



**NOTICE OF SPECIAL MEETING OF  
THE SHAREHOLDERS OF ALACER GOLD CORP.**

**NOTICE IS HEREBY GIVEN** that the special meeting (the “**Alacer Meeting**”) of the holders (the “**Alacer Shareholders**”) of common shares (the “**Alacer Common Shares**”) of Alacer Gold Corp. (“**Alacer**”) will be held virtually on July 10, 2020 at 12:00 p.m. (noon) (Denver time), for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Alacer Arrangement Resolution**”) to approve a plan of arrangement (the “**Plan of Arrangement**”) pursuant to section 195 of the *Business Corporations Act* (Yukon) (the “**YBCA**”) involving SSR Mining Inc., Alacer and the Alacer Shareholders. The full text of the Alacer Arrangement Resolution is set forth in Appendix B to the accompanying joint management information circular (the “**Circular**”); and
2. to transact such further and other business as may properly be brought before the Alacer Meeting or any adjournment or postponement thereof.

To address public health measures arising from the unprecedented public health impact of Coronavirus Disease 2019 (COVID-19), and to limit and mitigate risks to the health and safety of communities, shareholders, employees, directors and other stakeholders, the Alacer Meeting will be held in a virtual-only format conducted by live audio webcast. The virtual Alacer Meeting will be accessible online at <https://web.lumiagm.com/112585242> starting at 11:00 a.m. (Denver time) on July 10, 2020. Alacer Shareholders regardless of geographic location will have an equal opportunity to participate in the Alacer Meeting online. Alacer Shareholders will not be able to attend the Alacer Meeting in person.

An Alacer Shareholder may virtually attend the Alacer Meeting or may be represented at the Alacer Meeting by proxy. Registered Alacer Shareholders who are unable to virtually attend the Alacer Meeting, or an adjournment or postponement thereof, are requested to complete, date, and sign the accompanying form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular. Forms of proxy must be returned to AST Trust Company (Canada) (“**AST**”), Alacer’s transfer agent, prior to 12:00 p.m. (noon) (Denver time) at least two days (excluding Saturdays, Sundays and holidays) before the Alacer Meeting or any adjournment or postponement of the Alacer Meeting. Notwithstanding the foregoing, the Chair of the Alacer Meeting has discretion to accept proxies received after such deadline and the time limit for deposit of proxies may be waived or extended by the Chair of the Alacer Meeting at his or her discretion, without notice.

If you are a non-registered holder of Alacer Common Shares (other than a holder of Alacer CDIs) and a non-objecting beneficial owner, and receive a voting instruction form (“**VIF**”), please complete and return the VIF provided to you in accordance with the instructions provided with the VIF and in the Circular. If you are a non-registered holder of Alacer Common Shares (other than a holder of Alacer CDIs) and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the VIF provided to you by your broker or other intermediary in accordance with the instructions provided therein.

If you are a holder of Alacer CDIs in Australia and receive a VIF from Link Market Services Limited (“**Link**”), please complete and return the form in accordance with the instructions provided by Link. If you do not complete and return the form in accordance with such instructions, you may lose your right to instruct the registered shareholder on how to vote at the Alacer Meeting on your behalf.

The Circular includes more detailed information relating to the matters to be considered at the Alacer Meeting and it is important that you read it carefully. The record date for determining the Alacer Shareholders entitled to receive notice of and vote at the Alacer Meeting is the close of business on June 1, 2020. Alacer Shareholders who are planning to return the form of proxy or a VIF are encouraged to review the Circular carefully before submitting the form of proxy or VIF.

Pursuant to the interim order (the “**Interim Order**”) made by the Supreme Court of Yukon (the “**Court**”), the YBCA and the Plan of Arrangement, each registered Alacer Shareholder will be granted the right to dissent in respect of the Alacer Arrangement Resolution. To exercise such dissent right: (a) a written notice of dissent to the Alacer Arrangement Resolution must be received by Alacer c/o Austring Fairman & Fekete, 3081 Third Avenue, Whitehorse, Yukon, Y1A 4Z7 (Attention: Lorne Austring) by 5:00 p.m. (Vancouver time) on July 8, 2020; (b) the Alacer Shareholder must not have voted in favour of the Alacer Arrangement Resolution; and (c) the Alacer Shareholder must have otherwise complied with the provisions of section 193 of the YBCA, as modified by the Interim Order and the Plan of Arrangement. The right to dissent is described in the Circular and the texts of the Interim Order, section 193 of the YBCA and the Plan of Arrangement are set forth in Appendix F, Appendix I and Appendix C, respectively, to the Circular.

Persons who are non-registered holders of Alacer Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent in respect of the Alacer Arrangement Resolution should be aware that only registered Alacer Shareholders are entitled to dissent. Accordingly, a non-registered holder of Alacer Common Shares desiring to exercise this right of dissent must make arrangements for the shares beneficially owned by such person to be registered in his, her or its name prior to the time the written notice of dissent to the Alacer Arrangement Resolution is required to be received by Alacer or, alternatively, make arrangements for the registered holder of Alacer Common Shares to dissent on his, her or its behalf.

Failure to strictly comply with the requirements set forth in section 193 of the YBCA, as modified by the Interim Order and the Plan of Arrangement, may result in the loss of any right of dissent with respect to the Alacer Arrangement Resolution.

**Your vote is very important, regardless of the number of shares that you own. Whether or not you expect to virtually attend the Alacer Meeting, we encourage you to vote your form of proxy or voting instruction form, as applicable, as promptly as possible to ensure that your vote will be counted at the Alacer Meeting.**

**THE ALACER BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT ALACER SHAREHOLDERS VOTE FOR THE ALACER ARRANGEMENT RESOLUTION.**

**DATED** at Denver, Colorado, this 2<sup>nd</sup> day of June, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Edward C. Dowling, Jr.*”

Edward C. Dowling, Jr.  
Chair



**SPECIAL MEETING OF  
SHAREHOLDERS CDI VOTING PROCESS**

The common shares of Alacer are listed on the Australian Securities Exchange (the “**ASX**”) in the form of Alacer CHESS Depository Interests (“**Alacer CDIs**”). Alacer would like to remind Alacer CDI holders of the particular requirements and restrictions that their votes will be subject to. Each Alacer CDI represents beneficial ownership of one common share of Alacer. Alacer CDI holders do not actually own direct legal title to common shares, which is held for and on behalf of Alacer CDI holders by CHESS Depository Nominees Pty Ltd. (“**CDN**”), a wholly-owned subsidiary of ASX Limited. This structure exists because Alacer is a Canadian company with a right to have its securities traded on the ASX by way of Alacer CDIs.

This arrangement impacts how Alacer CDI holders can record their votes for the matters to be tabled at the Alacer Meeting. As Alacer CDIs represent beneficial ownership of common shares, which are registered in the name of Alacer CDI holders by CDN, Alacer CDI holders need to provide confirmation of their voting intentions to CDN before the Alacer Meeting. CDN will then exercise the votes on behalf of Alacer CDI holders. If an Alacer CDI holder wishes to vote, they must register their vote with CDN by using the CDI Voting Instruction Form (“**VIF**”) provided by Link Market Services Limited.

Alacer CDI holders who have questions about the information contained in the Circular or require assistance with voting can contact our proxy solicitation agent, Kingsdale Advisors, for assistance by telephone at 1-888-518-1557 (toll-free in North America), or 1-800-155-612 (toll-free in Australia), or Call Collect at 416-867-2272, or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

To have an Alacer CDI vote counted, Alacer CDI holders must return their completed VIF to CDN no later than 12:00 p.m. (Denver time) on July 6, 2020. This deadline has been set to allow CDN sufficient time to collate the votes of Alacer CDI holders and submit them to Alacer not later than 12:00 p.m. (Denver time) on the second business day preceding the date of the Alacer Meeting or any adjournment thereof.

Alacer encourages Alacer CDI holders to lodge their votes ahead of the Alacer Meeting in the manner specified above.

**DATED** at Denver, Colorado, this 2<sup>nd</sup> day of June, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Edward C. Dowling, Jr.*”

Edward C. Dowling, Jr.  
Chair



### Appointment of Proxyholder

I/We, being holder(s) of Common Shares of Alacer Gold Corp. (the "Company" or "Alacer"), hereby appoint: Rodney P. Antal, Chief Executive Officer, or, failing him, Michael J. Sparks, General Counsel & Secretary, OR

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the **Special Meeting of Shareholders of the Company to be held virtually at 12:00 pm (Denver Time) on Friday, July 10, 2020 at <https://web.lumiagm.com/112585242> (password: alacer2020)** (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution. **This form of proxy is solicited by and on behalf of Management of the Company for use at the Meeting.**

If you complete the appointment box above and appoint a proxyholder other than Management's appointees you **MUST** contact AST Trust Company (Canada) ("AST") at 1-866-751-6315 (within North America) or 1-212-235-5754 (outside North America) by July 8, 2020 at 12:00 pm (Denver Time) to register your proxyholder and provide AST with the required contact information so that AST may provide the proxyholder with a Control Number. **Without a Control Number, your proxyholder will not be able to attend the Meeting on your behalf.** AST will use this information **ONLY** to provide the appointee with a Control Number to gain entry to the Meeting. For additional details, see the "General Proxy Matters of Alacer" section of the Circular (as defined below).

The Board of Directors recommends voting **FOR** the below item. Please use a dark black pencil or pen.

#### 1. Alacer Arrangement Resolution

*FOR*                      *AGAINST*  
                             

To consider and, if thought advisable, to pass, with or without variation, a special resolution (the "Alacer Arrangement Resolution") to approve a plan of arrangement pursuant to section 195 of the Business Corporations Act (Yukon) involving SSR Mining Inc. ("SSR"), Alacer and the holders of common shares of Alacer. The full text of the Alacer Arrangement Resolution is set forth in Appendix B to the joint management information circular of SSR and Alacer (the "Circular").

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted FOR the matter by Management's appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

\_\_\_\_\_  
Signature(s)

\_\_\_\_\_  
Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by July 8, 2020 at 12:00 pm (Denver Time).

Please see reverse for voting instructions.

## Proxy Form – Special Meeting of Shareholders of Alacer Gold Corp. to be held on July 10, 2020 (the “Meeting”)

### Notes to Proxy

1. You have the right to appoint a person or company, who need not be a shareholder of the Company, to represent you at the Meeting other than the persons named on this form of proxy. Such right may be exercised by inserting in the blank space provided the name of the person or company to be appointed.
2. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.
3. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.
4. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.
5. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.

All holders should refer to the Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

**You can virtually attend the Meeting by visiting the URL provided on the reverse of this form of proxy and following the instructions set out in the Circular accompanying this form of proxy.**

### How to Vote

#### INTERNET

- Go to <https://astvotemyproxy.com>
- Cast your vote online
- View Meeting documents

#### TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States  
**1-888-489-5760** and follow the voice instructions

**To vote by telephone or Internet you will need your 13 digit control number located on this proxy form. If you vote by Internet or telephone, you do not need to return this proxy by mail.**

#### MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:  
AST Trust Company (Canada)  
P.O. Box 721  
Agincourt, ON M1S 0A1
- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com).

An undated proxy is deemed to be dated on the day it was received by AST.

If you wish to receive investor documents electronically in future, please visit <https://ca.astfinancial.com/InvestorServices/edelivery?lang=en> to enrol.

**All proxies must be received by July 8, 2020 at 12:00 pm (Denver Time).**

# VOTING INSTRUCTION FORM ALACER GOLD CORP.

MEETING TYPE: SPECIAL MEETING  
 MEETING DATE: FRIDAY, JULY 10, 2020 AT 12:00 P.M. MDT  
 RECORD DATE: FOR HOLDERS AS OF JUNE 01, 2020  
 PROXY DEPOSIT DATE: JULY 08, 2020  
 A/C



010679108



**\*\* ISSUER COPY \*\***

## STEP 1

### REVIEW YOUR VOTING OPTIONS

**ONLINE:** VOTE AT **PROXYVOTE.COM**  
 USING YOUR COMPUTER OR MOBILE  
 DATA DEVICE.



**SCAN TO VIEW  
 MATERIAL AND  
 VOTE NOW**



**BY TELEPHONE:** YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE AT:

**1-800-454-8683**

**BY MAIL:** THIS VOTING INSTRUCTION FORM MAY BE RETURNED BY MAIL IN THE  
 ENVELOPE PROVIDED.

**REMINDER: PLEASE REVIEW THE INFORMATION / PROXY CIRCULAR  
 BEFORE VOTING. SEE VOTING INSTRUCTION NO. 2 ON REVERSE**

**\*\*\*WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.\*\*\***

## STEP 2

### COMPLETE YOUR VOTING DIRECTIONS

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY **BOLD TEXT OVER THE BOXES** (FILL IN ONLY ONE BOX "  " PER ITEM IN BLACK OR BLUE INK)

1 To consider and, if thought advisable, to pass, with or without variation, a special resolution (the "Alacer Arrangement Resolution") to approve a plan of arrangement pursuant to section 195 of the Business Corporations Act (Yukon) involving SSR Mining Inc. ("SSR"), Alacer and the holders of common shares of Alacer. The full text of the Alacer Arrangement Resolution is set forth in Appendix B to the joint management information circular of SSR and Alacer (the "Circular").

RECOMMENDATION: FOR  
 FOR AGAINST

\*NOTE\* Any reference to attending the meeting "in person" includes attending "online".

FILL IN THE BOX "  " TO THE RIGHT IF YOU PLAN TO ATTEND THE MEETING AND VOTE THESE SHARES IN PERSON. →

## STEP 3

### THIS DOCUMENT MUST BE SIGNED AND DATED

**\* ISSUER CONFIRMATION COPY - INFO ONLY \***

SIGNATURE(S) \*INVALID IF NOT SIGNED\*

M M D D Y Y



51 MERCEDES WAY  
EDGEWOOD NY 11717

\*\* ISSUER COPY \*\*  
1 1

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**ALACER GOLD CORP.  
7001 EAST BELLEVIEW AVENUE  
SUITE 800  
ENGLEWOOD, CO 80237  
USA**



## VOTING INSTRUCTION FORM

### SPECIAL MEETING

ALACER GOLD CORP.

### WHEN:

FRIDAY, JULY 10, 2020 AT 12:00 P.M. MDT

### WHERE:

to be held virtually  
<https://web.lumiagm.com/112585242>  
(password: alacer2020)

### About Voting

A meeting is being held for the holders of the securities listed on the other side of this form. As a beneficial holder of the securities you have the right to vote on the item(s) being covered at the meeting, which are described in the Proxy Statement.

### The control number has been assigned to you to identify your shares for voting.

You must keep your control number confidential and not disclose it to others other than when you vote using one of the voting options set out on this form. Should you send this form or provide your control number to others, you are responsible for any subsequent voting of, or subsequent inability to vote, your shares.

Please read the Proxy Statement carefully and take note of any relevant proxy deposit date.

We need to receive your voting instructions at least one business day before the proxy deposit date noted on the reverse.

### If you have any questions, please contact the person who services your account.

We have been requested to forward to you the enclosed proxy material relative to securities held by us in your account but not registered in your name. Only we as the holder of record can vote such securities. We shall be pleased to vote your securities in accordance with your wishes, if you will execute the form and return it to us promptly in the enclosed business reply envelope. It is understood that if you sign without otherwise marking the form your securities will be voted as recommended in the Proxy Statement.

For this meeting, the extent of our authority to vote your securities in the absence of your instructions can be determined by referring to the applicable voting instruction number indicated on the face of your form.

For margin accounts, in the event your securities have been loaned over record date, the number of securities we vote on your behalf has been or can be adjusted downward.

Please note that under a rule amendment adopted by the New York Stock Exchange for shareholder meetings held on or after January 1, 2010, brokers are no longer allowed to vote securities held in their clients' accounts on uncontested elections of directors unless the client has provided voting instructions (it will continue to be the case that brokers cannot vote their clients' securities in contested director elections). Consequently, if you want us to vote your securities on your behalf on the election of directors, you must provide voting instructions to us. Voting on matters presented at shareholder meetings, particularly the election of directors is the primary method for shareholders to influence the direction taken by a publicly-traded company. We urge you to participate in the election by returning the enclosed voting instruction form to us with instructions as to how to vote your securities in this election.

If your securities are held by a broker who is a member of the New York Stock Exchange (NYSE), the rules of the NYSE will guide the voting procedures. These rules provide that if instructions are not received from you prior to the issuance of the first vote, the proxy may be given at the discretion of your broker (on the tenth day, if the material was mailed at least 15 days prior to the meeting date or on the fifteenth day, if the proxy material was mailed 25 days or more prior to the meeting date). In order for your broker to exercise this discretionary authority, proxy material would need to have been mailed at least 15 days prior to the meeting date, and one or more of the matters before the meeting must be deemed "routine" in nature according to NYSE guidelines. If these two requirements are met and you have not communicated to us prior to the first vote being issued, we may vote your securities at our discretion on any matters deemed to be routine. We will nevertheless follow your instructions, even if our discretionary vote has already been given, provided your instructions are received prior to the meeting date.

The following instructions provide specifics regarding the meeting for which this voting form applies.

### Instruction 1

All proposals for this meeting are considered "routine". We may vote in our discretion on all proposals, if your instructions are not received.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

### Instruction 2

In order for your securities to be represented at the meeting on one or more matters before the meeting, it will be necessary for us to have your specific voting instructions.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

### Instruction 3

In order for your securities to be represented at the meeting, it will be necessary for us to have your specific voting instructions.

### Instruction 4

We have previously sent you proxy soliciting material pertaining to the meeting of shareholders of the company indicated. According to our latest records, we have not as of yet received your voting instruction on the matter(s) to be considered at this meeting and the company has requested us to communicate with you in an endeavor to have your securities voted.

\*\*If you hold your securities through a Canadian broker or bank, please be advised that you are receiving the voting instruction form and meeting materials, at the direction of the issuer. Even if you have declined to receive securityholder materials, a reporting issuer is required to deliver these materials to you. If you have advised your intermediary that you object to the disclosure of your beneficial ownership information to the reporting issuer, it is our responsibility to deliver these materials to you on behalf of the reporting issuer.

These materials are being sent at no cost to you.

### To attend the meeting and vote your shares in person

If you wish to attend the meeting, mark the appropriate box on the other side of this form, and a legal proxy will be issued and mailed to you. The legal proxy will grant you or your designate the right to attend the meeting and vote in person, subject to any rules described in the Proxy Statement applicable to the delivery of a proxy.

The legal proxy will be mailed to the name and address of the beneficial holder noted above. You need to submit and deliver the legal proxy in accordance with the proxy deposit date and any instructions or disclosures noted in the Proxy Statement. You or your designate must attend the meeting for your vote to be counted.

Allow sufficient time for the mailing and return of the legal proxy by the proxy deposit date to the issuer or its agent.

Please be advised that if you, the beneficial holder, ask for a legal proxy to be issued, you may have to take additional steps in order for the proxy to be fully effective under applicable law. For example, it may be necessary that you deposit the legal proxy with the issuer or its agent in advance of the meeting. Further, if a legal proxy is issued, all other voting instructions given on this voting instruction form will not be effective.

This Voting Instruction Form confers discretionary authority to vote on such other business as may properly come before the meeting or any adjournment thereof.

### Disclosure of Information – Electing to Receive Financial Statements or Requesting Meeting Materials

By electing to receive the financial statements, your name and address may be provided to the issuer (or its agent) for mailing purposes.

# VOTING INSTRUCTION FORM

## ALACER GOLD CORP.

MEETING TYPE: SPECIAL MEETING  
 MEETING DATE: FRIDAY, JULY 10, 2020 AT 12:00 P.M. MDT  
 RECORD DATE: FOR HOLDERS AS OF JUNE 01, 2020  
 PROXY DEPOSIT DATE: JULY 08, 2020 CUID:  
 ACCOUNT NO: CUSIP: 010679108



CONTROL NO.: →

### STEP 2 APPOINT A PROXY (OPTIONAL)

APPOINTEE(S): Rodney P. Antal, Michael J. Sparks

IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE OTHER PERSON ATTENDING THE MEETING IN THE SPACE PROVIDED HEREIN. UNLESS YOU INSTRUCT OTHERWISE, THE PERSON WHOSE NAME IS WRITTEN IN THIS SPACE WILL HAVE FULL AUTHORITY TO ATTEND, VOTE AND OTHERWISE ACT IN RESPECT OF ALL MATTERS THAT MAY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, EVEN IF THESE MATTERS ARE NOT SET OUT IN THE FORM OR THE CIRCULAR.

PLEASE PRINT APPOINTEE NAME ABOVE

### STEP 3 COMPLETE YOUR VOTING DIRECTIONS

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY **BOLD TEXT OVER THE BOXES** (FILL IN ONLY ONE BOX "  " PER ITEM IN BLACK OR BLUE INK)

1 To consider and, if thought advisable, to pass, with or without variation, a special resolution (the "Alacer Arrangement Resolution") to approve a plan of arrangement pursuant to section 195 of the Business Corporations Act (Yukon) involving SSR Mining Inc. ("SSR"), Alacer and the holders of common shares of Alacer. The full text of the Alacer Arrangement Resolution is set forth in Appendix B to the joint management information circular of SSR and Alacer (the "Circular").

RECOMMENDATION: **FOR**  
 FOR      AGAINST

    

\*NOTE\* If you complete the appointment box above and appoint a proxyholder other than Management's appointees you MUST contact AST Trust Company (Canada) ("AST") at 1-866-751-6315 (within North America) or 1-212-235-5754 (outside North America) by July 8, 2020 at 12:00 pm (Denver Time) to register your proxyholder and provide AST with the required contact information so that AST may provide the proxyholder with a Control Number. Without a Control Number, your proxyholder will not be able to attend the Meeting on your behalf. AST will use this information ONLY to provide the appointee with a Control Number to gain entry to the Meeting. For additional details, see the "General Proxy Matters of Alacer" section of the Circular.

\*NOTE\* Any reference to attending the meeting "in person" includes attending "online".

### STEP 4 THIS DOCUMENT MUST BE SIGNED AND DATED

\* ISSUER CONFIRMATION COPY - INFO ONLY \*

SIGNATURE(S) \*INVALID IF NOT SIGNED\*

M M D D Y Y



ALACER GOLD CORP.  
7001 EAST BELLEVIEW AVENUE  
SUITE 800  
ENGLEWOOD, CO 80237  
USA

# VOTING INSTRUCTION FORM

**SPECIAL MEETING**  
ALACER GOLD CORP.

**WHEN:**  
FRIDAY, JULY 10, 2020 AT 12:00 P.M. MDT

**WHERE:**  
to be held virtually  
<https://web.lumiagm.com/112585242>  
(password: alacer2020)

## STEP 1

### REVIEW YOUR VOTING OPTIONS

**ONLINE:** VOTE AT **PROXYVOTE.COM** USING YOUR COMPUTER OR MOBILE DATA DEVICE. YOUR CONTROL NUMBER IS LOCATED BELOW.



**SCAN TO VIEW  
MATERIAL AND  
VOTE NOW**



**BY TELEPHONE:** YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE AT: ENGLISH: 1-800-474-7493 OR FRENCH: 1-800-474-7501

**BY MAIL:** THIS VOTING INSTRUCTION FORM MAY BE RETURNED BY MAIL IN THE ENVELOPE PROVIDED.

**REMINDER: PLEASE REVIEW THE MANAGEMENT PROXY CIRCULAR BEFORE VOTING.**

BR13122017

**WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.**  
**CONTROL NO.:->**

**PROXY DEPOSIT DATE: JULY 08, 2020**

The control number has been assigned to you to identify your shares for voting.

You must keep your control number confidential and not disclose it to others other than when you vote using one of the voting options set out on this form. Should you send this form or provide your control number to others, you are responsible for any subsequent voting of, or subsequent inability to vote, your shares.

Dear Client:

A meeting is being held for securityholders of the above noted issuer.

1. You are receiving this Voting Instruction Form and the enclosed meeting materials at the direction of the issuer as a beneficial owner of securities. You are a beneficial owner because we, as your intermediary, hold the securities in an account for you and the securities are not registered in your name.
2. Votes are being solicited by or on behalf of the management of the issuer.
3. Even if you have declined to receive materials, a reporting issuer is entitled to deliver these materials to you and if requested to do so, it is our responsibility to forward them. These materials are being sent at no cost to you, in the language you requested, if available.
4. **Unless you attend the meeting and vote in person, your securities can only be voted through us as registered holder or proxy holder of the registered holder in accordance with your instructions. We cannot vote for you if we do not receive your voting instructions. Please complete and return (or provide by one of the alternative available methods) the information requested on this form to provide your voting instructions to us promptly. We will submit a proxy vote on your behalf according to the voting instructions you provide, unless you elect to attend the meeting and vote in person.**
5. When you give us your voting instructions, you acknowledge that:
  - You are the beneficial owner or are authorized to provide these voting instructions; and
  - You have read the material and the voting instructions on this form.
6. You may not present this Voting Instruction Form at the meeting in order to vote.
7. To attend the meeting and vote your shares in person:
  - Write your name or the name of your designate to act on your behalf on the "Appointee" line on the other side of this form, sign and date the form, and return it by mail, or
  - Go to ProxyVote.com (if available) and insert the name in the "Change Appointee(s)" section on the voting site.

8. Unless prohibited by law or you instruct otherwise, the Appointee(s) or the person whose name is written in the space provided will have full authority to attend and otherwise act at, and present matters to the meeting and any adjournment or postponement thereof, and vote on all matters that are brought before the meeting or any adjournment or postponement thereof, even if these matters are not set out in this form or in the management proxy circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require assistance, please contact the person who services your account.
9. If these voting instructions are given on behalf of a body corporate, set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
10. **If the items listed in the management proxy circular are different from the items listed on the other side of this form, the management proxy circular will be considered correct.**
11. **The Appointee named in this form will exercise the voting rights attached to the securities in accordance with the instructions given. In the absence of any specific instructions as to voting being provided by you on this form, the item(s) will be voted as recommended on the reverse of this form or as stated in the management proxy circular, except in the case of your appointment of an Appointee.**
12. This Voting Instruction Form should be read in conjunction with the accompanying management proxy circular.
13. **To ensure that your instructions are received in sufficient time to be processed, please ensure that the Voting Instruction Form is received by us or voted online at least one business day before the proxy deposit date noted above or the proxy deadline specified in the management proxy circular.** Voting instructions received on the proxy deposit date or later may not be able to be included in the final tabulation.

This Voting Instruction Form confers discretionary authority to vote on such other business as may properly come before the meeting or any adjournment thereof.

If you have any questions or require help, please contact the person who services your account.

**Disclosure of Information – Electing to Receive Financial Statements or Requesting Meeting Materials**

By electing to receive the financial statements or requesting meeting materials, your name and address may be provided to the reporting issuer (or its agent) for mailing purposes.

**PLEASE SEE OVER**

You, or your designate, as the named "Appointee", must attend the meeting for your vote to be counted. When you or your designate arrive at the meeting, please register with the scrutineer or proxy tabulator.

**THIS LETTER OF TRANSMITTAL IS FOR USE ONLY IN CONNECTION WITH THE PLAN OF ARRANGEMENT UNDER SECTION 195 OF THE *BUSINESS CORPORATIONS ACT* (YUKON) INVOLVING, AMONG OTHERS, ALACER GOLD CORP., SHAREHOLDERS OF ALACER GOLD CORP. AND SSR MINING INC.**

**IT IS IMPORTANT THAT YOU VALIDLY COMPLETE, DULY EXECUTE AND RETURN THIS LETTER OF TRANSMITTAL IN A TIMELY MANNER TO THE DEPOSITARY, AST TRUST COMPANY (CANADA), IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED HEREIN. THE DEPOSITARY OR YOUR FINANCIAL ADVISOR CAN ASSIST YOU IN COMPLETING THIS LETTER OF TRANSMITTAL.**

*The instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed or submitted to the Depositary. If you have any questions or require more information with regard to the procedures for completing this Letter of Transmittal, please contact the Depositary Toll Free (North America) at 1-866-751-6315 or Outside of North America at 1-212-235-5754. You can email the Depositary at [inquiries@astfinancial.com](mailto:inquiries@astfinancial.com).*

**LETTER OF TRANSMITTAL  
FOR COMMON SHARES OF  
ALACER GOLD CORP.**

**TO: AST TRUST COMPANY (CANADA) (the "Depositary")**

**AND TO: ALACER GOLD CORP. ("Alacer")**

**AND TO: SSR MINING INC. ("SSR")**

This Letter of Transmittal ("**Letter of Transmittal**") is for use by registered holders ("**Registered Shareholders**") of common shares in the capital of Alacer ("**Alacer Shares**") in connection with the plan of arrangement pursuant to section 195 of the *Business Corporations Act* (Yukon) (the "**Arrangement**") involving, among others, SSR, Alacer and holders of Alacer Shares ("**Alacer Shareholders**"). Pursuant to the Arrangement, SSR will acquire all of the issued and outstanding Alacer Shares (other than Alacer Shares held by an Alacer Dissenting Shareholder, which will be repurchased for cancellation by Alacer). If the Arrangement is completed, Registered Shareholders (other than an Alacer Dissenting Shareholders) who have properly completed, duly executed and delivered this Letter of Transmittal and all other required documents to the Depositary will receive in exchange for each of their Alacer Shares 0.3246 of a common share in the capital of SSR (each whole share, a "**Consideration Share**"), all as set forth in further detail in the joint information circular (the "**Information Circular**") of SSR and Alacer dated June 2, 2020.

Copies of the Information Circular, arrangement agreement and plan of arrangement may be accessed through Alacer's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Capitalized terms used but not defined in this Letter of Transmittal have the meanings set out in the Information Circular. You are encouraged to read the Information Circular in its entirety.

**All Registered Shareholders must complete Box D. Each U.S. Person (as defined herein) should complete and submit IRS Form W-9. See Instruction 6. Each Registered Shareholder who provides an address in Box A or Box B that is located within the United States or any territory or possession thereof and is not a U.S. Person should complete and submit the appropriate IRS Form W-8. See Instruction 6. If you require a Form W-8, please contact the Depositary.**

**Completion of the Arrangement is subject to the satisfaction or waiver of certain conditions. No Consideration Shares or any Fractional Share Cash Consideration (as defined below), if any, will be issued to Alacer Shareholders prior to the effective time of the Arrangement, as set forth in the Plan of Arrangement (the "Effective Time").**

**This Letter of Transmittal is for use by Registered Shareholders only and is not to be used by beneficial holders of Alacer Shares (the "Beneficial Shareholders"). A Beneficial Shareholder does not have Alacer Shares registered in its name; rather, such Alacer Shares are registered in the name of a broker, investment dealer, bank, trust company, nominee or other intermediary (each, an "Intermediary") through which it purchased the shares or in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. If you are a Beneficial Shareholder, you should contact your Intermediary for instructions and assistance in receiving**

**the Consideration Shares and any Fractional Share Cash Consideration for such Alacer Shares, as well as any Dividends (as defined below).**

Alacer CDI Holders are not required to complete this Letter of Transmittal. Alacer CDI Holders will cease to own Alacer CDIs at the Effective Time and, unless they are Alacer Dissenting Shareholders, will receive 0.3246 SSR CDIs for each Alacer CDI held subject to the Foreign Exempt Listing being approved by the ASX. Within approximately five business days of the Effective Date, holders of Alacer CDIs will receive an issuer sponsored or CHES statement (depending on which sub-register their Alacer CDIs are held on) outlining the number of SSR CDIs that they hold. If the Foreign Exempt Listing is not approved, Alacer CDI Holders will cease to own Alacer CDIs and will receive 0.3246 SSR Common Shares for each Alacer CDI held.

In no event shall any holder of Alacer Shares be entitled to a fractional Consideration Share. Where the aggregate number of Consideration Shares to be issued to an Alacer Shareholder as Consideration under the Arrangement would result in a fraction of a Consideration Share being issuable, the number of Consideration Shares to be received by such Alacer Shareholder shall be rounded down to the nearest whole Consideration Share. In lieu of any such fractional Consideration Share, SSR will pay to each such holder a cash payment (rounded down to the nearest cent and less any applicable withholding taxes) determined by reference to the volume weighted average trading price of one Consideration Share on the TSX during the first five trading days on which such shares trade on such exchange following the Effective Date (the **“Fractional Share Cash Consideration”**). Former Alacer Shareholders will also be entitled to receive, at the time of depositing the Alacer Shares, without interest, all dividends or other distributions made after the Effective Time in respect of the Consideration Shares to which such holder is entitled, less any applicable withholdings (collectively, **“Dividends”**).

**In order to receive the Consideration Shares and Fractional Share Cash Consideration, if any, that a holder of Alacer Shares is entitled to receive pursuant to the Arrangement, as well as any Dividends, Registered Shareholders are required to deposit the certificate(s) representing their Alacer Shares with the Depository. This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany the certificate(s) for Alacer Shares deposited for receipt of Consideration Shares and any Fractional Share Cash Consideration pursuant to the Arrangement, as well as any Dividends.**

**Whether or not the undersigned delivers the required documentation to the Depository, as of the Effective Time, the undersigned will cease to be a holder of Alacer Shares and, subject to the ultimate expiry deadline identified below, will only be entitled to receive the Consideration Shares and the Fractional Share Cash Consideration, if any, to which the undersigned is entitled under the Arrangement, as well as any Dividends. REGISTERED SHAREHOLDERS WHO DO NOT DELIVER CERTIFICATES REPRESENTING THEIR ALACER SHARES AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY ON OR BEFORE THE DAY THAT IS THREE YEARS LESS ONE DAY AFTER THE EFFECTIVE DATE WILL LOSE THEIR RIGHT TO RECEIVE ANY CONSIDERATION FOR THEIR ALACER SHARES AND ANY CLAIM OR INTEREST OF ANY KIND OR NATURE AGAINST SSR, ALACER OR THE DEPOSITARY, INCLUDING WITH RESPECT TO ANY DIVIDENDS.**

**Delivery of this Letter of Transmittal to an address other than as set forth on the last page of this Letter of Transmittal will not constitute a valid delivery. If Alacer Shares are registered in different names, a separate Letter of Transmittal must be submitted for each different Registered Shareholder. See Instruction 2.**

The undersigned hereby deposits with the Depository the enclosed certificate(s) representing Alacer Shares, details of which are as follows:

Name of Registered Shareholder	Certificate Number(s)	Number of Alacer Shares
TOTAL:		

Check here if some or all of your Alacer Share certificates have been lost, stolen or destroyed. Please review Instruction 7 for the procedure to replace lost, stolen or destroyed certificates.

*(Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the above form. See Instruction 9)*

It is understood that, upon receipt of this duly completed and signed Letter of Transmittal and of the certificate(s) representing the Alacer Shares deposited herewith (collectively, the "**Deposited Alacer Shares**") together with all other required documents and following the Effective Time of the Arrangement, the Depository will deliver to the undersigned, in accordance with the issuance and delivery instructions provided in Box A and Box B below, share certificates ("**Consideration Share Certificates**") or Direct Registration System advices ("**DRS Advices**") representing the Consideration Shares and a cheque representing the Fractional Share Cash Consideration that the undersigned is entitled to receive under the Arrangement, or hold such Consideration Share Certificates or DRS Advices representing the Consideration Shares and cheque(s) for pick-up in accordance with the instructions set out in Box C below, and the certificate representing the Deposited Alacer Shares will forthwith be cancelled. If no selection is made in Box A between receiving Consideration Share Certificates and DRS Advices representing the Consideration Shares, then DRS Advices will be issued. If neither Box A nor Box B is completed, DRS Advices representing the Consideration Shares issued in exchange for the Deposited Alacer Shares will be issued in the name of the registered holder of the Deposited Alacer Shares and it, along with the cheque representing the Fractional Share Cash Consideration, if any, will be mailed to the address of the registered holder of the Deposited Alacer Shares as it appears on the register of Alacer.

The undersigned Registered Shareholder represents and warrants in favour of Alacer and SSR that: (i) the undersigned is the registered and legal owner of the Deposited Alacer Shares, has good right and title to the rights represented by the Deposited Alacer Shares and that such Deposited Alacer Shares represent all of the Alacer Shares owned, directly or indirectly, by the undersigned; (ii) such Deposited Alacer Shares are owned by the undersigned free and clear of all mortgages, liens, charges, encumbrances, security interests and adverse claims; (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit, assign, transfer and deliver the Deposited Alacer Shares and that, when the Consideration Shares and any cheque(s) representing the Fractional Share Cash Consideration or Dividends are delivered, none of SSR, Alacer, or any affiliate thereof or successor thereto will be subject to any adverse claim in respect of such Deposited Alacer Shares; (iv) the Deposited Alacer Shares have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any such Deposited Alacer Shares, to any other person; (v) the transfer of the Deposited Alacer Shares complies with all applicable laws; (vi) all information inserted by the undersigned into this Letter of Transmittal is complete, true and accurate; and (vii) the delivery of the applicable number of Consideration Shares and a cheque representing the applicable Fractional Share Cash Consideration, if any, as well as a cheque(s) representing any Dividends, does not violate any laws applicable to the undersigned and will discharge any and all obligations of SSR, Alacer, and the Depository with respect to the matters contemplated by this Letter of Transmittal and the Arrangement. These representations and warranties shall survive the completion of the Arrangement. The undersigned further acknowledges receipt of the Information Circular.

The undersigned revokes any and all authority, other than as granted in this Letter of Transmittal, whether as agent, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Alacer Shares and no subsequent authority, whether as agent, attorney-in-fact, proxy or otherwise, will be granted with respect to the Deposited Alacer Shares.

The undersigned hereby agrees to transfer, effective at the Effective Time and pursuant to the Arrangement, all right, title and interest in and to the Deposited Alacer Shares and irrevocably appoints and constitutes the Depository, each officer of SSR and Alacer and any other person designated by SSR or Alacer in writing, the lawful attorney of the undersigned, with full power of substitution (such powers of attorney, being coupled with an interest, being irrevocable) to deliver the Deposited Alacer Shares pursuant to the Arrangement and to effect the transfer of the Deposited Alacer Shares on the share register of Alacer to the extent and in the manner provided under the Arrangement.

The undersigned will, upon request, execute any signature guarantees or additional documents deemed by the Depository to be reasonably necessary or desirable to complete the transfer of the Deposited Alacer Shares contemplated by this Letter of Transmittal.

The undersigned agrees that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Alacer Shares transferred in connection with the Arrangement shall be determined by SSR and Alacer in their sole discretion and that such determination shall be final and binding. SSR reserves the absolute right to reject any and all deposits which it determines not to be in proper form or which may be unlawful to accept under the laws of any jurisdiction. SSR further reserves the absolute right to waive any defects or irregularities in the deposit of any Alacer Shares. The undersigned acknowledges that there is no duty or obligation upon Alacer, SSR, the Depository or any other person to give notice of any

defect or irregularity in any such surrender of Alacer Shares and no liability will be incurred by any of them for failure to give any such notice.

The undersigned hereby acknowledges that the delivery of the Deposited Alacer Shares shall be effected and the risk of loss to such Deposited Alacer Shares shall pass only upon proper receipt thereof by the Depositary.

The undersigned acknowledges that all authority conferred, or agreed to be conferred, by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon the heirs, personal or legal representatives, successors and assigns of the undersigned.

The undersigned acknowledges that SSR and/or Alacer may be required to disclose personal information in respect of the undersigned and consents to disclosure of personal information in respect of the undersigned to (i) stock exchanges or securities regulatory authorities, (ii) the Depositary, (iii) any of the parties to the Arrangement, (iv) legal counsel to any of the parties to the Arrangement, and (v) as otherwise required by any applicable law.

The undersigned instructs the Depositary to mail the Consideration Share Certificates or DRS Advices representing the Consideration Shares and the cheque representing the Fractional Share Cash Consideration, if any, that the undersigned is entitled to pursuant to the Arrangement in exchange for the Deposited Alacer Shares, promptly after the Effective Time, by first-class insured mail, postage prepaid, to the undersigned, or to hold such Consideration Share Certificates or DRS Advices representing the Consideration Shares and the cheque(s) representing the Fractional Share Cash Consideration for the Deposited Alacer Shares for pick-up, in accordance with the instructions given in Box C below.

The undersigned acknowledges that if the Arrangement is completed, the delivery of Deposited Alacer Shares pursuant to this Letter of Transmittal is irrevocable. If the Arrangement is not completed or proceeded with, the enclosed certificate(s) and all other ancillary documents will be returned as soon as possible to the undersigned at the address set out below in Box A or Box B, as applicable, or, failing such address being specified, to the undersigned at the last address of the undersigned as it appears on the share register of Alacer.

It is understood that the undersigned will not receive the Consideration Shares, the cheque representing the Fractional Share Cash Consideration under the Arrangement, in respect of the Deposited Alacer Shares until following the Effective Time and after certificate(s) representing the Deposited Alacer Shares owned by the undersigned are received by the Depositary at the address set forth on the back of this Letter of Transmittal, together with a duly completed Letter of Transmittal and such additional documents as the Depositary may require, and until the same are processed by the Depositary. It is understood that under no circumstances will interest accrue or be paid in respect of the Deposited Alacer Shares in connection with the Arrangement, including on any Dividends.

The undersigned acknowledges that Alacer, SSR and the Depositary, as applicable, will be entitled to deduct or withhold from any amounts payable or otherwise deliverable to any Alacer Shareholder or any person under the Arrangement (including any amount payable to Alacer Dissenting Shareholders) such amounts as SSR, Alacer or AST determines, acting reasonably, are required to be deducted or withheld with respect to such payment or delivery under the Tax Act, the U.S. Tax Code, and the rules and regulations promulgated thereunder, or any provision of any other applicable law. All such deducted or withheld amounts shall be treated as having been paid to the person to whom such amounts would otherwise have been paid, provided that such deducted or withheld amounts are actually remitted to the appropriate Governmental Entity. Each of SSR, Alacer or AST, as applicable, is authorized to sell or otherwise dispose of, on behalf of such person, such portion of any share or other security deliverable to such person as is necessary to provide sufficient funds to SSR, Alacer or AST, as the case may be, to enable it to comply with such deduction or withholding requirement and SSR, Alacer or AST shall notify such person thereof and remit the applicable portion of the net proceeds of such sale to the appropriate Governmental Entity and, if applicable, any portion of such net proceeds that is not required to be so remitted shall be paid to such person. The undersigned acknowledges that it has consulted or has had the opportunity to consult its own tax advisor with respect to the potential income tax consequences to it of the Arrangement.

The undersigned understands and acknowledges that the Consideration Shares to be received by it pursuant to the Arrangement have not been registered under the *United States Securities Act of 1933*, as amended (the "**Securities Act**"), or any state securities laws and are being issued in reliance on the exemption from the registration requirements provided by Section 3(a)(10) of the Securities Act. The issuance of the Consideration Shares shall be exempt from, or not subject to, U.S.

state securities, or “blue sky” laws. Upon issuance, the Consideration Shares will be transferable without restriction under the Securities Act, except by persons who are “affiliates” (as such term is defined under Rule 144 of the Securities Act) of SSR as of the time of such resale, or were “affiliates” of SSR within 90 days prior to such time. Persons who may be deemed to be “affiliates” of an issuer generally include individuals or entities that, directly or indirectly, control, are controlled by, or are under common control with, the issuer, whether through the ownership of voting securities, by contract, or otherwise, and generally include executive officers and directors of the issuer as well as principal shareholders of the issuer. Any resale of such Consideration Shares by an affiliate (or former affiliate) may be subject to the registration requirements of the Securities Act, absent an exemption therefrom, as more fully described in the Information Circular.

The foregoing discussion is only a general overview of certain requirements of United States federal securities laws applicable to the Consideration Shares received upon completion of the Arrangement. All holders of such securities are urged to consult with counsel to ensure that any action taken with respect to their securities complies with applicable securities legislation, including any resale of such securities.

By reason of the use by the undersigned of an English language Letter of Transmittal, the undersigned shall be deemed to have required that any contract in connection with the delivery of the Alacer Shares pursuant to the Arrangement through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. *En raison de l'utilisation d'une lettre d'envoi en langue anglaise par le soussigné, le soussigné et les destinataires sont présumés avoir requis que tout contrat relié à l'envoi d'actions ordinaires de Alacer en vertu de l'arrangement au moyen de la présente lettre d'envoi, de même que tous les documents qui s'y rapportent, soient rédigés exclusivement en langue anglaise.*

This Letter of Transmittal will be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein. Any Fractional Share Cash Consideration payable under the Arrangement will be paid in Canadian dollars.

**PLEASE COMPLETE THE FOLLOWING BOXES, AS APPROPRIATE.**

**BOX A  
REGISTRATION INSTRUCTIONS**

*Issue Consideration Shares and any cheque, if applicable, in the name of:*

**Issue in the Name of** \_\_\_\_\_  
*(please print)*

**Address:** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
*(include postal or zip code)*

**Social Insurance Number (or  
Taxpayer Identification Number)** \_\_\_\_\_

*Evidence issuance of Consideration Shares in the form of (see  
Instruction 8):*

Consideration Share Certificate     DRS Advice

**BOX B  
SPECIAL ISSUANCE INSTRUCTIONS**

*To be completed ONLY if the Consideration Shares and any  
cheque, if applicable, to which the undersigned is entitled  
pursuant to the Arrangement is to be sent to someone other than  
the person shown in Box A or to an address other than the  
address shown in Box A.*

**Send to** \_\_\_\_\_  
*(please print)*

**Address:** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
*(include postal or zip code)*

**BOX C  
SPECIAL PICK-UP INSTRUCTIONS**

Mark here if the Consideration Share Certificate or DRS Advice representing the Consideration Shares and any cheque representing the Fractional Share Cash Consideration issuable in exchange for the Alacer Shares (in accordance with the issuance instructions provided in Box A above), is to be held for pick-up at the office of the Depository where the Letter of Transmittal is deposited.

**BOX D**  
**U.S. STATUS**

All Registered Shareholders must place an "X" in the applicable box below. See Instruction 6.

- The Registered Shareholder is not a U.S. Shareholder, and is not a person acting for the account or benefit of a U.S. Shareholder.
- The Registered Shareholder is a U.S. Shareholder, or a person acting for the account or benefit of a U.S. Shareholder.

A "U.S. Shareholder" is any Registered Shareholder that is either (a) providing an address in Box A or Box B that is located within the United States or any territory or possession thereof, or (b) a U.S. Person as described in Instruction 6. If you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder, then in order to avoid possible U.S. backup withholding you must complete the Form W-9 in Box G included below or otherwise provide certification that you are exempt from backup withholding, or provide the appropriate IRS Form W-8. If you require a copy of Form W-8, please contact the Depository.

**BOX E**  
**SIGNATURE GUARANTEE**

Signature guaranteed by  
*(if required under Instruction 3)*

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Name of Guarantor *(please print)*

\_\_\_\_\_  
Address *(please print)*

\_\_\_\_\_  
Area Code and Telephone Number

**BOX F**  
**SIGNATURE**

*(as required under Instruction 2)*

**Dated** \_\_\_\_\_

\_\_\_\_\_  
*(Signature of Shareholder or Authorized Representative)*

\_\_\_\_\_  
*(Signature of any Joint Holder)*

\_\_\_\_\_  
*(Name of Shareholder)*

\_\_\_\_\_  
*(Name of Authorized Representative)*

\_\_\_\_\_  
*(Social Insurance Number or Taxpayer Identification Number)*

\_\_\_\_\_  
*(Daytime Telephone Number of Shareholder or Authorized Representative)*

\_\_\_\_\_  
*(Daytime Facsimile Number of Shareholder or Authorized Representative)*



By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued).
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting*, later, for further information.

**Note:** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

**Foreign person.** If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

## Backup Withholding

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

**Payments you receive will be subject to backup withholding if:**

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the instructions for Part II for details),
3. The IRS tells the requester that you furnished an incorrect TIN,
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships*, earlier.

## What is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

## Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

## Penalties

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Misuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

## Specific Instructions

### Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

**Note: ITIN applicant:** Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C corporation, or S corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

### Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

### Line 3

Check the appropriate box on line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3.

IF the entity/person on line 1 is a(n) . . .	THEN check the box for . . .
• Corporation	Corporation
• Individual • Sole proprietorship, or • Single-member limited liability company (LLC) owned by an individual and disregarded for U.S. federal tax purposes.	Individual/sole proprietor or single-member LLC
• LLC treated as a partnership for U.S. federal tax purposes, • LLC that has filed Form 8832 or 2553 to be taxed as a corporation, or • LLC that is disregarded as an entity separate from its owner but the owner is another LLC that is not disregarded for U.S. federal tax purposes.	Limited liability company and enter the appropriate tax classification. (P= Partnership; C= C corporation; or S= S corporation)
• Partnership	Partnership
• Trust/estate	Trust/estate

### Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

#### Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 <sup>1</sup>	Generally, exempt payees 1 through 5 <sup>2</sup>
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

<sup>1</sup> See Form 1099-MISC, Miscellaneous Income, and its instructions.

<sup>2</sup> However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

**Exemption from FATCA reporting code.** The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(X)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

**Note:** You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

### Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, write NEW at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

### Line 6

Enter your city, state, and ZIP code.

## Part I. Taxpayer Identification Number (TIN)

**Enter your TIN in the appropriate box.** If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

**Note:** See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

**How to get a TIN.** If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at [www.SSA.gov](http://www.SSA.gov). You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at [www.irs.gov/Businesses](http://www.irs.gov/Businesses) and clicking on Employer Identification Number (EIN) under Starting a Business. Go to [www.irs.gov/Forms](http://www.irs.gov/Forms) to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to [www.irs.gov/OrderForms](http://www.irs.gov/OrderForms) to place an order and have Form W-7 and/or SS-4 mailed to you within 10 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

**Note:** Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

**Caution:** A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

## Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

**Signature requirements.** Complete the certification as indicated in items 1 through 5 below.

**1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.

**2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.** You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

**3. Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.

**4. Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

**5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLÉ accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

**What Name and Number To Give the Requester**

For this type of account	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account) other than an account maintained by an FFI	The actual owner of the account or, if combined funds, the first individual on the account <sup>1</sup>
3. Two or more U.S. persons (joint account maintained by an FFI)	Each holder of the account
4. Custodial account of a minor (Uniform Gift to Minors Act)	The minor <sup>2</sup>
5. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee <sup>1</sup> The actual owner <sup>1</sup>
6. Sole proprietorship or disregarded entity owned by an individual	The owner <sup>3</sup>
7. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor <sup>4</sup>

For this type of account	Give name and EIN of:
8. Disregarded entity not owned by an individual	The owner
9. A valid trust, estate, or pension trust	Legal entity <sup>4</sup>
10. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
11. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
12. Partnership or multi-member LLC	The partnership
13. A broker or registered nominee	The broker or nominee

For this type of account:	Give name and EIN of:
14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
15. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(B))	The trust

<sup>1</sup> List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

<sup>2</sup> Circle the minor's name and furnish the minor's SSN.

<sup>3</sup> You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

<sup>4</sup> List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships*, earlier.

**\*Note:** The grantor also must provide a Form W-9 to trustee of trust.

**Note:** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

**Secure Your Tax Records From Identity Theft**

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

**Protect yourself from suspicious emails or phishing schemes.** Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to [phishing@irs.gov](mailto:phishing@irs.gov). You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at [spam@uce.gov](mailto:spam@uce.gov) or report them at [www.ftc.gov/complaint](http://www.ftc.gov/complaint). You can contact the FTC at [www.ftc.gov/idtheft](http://www.ftc.gov/idtheft) or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see [www.IdentityTheft.gov](http://www.IdentityTheft.gov) and Pub. 5027.

Visit [www.irs.gov/IdentityTheft](http://www.irs.gov/IdentityTheft) to learn more about identity theft and how to reduce your risk.

## Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

**BOX H**  
**CERTIFICATION OF AWAITING TAXPAYER IDENTIFICATION NUMBER**

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU WROTE "APPLIED FOR" IN PART I OF THE ATTACHED IRS FORM W-9.**

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate IRS Center or Social Security Administration Office, or (b) I intend to mail or deliver an application in the near future (as described in the instructions to IRS Form W-9). I understand that if I do not provide a TIN by the time of payment, 24% of the gross cash proceeds of such payment made to me may be withheld and such withheld amounts will be treated as having been paid to the persons with respect to whom such amounts were withheld.

Signature of U.S. Shareholder: \_\_\_\_\_

Date: \_\_\_\_\_

## INSTRUCTIONS

### 1. Use of Letter of Transmittal

- (a) Registered Shareholders should review the accompanying Information Circular prior to completing this Letter of Transmittal.
- (b) This Letter of Transmittal, duly completed and signed, together with any accompanying certificates representing the Alacer Shares and all other required documents must be sent or delivered to the Depository at the addresses set out on the back of this Letter of Transmittal. In order to receive the Consideration Shares and any Fractional Share Cash Consideration under the Arrangement for the Deposited Alacer Shares, it is recommended that the foregoing documents be received by the Depository at the address set out on the back of this Letter of Transmittal as soon as possible.
- (c) The method used to deliver this Letter of Transmittal and any accompanying certificates representing Alacer Shares and all other required documents is at the option and risk of the Registered Shareholder and delivery will be deemed effective only when such documents are actually received by the Depository. SSR and Alacer recommend that the necessary documentation be hand delivered to the Depository at the address set out on the back of this Letter of Transmittal, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended. Beneficial Shareholders whose Alacer Shares are registered in the name of a broker, investment dealer, bank, trust company, nominee or other Intermediary should contact that Intermediary for assistance in depositing those Alacer Shares. Delivery to an address other than to the specified address does not constitute delivery for this purpose.
- (d) SSR reserves the right, if it so elects, in its absolute discretion, to instruct the Depository to waive any defect or irregularity contained in any Letter of Transmittal and/or accompanying documents received by it.
- (e) If the Consideration Share Certificate(s) or DRS Advice(s) representing the Consideration Shares and the cheque(s) representing any Fractional Share Cash Consideration are to be issued in the name of a person other than the person(s) signing this Letter of Transmittal under Box F or if the Consideration Share Certificate or DRS Advice representing the Consideration Shares and the cheque(s) representing any Fractional Share Cash Consideration is to be mailed to someone other than the person(s) signing this Letter of Transmittal under Box F or to the person(s) signing this Letter of Transmittal under Box F at an address other than that which appears on the register of Alacer, the appropriate boxes on this Letter of Transmittal should be completed (Box A and Box B).

### 2. Signatures

This Letter of Transmittal must be completed and signed by the Registered Shareholder under Box F or by such Registered Shareholder's duly authorized representative (in accordance with Instruction 4).

- (a) If this Letter of Transmittal is signed by the registered holder(s) of the Deposited Alacer Shares, such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s), without any change whatsoever, and the certificate(s) representing the Deposited Alacer Shares need not be endorsed. If such deposited certificate(s) are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal (Box F).
- (b) Subject to Instruction 4, if this Letter of Transmittal is signed on behalf of the registered holders(s) of the Deposited Alacer Shares by a person other than the registered holder(s) of the Deposited Alacer Shares, or if Consideration Share Certificate(s) or DRS Advice(s) representing Consideration Shares or the cheque(s) representing any Fractional Share Cash Consideration are to be issued to a person other than the registered holder(s) of the Deposited Alacer Shares:
  - (i) any such deposited certificate(s) or DRS Advice(s), as applicable, must be endorsed or be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the registered holder(s) of the Deposited Alacer Shares; and

- (ii) the signature(s) on such endorsement or share transfer power(s) of attorney must correspond exactly to the name of the registered holder(s) of the Deposited Alacer Shares as registered or as appearing on the certificate(s) or DRS Advice(s), as applicable, and must be guaranteed as noted in paragraph 3 below of these Instructions.
- (c) If any of the Deposited Alacer Shares are registered in different names on several certificates or DRS Advice(s), as applicable, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of such Deposited Alacer Shares.

### **3. Guarantee of Signatures**

No signature guarantee is required on this Letter of Transmittal if this Letter of Transmittal is signed by the registered holder(s) of the Deposited Alacer Shares surrendered herewith. Subject to Instruction 4, if this Letter of Transmittal is signed on behalf of a registered holder(s) of the Deposited Alacer Shares by a person other than the registered holder(s) of the Deposited Alacer Shares or if the payment is to be issued in a name other than the registered holder(s) of the Deposited Alacer Shares or if the payment is to be sent to an address other than the address of the registered holder(s) as shown on the share register of Alacer maintained by Alacer's transfer agent, such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution). An "**Eligible Institution**" means a Canadian Schedule I chartered bank, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange, Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

### **4. Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal or any share transfer power(s) of attorney is executed by a person as an executor, administrator, trustee or guardian, or on behalf of a corporation, partnership or association or is executed by any other person acting in a representative capacity, such person should so indicate when signing and this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Any of SSR, Alacer or the Depository, at their discretion, may require additional evidence of authority or additional documentation.

### **5. Payment and Delivery Instructions**

If no selection is made in Box A between receiving Consideration Share Certificates and DRS Advices representing the Consideration Shares, then DRS Advices will be issued as evidence of Consideration Shares received under the Arrangement. If neither Box A nor Box B is completed, DRS Advices representing Consideration Shares and any cheque(s) representing the Fractional Share Cash Consideration issued in exchange for the Deposited Alacer Shares, will be issued in the name of the registered holder(s) of the Deposited Alacer Shares and will be mailed to the address of the registered holder(s) of the Deposited Alacer Shares as it appears on the register of Alacer. Otherwise, the Consideration Share Certificates or DRS Advices representing Consideration Shares and any cheque(s) representing the Fractional Share Cash Consideration to be issued in exchange for the Deposited Alacer Shares, will be issued in the name of the person indicated in Box A and delivered to the address indicated in Box A (unless another address has been provided in Box B). If any Consideration Share Certificates or DRS Advices representing Consideration Shares and any cheque(s) representing the Fractional Share Cash Consideration, are to be held for pick-up at the offices of the Depository, complete Box C. Any Consideration Share Certificates or DRS Advices, and any cheque(s) representing the Fractional Share Cash Consideration, mailed in accordance with this Letter of Transmittal will be deemed to be delivered at the time of mailing.

### **6. Tax Instructions for U.S. Shareholders**

For purposes of this Letter of Transmittal, a "**U.S. Person**" is a beneficial owner of Alacer Shares that, for U.S. federal income tax purposes, is (a) an individual who is a citizen or resident of the U.S. (including a U.S. resident alien), (b) a corporation, partnership, other entity classified as a corporation or partnership for U.S. federal income tax purposes, or association that is created or organized in or under the laws of the United States, or any political subdivision thereof or

therein, (c) an estate if the income of such estate is subject to U.S. federal income tax regardless of the source of such income, or (d) a trust if (i) such trust has validly elected to be treated as a U.S. person for U.S. federal income tax purposes, or (ii) a U.S. court is able to exercise primary supervision over the administration of such trust and one or more U.S. persons have the authority to control all substantial decisions of such trust.

In order to avoid backup withholding on any payment made with respect to the Alacer Shares pursuant to the Arrangement, you are required, if you are a U.S. Person or are acting on behalf of a U.S. Person, to provide your correct U.S. taxpayer identification number ("TIN") (or the TIN of the person on whose behalf you are acting) on Box G: Form W-9 and certify, under penalties of perjury, (1) that such TIN is correct (or that the holder is awaiting a TIN), (2) that (i) the holder is exempt from backup withholding; (ii) the holder has not been notified by the IRS that such holder is subject to backup withholding as a result of a failure to report all interest or dividends; or (iii) the IRS has notified the holder that such holder is no longer subject to backup withholding; and (3) that the holder is a U.S. person for U.S. federal income tax purposes (including a U.S. resident alien). If the correct TIN is not provided or if any other information is not correctly provided, such holder may be subject to penalties imposed by the IRS and payments made with respect to the Alacer Shares may be subject to backup withholding of 24%. The U.S. Person may be required to furnish the TIN of the registered owner of the Alacer Shares. The instructions on pages 4 and 5 of the Form W-9 explain the proper certification to use if the Alacer Shares are registered in more than one name or are not registered in the name of the actual owner.

The TIN is generally the U.S. Social Security number or the U.S. federal identification number of the U.S. Person. The U.S. Person may specify on IRS Form W-9 that such U.S. Person has "Applied For" a TIN such U.S. Person has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future. In such event, the U.S. Person must also complete Box H: Certificate of Awaiting Taxpayer Identification Number in order to avoid backup withholding. If a U.S. Person completes the Certificate of Awaiting Taxpayer Identification Number, the Depository may withhold 24% of the gross proceeds of any cash payment made to such U.S. Person prior to the time a properly certified TIN is provided to the Depository, and if the Depository is not provided with a TIN within sixty (60) days of the day the Depository receives such IRS Form W-9, such amounts will be paid over to the IRS.

Certain U.S. Persons (including, among others, certain corporations, certain "not-for-profit" organizations, and certain non-U.S. persons) are exempt from backup withholding and reporting requirements. Such exempt holders should indicate their exempt status by entering in the correct "Exempt payee code" on line 4 in IRS Form W-9. See the instructions beginning on page 2 of the Form W-9 for additional instructions. Each Registered Shareholder and Alacer Shareholder is urged to consult his or her own tax advisor to determine whether, in connection with the Arrangement, such holder is exempt from backup withholding and information reporting.

If you are not a U.S. Person, you may be subject to backup withholding on cash payments received pursuant to the Arrangement, if you furnished in Box A or Box B an address which is located within the United States or any territory or possession thereof, unless you furnish the appropriate, properly completed and executed IRS Form W-8. If you require a Form W-8, please contact the Depository.

SSR reserves the right in its sole discretion to take whatever steps are necessary to comply with its obligations regarding backup withholding. Taxes withheld from the consideration paid pursuant to the Arrangement will be treated for all purposes as having been paid to the persons with respect to whom such amounts were withheld.

Please note that the foregoing certifications do not exempt any holder from any compensation-related or other withholding that may be required. Payments made pursuant to the Arrangement that are treated as wages will be subject to all applicable wage withholding, regardless of whether a Form W-9 or applicable Form W-8 is provided.

**Failure to provide the required information on the Form W-9 or to provide a Form W-8, as applicable, may subject the Registered Shareholder and/or Alacer Shareholder to penalties imposed by the IRS and backup withholding of all or a portion of any cash payment received pursuant to the Arrangement. Serious penalties may be imposed for providing false information which, if willfully done, may result in fines and/or imprisonment.**

**A HOLDER WHO FAILS TO PROPERLY COMPLETE THE IRS FORM W-9 SET OUT IN BOX G OF THIS LETTER OF TRANSMITTAL OR, IF APPLICABLE, THE APPROPRIATE IRS FORM W-8, MAY BE SUBJECT TO BACKUP WITHHOLDING AT THE APPLICABLE STATUTORY RATE (CURRENTLY 24%) WITH**

**RESPECT TO ALL OR A PORTION OF CASH PAYMENTS MADE TO SUCH HOLDER PURSUANT TO THE ARRANGEMENT AND MAY BE SUBJECT TO PENALTIES.**

**BACKUP WITHHOLDING IS NOT AN ADDITIONAL TAX. RATHER, THE AMOUNT OF TAX WITHHELD WILL BE ALLOWED AS A CREDIT AGAINST THE REGULAR U.S. FEDERAL INCOME TAX LIABILITY OF THE PERSON SUBJECT TO BACKUP WITHHOLDING. IF WITHHOLDING RESULTS IN AN OVERPAYMENT OF TAXES, A REFUND MAY GENERALLY BE OBTAINED BY FILING A TIMELY CLAIM FOR REFUND WITH THE IRS. THE DEPOSITARY CANNOT REFUND AMOUNTS WITHHELD BY REASON OF BACKUP WITHHOLDING.**

#### **7. Lost Certificates**

If, prior to the Effective Time, any certificate that immediately prior to the Effective Time represented one or more outstanding Alacer Shares has been lost, stolen or destroyed you are instructed to contact the transfer agent and registrar for the Alacer Shares to obtain a replacement certificate representing such shares. If, following the Effective Time, any certificate that immediately prior to the Effective Time represented one or more outstanding Alacer Shares that were transferred to SSR pursuant to the Arrangement, has been lost, stolen or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss and providing your telephone number, to the Depositary at its office specified in this Letter of Transmittal. The Depositary and/or the transfer agent of Alacer will respond with replacement instructions (which may include bonding requirements) in order to receive payment of the Consideration Shares and, if applicable, any Fractional Share Cash Consideration or Dividends, that such holder is entitled to receive in accordance with the Plan of Arrangement. If a certificate representing the Alacer Shares has been lost, stolen or destroyed, the foregoing action must be taken sufficiently in advance of the third anniversary less one day of the Effective Date in order to satisfy the replacement requirements in sufficient time to permit the Alacer Shares to be deposited with the Depositary at or prior to the third anniversary less one day of the Effective Date.

#### **8. Direct Registration System**

Consideration Shares to be issued pursuant to the Arrangement may be issued, at the election of the undersigned in Box A of this Letter of Transmittal, in the Direct Registration System, or DRS. The DRS is a system that allows you to hold your Consideration Shares in "book-entry" form without having a physical share certificate issued as evidence of ownership. Instead, your Consideration Shares will be held in your name and registered electronically in SSR's records, which will be maintained by its transfer agent, AST Trust Company (Canada) ("**AST**"). The Direct Registration System eliminates the need for shareholders to safeguard and store certificates, it avoids the significant cost of a surety bond for the replacement of, and the effort involved in replacing, physical certificate(s) that might be lost, stolen or destroyed and it permits/enables electronic share transactions.

Upon completion of the Arrangement you will receive an initial DRS Advice acknowledging the number of Consideration Shares you hold in your DRS account. Each time you have any movement of Consideration Shares into or out of your DRS account, you will be mailed an updated DRS Advice. You may request a DRS Advice at any time by contacting AST.

You may request a share certificate for all or a portion of the Consideration Shares held in your DRS account. Simply contact AST with your request. A share certificate for the requested number of Consideration Shares will be sent to you by first class mail upon receipt of your instructions, at no cost to you.

For more information about DRS, please contact AST at 1-866-751-6315 (toll free within North America) or 1-212-235-5754 (outside of North America) or you can email AST at [inquiries@astfinancial.com](mailto:inquiries@astfinancial.com).

#### **9. Miscellaneous**

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for Alacer Shares, additional certificate numbers and number of Alacer Shares may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If Alacer Shares are registered in different forms (e.g., "John Doe" and "J. Doe") a separate Letter of Transmittal should be signed for each different registration.

- (c) No alternative, conditional or contingent deposits of Alacer Shares will be accepted and no fractional Consideration Shares will be issued.
- (d) Additional copies of the Letter of Transmittal may be obtained from the Depositary at the address set out on the back of this Letter of Transmittal.
- (e) This Letter of Transmittal will be construed in accordance with and be governed by the laws of the Province of British Columbia and the federal laws of Canada applicable therein.
- (f) The holder of the Deposited Alacer Shares that are the subject of this Letter of Transmittal hereby unconditionally and irrevocably attorns to the jurisdiction of the courts of the Province of British Columbia and the courts of appeal therefrom.
- (g) Before completing this Letter of Transmittal, you are urged to read the accompanying Information Circular and discuss any questions with your financial, legal and/or tax advisors.

#### **10. Representations**

The representations made by the holders of Alacer Shares in this Letter of Transmittal will survive the Effective Time of the Arrangement.

#### **11. Privacy Notice**

The Depositary is committed to protecting personal information received from its clients. In the course of providing services to its clients, the Depositary receives certain non-public personal information. This information could include an individual's name, address, social insurance or social security number, securities holdings and other financial information. The Depositary uses this information for lawful purposes relating to its services. The Depositary has prepared a Privacy Policy relating to information practices and private protection. It is available at <https://www.astfinancial.com/ca-en>, or by writing the Depositary at AST Privacy Officer, P.O. Box 4202, Postal Station A, Toronto, ON, M5W 0E4. The Depositary will use the information provided on this form in order to process the undersigned Alacer Shareholder's request and will treat the Alacer Shareholder's signature(s) on this form as such Alacer Shareholder's consent to the above.

**Any questions and requests for assistance may be directed to the Depository:  
AST TRUST COMPANY (CANADA)**



**By Mail**

P.O. Box 1036  
Adelaide Street Postal Station  
Toronto, ON M5C 2K4  
Attention: Corporate Actions

**By Registered Mail, Hand or by Courier**

1 Toronto Street  
Suite 1200  
Toronto, ON M5C 2V6  
Attention: Corporate Actions

Toll Free: 1-800-387-0825  
Telephone (Local): (416) 682-3860

**ALACER GOLD CORP.**

**(the “Corporation”)**

**CERTIFICATE OF OFFICER**

- TO:** The Canadian Securities Regulatory Authorities in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland
- RE:** Abridgement of time pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”)

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The undersigned, Michael J. Sparks, the duly appointed Chief Legal Officer and Secretary of the Corporation, hereby certifies for and on behalf of the Corporation and not in his personal capacity, that:

- (a) in accordance with the requirements set out in section 2.20(a) of NI 54-101, the Corporation has arranged to have proxy-related materials for the special meeting of the holders of common shares of the Corporation to be held on July 10, 2020 to be sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of NI 54-101;
- (b) in accordance with the requirements set out in section 2.20(b) of NI 54-101, the Corporation has arranged to carry out all of the requirements in NI 54-101 in addition to those described in paragraph (a) above; and
- (c) the Corporation is relying upon section 2.20 of NI 54-101.

**DATED** as of June 9, 2020.

By: “*Michael J. Sparks*”

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Michael J. Sparks

Chief Legal Officer and Secretary