory hedging or cash sweep requirements, 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 is implemented on approximately 50% of the outstanding debt balance through the duration of the interest rate hedge program which completes at the end of 2021. Restricted cash accounts must also be maintained over the term of the finance facility. As of March 31, 2020, the Company is in compliance with all aspects of the finance facility.

Working Capital

Working capital[16], current assets less current liabilities, increased by $20.8 million in Q1 2020 to $223.1 million from December 31, 2019 primarily due to an increase in Cash and Cash Equivalents from higher Gold Sales Proceeds[15], higher Receivables and other assets, and lower Trade 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. Refer to the discussion regarding temporary limits on the amount of cash dividends that can be paid by Turkish companies found in the COVID-19 section of this MD&A. These provisions are not expected to adversely affect the Company's ability to meet its commitments when due.

The Company anticipates working capital needs in 2020 will consist primarily of repayments of principal and interest under the finance facility totaling approximately $83 million and payments related to leases totaling approximately $10 million in addition to normal course operating expenditures incurred in connection with the Company's operations.

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 and, most recently, by COVID-19. 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 and the impact of COVID-19 on the

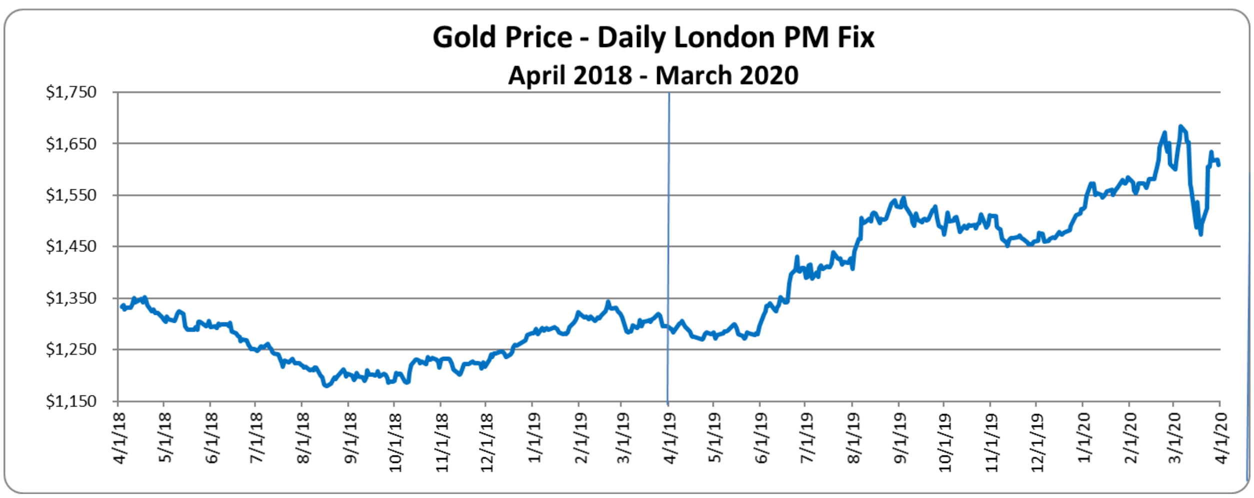
Company's business are the primary economic factors that have and are expected to impact financial results during 2020.

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 Q1 2020, the gold price experienced volatility with the London PM Fix price ranging from a low of $1,474 per ounce on March 19, 2020 to a high of $1,684 per ounce on March 6, 2020. The price of gold closed at $1,609 per ounce on March 31, 2020, and the average Q1 2020 market price of $1,582 per ounce represents a $279 per ounce increase from the $1,303 per ounce average annual market price for Q1 2019.

The chart below shows the daily London PM Fix gold price from April 1, 2018 through March 31, 2020:



Currency Rates

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

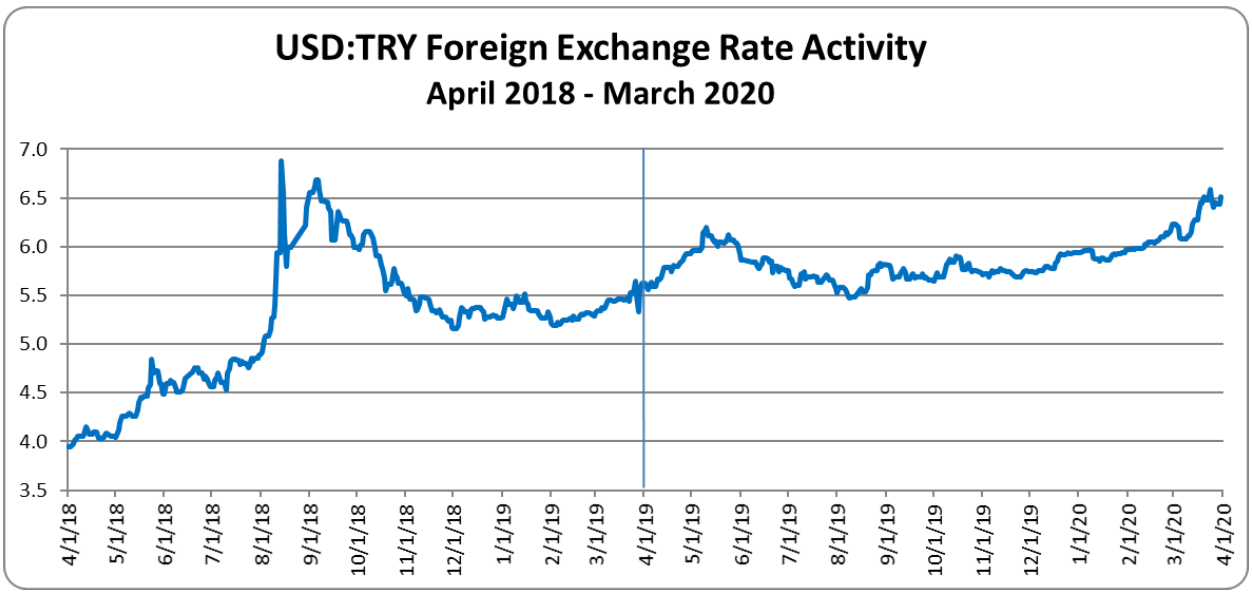
(All amounts expressed in thousands of U.S. Dollars, unless otherwise stated)

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 below:

	End of Period Rates as of				Average Currency Rates	
	31-Mar 2020	31-Dec 2019	31-Mar 2019	31-Dec 2018	Q1 2020	Q1 2019
USD:TRY	6.52	5.94	5.63	5.26	6.09	5.36

The chart below shows the movement in the USD:TRY foreign exchange rate from April 1, 2018 through March 31, 2020:



Inflation Rates

The 12 and 18-month average inflation rates[17] in Turkey were 13.52% and 14.79%, respectively. The inflation rate in Turkey for March 2020 was 11.86%. 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 hedging tools 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 and, as such, the Company's operations are exposed to various levels of political, economic and other risks and uncertainties. Alacer has been operating in Turkey for over 20 years. Turkey has a well-established and sophisticated business market where English is widely spoken. In light of Alacer's extensive history in Turkey and the degree of experience that the Board and management team have operating in Turkey, they have become very familiar with the laws and requirements in Turkey, the role of the Turkish government in its operations, the local business cultures and practices, and any differences in banking systems and controls (as compared to the United States and Canada). Additionally, the Board and senior management are in regular contact with the local management team in Turkey (including in-house Turkish legal counsel), which keep the Board and senior management apprised of any local developments that could impact Alacer's operations in Turkey. Alacer also enjoys a long-term joint-venture arrangement with a well-established Turkey entity, Lidya Mining.

Any changes in regulations or shifts in political attitudes in this foreign jurisdiction is beyond the control of the Company and may adversely affect the Company's business. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have a material adverse effect on the Company's operations or profitability. For additional information see the "Foreign Operations" and "Geopolitical Risk" section of Alacer's Annual Information Form, available at *www.sedar.com* and at *www.asx.com.au.*

Pandemic Risk (COVID-19)

The Company's business, operations, and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises.

For example, in late December 2019, COVID-19 was identified and subsequently spread worldwide, with infections being reported globally. On March 11, 2020, the World Health Organization declared COVID-19 as a pandemic. Since mid-March, various governments have implemented various measures to combat the virus, such as placing restrictions on travel, issuing shelter-in-place directives, and other related social-distancing initiatives. The Company has implemented various preventive measures to limit potential exposure and to safeguard the safety of our employees.

Additionally, the Turkish government has implemented legislation temporarily limiting the amount of cash that Turkish companies can distribute to shareholders. While the Company does not expect the restrictions to adversely impact its business or operations given their temporary nature, if such restrictions are prolonged or the Turkish government introduces new legislation further restricting the use or distribution of cash generated in Turkey, it could have an adverse effect on the business of the Company.

The coronavirus pandemic could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the business of the Company. The extent to which the coronavirus impacts the Company's business, including its operations, cash flows, and the markets for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. In particular, the continued spread of the coronavirus globally could materially and adversely impact the Company's business which could include a slowdown or temporary suspension in operations. The risks to our business include without limitation, contractual disruption, employee health, workforce productivity, increased insurance premiums, limitations on travel, a material decrease in operating cash flows, government imposed limitations on the Company's ability to repatriate cash, the availability of industry experts and personnel, prolonged restrictive measures put in place in order to control an outbreak of contagious disease or other adverse public health developments in Turkey and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the business, financial condition, and results of operations.

Transactions with Related Parties

In 2016, Anagold, a subsidiary of the Company, entered into a related party commercial 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 December 31, 2019 was approximately $157 million. There has been no additional spend through March 31, 2020.

In 2019, Anagold, a subsidiary of the Company, entered into a related party commercial 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. Phase one of the commercial agreement was completed and the total value of transactions through December 31, 2019 was approximately $24 million. There has been no additional spend through March 31, 2020.

On July 17, 2019, Alacer announced the sale of its 50% non-operating interest in one of the joint ventures, Polimetal, the joint venture that owns the Gediktepe Project[18], to its joint venture partner, Lidya Mining. The transaction closed on January 3, 2020.

Critical Accounting Policies, Estimates, and Accounting Changes

The Company's financial statements are prepared in accordance with IFRS. The significant accounting policies applied are described in Note 5 to the Company's annual audited consolidated financial statements for the year ended December 31, 2019. There have been no changes in Q1 2020 from the Company's accounting policies applied during the year ended December 31, 2019.

The preparation of the Company's financial statements in accordance with IFRS requires the use of certain critical accounting estimates, judgments, and assumptions. The critical accounting estimates, judgments, and assumptions applied are described in Note 7 to the Company's annual audited consolidated financial statements for the year ended December 31, 2019. The critical accounting estimates, judgments, and assumptions made by management applied in the preparation of the Company's unaudited condensed consolidated interim financial statements for the three-month period ended March 31, 2020 are consistent with those applied and disclosed in the Company's audited annual consolidated financial statements for the year ended December 31, 2019. Additional information regarding the critical accounting estimates, judgments, and assumptions made by management can be found in Note 7 of the Company's financial statements for the year ended December 31, 2019. These estimates, judgments, 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 Company's financial statements.

Financial Instruments and Other Instruments

The Company's financial instruments as of March 31, 2020 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. 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 March 31, 2020, Turkish VAT receivables totaled $13.1 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 3.7%. 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. As of March 31, 2020, approximately 50% of the outstanding loan balance is currently covered through interest rate swap contracts through the duration of the interest rate hedge program. In Q1 2020, the Company recorded a realized loss of $0.5 million and a non-cash unrealized loss of $1.5 million on the interest rate swap contracts. There were no other gains or losses associated with other financial instruments through March 31, 2020.

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 $2.6 million denominated in TRY as of March 31, 2020.

Non-GAAP Measures

The Company has identified certain financial measures that it believes will assist with understanding the underlying performance of the business including, but not limited to, normalized earnings and earnings per share, gold sales proceeds, net debt, and free cash flow. All of these measures have no standardized definitions under IFRS, and they may not be directly comparable with other companies' Non-GAAP Measures. All of these Non-GAAP Measures should not be considered in isolation and 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. Certain of these Non-GAAP Measures are also used, together with other measures, by the Compensation Committee of the Board of Directors to assess Company financial performance for purposes of determining Management incentive plan compensation. These Non-GAAP Measures include Normalized Attributable Earnings, Normalized Attributable Earnings Per Share (normalized EPS), Gold Sales Proceeds, Consolidated Cash, Working Capital, Debt, Net debt, Free Cash Flow, Consolidated Total Cash Costs (C2) per ounce sold, All-in Sustaining Costs (AISC) per ounce sold, and All-in Costs (AIC) per ounce sold and are explained further below.

Normalized Attributable Earnings and Normalized Attributable Earnings Per Share are derived from attributable earnings and attributable EPS adjusted for foreign exchange effects on deferred tax assets and liabilities, incentive tax credit impact in tax expense, share-based compensation, realized and unrealized gains and losses on interest rate swap contracts, and impairment/reversal of impairment losses/(gains). These Non-GAAP measures provide useful information to investors as they show the earnings performance of the business adjusting for items that are not reflective of the underlying operating performance of the business, are generally non-cash in nature, are material to the calculation of the Company's earnings, and/or of a very specific nature which can impact an investor's understanding of the Company's underlying operating performance. The most directly comparable measures specified, defined or determined under the Company's GAAP presented in its financial statements to normalized attributable earnings and normalized attributable earnings per share are Net profit and comprehensive profit attributable to owners of the company and total net profit per share of owners of the company – basic, respectively, as shown in the Company's Consolidated Statements of Profit and Comprehensive Profit.

The quantitative reconciliations from Net profit and comprehensive profit attributable to owners of the company and total net profit per share of owners of the company – basic as shown in the Company's GAAP financial statements to the Non-GAAP Measures of normalized attributable earnings and normalized attributable earnings per share are shown in the table below:

in millions	Q1 2020	Q1 2020 EPS	Q1 2019	Q1 2019 EPS
IFRS - GAAP Measure:				
Net profit and comprehensive profit attributable to:				
Owners of the Company	48.6	$ 0.16	3.3	$ 0.01
Adjustments:				
Share-based employee compensation costs	(1.9)	$ (0.01)	4.3	$ 0.01
Realized and unrealized loss on interest rate swap contracts @ 80%	1.6	$ 0.01	0.8	$ -
FX - DTA @ 80%	11.9	$ 0.04	7.2	$ 0.03
Incentive Tax Credit @ 80%	(40.8)	$ (0.13)	(5.0)	$ (0.02)
FX - DTL (Non-Monetary Accounts) @ 80%	9.0	$ 0.03	8.2	$ 0.03
Non-GAAP Measure: Normalized attributable earnings	28.4		18.8	
Non-GAAP Measure: Normalized attributable earnings per share		$ 0.10		$ 0.06

The foreign exchange gains or losses that have been adjusted are those that result from the revaluation of deferred tax asset and liabilities due to movements in the US Dollar to Turkish Lira foreign exchange rate that are non-cash unrealized items in the period. With respect to share-based compensation, an adjustment is made for the Company's share price movement in the period. Incentive tax credits are adjusted as they are non-cash unrealized items in the period. Realized and unrealized losses on interest rate swap contracts are adjusted as they are both material to the calculation of the Company's earnings and are not reflective of underlying operating performance.

Gold Sales Proceeds includes revenue per IFRS adjusted for inclusion of gold sales capitalized in construction in progress, if applicable. This Non-GAAP measure provides useful information to investors as it shows the underlying revenues of the Company excluding the capitalization of pre-production revenues which reflects the measure on a comparable basis with the Company's production data. The most directly comparable measure specified, defined or determined under the Company's GAAP presented in its financial statements to Gold Sales Proceeds is Revenues as shown on the Company's Consolidated Statements of Profit and Comprehensive Profit.

The quantitative reconciliation from Revenues as shown in the Company's GAAP financial statements to the Non-GAAP measure of Gold Sales Proceeds is shown in the table below:

	Q1 2020	Q1 2019
IFRS - GAAP Measure:		
Revenue ($000)	$ 142,267	$ 73,520
Adjustments:		
Gold sales capitalized for the sulfide plant construction ($000) - 34,686 oz sold from sulfide in Q1 2019	$ -	$ 45,310
Non-GAAP Measure: Total gold sales proceeds ($000)	$ 142,267	$ 118,830

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 attributable cash held by joint ventures accounted for using the equity method. This Non-GAAP measure provides useful information to investors as it shows the underlying cash position of the company especially as it is compared on a relative basis to the Company's debt position. The most directly comparable measures specified, defined or determined under the Company's GAAP presented in its financial statements to consolidated cash is cash and cash equivalents as shown on the Company's Consolidated Statements of Financial Position.

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

The quantitative reconciliation from cash and cash equivalents as shown in the Company's GAAP financial statements to the Non-GAAP measure of consolidated cash is shown in the table below:

	31-Mar-20	31-Dec-19
IFRS - GAAP Measure:		
Cash and cash equivalents	$ 199,368	$ 194,770
Adjustments:		
Restricted cash	32,899	30,834
Attributable cash held by joint ventures accounted for using the equity method	6,762	7,598
Non-GAAP Measure: Consolidated cash	$ 239,029	$ 233,202

The inclusion of attributable cash held by joint ventures accounted for using the equity method also reflects the Company's legal right of its share of joint venture cash.

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. This Non-GAAP measure provides useful information to investors as it shows the Company's liquidity and is an indicator, along with consideration of other indicators and factors, of its ability to service short term payment obligations. The most directly comparable measures specified, defined or determined under the Company's GAAP presented in its financial statements to working capital is current assets and current liabilities as shown on the Company's Consolidated Statements of Financial Position.

The quantitative reconciliation from current assets and current liabilities as shown in the Company's GAAP financial statements to the Non-GAAP measure of working capital is shown in the table below:

	31-Mar-20	31-Dec-19
IFRS - GAAP Measure:		
Current assets	$ 346,671	$ 339,594
Current liabilities	(123,552)	(137,230)
Non-GAAP Measure: Working Capital	$ 223,119	$ 202,364

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. This Non-GAAP measure provides useful information to investors as it highlights the actual outstanding principal of the borrowing on a cash basis to be repaid in future periods rather than the unamortized carrying amount as recorded under IFRS. The most directly comparable measures specified, defined or determined under the Company's GAAP presented in its financial statements to Debt is the sum of short and long-term borrowings as shown on the Company's Consolidated Statements of Financial Position.

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

The quantitative reconciliation from the sum of short and long-term borrowings as shown in the Company's GAAP financial statements to the Non-GAAP measure of Debt is shown in the table below:

	31-Mar-20	31-Dec-19
IFRS - GAAP Measure:		
Borrowings, short-term	$ 68,155	$ 68,150
Borrowings, long-term	187,470	204,515
	255,625	272,665
Adjustments:		
Short-term portion of Discounted Finance Facility Costs	1,845	1,850
Long-term portion of Discounted Finance Facility Costs	5,030	5,485
Non-GAAP Measure: Debt	$ 262,500	$ 280,000

Net debt is calculated as the sum of short and long-term borrowings per IFRS, adding back the short and long-term discounted finance facility costs, and subtracting Consolidated Cash. This Non-GAAP measure provides useful information to investors as it highlights the Company's ability to pay all of its debts if they were due immediately and how much cash would remain if all debts were paid off. The most directly comparable measures specified, defined or determined under the Company's GAAP presented in its financial statements to Net debt is the sum of short and long-term borrowings as shown on the Company's Consolidated Statements of Financial Position.

The quantitative reconciliation from the sum of short and long-term borrowings as shown in the Company's GAAP financial statements to the Non-GAAP measure of Net debt is shown in the table below:

	31-Mar-20	31-Dec-19
IFRS - GAAP Measure:		
Borrowings, short-term	$ 68,155	$ 68,150
Borrowings, long-term	187,470	204,515
	255,625	272,665
Adjustments:		
Short-term portion of Discounted Finance Facility Costs	1,845	1,850
Long-term portion of Discounted Finance Facility Costs	5,030	5,485
Less: Non-GAAP Measure: Consolidated cash	(239,029)	(233,202)
Non-GAAP Measure: Net Debt	$ 23,471	$ 46,798

The Company also monitors capital using a ratio of net debt to total equity. The Company's net debt-to-equity ratio at March 31, 2020 and December 31, 2019 are shown below:

	31-Mar-20	31-Dec-19
Non-GAAP Measure: Net Debt	$ 23,471	$ 46,798
Total equity	1,134,976	1,092,083
Net debt-to-equity ratio:	2%	4%

Free Cash Flow before debt service and non-controlling interest distributions derives from the Company's operating cash flows, adjusted for inclusion of investing and financing cash flows; the effects of exchange rates on changes in cash held in foreign currencies; attributable cash flows from joint ventures accounted for using the equity method; the exclusion of cash outflows related to changes in restricted cash; the exclusion of cash outflows related to distributions to non-controlling interests, the exclusion of borrowings, principal and interest; and the add back of interest capitalized related to the Company's borrowing facility for the period prior to the Company's declaration of commercial production contained within the Investing section to show unlevered free cash flow (i.e. cash flow before debt service payments and before distributions to non-controlling interests). This Non-GAAP measure provides useful information to investors as it highlights the Company's underlying free cash flow available to fund the Company's growth capital expenditures through expanding existing capacity, increasing life of assets, developing greenfield mineral deposits which could increase future earnings and/or facilitate the ability of the Company to supplement shareholder returns. The most directly comparable measure specified, defined or determined under the Company's GAAP presented in its financial statements to free cash flow is operating cash flow as shown on the Company's Consolidated Statements of Cash Flows.

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

The quantitative reconciliation from operating cash flow as shown in the Company's GAAP financial statements to the Non-GAAP measure of free cash flow is shown in the table below:

	Q1 2020	Q1 2019
IFRS - GAAP Measure:		
Cash provided by (used in):		
Operating activities	$ 63,400	$ 33,416
Adjustments:		
Cash provided by (used in):		
Investing activities	(13,040)	(1,320)
Financing activities	(45,750)	(65,300)
Effect of exchange rates on changes in cash held in foreign currencies	(12)	11
Change in restricted cash	2,065	45,461
Change in attributable cash from joint ventures accounted for using the equity method	(836)	-
Interest before the declaration of commercial production (within investing activities)	-	4,796
Borrowings, principal and interest (within financing activities)	21,097	17,506
Non-controlling interest distribution	20,000	-
Non-GAAP Measure: Free Cash Flow before debt service and non-controlling interest distribution	$ 46,924	$ 34,570

World Gold Council Cost Metrics
Total Cash Costs (C2) are calculated using guidance issued by the Gold Institute and adopted by the World Gold Council. 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.

Consolidated Total Cash Costs (C2) per ounce sold includes mining, processing, transport and refinery costs, mine site support costs, movement in production inventories, by-product credits, share of income/loss on investments accounted for using the equity method when directly related to Çöpler Gold Mine operations, plus royalties and severance taxes.

All-in Sustaining Costs per ounce sold 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, share-based compensation costs, and general and administrative costs.

All-in Costs per ounce sold include All-in Sustaining Costs plus growth capital costs, lease payments related to growth projects, and regional joint venture exploration expenditures as included in exploration costs and in share of income/loss on investments accounted for using the equity method.

Consolidated Total Cash Costs (C2) per ounce sold, All-in Sustaining Costs per ounce sold, and All-in Costs per ounce sold 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. This Non-GAAP measure is provided because it is a widely used metric utilized in the gold industry and by investors and analysts.

The following table reconciles these non-GAAP financial measures on a quantitative basis to the unaudited condensed consolidated interim statements of profit and comprehensive profit for the quarters ended March 31, 2020 and 2019.

In $000s, except for per ounce measures	Anagold Oxide	Anagold Sulfide	**Total Turkey**	Corporate & Other	**Q1 2020 Total Alacer Gold**	**Q1 2019 Total Alacer Gold (1) (2)**
Gold Ounces Sold	22,833	66,771	89,604	-	89,604	56,358
Production costs - IFRS	15,467	37,052	52,519	-	52,519	28,776
Share of (income) loss on investments accounted for using the equity method - included in C2	-	-	-	-	-	(3,499)
Total Cash Costs (C2) - Non-IFRS	$ 15,467	$ 37,052	$ 52,519	$ -	$ 52,519	$ 25,277
Total Cash Cost (C2) per ounce	**$ 677**	**$ 555**	**$ 586**	**$ -**	**$ 586**	**$ 449**
General and administrative	$ -	$ -	$ -	$ 4,229	$ 4,229	$ 4,174
Share-based employee compensation costs	$ -	$ -	$ -	$ (1,899)	$ (1,899)	$ 4,341
Exploration and evaluation - included in AISC	$ 566	$ -	$ 566	$ -	$ 566	$ 852
Sustaining Capital in Capital Investments table	$ 1,101	$ 3,395	$ 4,496	$ -	$ 4,496	$ 2,472
IFRS 16 - Lease payments (January-March, 2020)	$ -	$ 2,301	$ 2,301	$ 287	$ 2,588	$ -
ARO Accreting and unwinding of discount	$ -	$ -	$ -	$ 258	$ 258	$ -
All-In Sustaining Costs	$ 17,134	$ 42,748	$ 59,882	$ 2,875	$ 62,757	$ 37,116
All-in Sustaining Costs (AISC) per ounce	**$ 750**	**$ 640**	**$ 668**	**$ 32**	**$ 700**	**$ 659**
Sulfide Project costs in Capital Investments table (100%)	$ -	$ -	$ -	$ -	$ -	$ 3,994
Sulfide plant operating income in Capital Investments table (100%)	$ -	$ -	$ -	$ -	$ -	$ (19,782)
Heap Leach Pad expansion (20 mt) (100%)	$ -	$ -	$ -	$ -	$ -	$ -
Other growth in Capital Investments table (100%)	$ 754	$ 3,626	$ 4,380	$ 1,753	$ 6,133	$ 12,071
Çakmaktepe in Capital Investments table (Attributable)	$ -	$ -	$ -	$ -	$ -	$ 42
Gediktepe Project in Capital Investments table (Attributable)	$ -	$ -	$ -	$ -	$ -	$ 271
Share of (income) loss on investments accounted for using the equity method - included in AIC	$ -	$ -	$ -	$ 611	$ 611	$ 2,306
IFRS 16 - Lease payments (January - March, 2019)	$ -	$ -	$ -	$ -	$ -	$ 2,332
Exploration and evaluation - included in AIC	$ 1,091	$ -	$ 1,091	$ -	$ 1,091	$ -
Total Non-sustaining Costs	$ 1,845	$ 3,626	$ 5,471	$ 2,364	$ 7,835	$ 1,234
All-in Costs	$ 18,979	$ 46,374	$ 65,353	$ 5,239	$ 70,592	$ 38,350
All-in Costs (AIC) per ounce	**$ 831**	**$ 695**	**$ 729**	**$ 58**	**$ 788**	**$ 680**

1 Non-sustaining costs included in AIC per ounce in this table 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.

2 The Q1 2019 Consolidated Total Cash Costs (C2) per ounce sold, mine site oxide only All-in Sustaining Costs per ounce sold, and consolidated All-in Sustaining Costs per ounce sold are restated to include the Çakmaktepe revenue as an offset to production cost for the calculation of C2 in line with the basis of reporting of these cost metrics in the 2019 annual MD&A. In Q1 2019 this was included only in all-in cost (AIC).

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

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 March 31, 2020. 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 March 31, 2020 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 controls over financial reporting during the quarter ended March 31, 2020 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over annual financial reporting for the quarter ended March 31, 2020.

Outstanding Share Data

The following common shares and convertible securities were outstanding as of March 31, 2020.

Security	Expiry Date	Weighted Average Exercise Price	Common Shares on Exercise
Common Shares[1]			294,787,305
Convertible Securities	Various	N /A	3,718,083
			298,505,388

[1] Common shares outstanding include 63,295,248 shares represented by CDI as of March 31, 2020, 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; the outbreak of pandemics, epidemics or other health crises (including, without limitation, the COVID-19 pandemic); 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.Geo., 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.Geo., 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 NI 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.Geo. a qualified person pursuant to NI 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. Robert L. Clifford, SME Registered Member, Alacer's Manager, Mining Services. The information in this document which relates to Mineral Resources is based on, and fairly represents, the information and supporting documentation prepared by Mr. Clifford. Mr. Clifford 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 Guidance, Production Targets and Forecast Financial Information

All guidance and forecast financial information[19] in this MD&A have 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 scientific and technical information in this document has been reviewed and approved by Robert Clifford, Alacer's Manager, Mining Services, who is a qualified person pursuant to NI 43-101 and a competent person as defined in the JORC Code. 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 the Company's website at *www.alacergold.com*, on SEDAR at *www.sedar.com*, and on the ASX at *www.asx.com.au*.

[1] Further information regarding the Çöpler Gold Mine can be found in the Çöpler Mine Technical Report, dated June 9, 2016, 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*.

[2] Free Cash Flow is a Non-GAAP Measure. For further information, please see the "Non-GAAP Measures" section of this MD&A.

[3] Detailed information regarding the Ardich Deposit can be found in the press release entitled "Alacer Gold Step-Out Drilling Program Confirms Significant Extension of Ardich Mineralization" dated November 22, 2019, 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*.

[4] 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 the Company's website at *www.alacergold.com*, on SEDAR at *www.sedar.com*, and on the ASX at *www.asx.com.au*.

[5] This statement is extracted from, or based on, the Çöpler Mine Technical Report dated June 9, 2016, 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*.

[6] Detailed information regarding the 2020 guidance can be found in the press release entitled "Alacer Gold Achieves 2019 Guidance and Provides 2020 Guidance of 310,000 to 360,000 ounces at AISC of $735 to $785 per ounce," dated January 22, 2020, 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*.

[7] Total recordable injury frequency rate is the total recordable injuries per million hours worked.

[8] Consolidated Total Cash Costs (C2) per ounce sold, consolidated All-in Sustaining Costs (AISC) per ounce sold, All-in Sustaining Costs per ounce sold, Mine site oxide only All-in Sustaining Costs per ounce sold, and Mine site sulfide only All-in Sustaining Costs per ounce sold 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.

[9] Detailed information can be found in the press release entitled "Alacer Gold Reports Exploration Results from the Mavialtin Porphyry Belt in the Çöpler District" dated February 14, 2020, 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*.

[10] Detailed information regarding the Copper Hill copper exploration prospect can be found in the press release entitled "Alacer Gold Reports Initial Drill Results from the Copper Hill Copper Exploration Prospect," dated April 22, 2020, 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*.

[11] Normalized attributable earnings and normalized attributable 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 effects on deferred tax assets and liabilities, incentive tax credit impact in tax expense, share-based compensation, realized and unrealized gains and losses on interest rate swap contracts, and impairment/reversal of impairment losses/(gains).

[12] Consolidated cash is a Non-GAAP Measure and includes cash and cash equivalents, cash that is restricted and shown as a long-term asset in the Company's financial statements and attributable cash held by joint venture partners accounted for using the equity method. For further information, please see the "Non-GAAP Measures" section of this MD&A.

[13] Debt and Net debt are Non-GAAP Measures. For further information, please see the "Non-GAAP Measures" section of this MD&A.

[14] Alacer holds a 2% NSR on the 50/50 JV area of Çakmaktepe.

[15] Gold Sales proceeds is a Non-GAAP Measure and includes revenue per IFRS and gold sales capitalized in construction in process, if applicable. For further information, please see the "Non-GAAP Measures" section of this MD&A.

[16] Working Capital is a Non-GAAP Measures. For further information, please see the "Non-GAAP Measures" section of this MD&A.

[17] Inflation rates obtained from www.treasury.gov.tr, Republic of Turkey Prime Ministry, Undersecretariat of Treasury.

[18] 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 the Company's website at *www.alacergold.com*, on SEDAR at *www.sedar.com*, and on the ASX at *www.asx.com.au*.

[19] Scientific and technical information presented in this document have 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 press release has been reviewed and approved by Robert Clifford, Alacer's Manager, Mining Services, who is a qualified person pursuant to NI 43-101 and a competent person as defined in the JORC Code.